

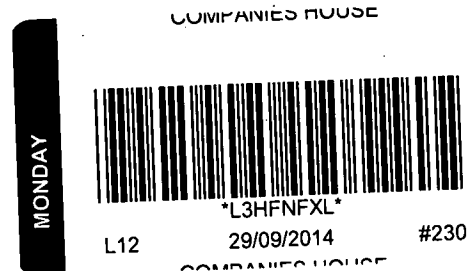
# **Regenco (Winchburgh 2) Limited**

Report and Financial Statements

Year Ended

31 December 2013

Company Number 06428161



# **Regenco (Winchburgh 2) Limited**

## **Report and financial statements for the year ended 31 December 2013**

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### **Contents**

#### **Page:**

1	Report of the directors
3	Independent auditor's report
5	Profit and loss account
6	Balance sheet
7	Notes forming part of the financial statements

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### **Directors**

P R Davidson  
J C McMahon

### **Secretary and registered office**

K E Murray, 1 Park Row, Leeds LS1 5AB

### **Company number**

06428161

### **Auditors**

BDO LLP, 2 City Place, Beehive Ring Road, Gatwick, West Sussex RH6 0PA

# **Regenco (Winchburgh 2) Limited**

## **Report of the directors for the year ended 31 December 2013**

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The directors present their report together with the audited financial statements for the year ended 31 December 2013.

### **Results and dividends**

The profit and loss account is set out on page 5 and shows the results for the year.

### **Principal activities, business activities and future events**

The principal activity of the company is that of land and property investment in the United Kingdom.

The company is a member of the group headed by Regenco Properties LLP.

During the year the company transferred its investment in land and property to a fellow group company, Regenco Trading Limited for no profit or loss.

The following extract from Regenco Trading Limited's Strategic Report for the year ended 31 December 2013 should be considered in relation to the recoverable amounts of Amounts owed from group undertakings with a carrying value of £10,480,040 as referred to in note 6 of the financial statements.

"At 31 December 2013, the development (land held for development and work-in-progress) is being held at a carrying value in the balance sheet of £109,479,132 (2012 - £112,452,964) which is its historical cost to the group. This follows a review of the overall project by the directors of the subsidiary company, Regenco Trading Limited. The review concluded that the outcome of this long-term project cannot be assessed with reasonable certainty and therefore no profit or loss has been reflected. The review involved the use of material accounting estimates. The accounting estimates related to medium to long term sales inflation and build inflation, future development costs and future income generation expectations, each of which carry a degree of uncertainty which could materially impact the overall outcome of whether the development achieves a profit or makes a loss. These uncertainties will continue to be monitored on a regular basis and should revised estimates suggest that the development has a reasonable certainty of making a profit, an apportionment of this profit will be recognised at such time this is considered appropriate.

Since the period end, the company is in advanced discussions with 2 additional house builders to dispose of land for residential development at Winchburgh."

Having taken into account the above factors, to the extent they affect the company, the directors were satisfied with the performance of the company during the year under review.

### **Directors**

The directors of the company during the year were as follows:

P R Davidson  
J C McMahon

# Regenco (Winchburgh 2) Limited

## Report of the directors for the year ended 31 December 2013 (*continued*)

### Statement of directors' responsibilities

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial period. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

### Auditors

Both of the current directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the company's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the auditors are unaware.

BDO LLP have expressed their willingness to continue in office.

In preparing this Directors' Report advantage has been taken of the small companies' exemption.

### On behalf of the Board



J C McMahon  
Director

Date 22/9/2014

# **Regenco (Winchburgh 2) Limited**

## **Independent auditor's report**

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### **TO THE MEMBERS OF REGENCO (WINCHBURGH 2) LIMITED**

We have audited the financial statements of Regenco (Winchburgh 2) Limited for the year ended 31 December 2013 which comprise the profit and loss account, the balance sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

#### **Respective responsibilities of directors and auditors**

As explained more fully in the statement of directors' responsibilities, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Financial Reporting Council's (FRC's) Ethical Standards for Auditors.

#### **Scope of the audit of the financial statements**

A description of the scope of an audit of financial statements is provided on the FRC's website at [www.frc.org.uk/auditscopeukprivate](http://www.frc.org.uk/auditscopeukprivate).

#### **Opinion on financial statements**

In our opinion except the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2013 and of its result for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### **Opinion on other matters prescribed by the Companies Act 2006**

In our opinion the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.


# Regenco (Winchburgh 2) Limited

## Independent auditor's report (*continued*)

### Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements and the directors' report in accordance with the small companies' regime and to the exemption from the requirement to prepare a strategic report.

  
Russell Field (*senior statutory auditor*)  
For and on behalf of BDO LLP, statutory auditor  
Gatwick  
United Kingdom

Date 26 September 2014

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

## Regenco (Winchburgh 2) Limited

### Profit and loss account for the year ended 31 December 2013

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	Note	2013 £	2012 £
Administrative expenses		-	(788)
		<hr/>	<hr/>
<b>Operating loss and loss on ordinary activities before and after taxation for the financial year</b>	<b>9</b>	<b>-</b>	<b>(788)</b>
		<hr/>	<hr/>

All amounts relate to continuing activities.

All recognised gains and losses are included in the profit and loss account.

The notes on pages 7 to 10 form part of these financial statements.

# Regenco (Winchburgh 2) Limited

## Balance sheet at 31 December 2013

<i>Company number 06428161</i>	Note	2013 £	2013 £	2012 £	2012 £
Debtors	6	10,480,040		10,480,040	
Creditors: amounts falling due within one year	7	(1,288)		(1,288)	
Net current assets			10,478,752		10,478,752
Total assets less current liabilities			10,478,752		10,478,752
Capital and reserves					
Called up share capital	8		10,574,448		10,574,448
Profit and loss account	9		(95,696)		(95,696)
Shareholder's funds	10		10,478,752		10,478,752

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

The financial statements were approved by the board of directors and authorised for issue on 22/9/2014

J C McMahon  
Director



The notes on pages 7 to 10 form part of these financial statements.

# Regenco (Winchburgh 2) Limited

## Notes forming part of the financial statements for the year ended 31 December 2013

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### 1 Accounting policies

The following accounting policies have been adopted by the company and applied consistently in dealing with items which are considered material in relation to the company's financial statements.

#### *Basis of preparation*

The financial statements have been prepared under the historical cost convention and are in accordance with applicable accounting standards.

#### *Cash flow statement*

The company has used the exemption under Financial Reporting Standard 1, "Cash Flow Statements", not to prepare a cash flow statement as the directors believe that the company is a "small entity" as defined under section 382 of the Companies Act 2006.

#### *Dividends*

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders.

#### *Deferred taxation*

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except that the recognition of deferred tax assets is limited to the extent that the company anticipates making sufficient taxable profits in the future to absorb the reversal of the underlying timing differences.

Deferred tax balances are not discounted.

## Regenco (Winchburgh 2) Limited

Notes forming part of the financial statements  
for the year ended 31 December 2013 (*continued*)

### 2 Auditors' remuneration

Fees for the audit of the company were £1,500 (2012 - £1,500) which were borne by Regenco (Winchburgh) Limited.

The consolidated accounts of Regenco Properties LLP disclose details of any non-audit fees paid to the company's auditors by the group.

### 3 Employees

The company employed no staff in the current or prior year.

### 4 Directors' remuneration

No director received any emoluments from the company during the current or prior year.

### 5 Taxation

The tax assessed for the year varies from the standard rate of corporation tax in the United Kingdom. A reconciliation is provided below:

	2013 £	2012 £
Loss on ordinary activities before tax	-	(788)
Loss on ordinary activities at the standard average rate of corporation tax in the UK for the year of 23.25% (2012 - 24.5%)	-	(193)
<i>Effects of:</i>		
Group relief surrendered	-	193
Current tax charge for the year	-	-

#### *Factors that may affect future tax charges*

At 31 December 2013, an unprovided deferred tax asset of £1,330 (2012 - £1,530) relating to revenue related losses at 20% (2012 - 23%) exists.

# Regenco (Winchburgh 2) Limited

Notes forming part of the financial statements  
for the year ended 31 December 2013 (continued)

## 6 Debtors

	2013 £	2012 £
Amounts due from group undertakings	10,480,040	10,480,040

The net realisable value of amounts due from group undertakings with a carrying value of £10,480,040 (2012 - £10,480,040) reflects a number of significant accounting estimates made in relation to land held for development and work in progress amounting to £109,479,132 (2012 - £112,452,964) held within Regenco Trading Limited. The most significant accounting estimates relate to medium to long term sales inflation and build inflation, future development costs and future income generation expectations, each of which carry a degree of uncertainty which could materially impact the overall outcome of whether the development achieves a profit or makes a loss. These uncertainties will continue to be monitored on a regular basis and should revised estimates suggest that the development has a reasonable certainty of making a profit, an apportionment of this profit will be recognised at such time this is considered appropriate. Further information in relation to the group's land holdings is included within the Directors' Report.

## 7 Creditors: amounts falling due within one year

	2013 £	2012 £
Amounts owed to group undertakings	1,288	1,288

## 8 Share capital

	Allotted, called up and fully paid 2013 £	2012 £
Ordinary shares of £1 each	10,574,448	10,574,448

## 9 Reserves

	Profit and loss account £
At 1 January 2013	(95,696)
Result for the financial year	-
At 31 December 2013	(95,696)

# Regenco (Winchburgh 2) Limited

Notes forming part of the financial statements  
for the year ended 31 December 2013 (continued)

## 10 Reconciliation of movements in shareholder's funds

	2013 £	2012 £
Result for the year	-	(788)
Issue of shares	-	10,574,447
Net movement in shareholder's funds	-	10,573,659
Opening shareholder's funds/(deficit)	10,478,752	(94,907)
Closing shareholder's funds	10,478,752	10,478,752

## 11 Related party transactions and balances

The company has taken advantage of the exemption conferred by Financial Reporting Standard 8 "Related party disclosures" not to disclose details of any transactions with members of the group headed by Regenco Properties LLP on the grounds that 100% of the voting rights in the company are wholly controlled within that group and the company is included in consolidated financial statements.

In the opinion of the directors there are no other related party transactions to be disclosed.

## 12 Controlling party information

At 31 December 2013, the company's ultimate controlling entity was West Coast Capital, a Scottish partnership trading from Marathon House, Olympic Business Park, Drybridge Road, Dundonald. The directors of Regenco (Winchburgh 2) Limited are also partners of West Coast Capital.

An intermediate parent entity of the company is Regenco Properties LLP, which is the parent of the smallest group of which the company is a member and for which consolidated accounts are prepared and are filed at Companies House.

The immediate controlling entity of the company is Regenco (Winchburgh) Limited.