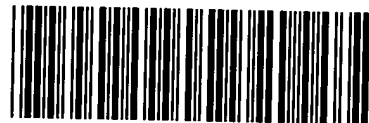


# **LAING/GLADEDALE (ST SAVIOURS) LIMITED**

**DIRECTORS' REPORT  
AND  
FINANCIAL STATEMENTS FOR THE YEAR ENDED  
31 DECEMBER 2014**

**Registered Number 7097209**

**TUESDAY**



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**DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR YEAR ENDED 31 DECEMBER 2014**

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**DIRECTORS AND ADVISORS**

**Directors**

J R Brodie  
S D Yeatman

**Company secretary and registered office**

M Lewis  
1 Kingsway  
London  
WC2B 6AN

**Auditor**

Deloitte LLP  
Chartered Accountants and Statutory Auditor  
London

**Solicitors**

Denton Wilde Sapte  
1 Fleet Place  
London  
EC4M 7WS

## DIRECTORS' REPORT

The Directors submit their Annual Report and the audited financial statements for the year ended 31 December 2014.

This Directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

The Company is a wholly owned subsidiary of Laing/Gladedale (Hastings) Holdings Limited, which in turn is jointly owned and controlled by John Laing Projects & Developments (Holdings) Limited and Gladedale Estates Limited.

No Strategic report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

## BUSINESS REVIEW AND PRINCIPAL ACTIVITIES

A project agreement was signed on 12 November 2007 by Laing/Gladedale (Hastings) Holdings Limited, this Company's parent company, for the purchase of the surplus sites at Hastings College.

Archery Road planning permission was granted for an amended scheme of 121 dwellings. The site was sold on 22 December 2014, realising a loss on the carrying value of £638,708.

## GOING CONCERN

Following the sale of Archery Road, the Company has no further properties. Consequently, the Company has ceased trading and the directors intend to wind up the company. The accounts have therefore not been prepared on the going concern basis. More information is provided in note 1(a) to the financial statements.

## DISCLOSURE OF INFORMATION TO THE AUDITOR

The Directors who held office at the date of approval of this Directors' report confirm that, so far as they are aware, there is no relevant audit information of which the Company's auditor is unaware, and each Director has taken all the steps that they ought to have taken as a Director to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of Section 418 of the Companies Act 2006.

## DIRECTORS

The Directors who served throughout the year, except as noted, are shown on page 1.

## EMPLOYEES

Details of the number of employees and related costs can be found in note 6 to the financial statements on page 8.

## AUDITOR

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and Deloitte LLP will therefore continue in office.

On behalf of the Board



S D Yeatman  
Director

29 July 2015

## **DIRECTORS' RESPONSIBILITIES STATEMENT**

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 year. 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 year. 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.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF LAING/GLADEDALE (ST SAVIOURS) LIMITED**

We have audited the financial statements of Laing/Gladedale (St Saviours) Limited for the year ending 31 December 2014 which comprise the profit and loss account, the balance sheet and the related notes 1 to 15. 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 auditor**

As explained more fully in the Directors' Responsibilities Statement, 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 Auditing Practices Board's Ethical Standards for Auditors.

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

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

**Opinion on financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2014 and of its loss 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.

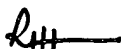
**Emphasis of matter - financial statements prepared on a basis other than on a going concern basis**

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in the members' report and note 1 to the financial statements, which explains that the financial statements have been prepared on a basis other than that of a going concern.

**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 take the small companies exemption from preparing a Strategic Report or in preparing the Directors' Report.



Ross Howard (Senior Statutory Auditor)  
for and on behalf of Deloitte LLP  
Chartered Accountants and Statutory Auditor  
London, United Kingdom

30 July 2015

**PROFIT AND LOSS ACCOUNT**

**FOR THE YEAR ENDED 31 DECEMBER 2014**

	Notes	2014 £	2013 £
Turnover	2	2,200,000	1,274,721
Cost of sales		<u>(2,838,708)</u>	<u>(1,584,030)</u>
Gross loss		(638,708)	(309,309)
Administrative expenses		<u>(5,347)</u>	<u>(5,191)</u>
Operating loss	3	(644,055)	(314,500)
Loss on ordinary activities before taxation		<u>(644,055)</u>	<u>(314,500)</u>
Tax on loss on ordinary activities	6	-	-
Loss for the financial year	11	<u>(644,055)</u>	<u>(314,500)</u>

A reconciliation of movements in shareholder's deficit is given in note 12.

There is no material difference between the results stated in the profit and loss account and their historical cost equivalents.

All gains and losses are recognised in the profit and loss account in both the current and preceding year, and therefore no separate statement of total recognised gains and losses has been presented.

LAING/GLADED DALE (ST SAVIOURS) LIMITED

**BALANCE SHEET AS AT 31 DECEMBER 2014**

	Notes	2014 £	2013 £
<b>Current assets</b>			
Stock	7	-	2,750,000
Debtors - due within one year	8	<u>2,061,048</u>	<u>312,005</u>
		2,061,048	3,062,005
<b>Current liabilities</b>			
Creditors: amounts falling due within one year	9	<u>(7,169,398)</u>	<u>(7,526,300)</u>
<b>Net current liabilities</b>		<u>(5,108,350)</u>	<u>(4,464,295)</u>
Creditors: amounts falling due after more than one year	9	-	-
<b>Net liabilities</b>		<u>(5,108,350)</u>	<u>(4,464,295)</u>
<b>Capital and reserves</b>			
Called up share capital	10	1	1
Profit and loss account	11	<u>(5,108,351)</u>	<u>(4,464,296)</u>
<b>Shareholder's deficit</b>	12	<u>(5,108,350)</u>	<u>(4,464,295)</u>

The financial statements of Laing/Gladedale (St Saviours) Limited, registered number 7097209, were approved by the Board of Directors and authorised for issue on 29 July 2015. They were signed on its behalf by:

S D Yeatman  
Director  
29 July 2015



Notes to the financial statements for the year ended 31 December 2014

1 ACCOUNTING POLICIES

a) Basis of preparation of accounts

The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom law and accounting standards. A summary of the principal accounting policies adopted by the Directors, which have been applied consistently throughout the current and preceding year, is shown below.

The Company is a wholly owned subsidiary undertaking of Laing/Gladedale (Hastings) Holdings Limited and as such is exempt under FRS1 (revised 1996) from the requirement to prepare its own cash flow statement.

Going Concern

As explained in the Directors Report, following the sale of Archery Road, the Company has ceased trading. As required by FRS 18 Accounting Policies, the directors have prepared the financial statements on the basis that the Company is no longer a going concern. No material adjustments arose as a result of ceasing to apply the going concern basis. Provision has also been made for any contractual commitments that have become onerous at the balance sheet date. The financial statements do not include any provision for the future costs of terminating the business of the company except to the extent that such costs were committed at the balance sheet date.

b) Turnover

Turnover is derived entirely in the United Kingdom and is net of VAT and is recognised at the date of sale of each unit.

c) Construction and operating costs

Construction and operating costs, except for sales and marketing, are capitalised and will be apportioned and expensed with the sale of each unit. Sales, marketing and other overhead costs are expensed as incurred.

d) Taxation

Current tax, including United Kingdom Corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date.

In accordance with FRS19 'Deferred Tax', deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted. Deferred tax is measured at the average tax rates that are expected to apply in the period in which the timing differences are expected to reverse, based on the tax rates and laws that have been enacted or substantially enacted by the balance sheet date. Deferred tax assets are not discounted.

e) Stock

Work in progress comprises of freehold land and development costs which have been incurred. These assets are held at the lower of cost and net realisable value.

Notes to the financial statements for the year ended 31 December 2014 (continued)

2 TURNOVER

Turnover in the year is analysed as follows:

	2014	2013
	£	£
Sale of stock	2,200,000	1,274,721

3 OPERATING LOSS

	2013	2013
	£	£
Operating loss is stated after charging:		
Fees payable to the Company's auditor for the audit of the Company's annual accounts	5,347	5,200

4 DIRECTORS' REMUNERATION

No Directors received any remuneration for services to the Company during the current or preceding year. The Company is managed by secondees from the shareholders under a management services contract.

5 STAFF NUMBERS

The Company had no employees during the current or preceding year.

6 TAX ON LOSS ON ORDINARY ACTIVITIES

Factors affecting the tax for the year

The differences between the total current tax and the amount calculated by applying the blended rate of UK corporation tax to the loss before tax are as follows to reflect there is no current tax:

	2014	2013
	£	£
Loss on ordinary activities before taxation	(644,055)	(3,619,167)
multiplied by the blended rate of corporation tax in the UK of 21.5% (2013 - 23.25%)	138,472	886,696
Effects of:		
Tax losses not recognised for deferred tax purposes	(201,605)	(960,403)
Transfer pricing	63,133	73,707
Total current tax for the year	-	-

For the year ended 31 December 2014, the blended UK rate of 21.5% is applied due to the change in the UK corporation tax rate from 23% to 21% with effect from 1 April 2014.

As at 31 December 2014, there is an unrecognised deferred tax asset of £1,173,190 (2013 - £1,156,097), calculated at the substantively enacted rate of 20%.

7 STOCK

	2014	2013
	£	£
As at 1 January	2,750,000	4,000,000
Disposals	(2,750,000)	(1,250,000)
As at 31 December	-	2,750,000

8 DEBTORS

	2014	2013
	£	£
Due within one year		
Amounts owed by group undertaking	2,061,048	312,005
	2,061,048	312,005

Notes to the financial statements for the year ended 31 December 2014 (continued)

9 CREDITORS

	2014 £	2013 £
Amounts falling due within one year		
Amounts owed to parent company	7,161,110	7,521,110
Other taxation and social security	2,953	-
Accruals and deferred income	5,335	5,190
	<u>7,169,398</u>	<u>7,526,300</u>

There is no interest payable on the amount owed to parent company.

10 CALLED UP SHARE CAPITAL

	2014 £	2013 £
Allotted, called up and nil paid:		
1 ordinary share of £1 each	<u>1</u>	<u>1</u>

11 MOVEMENT IN RESERVES

	Profit and loss account £'000
At 1 January 2014	(4,464,296)
Loss for the financial year	(644,055)
At 31 December 2014	<u>(5,108,351)</u>

12 RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S DEFICIT

	2014 £	2013 £
Loss for the financial year	(644,055)	(314,500)
Net addition to shareholder's deficit	<u>(644,055)</u>	<u>(314,500)</u>
Opening shareholder's deficit	(4,464,295)	(4,149,795)
Closing shareholder's deficit	<u>(5,108,350)</u>	<u>(4,464,295)</u>

13 TRANSACTIONS WITH RELATED PARTIES

As a wholly owned subsidiary of Laing/Gladedale (Hastings) Holdings Limited, the Company has taken advantage of the exemption under Financial Reporting Standard 8 not to provide information on related party transactions with the Laing/Gladedale (Hastings) Holdings Limited and group. Note 14 gives details of how to obtain a copy of the published financial statements of Laing/Gladedale (Hastings) Holdings Limited.

14 ULTIMATE PARENT UNDERTAKING

The Company's immediate parent company is Laing/Gladedale (Hastings) Holdings Limited, a company incorporated in Great Britain.

The smallest and largest group in which its results are consolidated is Laing/Gladedale (Hastings) Holdings Limited, a company incorporated in Great Britain and registered in England and Wales. Copies of the consolidated accounts of Laing / Gladedale (Hastings) Holdings Limited are available from Companies House, Crown Way, Cardiff, CF14 3UZ.

The Company's ultimate parent and controlling entity is Laing/Gladedale (Hastings) Holdings Limited, a company incorporated in Great Britain.

15 CONTINGENT ASSET

The Company holds a contingent asset of £200,000. This relates to the footbridge link which is to be constructed to the north of the Archery Road property as required by the Planning Permission. This is receivable from Gemselect Limited (Buyer of the property) provided the Buyer does not obtain a variation to the Planning Permission so as to remove reference to the construction of the footbridge.