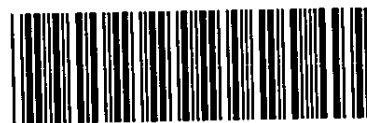


COMPANY REGISTRATION NUMBER SC002284

CRAIGTON COMBINED SECURITIES LIMITED
FINANCIAL STATEMENTS
31 MARCH 2012

THURSDAY



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31/01/2013

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COMPANIES HOUSE

COHEN ARNOLD
Chartered Accountants & Statutory Auditor
New Burlington House
1075 Finchley Road
LONDON
NW11 0PU

CRAIGTON COMBINED SECURITIES LIMITED
FINANCIAL STATEMENTS
YEAR ENDED 31 MARCH 2012

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CRAIGTON COMBINED SECURITIES LIMITED
OFFICERS AND PROFESSIONAL ADVISERS

THE BOARD OF DIRECTORS

Mr B S E Freshwater
Mr L Stempel

COMPANY SECRETARY

Mr M R M Jenner F.C.I.S.

REGISTERED OFFICE

50 Lothian Road
Festival Square
Edinburgh
EH3 9WJ
Scotland

AUDITOR

Cohen Arnold
Chartered Accountants
& Statutory Auditor
New Burlington House
1075 Finchley Road
LONDON
NW11 0PU

CRAIGTON COMBINED SECURITIES LIMITED

THE DIRECTORS' REPORT

YEAR ENDED 31 MARCH 2012

The directors have pleasure in presenting their report and the financial statements of the group for the year ended 31 March 2012.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The company is a parent undertaking only. The principal activity carried on through wholly owned subsidiary undertakings is property trading.

Throughout the year the company and its subsidiary undertakings have pursued their traditional activities and there has been no significant change in the nature of the business, nor is any envisaged in the immediate future.

PROPERTIES

The group's trading portfolio was professionally valued by the group's valuers, Colliers International at 31 March 2012 on the basis of open market value and it had a surplus over book value of £13.9 million which was not incorporated into the financial statements. Had this surplus been incorporated into the financial statements the group would have had a net asset position of approximately £19 million.

RESULTS AND DIVIDENDS

The profit for the year, after taxation, amounted to £191,073. The directors have not recommended a dividend.

DIRECTORS

The directors who served the company during the year were as follows:

Mr B S E Freshwater
Mr L Stempel

The Articles of Association do not require directors to retire by rotation.

The directors do not have service contracts nor do they receive any emoluments from the company or any of its subsidiary undertakings.

The whole of the issued share capital of the company is owned by Highdorn Co. Ltd, a company of which Mr B S E Freshwater is also a director and in which he has a non-beneficial interest in fifty shares out of the total issued ordinary share capital of one hundred shares. The Estate of another member of the Freshwater Family is beneficially interested in the remaining fifty shares. Mr L. Stempel is also a director of Highdorn Co. Ltd but has no interest in its share capital.

At 31 March 2012, neither of the directors had any interest in the share capital of the company, the company's parent undertaking or any subsidiary of the company's parent undertaking, save as disclosed above.

Management services are provided by the parent undertaking, Highdorn Co. Ltd. Mr B S E Freshwater and Mr L Stempel are directors of Highdorn Co. Ltd and Mr B S E Freshwater also has a non-beneficial interest in the share capital thereof.

CRAIGTON COMBINED SECURITIES LIMITED

THE DIRECTORS' REPORT *(continued)*

YEAR ENDED 31 MARCH 2012

DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Directors' 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 the group and of the profit or loss of the group for that year. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group's and company's transactions and disclose with reasonable accuracy at any time the financial position of the group 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 group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In so far as the directors are aware:

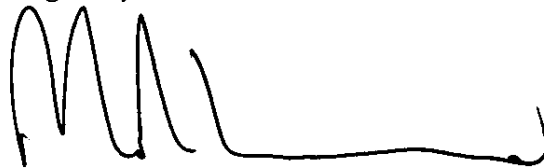
- there is no relevant audit information of which the group's auditor is unaware; and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

AUDITOR

Cohen Arnold are deemed to be re-appointed under section 487(2) of the Companies Act 2006.

HEAD OFFICE
Freshwater House
158 - 162 Shaftesbury Avenue
London
WC2H 8HR

Signed by order of the directors



MR M R M JENNER F.C.I.S.
Company Secretary

Approved by the directors on 28th January 2013

CRAIGTON COMBINED SECURITIES LIMITED
INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDER OF
CRAIGTON COMBINED SECURITIES LIMITED
YEAR ENDED 31 MARCH 2012

We have audited the group and parent company financial statements ("the financial statements") of Craigton Combined Securities Limited for the year ended 31 March 2012 which comprise the Consolidated Profit and Loss Account, Consolidated Statement of Total Recognised Gains and Losses, Reconciliation of Group Shareholder's Funds, Consolidated Balance Sheet and Company 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 shareholder, 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 shareholder 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 shareholder 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 set out on page 3, 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 (APB'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 group's and the parent company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by 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. 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 group's and parent company's affairs as at 31 March 2012 and of the group's profit 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.

CRAIGTON COMBINED SECURITIES LIMITED
INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDER OF
CRAIGTON COMBINED SECURITIES LIMITED *(continued)*

YEAR ENDED 31 MARCH 2012

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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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.



JOSHUA NEUMANN (Senior Statutory Auditor)

For and on behalf of
COHEN ARNOLD
Chartered Accountants
& Statutory Auditor

New Burlington House
1075 Finchley Road
LONDON
NW11 0PU

28th January 2013

CRAIGTON COMBINED SECURITIES LIMITED
CONSOLIDATED PROFIT AND LOSS ACCOUNT
YEAR ENDED 31 MARCH 2012

	Note	2012 £	2011 £
GROUP TURNOVER	2	1,167,327	1,179,784
Cost of Sales		<u>(874,295)</u>	<u>(763,849)</u>
GROSS PROFIT		293,032	415,935
Administrative Expenses		<u>(36,999)</u>	<u>(22,354)</u>
OPERATING PROFIT	3	256,033	393,581
Interest Receivable		141	4,597
Interest Payable and Similar Charges	5	<u>(101)</u>	<u>(112)</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		256,073	398,066
Tax on Profit on Ordinary Activities	6	<u>(65,000)</u>	<u>(112,000)</u>
PROFIT FOR THE FINANCIAL YEAR	7	<u>191,073</u>	<u>286,066</u>

All of the activities of the group are classed as continuing.

The company has taken advantage of section 408 of the Companies Act 2006
not to publish its own Profit and Loss Account.

The notes on pages 10 to 15 form part of these financial statements.

CRAIGTON COMBINED SECURITIES LIMITED
RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S FUNDS
YEAR ENDED 31 MARCH 2012

	2012 £	2011 £
Profit for the financial year	191,073	286,066
Opening shareholder's funds	<u>4,922,663</u>	<u>4,636,597</u>
Closing shareholder's funds	<u>5,113,736</u>	<u>4,922,663</u>

The notes on pages 10 to 15 form part of these financial statements.

CRAIGTON COMBINED SECURITIES LIMITED
CONSOLIDATED BALANCE SHEET

31 MARCH 2012

	Note	2012 £	2011 £
CURRENT ASSETS			
Stocks	9	1,349,618	1,314,992
Debtors	10	4,042,848	3,949,141
Cash at Bank		18,829	31,218
		<u>5,411,295</u>	<u>5,295,351</u>
CREDITORS: Amounts falling due within one year	11	<u>(297,559)</u>	<u>(372,688)</u>
NET CURRENT ASSETS		<u>5,113,736</u>	<u>4,922,663</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>5,113,736</u>	<u>4,922,663</u>
CAPITAL AND RESERVES			
Called-Up Equity Share Capital	13	544,415	544,415
Share Premium Account	14	267,872	267,872
Profit and Loss Account	14	4,301,449	4,110,376
SHAREHOLDER'S FUNDS		<u>5,113,736</u>	<u>4,922,663</u>

These financial statements were approved by the directors and authorised for issue on ...28th January 2013 and are signed on their behalf by:


MR B S E FRESHWATER
 Director

The notes on pages 10 to 15 form part of these financial statements.

CRAIGTON COMBINED SECURITIES LIMITED

BALANCE SHEET

31 MARCH 2012

	Note	2012 £	£	2011 £	£
FIXED ASSETS					
Investments	8		200		200
CURRENT ASSETS					
Debtors	10	4,236,327		4,203,363	
Cash at Bank		<u>1,917</u>		<u>16,745</u>	
		4,238,244		4,220,108	
CREDITORS: Amounts falling due within one year	11	<u>(3,500,047)</u>		<u>(3,468,578)</u>	
NET CURRENT ASSETS			<u>738,197</u>		<u>751,530</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			<u>738,397</u>		<u>751,730</u>
CAPITAL AND RESERVES					
Called-Up Equity Share Capital	13		544,415		544,415
Share Premium Account	14		267,872		267,872
Profit and Loss Account	14		<u>(73,890)</u>		<u>(60,557)</u>
SHAREHOLDER'S FUNDS			<u>738,397</u>		<u>751,730</u>

These financial statements were approved by the directors and authorised for issue on 28th January 2013 and are signed on their behalf by:


MR B S E FRESHWATER
 Director

Company Registration Number: SC002284

The notes on pages 10 to 15 form part of these financial statements.

CRAIGTON COMBINED SECURITIES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31 MARCH 2012

1. ACCOUNTING POLICIES

Basis of accounting

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

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the company and all group undertakings. These are adjusted, where appropriate, to conform to group accounting policies. As a consolidated profit and loss account is published, a separate profit and loss account for the parent company is omitted from the group financial statements by virtue of section 408 of the Companies Act 2006.

Cash flow statement

The company is exempt from the requirement to prepare a cash flow statement (in accordance with Financial Reporting Standard No.1) on the grounds that it is a wholly owned subsidiary undertaking of a company registered in England and Wales which prepares consolidated financial statements that include a consolidated cash flow statement.

Related parties transactions

The group has taken advantage of the exemption in FRS 8 Related Party Disclosures in order to dispense with the requirement to disclose transactions with other Highdorn Co. Ltd group companies.

Turnover

The turnover of the group is represented by the proceeds from lease extensions coupled with rent and charges receivable in respect of properties held for trading purposes.

Stocks

Properties held for trading are stated at the lower of cost and estimated net realisable value.

Taxation

Provision is made for consideration payable to or receivable from other group undertakings for the surrender of losses under group relief provisions.

Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities.

Acquisitions and disposals of properties

Acquisitions and disposals are considered to have taken place at the date of legal completion and are included in the financial statements accordingly.

CRAIGTON COMBINED SECURITIES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31 MARCH 2012

2. TURNOVER

The turnover of the group is represented by the proceeds from lease extensions coupled with rent and charges receivable in respect of properties held for trading purposes.

The surplus on lease extensions is comprised as follows:

	2012 £	2011 £
Sale proceeds	46,566	110,875
Surplus	<u>46,566</u>	<u>110,875</u>

The net rental income is comprised as follows:

	2012 £	2011 £
Rents and charges receivable	1,120,761	1,068,909
Property outgoings	(874,295)	(763,849)
Net rental income	<u>246,466</u>	<u>305,060</u>

3. OPERATING PROFIT

Operating profit is stated after charging:

	2012 £	2011 £
Directors' remuneration	-	-
Auditor's remuneration - as auditor	<u>22,800</u>	<u>21,855</u>

4. PARTICULARS OF EMPLOYEES

No salaries or wages have been paid to employees, including the directors, during the year.

5. INTEREST PAYABLE AND SIMILAR CHARGES

	2012 £	2011 £
Interest payable on bank borrowing	<u>101</u>	<u>112</u>

6. TAXATION ON ORDINARY ACTIVITIES

(a) Analysis of charge in the year

	2012 £	2011 £
Current tax:		
Corporation tax	-	-
Consideration Payable for Group Relief	65,000	112,000
Total current tax	<u>65,000</u>	<u>112,000</u>

CRAIGTON COMBINED SECURITIES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31 MARCH 2012

6. TAXATION ON ORDINARY ACTIVITIES *(continued)*

(b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 26% (2011 - 28%).

	2012 £	2011 £
Profit on ordinary activities before taxation	<u>256,073</u>	<u>398,066</u>
Profit on ordinary activities by rate of tax	66,579	111,458
Land remediation relief	(694)	(62)
Other differences	<u>(885)</u>	<u>604</u>
Total current tax (note 6(a))	<u>65,000</u>	<u>112,000</u>

7. LOSS ATTRIBUTABLE TO MEMBERS OF THE PARENT COMPANY

The loss dealt with in the financial statements of the parent company was £13,333 (2011 - £10,385).

8. INVESTMENTS

Company	Group companies £
COST	
At 1 April 2011 and 31 March 2012	<u>200</u>
NET BOOK VALUE	
At 31 March 2012 and 31 March 2011	<u>200</u>

CRAIGTON COMBINED SECURITIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2012

The company, which is incorporated in Scotland, controls the whole of the issued share capital in the undermentioned companies:

	Country of incorporation	Holding	Nature of business
Subsidiary undertakings			
Cliftvyll Properties Limited	England	Ordinary shares	Property trading
Cliftvyll (Hyde Park) Limited*	England	Ordinary shares	Property trading
Cliftvyll (PF) Limited*	England	Ordinary shares	Dormant
Craigton (Properties) Limited	Scotland	Ordinary shares	Property trading

*Indirectly owned

The financial statements of the subsidiaries are made up to 31 March each year except for Cliftvyll (PF) Limited which is made up to 31 December each year. The capital and reserves and profit and (loss) for the year are as follows:

	2012 £	2011 £
Aggregate capital and reserves		
Cliftvyll Properties Limited	4,601,927	4,410,740
Cliftvyll (Hyde Park) Limited	(122,605)	(128,960)
Cliftvyll (PF) Limited	1	1
Craigton (Properties) Limited	<u>(102,783)</u>	<u>(109,647)</u>
Profit and (loss) for the year		
Cliftvyll Properties Limited	191,187	264,276
Cliftvyll (Hyde Park) Limited	6,355	24,749
Cliftvyll (PF) Limited	—	—
Craigton (Properties) Limited	<u>6,864</u>	<u>7,426</u>

9. STOCKS

	Group		Company	
	2012 £	2011 £	2012 £	2011 £
Stock	<u>1,349,618</u>	<u>1,314,992</u>	<u>—</u>	<u>—</u>

CRAIGTON COMBINED SECURITIES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31 MARCH 2012

10. DEBTORS

	Group		Company	
	2012	2011	2012	2011
	£	£	£	£
Trade debtors	487,860	434,748	—	—
Amounts owed by group undertakings	3,493,754	3,453,840	4,231,327	4,199,363
Consideration receivable for group relief	—	—	5,000	4,000
Other debtors and prepayments	61,234	60,553	—	—
	<u>4,042,848</u>	<u>3,949,141</u>	<u>4,236,327</u>	<u>4,203,363</u>

11. CREDITORS: Amounts falling due within one year

	Group		Company	
	2012	2011	2012	2011
	£	£	£	£
Trade creditors	131,951	145,927	—	—
Amounts owed to group undertakings	—	—	3,472,250	3,440,820
Other creditors including:				
Consideration payable for group relief	65,000	112,000	—	—
Other creditors and accruals	100,608	114,761	27,797	27,758
	<u>297,559</u>	<u>372,688</u>	<u>3,500,047</u>	<u>3,468,578</u>

Other creditors and accruals for the group and the company include a loan of £19,742 (2011: £19,742) due to Cherry Orchard Properties Limited, of which Mr B S E Freshwater, a director of this company, is also a director. The loan is interest-free and effectively repayable on demand.

12. CONTINGENT LIABILITIES

The company and its subsidiary undertakings have given unlimited guarantees to the bankers of its ultimate parent undertaking, Highdorn Co. Limited, in respect of which the amount outstanding at 31 March 2012 was £1,026,853 (2011: £21,633), and in support of an unlimited guarantee given by Highdorn Co. Limited for bank loan and overdraft facilities granted to companies connected with a director, which at 31 March 2012 amounted to £38,954 (2011: £110,678).

13. SHARE CAPITAL

Allotted, called up and fully paid:

	2012		2011	
	No	£	No	£
4,355,322 Ordinary shares of £0.125 each	<u>4,355,322</u>	<u>544,415</u>	<u>4,355,322</u>	<u>544,415</u>

CRAIGTON COMBINED SECURITIES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31 MARCH 2012

14. RESERVES

Group	Share premium account £	Profit and loss account £
Balance brought forward	267,872	4,110,376
Profit for the year	—	191,073
Balance carried forward	<u>267,872</u>	<u>4,301,449</u>
Company	Share premium account £	Profit and loss account £
Balance brought forward	267,872	(60,557)
Loss for the year	—	(13,333)
Balance carried forward	<u>267,872</u>	<u>(73,890)</u>

15. RELATED PARTIES AND DIRECTORS' INTERESTS IN CONTRACTS

Management services are provided by the parent undertaking, Highdorn Co. Ltd. Mr B S E Freshwater and Mr L Stempel are directors of Highdorn Co. Limited and Mr B S E Freshwater also has a non-beneficial interest in the share capital thereof.

16. PARENT UNDERTAKING AND CONTROLLING PARTY

The company is controlled by its parent undertaking, Highdorn Co. Limited, a company incorporated in England. Highdorn Co. Limited does not have a controlling party.