Miller/CTP (Pacific Quay) Limited

Directors' report and financial statements

For the year ended 31 December 2008

Registered number SC160930

Directors' report and financial statements

Contents

Directors' report

The directors have pleasure in submitting their report together with the financial statements of the company for the year ended 31 December 2008.

Principal activities

The principal activity of the company is property development.

Business review

The results for the year are set out in the profit and loss account on page 4. The loss for the year after taxation is £131,241 (*2007: profit of* £19,198*)*.

Proposed dividend

The directors do not recommend the payment of a dividend.

Directors

The directors of the company during the year were:

RK McCormack
PH Miller
DJ Topham
A Sutherland
D W Borland
P Grant

Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditors are unaware; and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Elective Resolution

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

On behalf of the board

A Sutherland
Director
6 July 2009

Edinburgh

Statement of directors' responsibilities in respect of the Directors' Report and the financial statements

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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

The financial statements are required by law to 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 judgments 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; 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 proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that its financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Independent auditors' report to the members of Miller/CTP (Pacific Quay) Limited

We have audited the financial statements of Miller/CTP (Pacific Quay) Limited for the year ended 31 December 2008 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. 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

The directors' responsibilities for preparing the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities on page 2.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition, we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with UK Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2008 and of its loss for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the financial statements.

KPMG LLP

KPMG LLP
Chartered Accountants
Registered Auditor
Edinburgh

Date
13 July 2009

Profit and loss account
for the year ended 31 December 2008

	Notes	**2008**	2007
		£	£
Turnover	2	**9,500**	100,000
Cost of sales		**(125,173)**	(63,700)
Gross (loss)/profit		**(115,673)**	36,300
Administrative expenses		**(12,591)**	(11,650)
Operating (loss)/profit		**(128,264)**	24,650
Interest receivable	3	**2,246**	1,556
(Loss)/profit on ordinary activities before taxation	4	**(126,018)**	26,206
Tax on (loss)/profit on ordinary activities	6	**(5,223)**	(7,008)
(Loss)/profit for the financial year	12	**(131,241)**	19,198

There have been no recognised gains or losses other than the (loss)/profit for the above financial years.

The loss for the financial year has been derived from continuing activities.

Balance sheet
at 31 December 2008

	Notes	2008 £	2007 £
Current assets			
Stock	7	**497,797**	660,846
Debtors	8	**628**	769,369
Cash at bank		**13,119**	26,662
		511,544	1,456,877
Creditors: amounts falling due within one year	9	**(4,749)**	(118,841)
Net current assets		**506,795**	1,338,036
Creditors: amounts falling due after more than one year	10	**(222,164)**	(922,164)
Net assets		**284,631**	415,872
Capital and reserves			
Called up share capital	11	**2**	2
Profit and loss account	12	**284,629**	415,870
Shareholders' funds	13	**284,631**	415,872

These financial statements were approved by the board of directors on 6th July 2009 and were signed on its behalf by:

Director

Director

Notes
(forming part of the financial statements)

1 Accounting policies

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

Basis of preparation

The financial statements have been prepared in accordance with applicable Accounting Standards and under the historical cost accounting rules.

The financial statements have been prepared on the going concern basis which the directors believe to be appropriate for the following reasons. The company finances its day to day working capital requirements through a combination of funds advanced to the company by its shareholders and cash balances.

The directors have received confirmation that the funds provided by the shareholders, which at 31 December 2008 amounted to £222,164, will not be called for repayment within the period of at least one year from the date of approval of these accounts.

In relation to the company's short term working capital requirements, the directors have prepared cash flow forecasts which indicate that the company should continue to have sufficient resources available to it, to enable it to continue in operational existence by meeting its day to day liabilities as they fall due for payment for a period of at least twelve months from the date of approval of these financial statements.

In light of the foregoing, the directors continue to believe that it remains appropriate to prepare the financial statements on a going concern basis.

Cash flow statement

Under Financial Reporting Standard 1, the company is exempt from the requirement to prepare a cash flow statement on the grounds of its size.

Stocks

Development work in progress is carried at cost plus attributable overheads or net realisable value if lower.

Taxation

The charge for taxation is based on the loss for the year and takes into account taxation deferred or accelerated because of timing differences between the treatment of certain items for taxation and accounting purposes. Deferred tax is recognised, without discounting in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19.

2 Turnover

Turnover comprises income received from property developments and arises entirely in the United Kingdom, and excludes value added tax.

Notes (cont'd)

3 Interest receivable

	2008 £	2007 £
Bank interest receivable	**2,246**	1,556

4 (Loss)/profit on ordinary activities before taxation

	2008 £	2007 £
This is stated after charging:		
Auditors' remuneration: audit of these financial statements	**500**	500
Other services relating to taxation	**600**	1,130

5 Remuneration of directors

There were no emoluments paid to the directors during the year.

6 Taxation

	2008 £	2007 £
Analysis of charge in year		
UK corporation tax		
Current tax on income for the year	**-**	7,861
Adjustments in respect of prior periods	**5,223**	(853)
	5,223	7,008

Factors affecting the tax charge for the current year
The current tax charge for the year is lower than (2007: lower than) the standard rate of corporation tax in the UK (28.5%) (2007: 30%). The differences are explained below:

	2008 £	2007 £
Current tax reconciliation		
(Loss)/profit on ordinary activities before tax	**(126,018)**	26,206
Current tax at 28.5% *(2007: 30%)*	**(35,915)**	7,861
Effects of:		
Losses carried forward	**30,692**	-
Adjustments in respect of prior periods	**5,223**	(853)
Total current tax charge	-	7,008

Tax losses available for off-set against future taxable profits of the company have not been recognised as deferred tax assets due to uncertainty over the timing of their recoverability.

Notes (cont'd)

7 Stock

	2008 £	2007 £
Development work in progress	**497,797**	660,846

8 Debtors

	2008 £	2007 £
Trade Debtors	**588**	-
Other debtors	**40**	769,369
	628	769,369

9 Creditors: amounts falling due within one year

	2008 £	2007 £
Trade creditors	**-**	1,821
Other creditors	**90**	7,910
Accruals and deferred income	**4,659**	109,110
	4,749	118,841

10 Creditors: amounts falling due after more than one year

	2008 £	2007 £
Shareholders' loans	**222,164**	922,164

The shareholders' loans have no fixed repayment date. Interest on the loans has been waived for the year.

11 Share capital

	2008 £	2007 £
Authorised		
1,000 ordinary shares of £1 each	**1,000**	1,000
Allotted, called up and fully paid		
2 ordinary shares of £1 each	**2**	2

Notes (cont'd)

12 Profit and loss account

	Profit and loss account £
At beginning of year	**415,870**
Loss for year	**(131,241)**
At end of year	**284,629**

13 Reconciliation of movements in shareholders' funds

	2008 £	2007 £
(Loss)/profit for year	**(131,241)**	19,198
Opening shareholders' funds	**415,872**	396,674
Closing shareholders' funds	**284,631**	415,872

14 Related party disclosures

The company is a joint venture between The Miller Group Limited and CTP Limited. At the year end the amounts owed to The Miller Group Limited totalled £111,082 (2007: £461,082), and amounts owed to CTP Limited totalled £111, 082 (2007: £461,082).