

Miller Shared Equity Limited

Directors' Report and Financial Statements

31 December 2012

Registered Number SC219148

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Directors' Report

The directors present their annual report together with the financial statements of the company for the year ended 31 December 2012.

Principal activity

The principal activity of the company is to administer shared equity transactions on behalf of a third party, under a Shared Equity Proceeds Agreement ("SEPA") dated 10 September 2010. Under the SEPA, the company bears no risk in relation to the shared equity transactions entered into on behalf of the third party and, accordingly, such transactions are not reflected in the company's balance sheet.

Directors

The directors of the company during the year and to the date of this report were as follows:

Julie Jackson
Ian Murdoch

Disclosure of information to auditor

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 auditor is unaware; and each director has taken all the steps that he/she ought to have taken as a director to make himself/herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Auditor

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

On behalf of the Board



Julie Jackson
Director
25 September 2013

Miller House
2 Lochside View
Edinburgh Park
Edinburgh
EH12 9DH

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).

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 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 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 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 auditor's report to the members of Miller Shared Equity Limited

We have audited the financial statements of Miller Shared Equity Limited for the year ended 31 December 2012 set out on pages 4 to 6. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK 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 set out on page 2, 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

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's web-site at www.frc.org.uk/auditscopeukprivate.

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 2012 and of its result for the year then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Director's Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

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.


Hugh Harvie (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
Saltire Court, 20 Castle Terrace, Edinburgh, EH1 2EG

September 2013

Profit and Loss Account

For the year ended 31 December 2012

	<i>Notes</i>	2012 £	2011 £
Turnover	1	1,280	600
Cost of sales		<u>(1,280)</u>	<u>(600)</u>
Gross profit being a result on ordinary activities before taxation		-	-
Taxation on result on ordinary activities		<u>-</u>	<u>-</u>
Result on ordinary activities after taxation	6	<u>-</u>	<u>-</u>

The results for the financial year have been derived from continuing activities.

The notes on pages 6 and 7 form part of these financial statements.

Balance Sheet

As at 31 December 2012

	Notes	2012 £	2011 £
Current assets			
Debtors – unpaid share capital		1	1
Net assets		<u>1</u>	<u>1</u>
Capital and reserves			
Called up share capital	5	1	1
Shareholders' funds	7	<u>1</u>	<u>1</u>

The notes on pages 6 and 7 form part of these financial statements.

The financial statements were approved by the board of directors on 26 September 2013 signed on its behalf by:

Ian Murdoch

Ian Murdoch
 Director

Notes

1. Accounting policies

The principal accounting policies, all of which have been applied consistently throughout the current and the preceding year, are as follows:

Basis of preparation

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

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis in preparing the annual financial statements.

The company is exempt from the requirement of Financial Reporting Standard 1, to prepare a cash flow statement, as it is wholly owned subsidiary of The Miller Group Limited and its cash flows are included within the consolidated cash flow statement of that company.

As the company is a wholly owned subsidiary of The Miller Group Limited, the company has taken advantage of the exemption contained in FRS8 and has therefore not disclosed transactions or balances with entities which form part of the group. The consolidated financial statements of The Miller Group Limited, within which this company is included, can be obtained from the address given in note 9.

Turnover

Turnover represents handling fees earned by the company on the recovery of shared equity loan transactions entered into with customers of Thomas Mitchell Homes Limited (In Administration).

As the company bears no risk in relation to the relevant shared equity transactions, such transactions are not reflected in the company's balance sheet.

2. Auditor Remuneration

The audit fee for the current year and prior year has been met by a fellow subsidiary company.

3. Directors' emoluments

There were no emoluments paid to Directors during the year (2011: £nil).

4. Staff numbers and costs

The company has no employees (2011: nil).

5. Share capital	2012	2011
	£	£
<i>Authorised:</i>		
1,000 A Ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>
<i>Allotted, called up but unpaid:</i>		
1 A Ordinary share of £1 each	<u>1</u>	<u>1</u>

Notes (continued)

6. Profit & loss account

	£
At beginning and end of year	<u>—</u>

7. Reconciliation of movement in shareholders funds

	2012 £	2011 £
Result for the year	—	—
Opening shareholder's funds	<u>1</u>	<u>1</u>
Closing shareholder's funds	<u>1</u>	<u>1</u>

8. Contingent liability

Pursuant to a Shared Equity Proceeds Agreement entered into by the company on 10 September 2010, the company has granted a floating charge over the company's assets in favour of Thomas Mitchell Homes Limited (In Administration) as a continuing security for the payment or discharge of the secured liabilities as defined in the Shared Equity Proceeds Agreement.

9. Immediate and ultimate parent company

The company's immediate parent company is Miller Homes Holdings Limited and its ultimate parent company is The Miller Group Limited. Both companies are registered in Scotland and incorporated in Great Britain.

The largest group in which the results of the company are consolidated is that headed by The Miller Group Limited. The smallest group in which they are consolidated is that headed by Miller Homes Holdings Limited. The consolidated financial statements of these groups are available to the public and may be obtained from the Registrar of Companies, Companies House, 4th Floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, EH3 9FF.

At the date of approval of these financial statements the company was controlled by GSO Capital Partners LP, a division of the Blackstone Group LP.