

COMPANIES HOUSE
EDINBURGH

18 APR 2019

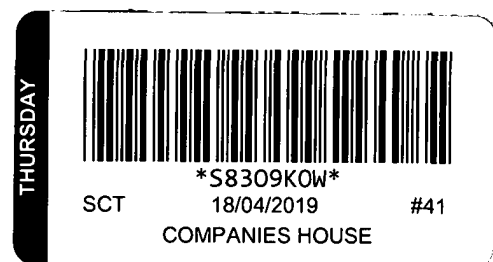
FRONT DESK

Miller (Ardent House) Limited

Registered number: SC333202

Directors' report and unaudited financial statements

For the year ended 31 December 2018



MILLER (ARDENT HOUSE) LIMITED

COMPANY INFORMATION

Directors

Andrew Sutherland
David T Milloy

Registered number

SC333202

Registered office

1 Exchange Crescent
Conference Square
Edinburgh
EH3 8UL

MILLER (ARDENT HOUSE) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2018

The directors present their report and the unaudited financial statements for the year ended 31 December 2018.

Directors' responsibilities statement

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), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

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 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 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;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or cease operations, or have no realistic alternative but to do so.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and 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.

Results and dividends

The profit for the year, after taxation, amounted to £807,161 (2017 - £NIL).

No dividend was paid during the year (2017 - £NIL).

Directors

The directors who served during the year and up to the date of this report were:

Andrew Sutherland
David T Milloy

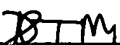
Small companies note

This report has been prepared in accordance with the small companies regime of the Companies Act 2006.

MILLER (ARDENT HOUSE) LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2018**

This report was approved by the board and signed on its behalf.


David Milloy (Feb 13, 2019)

David T Milloy
Director

Date: Feb 13, 2019

MILLER (ARDENT HOUSE) LIMITED

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2018**

	Note	2018 £	2017 £
Loan waiver		2,185,058	-
Operating profit		2,185,058	-
Loss on sale of investments	5	(1,377,897)	-
Profit before tax		807,161	-
Tax on profit	4	-	-
Profit for the financial year		807,161	-

There was no other comprehensive income for 2018 (2017: £NIL).

The notes on pages 6 to 9 form part of these financial statements.

MILLER (ARDENT HOUSE) LIMITED
REGISTERED NUMBER: SC333202

BALANCE SHEET
AS AT 31 DECEMBER 2018

	Note	2018 £	2017 £
Fixed assets			
Investments	5	-	2,172,896
Current assets			
Debtors: amounts falling due within one year	6	3	3
Creditors: amounts falling due within one year	7	-	(2,980,057)
Net current assets/(liabilities)		3	(2,980,054)
Total assets less current liabilities		3	(807,158)
Capital and reserves			
Called up share capital	8	3	3
Profit and loss account	9	-	(807,161)
		3	(807,158)

The directors consider that the Company is entitled to exemption from audit under section 477 of the Companies Act 2006 and members have not required the Company to obtain an audit for the year in question in accordance with section 476 of Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:


David Milloy (Feb 13, 2019)

David T Milloy
Director


Andrew Sutherland (Feb 13, 2019)

Andrew Sutherland
Director

Date: Feb 13, 2019

Date: Feb 13, 2019

The notes on pages 6 to 9 form part of these financial statements.

MILLER (ARDENT HOUSE) LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2018**

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 January 2017	2	(807,161)	(807,159)
Shares issued during the year	1	-	1
At 1 January 2018	3	(807,161)	(807,158)
Comprehensive income for the year			
Profit for the year	-	807,161	807,161
At 31 December 2018	3	-	3

The notes on pages 6 to 9 form part of these financial statements.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018**

1. General information

Miller (Ardent House) Limited is a private company limited by shares and incorporated in Scotland, SC333202. The registered office is 1 Exchange Crescent, Conference Square, Edinburgh, EH3 8UL.

The principal activity of the Company is to hold an investment in four property development partnerships, which were sold during the year.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company accounting policies.

The following principal accounting policies have been applied:

2.2 Valuation of investments

Investments in unlisted Company shares, whose market value can be reliably determined, are remeasured to market value at each balance sheet date. Gains and losses on remeasurement are recognised in the statement of comprehensive income for the period. Where market value cannot be reliably determined, such investments are stated at historic cost less impairment.

2.3 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.4 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.5 Financial instruments

The Company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow

MILLER (ARDENT HOUSE) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018**

2. Accounting policies (continued)**2.5 Financial instruments (continued)**

discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the statement of comprehensive income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the balance sheet date.

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

3. Employees

The average monthly number of employees, excluding directors, during the year was nil (2017 - nil).

MILLER (ARDENT HOUSE) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018**

4. Taxation

	2018 £	2017 £
Factors affecting tax charge for the year		
The tax charge assessed for the year is lower than (2017 - lower than) the standard rate of corporation tax in the UK of 19% (2017 - 19.25%). The differences are explained below:		
	2018 £	2017 £
Profit on ordinary activities before tax	807,161	-
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2017 - 19.25%)	153,361	-
Effects of:		
Non taxable loan waiver	(153,361)	-
Total tax charge for the year	-	-

5. Fixed asset investments

	Capital in Joint Ventures £	Loans to Joint Ventures £	Total £
Cost or valuation			
At 1 January 2018	2,603,850	569,046	3,172,896
Disposals	(2,603,850)	(569,046)	(3,172,896)
At 31 December 2018	-	-	-
Impairment			
At 1 January 2018	1,000,000	-	1,000,000
Disposals	(1,000,000)	-	(1,000,000)
At 31 December 2018	-	-	-
Net book value			
At 31 December 2018	-	-	-
At 31 December 2017	1,603,850	569,046	2,172,896

MILLER (ARDENT HOUSE) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018**

6. Debtors

	2018 £	2017 £
Unpaid share capital	3	3
	<u>3</u>	<u>3</u>

7. Creditors: Amounts falling due within one year

	2018 £	2017 £
Amounts owed to group undertakings (note 10)	-	2,980,057
	<u>-</u>	<u>2,980,057</u>

8. Share capital

	2018 £	2017 £
Shares classified as equity		
Allotted, called up and not fully paid		
2 Ordinary A shares of £1 each	2	2
1 Ordinary B share of £1	1	1
	<u>3</u>	<u>3</u>
	<u>3</u>	<u>3</u>

9. Reserves**Profit & loss account**

Profit and loss includes all current and prior period retained profits, losses and equity distributions.

10. Related party transactions

As at the 31 December 2018 the Company was ultimately a wholly owned subsidiary of MDL Holdings Limited and so it is exempt from the requirements of FRS102.33 to disclose transactions with other subsidiaries headed by MDL Holdings Limited.

11. Controlling party and parent undertaking

The Company is a subsidiary undertaking of Miller Developments Holdings Limited, a Company incorporated and domiciled in the United Kingdom.

At 31 December 2018 the Company's ultimate parent Company was MDL Holdings Limited, a Company incorporated and domiciled in the United Kingdom. The Company is ultimately controlled by GSO Capital Partners LP, a division of the Blackstone Group LP.