

CREST NICHOLSON (LONDINIUM) LIMITED

DIRECTORS' REPORT AND ACCOUNTS

31ST OCTOBER 2009

SATURDAY



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COMPANIES HOUSE

Registered No 1099697

CREST NICHOLSON (LONDINIUM) LIMITED

REPORT OF THE DIRECTORS

The Directors have pleasure in submitting their report and the audited accounts for the year ended 31st October 2009

Principal activities and business review

The Company did not trade during the year but acted as an undisclosed agent of Crest Nicholson Operations Limited engaging in residential and commercial property development

Directors

The Directors during the year were

Mr P Callcutt	(Resigned 31 st March 2009)
Mr D P Darby	
Mr P J Bergin	
Mr D A Huggett	(Resigned 5 th January 2009)
Mr S Stone	(Appointed 28 th January 2009)
Mr N C Tinker	(Appointed 28 th January 2009)
Mr G C Ketteridge	(Appointed 5 th January 2009)

Auditors

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

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

By Order of the Board


K M Maguire
Secretary

Crest House
Pycroft Road
Chertsey
Surrey KT16 9GN

24 FEBRUARY 2010

CREST NICHOLSON (LONDINIUM) LIMITED**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 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 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 AUDITORS REPORT TO THE MEMBERS OF
CREST NICHOLSON (LONDINIUM) LIMITED

We have audited the financial statements of Crest Nicholson (Londinium) Limited for the year ended 31st October 2009 set out on pages 4 to 5. 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 auditors' report and for no other purpose. To the fullest extent permitted by law, we do 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

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 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

A description of the scope of an audit of financial statements is provided on the APB's web-site at www.frc.org.uk/apb/scope/UKNP.

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 October 2009 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.

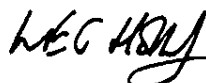
Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' 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.



W E J Holland (Senior Statutory Auditor)

for and on behalf of KPMG Audit Plc, Statutory Auditor

Chartered Accountants
London

24 February 2010

CREST NICHOLSON (LONDINIUM) LIMITED**PROFIT AND LOSS ACCOUNT****FOR THE YEAR ENDED 31st OCTOBER 2009**

During the financial year and preceding financial year the Company did not trade and received no income and incurred no expenditure but acted only as an undisclosed agent of Crest Nicholson Operations Limited. Consequently, during those years the Company made neither a profit nor a loss and consequently no profit and loss account has been prepared

BALANCE SHEET AS AT 31st OCTOBER 2009

	Note	<u>2009</u> £'000	<u>2008</u> £'000
Current Assets			
Debtors			
Amounts owed by Group undertakings		50	50
Creditors amounts falling due within one year		-	-
Net Current Assets		50	50
Net assets		<u>50</u>	<u>50</u>
Capital and Reserves			
Share capital	2	<u>50</u>	<u>50</u>

Approved by the Board of Directors and signed on its behalf on

24th February

2010



P J Bergin
Director

CREST NICHOLSON (LONDINIUM) LIMITED**NOTES TO THE ACCOUNTS****1 Accounting Policies - Basis of accounting**

The accounts have been prepared under the historical cost convention and in accordance with applicable Accounting Standards

Under Financial Reporting Standard 1, the Company is exempt from the requirement to prepare a cash flow statement on the grounds that it is a wholly owned subsidiary undertaking

Under Financial Reporting Standard 8 the Company is exempt from the requirement to disclose related party transactions with Castle Topco Limited (formerly Crest Nicholson Group Limited) and its subsidiary undertakings on the grounds that it is a wholly owned subsidiary undertaking of Castle Topco Limited

Going concern

The financial statements have been prepared on a going concern basis, which assumes that the Company will continue in operational existence and be able to meet its liabilities as they fall due for the foreseeable future

The Company is a guarantor of bank facilities provided to the Crest Nicholson group and hence the going concern status of each group company is closely allied to the going concern status of the group, whose ultimate parent company is Crest Nicholson Holdings Limited

Crest Nicholson Holdings Limited is dependent for its working capital requirements on funds provided to it through senior bank facilities totalling £500 million and a working capital facility of £40 million. As part of the financial restructuring of the group, the Directors prepared cash flow projections for the period to maturity of the senior facilities in March 2012. These projections have been updated subsequently and show that the group is capable of operating within the bank facilities currently available and meeting the financial covenant tests. However, the nature of the group's business is such that there can be unpredictable variations in the timing of cash inflows and performance. The Directors recognise that in the current economic environment, risks exist regarding the amount and timing of cash flows from future sales and future building costs and have considered the effect of reasonably possible variations. The Directors have concluded, after making enquiries and considering the uncertainties described above, that there is a reasonable expectation that the group has adequate resources to continue in operational existence for the foreseeable future. For these reasons, the Directors consider it appropriate to prepare the financial statements of the company on a going concern basis. These financial statements do not include any adjustments that would result from the going concern basis of preparation being inappropriate.

2 Share capital

	2009 £	2008 £
Authorised	<u>£100 000</u>	<u>£100,000</u>
Allotted, called up and fully paid		
Ordinary Shares of £1 each	<u>50,000</u>	<u>50,000</u>

3 Parent Company

The immediate parent company is Crest Nicholson Operations Ltd, which is incorporated in Great Britain and registered in England and Wales

The ultimate parent company is Crest Nicholson Holdings Limited, the largest higher group of undertakings for which group accounts are drawn up, which is incorporated in Great Britain and registered in England and Wales. Crest Nicholson Holdings Limited is the only group entity in which the results of the group are consolidated. Copies of Crest Nicholson Holdings Limited Group accounts can be obtained from the Company's registered office which is shown in the Directors' Report