REGISTERED NUMBER 2774232

CHARITY NUMBER 1017579

ANNUAL REPORT

YEAR ENDED 31 MARCH 2011

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HERITAGE OF LONDON TRUST OPERATIONS LIMITED BY GUARANTEE ANNUAL REPORT YEAR ENDED 31 MARCH 2011

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HERITAGE OF LONDON TRUST OPERATIONS LIMITED BY GUARANTEE LEGAL AND ADMINISTRATIVE INFORMATION

The governing body presents their report together with the financial statements for the year ended 31 March 2011

The registered charity number is 1017579

The company registration number is 2774232

DIRECTORS AND GOVERNING BODY

Mr J Spicer OBE Mr R Barden Mrs D Beattie Mr M Brooke Mr P Wise Mr N Bell Mr S Enthoven

SECRETARY

Ms L Norris

REGISTERED OFFICE AND PRINCIPAL ADDRESS

34 Grosvenor Gardens London SW1W 0DH

SOLICITORS

Mills & Reeve 1 St James Court Whitefriars Norwich NR3 1RU

BANKERS

Co-Operative Bank PLC 69 London Street Norwich Norfolk NR2 1HT

AUDITORS

PKF (UK) LLP Cedar House 105 Carrow Road Norwich NR1 1HP

HERITAGE OF LONDON TRUST OPERATIONS LIMITED BY GUARANTEE REPORT OF THE TRUSTEES YEAR ENDED 31 MARCH 2011

Structure, governance and management

Governing document

The company is a charitable company limited by guarantee, incorporated on 16 December 1992 and registered as a charity on 23 February 1993. The company was established under a Memorandum of Association which defined the objects and powers of the charitable company and is governed under its Articles of Association.

The form of the Memorandum and the Articles of Association is similar to the standard form recommended by the Architectural Heritage Fund. In the event of the company being wound up members are required to contribute an amount not exceeding £5.00 (five pounds)

Recruitment and appointment of the board

The directors of the company are also charity trustees for the purposes of charity law and under the company's Articles are known as members of the Council of Management. The original number of members was two but the Council of Management can approve further numbers and currently this is seven. Under the requirements of the Memorandum and Articles the members of the Council of Management retire by rotation with one-third of the members retiring each year and able to offer themselves for re-election at the Annual General Meeting.

Appointments are made on the recommendation of the Council of Management

Trustee induction and training

Those trustees appointed are normally already experienced with the work of charities and in addition bring an appropriate interest and skill to the Governing Body. The Memorandum and Articles of Association are made available together with advice on the dual role of member and trustee.

The nature of the company as a Building Preservation Trust and its operation as a rolling fund Trust is explained together with a current report on projects in hand and planned with a financial summary and an outline of sources of funding

New trustees will be provided with Charity Commission booklets CC3 and CC3a

Risk management

The records of the company are held at its Registered Office at 34 Grosvenor Gardens, London SW1W 0DH and the majority are held on computer A weekly back-up is taken and a copy stored at another location. The use of alternating back-up units ensures that records on both sites are sufficiently current to minimise risk from lost data.

The bank accounts are accessible online, financial payments are made only by cheque, web transfer or standing order and transfers between the current and deposit accounts by web transfer, cheques require two signatures

Risk in undertaking projects is managed in the careful selection of professional teams experienced in historic building conservation with the client interest being represented by an experienced project organiser

The company has no salaried staff, for a fee the Vivat Trust Ltd provides the services of a named person as the company's Project Organiser and Secretary Loss of the Project Organiser and Secretary before any formal hand-over of responsibilities and records could lead to lack of continuity and thereby a potentially difficult period

A comprehensive risk management assessment is regularly reviewed by the Trustees

REPORT OF THE TRUSTEES (continued)
YEAR ENDED 31 MARCH 2011

Related parties

Related parties might include those members of the Board connected with the Heritage of London Trust which gives grants towards projects undertaken by the company

The President and Honorary Treasurer earns a fee for financial management services to the company but is not a member of the Council of Management

Objectives and activities

The company's primary object is to preserve on behalf of the townspeople of Greater London and of the nation at large buildings of particular beauty or historical, architectural or constructional interest

The company achieves its objects by working with the local authorities, statutory bodies, grant and loan giving agencies to take on, restore, repair and refurbish buildings at risk to bring them back into beneficial use

On completion of the project the restored buildings are either sold on or let with sale receipts or loans secured by rental income forming the revolving fund by which the company maintains its facility to continue its work

Public benefit

As set out in its primary object the work carried out by the Trust is for the benefit of the townspeople of Greater London and the nation at large. Its work conserves the built heritage and brings it back into beneficial use, restoring individual buildings and groups of buildings often enhancing the streetscape and encouraging further improvement in the vicinity. In this work the trustees take due account of the Charity Commission guidance and requirements.

Achievements and performance

The Trust has undertaken and completed five projects providing both residential and commercial units. The projects have all been buildings on the English Heritage Buildings at Risk Register for Greater London and have involved partnerships with other interests including regeneration bodies and health authorities. The projects have provided both residential accommodation and business premises from formerly derelict buildings.

It is currently actively engaged with development work at 549 Lordship Lane, Southwark, The Spotted Dog, Newham and St. Georges Chapel, Woolwich with a possibility of further engagement likely with 46-84 Dalston Lane, Hackney

Following its compulsory purchase by the London Borough of Southwark the property at 549 Lordship Lane, Southwark is now held by the Trust on a 125 years lease from the Borough with a planned sell on to a Housing Association on completion of the works of repair and refurbishment at which stage the lease will be converted to a freehold interest and the Housing Association will take a 999 years lease at an agreed premium

Financial review

With the pressure being exerted on English Heritage, the Heritage Lottery Fund and local authority resources it is becoming increasingly difficult to source funding for historic buildings other than those classified as being of exceptional quality and requiring, in many cases, other inputs such as community involvement, educational benefit, public access and sustainability, with the latter usually requiring a detailed business plan

REPORT OF THE TRUSTEES (continued)
YEAR ENDED 31 MARCH 2011

Principal funding sources

To date these have included grants from English Heritage, the Heritage Lottery Fund, Heritage of London Trust, the Architectural Heritage Fund, some London Boroughs and other funding bodies all directed towards particular projects. Proceeds of sales, commercial loans secured on property and an annual rental from Thorpe Coombe House complement these sources.

Investment policy

The company can invest moneys not immediately required for its immediate purposes in or upon such investments, securities or property as may be thought fit subject to conditions or consents as may for the time being be imposed or required by law. The order of moneys held in an interest earning bank deposit account is £400, although this does vary from time to time.

Reserves policy

The company has reviewed its past requirements and based on that review has adopted a policy to aim to hold in the order of two to three years' operating costs as a reserve to cover those periods when there are no active projects providing income

Plans for future periods

The Trust, in partnership with Thames Water and the London Borough of Newham is developing signage to raise awareness of a substantial group of Grade II* and Grade II listed buildings at the Abbey Mills Pumping Station

The Trust continues to retain an interest in the restoration development of the substantial terrace of unlisted properties at 46-84 Dalston Lane, Hackney, the properties being within a conservation area. The local authority is currently considering its options and development funding is to be sought.

The Trust has undertaken an Options Appraisal on the Grade II listed Spotted Dog at 212, Upton Lane, Newham, with support from the London Borough of Newham, the Heritage of London Trust and the Architectural Heritage Fund This is likely to require the local authority to exercise compulsory purchase powers to gain possession of the property

An Options Appraisal has been undertaken on St Georges Chapel, Woolwich and funding is being sought from various sources including the Heritage Lottery Fund to take this forward

All these projects with the exception of Dalston Lane are on the English Heritage Greater London Buildings at Risk Register. The Trust will continue to work with English Heritage in seeking to remove buildings from the Register.

REPORT OF THE TRUSTEES (continued)
YEAR ENDED 31 MARCH 2011

Responsibilities of the trustees

The trustees are responsible for preparing the trustees' annual report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Practice)

Company law requires the trustees to prepare financial statements for each financial year. Under company law the trustees 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 charity and of the incoming resources and application of resources, including its income and expenditure, of the charity for the year. In preparing those financial statements the trustees are required to

- select suitable accounting policies and then apply them consistently
- observe the methods and principles in the Charities SORP,
- make judgements and accounting estimates that are reasonable and prudent,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charity will continue in business

The trustees are responsible for keeping adequate accounting records that are sufficient to show and explain the charity's transactions and disclose with reasonable accuracy at any time the financial position of the charity and enable them to ensure that the financial statements comply with the requirements of the Companies Act 2006. They are also responsible for safeguarding the assets of the charity and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In accordance with company law, as the trustees, we certify that

- so far as we are aware, there is no relevant audit information of which the company's auditors are unaware, and
- as the directors of the company we have taken all the steps that we ought to have taken in order to make ourselves aware of any relevant audit information and to establish that the charity's auditors are aware of that information

Indemnity insurance

Third party indemnity insurance has been provided by the trust for the trustees

Auditors

PKF (UK) LLP were re-appointed as the charitable company's auditors during the year and have expressed their willingness to continue in that capacity

Basis of preparation

Monis

This report has been prepared in accordance with the Statement of Recommended Practice Accounting and Reporting by Charities (issued in April 2008) and in accordance with the special provisions relating to companies subject to the small companies regime within Part 15 of the Companies Act 2006

Approved by the trustees/directors on 66/10/2011 and signed on their behalf by

Ms L Norris Secretary

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HERITAGE OF LONDON TRUST OPERATIONS LIMITED BY GUARANTEE

We have audited the financial statements of Heritage of London Trust Operations Limited for the year ended 31 March 2011 which comprise the statement of financial activities, the 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 charity'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 charity'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 not accept or assume responsibility to anyone other than the charity and the charity's members as a body, for our audit work, for this report, or for the opinions we have formed

Respective responsibilities of trustees and auditor

As explained more fully in the statement of trustees' responsibilities, the trustees (who are also directors of the company for the purposes of company law) are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. We have been appointed as auditor under the Companies Act 2006 and report in accordance with that Act. 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 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 charity's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the trustees, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the financial statements 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 charity's affairs as at 31 March 2011 and of its incoming resources and application of resources, including its income and expenditure, 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 matter prescribed by the Companies Act 2006

In our opinion the information given in the trustees' annual report for the financial year for which the financial statements are prepared is consistent with the financial statements

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HERITAGE OF LONDON TRUST OPERATIONS LIMITED BY GUARANTEE (continued)

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 in respect of the charity, or returns adequate for our audit have not been received from branches not visited by us, or
- · the financial statements do not accord with the accounting records, or
- certain disclosures of trustee's remuneration specified by law are not made, or
- any information or explanation to which we are entitled has not been afforded to us

PAF (UN)LLP

Nicholas Buxton (Senior statutory auditor) for and on behalf of PKF (UK) LLP, Statutory auditor

Norwich, UK

12 October 2011

STATEMENT OF FINANCIAL ACTIVITIES (INCLUDING INCOME AND EXPENDITURE ACCOUNT) FOR THE YEAR ENDED 31 MARCH 2011

	Notes	Unrestricted funds £	Restricted funds £	2011 Total funds £	2010 Total funds £
INCOMING RESOURCES	Notes	£	L	L	£
Incoming resources from generated funds					
Investment income	2	24	-	24	19
Incoming resources from charitable activities	3	48,625	55,380	104,005	84,845
Total incoming resources		48,649	55,380	104,029	84,864
RESOURCES EXPENDED					
Charitable activities	4	26,321	48,962	75,283	43,282
Governance costs	4	9,326	-	9,326	28,721
Total resources expended		35,647	48,962	84,609	72,003
Net incoming resources before other recognised gains and losses		13,002	6,418	19,420	12,861
Unrealised (deficit) on revaluation of properties		<u>-</u>			(30,000)
NET MOVEMENT IN FUNDS BEFORE TRANSFERS		13,002	6,418	19,420	(17,139)
Transfer		(1,500)	1,500	-	-
NET MOVEMENT IN FUNDS RECONCILIATION OF FUNDS		11,502	7,918	19,420	(17,139)
Total funds brought forward		259,929	-	259,929	277,068
Total funds carried forward	11	271,431	7,918	279,349	259,929

The Statement of Financial Activities includes all gains and losses in the year. All incoming resources and resources expended derive from continuing activities.

BALANCE SHEET AS AT 31 MARCH 2011 REGISTERED NUMBER 2774232

	Note ⁻	£	2011 £	£	2010 £
FIXED ASSETS Tangible assets	8	~	470,001	_	470,001
CURRENT ASSETS Cash at bank and in hand Debtors	9	27,726 21,580		19,175 9,149	
		49,306		28,324	
CREDITORS: Amounts falling due within one year	10	100,333		238,396	
NET CURRENT (LIABILITIES)			(51,027)		(210,072)
CREDITORS:	40		418,974		259,929
Amounts falling due after more than one year	10		(139,625)		-
TOTAL ASSETS LESS CURRENT LIABILITIES			279,349		259,929
INCOME FUNDS Unrestricted funds Restricted funds	11 11		271,431 7,918		259,929
TOTAL FUNDS			279,349		259,929

The financial statements have been prepared in accordance with the special provisions relating to companies subject to the small companies regime within Part 15 of the Companies Act 2006 and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008)

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 06/16/20/1

Director

STEPHEN ENTHOVEN

Mr M Brooke

Director

NOTES FORMING PART OF THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2011

1 ACCOUNTING POLICIES

The principal accounting policies are summarised below. The accounting policies have been applied consistently throughout the year and in the preceding year.

(a) Basis of accounting

The financial statements have been prepared under the historical cost convention, as modified by the inclusion of fixed asset investment property at market value, and in accordance with the Companies Act 2006 and the Statement of Recommended Practice Accounting and Reporting by Charities issued in March 2005 and the Financial Reporting Standard for Smaller Entities (effective April 2008)

(b) Fund accounting

- Unrestricted funds are available for use at the discretion of the trustees in furtherance
 of the general objectives of the charity. Unrestricted funds include a revaluation
 reserve representing the restatement of investment assets at market values.
- Designated funds are unrestricted funds earmarked by the trustees for particular purposes
- Restricted funds are subjected to restrictions on their expenditure imposed by the donor or through the terms of an appeal

(c) Incoming resources

All incoming resources are included in the Statement of Financial Activities when the charity is entitled to the income and the amount can be quantified with reasonable accuracy. The following specific policies are applied to particular categories of income.

- voluntary income is received by way of grants, donations and gifts and is included in full in the Statement of Financial Activities when receivable. Grants, where entitlement is not conditional on the delivery of a specific performance by the charity, are recognised when the charity becomes unconditionally entitled to a grant,
- donated services and facilities are included at the value to the charity where this can be quantified. The value of services provided by volunteers has not been included in these accounts.
- incoming resources from grants, where related to performance and specific deliverables, are accounted for as the charity earns the right to consideration by its performance,
- · investment income is included when receivable,
- incoming resources including rental income from charitable activities are accounted for when earned (to the nearest quarter end for rental income),
- annual rentals from operating leases are included in incoming resources over the lease terms

HERITAGE OF LONDON TRUST OPERATIONS LIMITED BY GUARANTEE NOTES FORMING PART OF THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2011

(d) Resources expended

Expenditure is recognised on an accruals basis as a liability is incurred. Expenditure includes any VAT which cannot be fully recovered, and is reported as part of the expenditure to which it relates.

- costs of generating funds comprise the costs associated with attracting voluntary income,
- charitable expenditure comprises those costs incurred by the charity in the delivery of
 its activities and services for its beneficiaries. It includes both costs that can be
 allocated directly to such activities and those costs of an indirect nature necessary to
 support them,
- governance costs include those costs associated with meeting the constitutional and statutory requirements of the charity and include the audit fees and costs linked to the strategic management of the charity,
- all costs are allocated between the expenditure categories of the Statement of Financial Activities on a basis designed to reflect the use of the resource. Costs relating to a particular activity are allocated directly, others are apportioned on an appropriate basis for instance on a per capita basis or by estimated usage as set out in note 4.

(e) Tangible fixed assets – investment property

Fixed assets comprise investment property. This is included in the balance sheet at its open market value, as determined periodically by professional valuers and updated in the interim period by the directors, in accordance with the Financial Reporting Standard for Smaller Entities and is not depreciated. This treatment is contrary to the Companies Act 2006 which states that fixed assets should be depreciated but is, in the opinion of the trustees, necessary to give a true and fair view of the financial position of the company.

(f) Stock and work in progress

Stock, comprising project work in progress, is stated at the lower of cost and net realisable value. Cost comprises the direct cost of acquiring properties and improvements to property. Net realisable value is based on estimated selling price allowing for all further costs of completion and disposal.

HERITAGE OF LONDON TRUST OPERATIONS LIMITED BY GUARANTEE NOTES FORMING PART OF THE FINANCIAL STATEMENTS (continued) YEAR ENDED 31 MARCH 2011

2 INCOMING RESOURCES FROM GENERATED FUNDS

Investment income	Unrestricted £	Restricted £	2011 Total £	2010 Total £
Interest on bank deposits	24	-	24	19
Total income from generated funds	24		24	19

3 INCOMING RESOURCES FROM ACTIVITIES TO FURTHER THE CHARITY'S OBJECTIVES

	Unrestricted £	Restricted £	2011 Total £	2010 Total £
Rental income	48,625	-	48,625	48,625
Grants received Donations received	-	55,380 -	55,380	36,020 200
Total incoming resources from charitable activities	- 48,625	55,380	104,005	84,845

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (continued) YEAR ENDED 31 MARCH 2011

4 RESOURCES EXPENDED

	Basis of allocation	Rental income	Property	Governance	2011 Total	2010 Total
Costs directly allocated to activities		£	£	£	£	£
Loan interest	direct	6,321	-	800	7,121	7,335
Property projects	direct	-	8,816	-	8,816	7,020
Professional fees	usage	-	40,146	520	40,666	28,927
Project organiser's fees	direct	-	20,000	4,446	24,446	25,558
Audit fees	dırect	-	-	2,053	2,053	1,570
Support costs allocated to activities						
General office costs	direct	-	-	1,022	1,022	1,044
Bank charges	direct	-	-	485	485	549
Total resources expended		6,321	68,962	9,326	84,609	72,003

5 TRUSTEE REMUNERATION

The trustees did not receive emoluments and were not reimbursed for expenses during the year other than payment of indemnity insurance as detailed in the trustees' report

During the year the company had no employees (2010 nil)

NOTES FORMING PART OF THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2011

6 NET INCOMING RESOURCES FOR THE YEAR

This is stated after charging the following

	2011 £	2010 £
Auditors remuneration	2,053	1,570

7 TAXATION

No provision is made for taxation as the company is a charity entitled to the various exemptions afforded by the Corporation Tax Act 2010

8 FIXED ASSETS

£

Valuation as at 1 April 2010 and at 31 March 2011

470,001

The properties are investment properties and are held for direct charitable purposes

Thorpe Coombe House

This freehold property is leased to a third party. All rentals received are used by the company for charitable purposes

The property was valued in June 2010 by Strettons Chartered Surveyors. The valuation given was £470,000. The trustees are of the opinion that this was the value at the year end 31 March 2011.

On a historical basis the property would have been included at a cost of £226,989 (2010 £226,989)

St Pancras Waterpoint

No rent is receivable in respect of this freehold property because of its unusual nature and location

The property was valued by M D Crowder OBE FRICS as at 31 March 2011 informally on behalf of the company in his capacity as company president. Its valuation is a nominal £1 as no rent is receivable.

On a historical cost basis the property would have been included at a cost of £94,562 (2010 £94,562) after deduction of grants and fees received towards the cost of its preservation

9 DEBTORS

	2011	2010
	£	£
VAT recoverable	1,116	1,665
Other debtors	464	464
Prepayments and accrued income	20,000	7,020
	21,580	9,149

NOTES FORMING PART OF THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2011

10 CREDITORS

a) Amounts due within one year:	2011 £	2010 £
Bank loan and overdraft Trade creditors Other creditors	27,000 33,780 39,553	192,825 2,250 43,321
	100,333	238,396
b) Amounts due after more than one year:		
Bank loan	139,625	-
The bank loan is secured on the company's property are loan instalments falling due as follows	included within the bank	loan above
	2011	2010
In two to five years In more than five years	108,000 31,625	
	139,625	-

11 MOVEMENTS IN FUNDS

The movement on funds during the year was as follows

	At 1 April 2010	Incoming resources £	Resources expended £	Transfer	At 31 March 2011 £
Restricted funds					
Lordship Lane	-	10,000	(11,500)	1,500	-
St George's Chapel	-	45,380	(37,462)	-	7,918
	-	55,380	(48,962)	1,500	7,918
Unrestricted funds					
Free reserves	16,917	48,649	(35,647)	(1,500)	28,419
Revaluation reserve	243,012	•	-	•	243,012
	259,929	48,649	(35,647)	(1,500)	271,431
					
	259,929	104,029	(84,609)	-	279,349

Lordship Lane

Funding received towards the costs of submitting a listed Building Application along with an agreement to lease 549 Lordship Lane, Southwark

St Georges Chapel

Funding received from English Heritage for scaffolding at St George's Chapel, Woolwich

Transfers between funds represent where expenditure has previously been paid for out of unrestricted funds

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2011

12 RELATED PARTY TRANSACTIONS

	2011 £	2010 £
Ms L Norris (Company secretary)		
Fee paid in the year	500	1,000
Heritage of London Trust (sister trust)		
Loan drawn down	-	20,000
Loan balance at year end	20,000	20,000
Interest paid	800	-

The loan from Heritage of London Trust is repayable on demand and carries an interest charge of 4%