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**WILLMOTT DIXON DEVELOPMENTS LIMITED**

**REPORT AND ACCOUNTS**

**31 December 2012**

**Registered Number: 4224484**

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**WILLMOTT DIXON DEVELOPMENTS LIMITED**

**Registered Number: 4224484**

**Contents**

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**Page Number**

2	Company information
3	Report of the directors
5	Report of the independent auditor
7	Profit and loss account
8	Balance sheet
9	Notes to the financial statements

**WILLMOTT DIXON DEVELOPMENTS LIMITED**

**Registered Number: 4224484**

**Company Information**

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**Directors**

Andrew Telfer BSc (Eng), ACA  
(Chairman)

Duncan Canney BSc (Hons), CEng, FCA  
Wendy McWilliams LLB, ACIS  
Rick Willmott MCIOB

**Joint Secretaries**

Wendy McWilliams LLB, ACIS  
Laurence Holdcroft FCIS  
Robert Eyre ACIS

**Registered Office**

Spirella 2  
Icknield Way  
Letchworth Garden City  
Hertfordshire  
SG6 4GY

**Auditor**

PKF (UK) LLP  
Farringdon Place  
20 Farringdon Road  
London EC1M 3AP

## **WILLMOTT DIXON DEVELOPMENTS LIMITED**

**Registered Number: 4224484**

**Report of the directors**  
for the year ended 31 December 2012

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

### **Directors' Responsibilities Statement**

The directors are responsible for preparing the report of the directors 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 the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 accounting estimates that are reasonable and prudent;
- 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, to disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

### **Principal activity, business review and future developments**

The principal activity of the company continued to be the development of complex mixed use regeneration projects. The directors decided not to proceed with the previously proposed transfer of the company's trade to Willmott Dixon Regen Limited.

The company made a profit after taxation of £3,647 (2011 £617,923 - loss)

The directors do not recommend the payment of a dividend for the year.

Auditor remuneration is paid by Willmott Dixon Holdings Limited.

**WILLMOTT DIXON DEVELOPMENTS LIMITED**

**Registered Number: 4224484**

**Report of the directors**  
for the year ended 31 December 2012

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**Directors**

The names of the current directors of the company are shown on page 2

The following changes in directors have occurred since 1 January 2012.

	<b>Resigned</b>
Adrian De Morgan	1 January 2012
Christopher Charles Read	4 May 2012

**Disclosure of information to the auditor**

So far as each of the Directors is aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the Company's auditor is unaware, and they have taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information

In preparing this report the directors have taken advantage of the small company exemptions in part 15 of the Companies Act 2006.

By Order of the Board



Laurence Holdcroft FCIS  
Secretary

Date 18 April 2013

## **WILLMOTT DIXON DEVELOPMENTS LIMITED**

**Registered Number: 4224484**

### **Report of the independent auditor to the members of Willmott Dixon Developments Limited on the financial statements for the year ended 31 December 2012**

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We have audited the financial statements of Willmott Dixon Developments Limited for the year ended 31 December 2012 which comprise the profit and loss account, the balance sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (effective April 2008) (United Kingdom Generally Accepted Accounting Practice applicable to smaller entities).

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, 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**

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 company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report 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 company's affairs as at 31 December 2012 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to smaller entities, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

**WILLMOTT DIXON DEVELOPMENTS LIMITED**

**Registered Number: 4224484**

**Report of the independent auditor to the members of  
Willmott Dixon Developments Limited**  
on the financial statements for the year ended 31 December 2012

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**Opinion on other matter prescribed by the Companies Act 2006**

In our opinion the information given in the report of the directors 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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption in preparing the report of the directors.

*PKF (UK) LLP*

**David Pomfret** (Senior statutory auditor)  
for and on behalf of PKF (UK) LLP, Statutory auditor

London, UK

Date.

*18 April 2013*

**WILLMOTT DIXON DEVELOPMENTS LIMITED****Registered Number: 4224484****Profit and loss account**  
for the year ended 31 December 2012

	<b>Notes</b>	<b>2012</b> <b>£</b>	<b>2011</b> <b>£</b>
<b>Turnover</b>	<b>2</b>	-	-
Cost of sales		-	(280,147)
<b>Gross loss</b>		-	(280,147)
Net operating expenses		-	(467,474)
<b>Operating loss</b>	<b>3</b>	-	(747,621)
Interest payable	<b>4</b>	-	(87,764)
<b>Loss on ordinary activities before taxation</b>		-	(835,385)
Tax on loss on ordinary activities	<b>6</b>	3,647	217,462
<b>Profit / (loss) for the year</b>		<u>3,647</u>	<u>(617,923)</u>

All of the above derives from continuing activities

The company has no recognised gains and losses other than the result for the current and previous year

The notes on pages 9 to 15 form part of these financial statements



**WILLMOTT DIXON DEVELOPMENTS LIMITED****Registered Number: 4224484****Balance Sheet**  
31 December 2012

	Notes	<b>2012</b>		<b>2011</b>	
		£	£	£	£
<b>Fixed assets</b>					
Tangible assets	7	15,420		18,045	
Investments	8	<u>505</u>		<u>505</u>	
			15,925		18,550
<b>Current assets</b>					
Debtors	9	4,143,451		4,251,220	
Cash at bank and in hand		<u>275,000</u>		<u>250,100</u>	
		4,418,451		4,501,320	
<b>Creditors</b>					
Amounts falling due within one year	10	<u>17,965</u>		<u>107,106</u>	
<b>Net current assets</b>			<u>4,400,486</u>		<u>4,394,214</u>
<b>Net assets</b>			<u>4,416,411</u>		<u>4,412,764</u>
<b>Capital and reserves</b>					
Share capital	11	5,000,000		5,000,000	
Profit and loss account	12	<u>(583,589)</u>		<u>(587,236)</u>	
<b>Equity shareholder's funds</b>	13	<u>4,416,411</u>		<u>4,412,764</u>	

The notes on pages 9 to 15 form part of these financial statements

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

These financial statements were approved and authorised for issue by the Board of Directors on 18 April 2013 and were signed on its behalf by:



Duncan Canney  
**Director**

## **WILLMOTT DIXON DEVELOPMENTS LIMITED**

**Registered Number: 4224484**

**Notes to the financial statements**  
for the year ended 31 December 2012

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### **1 Principal accounting policies**

#### **Accounting convention**

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

#### **Consolidation exemption**

The company and its subsidiaries comprise a small group as defined by Section 383 of the Companies Act 2006. The company has taken advantage of the exemption in Section 399 of the Companies Act 2006 not to prepare group accounts

#### **Investments**

Investments in subsidiary undertakings and joint ventures are carried at cost less provision for any impairment

#### **Tangible Fixed Assets**

Fixed assets are stated at historical cost less depreciation. Depreciation is provided on all tangible fixed assets, other than land, at rates estimated to write off the cost of each asset over the term of its expected useful life as follows

Freehold land	Not depreciated
Computer Equipment	Between 20% and 50% per annum

#### **Deferred Taxation**

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more, or a right to pay less, tax in the future have occurred. Deferred tax is not discounted.

Deferred tax assets are recognised to the extent that the Directors consider it more likely than not that there will be suitable profits from which the future reversal of the underlying timing differences can be deducted.

### **2 Turnover**

Turnover represents revenue recognised in respect of services provided during the period, stated net of value added tax.

**WILLMOTT DIXON DEVELOPMENTS LIMITED**

**Registered Number: 4224484**

**Notes to the financial statements**  
for the year ended 31 December 2012

**3 Operating loss**

	<u>2012</u>	<u>2011</u>
	<u>£</u>	<u>£</u>
The operating loss is stated after charging		
Directors' emoluments	-	245,528
Depreciation	<u>-</u>	<u>2,357</u>

Auditor remuneration is paid by Willmott Dixon Holdings Limited.

**4 Interest payable**

	<u>2012</u>	<u>2011</u>
	<u>£</u>	<u>£</u>
Group interest paid	<u>-</u>	<u>87,764</u>

**5 Directors and employees**

	<u>2012</u>	<u>2011</u>
	<u>£</u>	<u>£</u>
Staff costs during the year were as follows		
Wages and salaries	-	243,028
Social security costs	<u>-</u>	<u>31,383</u>
	<u>-</u>	<u>274,411</u>

The average number of employees, including directors, during the year was as follows

	<u>2012</u>	<u>2011</u>
	<u>Number</u>	<u>Number</u>
Office and administration	<u>-</u>	<u>2</u>

Four directors (2011 Five) were remunerated by other group companies for their services to the group as a whole

**WILLMOTT DIXON DEVELOPMENTS LIMITED****Registered Number: 4224484****Notes to the financial statements**  
for the year ended 31 December 2012**6 Taxation on loss on ordinary activities**

	<b>2012</b>	<b>2011</b>
	<b>£</b>	<b>£</b>
<b>a) Analysis of credit</b>		
<b>Current Tax</b>		
Corporation tax at 24.5% (2011: 26.5%)	-	-
Payments received for group relief	-	(220,921)
	-	(220,921)
<b>Deferred Tax</b>		
Origination and reversal of timing differences	(3,355)	3,473
Effect of change in tax rate	(292)	(14)
	(3,647)	3,459
<b>Tax credit for the year</b>	(3,647)	(217,462)

**b) Factors affecting the tax charge for the year**

	<b>2012</b>	<b>2011</b>
	<b>£</b>	<b>£</b>
The tax assessed for the year differs from the standard rate of corporation tax in the UK (24.5%). The differences are explained below.		
Loss on ordinary activities before tax	-	(835,385)
Loss on ordinary activities multiplied by the standard rate of corporation tax in the UK 24.5% (2011: 26.5%)	-	(221,377)
Effects of		
Expenses not deductible for tax purposes	202	60
Capital allowances for the year less than depreciation	(202)	396
Current tax	-	(220,921)

**c) Factors that may affect future tax charges**

The Company is not aware of any significant factors that may affect future tax charges

**WILLMOTT DIXON DEVELOPMENTS LIMITED****Registered Number: 4224484****Notes to the financial statements**  
for the year ended 31 December 2012**7 Tangible Fixed Assets**

	<b>Freehold land £</b>	<b>Computer Equipment £</b>	<b>Total £</b>
<b>Cost</b>			
At 1 January 2012	15,420	5,043	20,463
Transfers to fellow group companies	-	(5,043)	(5,043)
At 31 December 2012	<u>15,420</u>	<u>-</u>	<u>15,420</u>
<b>Depreciation</b>			
At 1 January 2012	-	2,418	2,418
Transfer to fellow group companies	-	(2,418)	(2,418)
At 31 December 2012	<u>-</u>	<u>-</u>	<u>-</u>
<b>Net book values</b>			
At 31 December 2012	<u>15,420</u>	<u>-</u>	<u>15,420</u>
At 31 December 2011	<u>15,420</u>	<u>2,625</u>	<u>18,045</u>

**8 Investments**

	<b>Investment in Subsidiaries £</b>	<b>Investment in Joint Venture £</b>	<b>Total £</b>
<b>Cost</b>			
At 1 January 2012 and 31 December 2012	<u>5</u>	<u>500</u>	<u>505</u>

**WILLMOTT DIXON DEVELOPMENTS LIMITED****Registered Number: 4224484****Notes to the financial statements**  
for the year ended 31 December 2012**8 Investments (continued)**

The following subsidiary companies develop construction opportunities and are registered in England and Wales, 100% of the ordinary share capital was owned by Willmott Dixon Developments Limited at 31 December 2012

	Capital and reserves £	Profit / (loss) for the year £
Willmott Dixon Developments (Brunton) Limited	(15,060)	-
Willmott Dixon Developments (Chorley) Limited	(49,507)	-
Willmott Dixon Developments (Handsworth) Limited	(21,019)	-
Willmott Dixon Developments (Newton Aycliffe) Limited	(585,056)	-

**Joint Ventures**

Name	Main Activity	% Holding
Woking Gateway LLP	Property development	50

**9 Debtors**

	<u>2012</u> £	<u>2011</u> £
Amounts owed by group companies	<u>4,143,451</u>	<u>4,251,220</u>

**10 Creditors**

Amounts falling due within one year	<u>2012</u> £	<u>2011</u> £
Accruals and deferred income	<u>17,965</u>	<u>107,106</u>

**11 Called up share capital**

	<u>2012</u> £	<u>2011</u> £
Allotted, called up and fully paid		
5,000,000 ordinary shares of £1 each	<u>5,000,000</u>	<u>5,000,000</u>

## **WILLMOTT DIXON DEVELOPMENTS LIMITED**

**Registered Number: 4224484**

**Notes to the financial statements**  
for the year ended 31 December 2012

### **12 Reserves**

	<b>Profit and loss account</b>
	<b>£</b>
At 1 January 2012	(587,236)
Profit for the year	<u>3,647</u>
At 31 December 2012	<u>(583,589)</u>

### **13 Reconciliation of movements in shareholder's funds**

	<b>2012</b>	<b>2011</b>
	<b>£</b>	<b>£</b>
Profit / (loss) for the financial year	3,647	(617,923)
Opening equity shareholder's funds	<u>4,412,764</u>	<u>5,030,687</u>
Closing equity shareholder's funds	<u>4,416,411</u>	<u>4,412,764</u>

### **14 Ultimate parent undertaking**

The Company's immediate parent company is Willmott Dixon Regen Limited.

Willmott Dixon Regen Limited is a wholly owned subsidiary of Willmott Dixon Holdings Limited, this is the smallest group for which consolidated financial statements are prepared

The Group Annual Report and Accounts of Willmott Dixon Holdings Limited can be found at [www.WillmottDixonGroup.co.uk](http://www.WillmottDixonGroup.co.uk).

Willmott Dixon Holdings Limited is jointly owned by Walsworth Limited and Hardwicke Investments Limited.

The company's Ultimate Parent and controlling party is Hardwicke Investments Limited, this is the largest group for which consolidated financial statements are prepared. The consolidated financial statements of Hardwicke Investments Limited can be found at Companies House

## **WILLMOTT DIXON DEVELOPMENTS LIMITED**

**Registered Number: 4224484**

**Notes to the financial statements**  
for the year ended 31 December 2012

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### **15 Group Guarantees**

On 21 December 2012 the Ultimate Parent Company agreed a £50,000,000 revolving credit facility with Lloyds Banking Group for the five years ending 31 December 2017. As at 31 December 2012, £5,000,000 of the facility had been utilised.

The Company has, with the Ultimate Parent Company and certain fellow subsidiaries, therefore entered into multi-lateral financial guarantees in favour of Lloyds Banking Group to guarantee the Ultimate Parent Company's indebtedness to the bank.

The Company is a party to multi-lateral cross guarantees given to various sureties that have issued performance bonds in favour of clients of fellow subsidiaries in respect of contracts entered into in the normal course of business.

### **16 Related party transactions**

In the opinion of the directors the Company is entitled to the exemption from disclosing related party transactions with entities within the group in accordance with Financial Reporting Standard 8.

Balances in respect of amounts loaned to joint ventures are

	<u>2012</u> £	<u>2011</u> £
Woking Gateway LLP – Loan	565,606	583,071
Woking Gateway LLP – Provision	<u>(565,606)</u>	<u>(583,071)</u>
	<u>-</u>	<u>-</u>