

BORINDALE INVESTMENTS LIMITED

Report and Financial Statements For the year ended 29 June 2011

TUESDAY



LD5 *L15KE328* #25
27/03/2012
COMPANIES HOUSE

REGISTERED NUMBER (ENGLAND & WALES): 5308738

BORINDALE INVESTMENTS LIMITED

Registered number 5308738

DIRECTORS' REPORT

For the year ended 29 June 2011

The directors present their report together with the audited financial statements for the year ended 29 June 2011

Review of business and future outlook

The principal activity of the Company is to act as an investment company. No significant change in this activity is envisaged in the foreseeable future and the directors expect the company's future performance to vary with changes in interest rates, since the principle income is from a floating rate loan.

The directors have reviewed the Company's business and performance and consider it to be satisfactory for the year. The directors consider that the Company's position at the end of the year is consistent with the size and complexity of the business.

Given the nature of the business, the Company's directors are of the opinion that analysis using Key Performance Indicators (KPIs) is not necessary for an understanding of the development, performance or position of the business.

Results and dividends

During the year the Company made a profit after tax of £12,248,952 (2010: £10,647,045). The directors declared and paid a dividend of £95,000,000 on 28 November 2011 (2010: £nil). This dividend has not been accrued in the financial statements. The directors consider that the performance of the Company has been satisfactory during the year.

Derivatives and financial instruments

The Company's directors are required to follow the requirements of the Barclays Group risk management policies, which include specific guidelines on the management of foreign exchange, credit and interest rate risks and advise on the use of financial instruments to manage them. Barclays Group risk management policies can be found in the financial statements of Barclays Bank PLC for the year ended 31 December 2010 (see note 14).

Directors

The directors of the Company who served during the year, together with their dates of appointment and resignation, where appropriate, are as shown below:

Brawn, Gerald Mark Frederick
Brown, Martin Philip Lawrence
Dhillon, Navjyot Singh (resigned 14 February 2011)
Moses, Adam Julian

Subsequent to the year end, Jonathan Mark Huckle and Barrie Hill were appointed on 19 August 2011 and 4 October 2011 respectively. Gerald Mark Frederick Brown resigned on 19 August 2011.

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DIRECTORS' REPORT (continued)

For the year ended 29 June 2011

Directors' third party indemnity provisions

Qualifying third-party indemnity provisions were in force during the course of the financial year ended 29 June 2011 for the benefit of the then directors and, at the date of this report, are in force for the benefit of the directors in relation to certain losses and liabilities which they may incur (or have incurred) in connection with their duties/powers of office

Statement of directors' responsibilities

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 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 judgements and accounting 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,
- 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 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

Each of the directors in office as at the date of this report confirms that

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- he has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information

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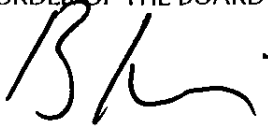
DIRECTORS' REPORT (continued)

For the year ended 29 June 2011

Auditors

PricewaterhouseCoopers LLP will continue to hold office in accordance with section 487 of the Companies Act 2006

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'Barrie Hill', is written over the printed text 'BY ORDER OF THE BOARD'.

Name *Barrie Hill*
Date *23.03.2012*
For and on behalf of
Borindale Investments Limited

BORINDALE INVESTMENTS LIMITED

Registered number 5308738

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BORINDALE INVESTMENTS LIMITED

We have audited the financial statements of Borindale Investments Limited for the year ended 29th June 2011 which comprise the Profit and Loss Account, the Balance Sheet, the Reconciliation of Movements in Shareholders' Funds 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).

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 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.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 Report and 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 company's affairs as at 29th June 2011 and of its profit 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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

BORINDALE INVESTMENTS LIMITED

Registered number 5308738

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BORINDALE INVESTMENTS LIMITED (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, 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



Carl Sizer (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London

Date 26 March 2012

BORINDALE INVESTMENTS LIMITED

Registered number 5308738

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 29 JUNE 2011**

	Notes	Year ended 29 June 2011 £	Year ended 29 June 2010 £
Interest receivable and similar income	4	16,895,193	14,787,563
Interest payable and similar charges	5	(87)	-
Profit on ordinary activities before taxation	6	16,895,106	14,787,563
Tax on profit on ordinary activities	7	(4,646,154)	(4,140,518)
Profit on ordinary activities after taxation		12,248,952	10,647,045

All recognised gains and losses are included in the profit and loss account. There is no difference between the results disclosed in the profit and loss account and the results on an unmodified historical cost basis. The notes 1 to 14 form an integral part of these financial statements.

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BALANCE SHEET AS AT 29 JUNE 2011

	Notes	As at 29 June 2011 £	As at 29 June 2010 £
CURRENT ASSETS			
DEBTORS Amounts falling due within one year	8	2,102,683,287	2,089,802,889
Cash at bank and in hand		2,579	151
CREDITORS Amounts falling due within one year	10	(4,008,479)	(3,374,605)
NET CURRENT ASSETS		2,098,677,387	2,086,428,435
NET ASSETS		2,098,677,387	2,086,428,435
CAPITAL AND RESERVES			
Called up share capital	11	2,000,050,000	2,000,050,000
Profit and loss account		98,627,387	86,378,435
TOTAL SHAREHOLDERS' FUNDS	12	2,098,677,387	2,086,428,435

A reconciliation of movement in shareholders' funds is given in note 12

The notes 1 to 14 form an integral part of these financial statements

The financial statements and notes 1 to 14 were approved by the Board of Directors on 23 March 2012


Name Barrie Hill
Director
Date 23.03.2012

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NOTES TO THE FINANCIAL STATEMENTS

1 ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared on a going concern basis under the historical cost convention, the accounting policies set out below and in accordance with the Companies Act 2006 and applicable accounting standards of the Accounting Standards Board and pronouncements of the Urgent Issues Task Force

Interest

Interest income and expense are recognised on an accruals basis

Foreign Exchange

Monetary assets and liabilities in foreign currencies are translated into sterling at the exchange rate ruling at the balance sheet date except where rates of exchange are fixed under contractual arrangements. Profit and loss denominated in foreign currencies are translated into sterling at average rates of exchange during the year, unless a contracted rate applied. All exchange differences and losses are included in the profit and loss account

Taxation

The charge or credit for taxation is based on the results for the year and takes into account taxation deferred. Deferred taxation is recognised on timing differences arising between the treatment of certain items for taxation and accounting purposes

Investments

Investment in debt securities are stated at cost less any provision for impairment. Any discount or premium on acquisition is amortised on an effective yield basis through the profit and loss statement over the period that the security is held by the Company

2 CASH FLOW STATEMENT

The Company has adopted the provisions of Financial Reporting Standard 1 ("FRS 1") revised 1996, Cash Flow Statements. Accordingly the Company, which is a wholly owned subsidiary of Barclays Bank PLC, has elected to utilise the exemption provided in FRS 1 not to produce a cash flow statement, as a cash flow statement is prepared by its ultimate parent

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NOTES TO THE FINANCIAL STATEMENTS (continued)

3 DIRECTORS' EMOLUMENTS

The directors did not receive any emoluments in respect of their services to the Company during the current or prior year

4. INTEREST RECEIVABLE AND SIMILAR INCOME

	Year ended 29 June 2011 £	Year ended 29 June 2010 £
Interest receivable from parent undertaking	16,209,778	14,461,729
Short term deposit interest receivable from group undertaking	680,790	325,652
Interest receivable on Government securities	46	113
Other interest	4,579	69
	<u>16,895,193</u>	<u>14,787,563</u>

5 INTEREST PAYABLE AND SIMILAR CHARGES

	Year ended 29 June 2011 £	Year ended 29 June 2010 £
Interest payable to group undertaking	87	-
	<u>87</u>	<u>-</u>

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NOTES TO THE FINANCIAL STATEMENTS (continued)

6 PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

There were no employees employed by the Company during the year (2010 Nil). The audit fee is borne by another group company. Although the audit fee is borne by another group company, the fee that would have been charged to the Company amounts to £4,326 for the year (2010 £4,000) Barclays PLC. This fee is not recognised as an expense in the financial statements.

7 TAX ON PROFIT ON ORDINARY ACTIVITIES

	Year ended 29 June 2011 £	Year ended 29 June 2010 £
UK corporation tax	4,646,154	4,140,518

The UK corporation tax charge is based on a blended UK corporation tax rate of 27.5% (year ended 29 June 2010 28%), arising from the change in the UK corporation tax rate from 28% to 26%, effective from 1 April 2011.

A numerical reconciliation of the standard tax rate and the effective tax rate is as follows:

	Year ended 29 June 2011 £	Year ended 29 June 2010 £
Profit on ordinary activities before taxation	16,895,106	14,787,563
Profit on ordinary activities multiplied by the blended rate corporation tax in the UK of 27.5% (year ended 29 June 2010 28%)	4,646,154	4,140,518
Current tax charge	4,646,154	4,140,518

8. DEBTORS: Amounts falling due within one year

	As at 29 June 2011 £	As at 29 June 2010 £
Amounts due from parent undertaking	2,015,933,931	2,014,670,564
Short term deposits with group undertakings	86,749,356	75,132,325
	2,102,683,287	2,089,802,889

The unsecured amount due from parent undertaking bears interest at the 3 month LIBOR rate, determined on roll date, and is repayable on demand.

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NOTES TO THE FINANCIAL STATEMENTS (continued)

9 INVESTMENTS

	Year ended 29 June 2011 £	Year ended 29 June 2010 £
Opening balance	-	49,705
Additions	-	-
Redemptions	-	(47,800)
Amortisation of premium	-	(1,905)
Closing balance	-	-

10. CREDITORS: Amounts falling due within one year

	As at 29 June 2011 £	As at 29 June 2010 £
Corporation tax	3,954,396	3,374,605
Amounts owing to group undertakings	54,083	-
	4,008,479	3,374,605

11. CALLED UP SHARE CAPITAL

	As at 29 June 2011 £	As at 29 June 2010 £
Authorised Attributable to equity interests 2,000,051,000 Ordinary Shares of £1 each	2,000,051,000	2,000,051,000
Allotted and fully paid Attributable to equity interests 2,000,050,000 Ordinary Shares of £1 each	2,000,050,000	2,000,050,000

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NOTES TO THE FINANCIAL STATEMENTS (continued)

12 RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	As at 29 June 2011 £	As at 29 June 2010 £
Profit for the year	12,248,952	10,647,045
Increase in shareholders' funds	<u>12,248,952</u>	<u>10,647,045</u>
Opening shareholders' funds	2,086,428,435	2,075,781,390
Closing shareholders' funds	<u>2,098,677,387</u>	<u>2,086,428,435</u>

13 RELATED PARTY TRANSACTIONS

The Company has taken advantage of the exemption under the provisions of Financial Reporting Standard 8 ("FRS 8"), Related Party Disclosures not to disclose transactions with other group companies since the Company is a wholly owned subsidiary of Barclays Bank PLC, the consolidated financial statements of which are publicly available. During the year there have been no transactions with related parties other than group companies.

14 PARENT UNDERTAKING AND ULTIMATE PARENT COMPANY

The parent undertaking of the smallest group that presents group accounts is Barclays Bank PLC. The ultimate parent company and controlling party is Barclays PLC, which is the parent company of the largest group that presents group accounts. Barclays Bank PLC's and Barclays PLC's statutory accounts are available from Barclays Corporate Secretariat, 1 Churchill Place, London E14 5HP.