# Liverpool and Chester Property Company Limited Report and Accounts

31st December 2009

Company number: 19009

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# LIVERPOOL AND CHESTER PROPERTY COMPANY LIMITED YEAR ENDED 31ST DECEMBER 2009

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#### YEAR ENDED 31ST DECEMBER 2009

#### **COMPANY INFORMATION**

#### **Directors**

GEOFFREY R LEECE, F C A (Chairman)
DAVID I RENISON, LL B (Vice-Chairman)
PAUL ROBERTS, M R I C S (Managing Director)
C EWAN McCAIG, F R I C S
JENNIFER M HORNSBY
COLIN H RYAN, F R I C S
DAVID C B WATKINS

#### Secretary and Registered Office:

ALLAN PELAN, BSc (Hons) M R I C S
CORE PROPERTY MANAGEMENT & CONSULTANCY LIMITED
7 UNION COURT, LIVERPOOL L2 4SJ

#### **Senior Statutory Auditor:**

M D SERGI, A C A

#### **Auditors:**

PRIORY PRACTICE LIMITED
1 ABBOTS QUAY, MONKS FERRY, BIRKENHEAD, WIRRAL, MERSEYSIDE, CH41 5LH

**Company Registration Number:** 

19009

#### **NOTICE OF MEETING**

NOTICE IS HEREBY GIVEN that the One Hundred and twenty-sixth Annual General Meeting of LIVERPOOL AND CHESTER PROPERTY COMPANY LIMITED, will be held at The Athenaeum, Church Alley, Church Street, Liverpool, L1 3DD, at 12 00 noon on 28th day of April 2010, for the following purposes

- To receive and consider the Balance Sheet and Statement of Accounts made up to 31st December 2009 and the Reports of the Directors and Auditors thereon
- 2 To elect Directors
- To elect auditors and authorise the Directors to fix the auditors' remuneration
- 4 To transact any other ordinary business of the Company

Any member entitled to attend and vote is entitled to appoint a proxy to attend and vote in his/her stead. This will not prevent him/her from subsequently attending and voting at the meeting in person.

A proxy need not also be a member of the Company Proxies must be lodged not later than forty-eight hours prior to the holding of the meeting and are available from the Company on request

BY ORDER OF THE BOARD

A PELAN SECRETARY 11th March 2010

Registered Office 7 Union Court Cook Street Liverpool L2 4SJ

#### YEAR ENDED 31ST DECEMBER 2009

#### **CHAIRMAN'S STATEMENT**

I am pleased to report that despite one of the worst recessions in recent history we have had a good year. The past twelve months have been difficult for most businesses and the property industry has had to deal with the problems of struggling tenants, empty rates liabilities and falling property values. The Government's support of the banks has ensured that company failures have been fewer than expected but the danger is still there because bankers are now emboldened by the knowledge that they are untouchable. Some companies which have over-stretched their borrowing limits are finding that their bankers are adding to their problems by the withdrawal of lending and the imposition of excessive fees and restrictive conditions. Repairing their own defective Balance. Sheets in order to fuel a bonus culture based on spurious profits appears to be a greater priority than helping their clients through the recession.

Our Company has been largely unaffected by these problems and we have cause to be grateful that our exposure to bank lending is relatively small and is contained within two long-term loans and a modest overdraft facility. Some of our tenants have undoubtedly struggled in the current economic climate but, overall, we are still enjoying almost full occupancy, a rarity for most property companies. Our income stream and revenue profits have held up well and are in line with budget projections. The office tenants at Old Hall Street vacated the property at the end of their lease leaving us with a void throughout the year but this has also provided us with the opportunity to carry out a major refurbishment of the building. We are happy to take a long-term view and accept the loss of rent and the cost of repairs as a planned element of our operations which will affect the profits for at least two years. The former tenants agreed to pay £50,000 towards the cost of dilapidations but this came too late for these accounts and will appear in the 2010 figures.

The attached accounts show that rental income in 2009 increased marginally by 0.59% to £1,615,113. Revenue expenditure was higher because of the extra refurbishment costs at Old Hall Street plus £13,289 of professional fees for three property acquisitions that we decided to abort at an advanced stage of negotiation. Despite these additional costs the pre-tax revenue profits were an acceptable £996,055 compared with £1,051,128 in the previous year. Corporation Tax has reduced these profits by £265,879 to £730,176 which compares with £771,054 in 2008. In percentage terms the post-tax revenue profits are down by 5.30% which we consider to be a highly satisfactory result for the year.

We sold two properties in 2009, a house that we had owned since 1949 and the shop unit in Mostyn Street, Llandudno which had been vacant for over three years. Not surprisingly, we made a capital profit on the house which was offset by a loss on the shop and the net loss for the year on property sales was £4,570. The overall profits of the Company for the year, after all taxation, amount to £725,606 which compares with £855,130 in 2008.

The sales of these properties plus our natural cash flow enabled us to reinvest in three properties, two residential and one commercial. We purchased two semi-detached houses, one in Southport the other in Rotherham situated next to our 16 flats that were pictured with the accounts last year. The Southport house was refurbished and is now occupied and producing a good rent. The Rotherham house requires major refurbishment which we shall carry out in the current year. A particular attraction of this property is that it also has the benefit of a substantial piece of land adjacent to our flats which might be available for development.

Our major investment in 2009 was Unit 3 at Vesty Business Park, Bootle, shown in the enclosed picture. It is an attractive warehouse currently tenanted by a national Cash and Carry distributor to the confectionery trade and would divide into two units if necessary. It is situated on the outskirts of Liverpool close to Aintree Racecourse and uniquely has its own roof-turbine producing electricity for the National Grid – our little bit for the environment!

#### YEAR ENDED 31ST DECEMBER 2009

## CHAIRMAN'S STATEMENT (Continued)

The annual property valuation by Mason Owen Property Consultants has assessed the total market value of our properties at 31st December 2009 at £23,146,700 which contrasts with the 2008 valuation of £22,775,700 At a time when many property companies are reporting significantly lower market values this overall increase of £371,000 is testimony to the quality of our property portfolio

The two dividends that we paid in 2009 are shown on page 9 and comprised a final dividend of 13% for 2008 plus an interim of 10.5% for 2009. The total dividends charged in the accounts amounted to 23.5% which is 0.5% higher than the previous year. The Board has approved a 13% final dividend for the 2009 accounts which will be paid on 7th April 2010. Current accounting practice dictates that this dividend will not be shown in the 2009 accounts and it will therefore appear in the accounts for the year to 31st December 2010.

Our revenue budget for 2010 predicts a similar level of profits which are delicately balanced because of the uncertainty regarding Old Hall Street. If the refurbishment costs are higher than projected there would be a negative impact on profits whereas a new tenant later in the year could have a positive impact. Most of our tenants appear to be surviving the recession and we have even achieved some rental increases despite the retail sector showing signs of difficulties. We have a good spread of properties and tenants who we actively try to support to prevent voids and empty rates liabilities but we have to accept that no company in the property industry is immune from the consequences of tenant failure.

Our Balance Sheet shows that we have built up a figure of £2,078,536 in Other Reserves These have been accumulated over the years by the profits from property sales and as they cannot be distributed as dividends we propose to use part of them to increase the share capital of the Company The Directors are proposing to capitalise £1,929,354 at present standing to the credit of Other Reserves by issuing one new Ordinary share for every share held. The proposal will be put to the shareholders at an Extraordinary General Meeting which will be held immediately following the Annual General Meeting. Subject to the resolution being passed the shareholders will receive their additional share certificates shortly after the meeting. Both meetings will be held on 28th April 2010 at The Athenaeum situated in the heart of the rejuvenated Liverpool City centre and I would welcome all shareholders especially those who have not been able to attend regularly

As always, my thanks are due to the members of the Board for their continuing support and particularly to Paul Roberts our Managing Director I am equally indebted to his colleagues at Core Property Management & Consultancy Ltd, Allan Pelan and Julie Thomas, for their part in the daily running of the Company and I look forward to meeting the challenges of the coming year

Geoffrey R Leece Chairman

11th March 2010

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#### REPORT OF THE DIRECTORS

The Directors submit their Report and Statement of Accounts for the year ended 31st December 2009. The principal business of the Company continues to be investment in and management of tenanted freehold and leasehold properties.

The Directors shown on page 1 have held office during the whole of the period from 1st January 2009 to the date of this report

In the opinion of the Directors, the open market value of the freehold and leasehold investment properties at 31st December 2009 was £23,146,700 (2008 - £22,775,700) The book value of these properties as shown in the accounts is £11,993,157 (2008 - £11,295,835)

The Directors retiring by rotation are Ewan McCaig and Jennifer Hornsby, both of whom have offered themselves for re-election

#### STATEMENT OF DIRECTORS' RESPONSIBILITIES

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 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,
- 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.

#### STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) 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 in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information

#### **AUDITORS**

The auditors, Priory Practice Limited will be proposed for re-appointment at the forthcoming Annual General Meeting This report has been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies

BY ORDER OF THE BOARD

ALLAN PELAN SECRETARY

11th March 2010

#### PROFIT AND LOSS ACCOUNT

#### FOR THE YEAR ENDED 31ST DECEMBER 2009

	Notes	200	9	2008	3
		£	£	£	£
Rents received			1,615,113		1,605,587
Other Revenue Income			1,615,113		35,000 1,640,587
Deduct expenses:			, ,		, ,
Repairs, rates and insurance		126,594		104,057	
Management commission		90,067		92,170	
Bank interest		170,619		175,729	
Chief and ground rents		2,112		2,122	
Sundry and professional fees		51,317	<u>440,709</u>	<u>45,806</u>	419,884
			1,174,404		1,220,703
Interest received					
Bank interest		-		4,954	
Other interest		326	326	<u>375</u>	5,329
			1,174,730		1,226,032
Deduct Administrative Expenses					
General expenses		22,617		24,961	
Secretarial fee and expenses		24,725		21,038	
Directors' fees		126,750		124,500	
Audit fees		4,583	<u> 178,675</u>	4,405	<u>174,904</u>
Revenue profit before taxation			996,055		1,051,128
Deduct Taxation:					
Corporation tax	2		<u>265,879</u>		280,074
Revenue profit/(deficit) after taxation			730,176		771,054
Property surpluses during the year		(4,570)		90,689	
Corporation tax	2		(4,570)	(6,613)	<u>84,076</u>
Profit on ordinary activities after taxation			<u>_725,606</u>		_855,130

There were no acquisitions or discontinued operations during the current or preceding year.

There were no recognised gains or losses other than those dealt with in the above statement.

Dividends paid and declared are shown in note 3.

# LIVERPOOL AND CHESTER PROPERTY COMPANY LIMITED (Registered number 19009)

#### **BALANCE SHEET AT 31ST DECEMBER 2009**

	Notes	200	9	2008	8
	11000	£	£	£	£
Tangible fixed assets					
Freehold properties	4		10,588,783		10,361,109
Long leasehold properties	4		1,404,374	•	934,726 11,295,835
			11,993,157		11,293,633
Subsidiary companies					
Shares	5	82,474		82,474	
Less amounts owing to subsidiaries		(82,474)		(82,474)	
Total fixed assets			11,993,157		11,295,835
_					
Current assets		05.036		62 001	
Sundry debtors and prepayments  Cash at bank		85,826		63,901 _161,295	
Casii at balik				101,293	
		85,826		225,196	
Deduct creditors - Amounts falling due					
within one year					
Bank overdraft	6	602,750			
Bank loan	6	200,055		173,746	
Corporation tax		265,879		287,383	
Other		$\frac{27,642}{1,096,326}$		43,941 505,070	
Net current liabilities		1,090,320	(1,010,500)		(279,874)
The current magnities			1101010007		
Total assets less current liabilities			10,982,657		11,015,961
Creditors – Due in more than one year	,		(A 500 54 C		(2.005.228)
Bank loan	6		<u>(2,589,716)</u>		(2,895,228)
Net Assets			8,392,941		<u>8,120,733</u>
Net Assets			<u>U,J/2,/41</u>		<u>_0,120,700</u>
Capital and reserves:					
Share capital	7		1,929,354		1,929,354
Other reserves	8		2,078,536		2,083,106
Profit and loss account	8		4,385,051		4,108,273
	_		0.305.044		0 120 722
Shareholders' funds – all equity	9		<u>8,392,941</u>		<u>8,120,733</u>

The financial statements on pages 6 to 11 were approved by the board on 11th March 2010

G R LEECE (Chairman)

#### NOTES TO THE ACCOUNTS

#### FOR THE YEAR ENDED 31ST DECEMBER 2009

#### 1. ACCOUNTING POLICIES

The principal accounting policies of the Company have remained unchanged from the previous year and are set out below -

#### Basis of accounting

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules

The company has taken advantage of the exemption from preparing a cash flow statement as conferred by Financial Reporting Standard No 1 (Revised 1996) on the grounds that it qualifies as a small company under the Companies Act 2006

#### Turnover

Turnover represents gross rents received

#### **Investment Properties**

Investment properties have been revalued annually (see note 4) but have been included at cost in the Balance Sheet. No depreciation or amortisation is provided in respect of freehold investment properties and leasehold investment properties with over 20 years to run. The Companies Act 2006 requires tangible fixed assets to be depreciated systematically over their estimated useful economic lives. However, investment properties are held for investment rather than consumption, the Directors therefore consider that depreciation on a systematic basis would not be appropriate in this case and that the accounting policy adopted is necessary for the accounts to give a true and fair view. Depreciation or amortisation is only one of the many factors reflected in the annual valuation and the amount which might otherwise have been shown cannot be separately identified or quantified.

#### Deferred taxation

Deferred tax is recognised in respect of all material timing differences that have originated but not reversed at the Balance Sheet date

#### Consolidation

Consolidated accounts have not been prepared as all subsidiaries were dormant for the whole of the year and the only remaining assets of the subsidiaries are loans due by Liverpool and Chester Property Company Limited amounting to £82,474 Details of the subsidiaries are set out in note 5 These accounts present information about the parent as an individual company and not about its group

#### NOTES TO THE ACCOUNTS

# FOR THE YEAR ENDED 31ST DECEMBER 2009 (continued)

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Corporation tax	2009 £ 265,879	<b>2008</b> £ 280,074
Property surpluses Current year Adjustment to earlier year provisions	<u>-</u>	7,309 (696)
	<u>265,879</u>	<u>286,687</u>

The corporation tax charge is based on the profits of the current year and has been provided at 27 08% net of marginal relief (2008 - 27 6%)

#### 3. DIVIDENDS

	2009	2008
	£	£
Ordinary dividends		
13% Final dividend for 2008 paid on 07 04 09		
(2008 – Interim 10 5%)	250,816	202,582
10 5% Interim dividend for 2009 paid on 07 10 09		
(2008 – Final 12 5%)	<u>202,582</u>	<u>241,169</u>
	<u>453,398</u>	<u>443,751</u>

#### 4. PROPERTIES

NOT ENTIRE	Freehold £	Long Leasehold £
Cost at 1 <sup>st</sup> January 2009	10,361,109	934,726
Purchases at cost Disposals at cost	228,121 (447)	937,761 (468,113)
Book Value at 31st December 2009	10,588,783	1,404,374
Valuation at 31st December 2009	21,426,700	_1,720,000
Valuation at 31 <sup>st</sup> December 2008	21,425,700	1,350,000

The freehold and leasehold properties owned by the company were valued as at 31st December 2009 by Mason Owen Chartered Surveyors, on the basis of market value, in accordance with the RICS Appraisal and Valuation Standards

It is not considered necessary to alter the values shown on the Balance Sheet, or to create a revaluation reserve. If the properties were to be sold at the valuation figures, there would be a liability to corporation tax based on the excess of the net proceeds of sale over original cost or 31st March 1982 valuation if appropriate

#### NOTES TO THE ACCOUNTS

# FOR THE YEAR ENDED 31ST DECEMBER 2009 (continued)

#### 5. SUBSIDIARY COMPANIES

	Proportion of Equity Held %	Aggregate Capital and Reserves at 31st December 2009 £
The Toxteth Real Property and Investment Co Ltd (Formerly Liverpool and Chester Property Co Ltd) 1,637 Ordinary shares of £1 each		
8,185 Deferred Non Voting shares of £1 each	100	9,822
Model Land and Property Co Ltd		
72,550 Ordinary shares of £1 each	100	73,070
V & M Properties Ltd		
1,000 Ordinary shares of £1 each	100	13,000
M & B Investments (Liverpool) Ltd		
84 Ordinary shares of £1 each	100	84

#### 6. BANK LOAN AND OVERDRAFT

The bank loans and overdraft of £3,392,521 are secured by first legal charges over certain of the Company's property assets

Included in the bank loans due for repayment in more than one year is the sum of £1,707,901 which is repayable by instalments which fall due for payment after more than five years from the Balance Sheet date

#### 7. SHARE CAPITAL

	2009	2008
Allested called on and fully need	£	£
Allotted, called up and fully paid 1,929,354 Ordinary shares of £1 each	<u>1,929,354</u>	<u>1,929,354</u>

#### NOTES TO THE ACCOUNTS

# FOR THE YEAR ENDED 31ST DECEMBER 2009 (continued)

#### 8. RESERVES

	Other reserves	Profit and Loss Account	
	£	£	
At 1 <sup>st</sup> January 2009	2,083,106	4,108,273	
Retained profit/(Loss) for the year	(4,570)	730,176	
Dividends (see note 3)	<del>_</del>	<u>(453,398)</u>	
At 31st December 2009	<u> 2,078,536</u>	<u>4,385,051</u>	

Other reserves are surpluses on sales of assets and investments, net of associated corporation tax, which are required by the Articles of Association of the Company to be separately set aside and are not available for distribution as dividends

#### 9. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	Profit for the financial year Dividends	2009 £ 725,606 (453,398)	2008 £ 855,130 (443,751)
	Net additions to shareholders' funds Opening shareholders' funds	272,208 8,120,733	411,379 7,709,354
	Closing shareholders' funds	<u>8,392,941</u>	<u>8,120,733</u>
10.	CAPITAL COMMITMENTS	2009 £	2008 £
	Authorised by the Board but not contracted for	<del></del>	<u>890,000</u>

#### 11. CONTROLLING INTERESTS

The company is not under the control of any one individual

#### REPORT OF THE INDEPENDENT AUDITORS

#### TO THE MEMBERS OF

#### LIVERPOOL AND CHESTER PROPERTY COMPANY LIMITED

We have audited the financial statements of Liverpool and Chester Property Company Limited for the year ended 31st December 2009 on pages 6 to 11. The financial reporting framework that has been applied in their preparation is applicable law and 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 Section 495 and 496 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 a Report of the Auditors 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 auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page 5, 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 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.

#### Qualified opinion arising from disagreement about accounting treatment

The financial statements do not include the revaluation of investment properties as required by Statement of Standard Accounting Practice No 19 The relevant revaluation figures are, however, disclosed in Note 4, and would result in an increase in the value of tangible fixed assets of £11,153,543 (2008 - £11,479,865) and the creation of a corresponding investment revaluation reserve, thus increasing total reserves by the same amount

Except for the effects of not accounting for the revaluation of the investment properties, in our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31st December 2009 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

#### REPORT OF THE INDEPENDENT AUDITORS

#### TO THE MEMBERS OF

### LIVERPOOL AND CHESTER PROPERTY COMPANY LIMITED (Continued)

#### 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 and the Report of the Directors in accordance with the small companies regime

M D Sergi, ACA (Senior Statutory Auditor) for and on behalf of Priory Practice Limited

Chartered Accountants Registered Auditor I Abbots Quay Monks Ferry Birkenhead

Merseyside

CH41 5LH

19th March 2010