

**REGISTRAR'S COPY**

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**PANTHER (DOVER) LIMITED**

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**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**

**for the year ended 31 December 2008**

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**PANTHER (DOVER) LIMITED**

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**COMPANY INFORMATION**

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**DIRECTORS**

A . S. Perloff  
S. J. Peters  
J. T. Doyle  
J. H. Perloff

**COMPANY SECRETARY**

S. J. Peters

**COMPANY NUMBER**

890705

**REGISTERED OFFICE**

Panther House  
38 Mount Pleasant  
London  
WC1X 0AP

**AUDITORS**

Nexia Smith & Williamson  
Chartered Accountants & Registered Auditors  
Prospect House  
2 Athenaeum Road  
Whetstone  
London  
N20 9YU

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**PANTHER (DOVER) LIMITED**

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## **PANTHER (DOVER) LIMITED**

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### **DIRECTORS' REPORT for the year ended 31 December 2008**

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The directors present their report and the financial statements for the year ended 31 December 2008.

#### **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The directors are responsible for preparing the Annual 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). The financial statements are required by law to give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 proper accounting records that 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 1985. 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.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements and other information included in Annual reports may differ from legislation in other jurisdictions.

#### **PRINCIPAL ACTIVITIES**

The principal activity of the company is to be that of property investment and dealing.

#### **BUSINESS REVIEW**

The directors are satisfied with the result for the year and expect the trading position of the company to be improved during the coming year.

#### **RESULTS AND DIVIDENDS**

The profit for the year, after taxation, amounted to £158,674 (2007 - £187,209).

A final dividend of £200,000 (£2,000 per share) (2007 - £3,000,000 (£3,000 per share) ) on ordinary shares was paid during the year.

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## **PANTHER (DOVER) LIMITED**

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### **DIRECTORS' REPORT for the year ended 31 December 2008**

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#### **DIRECTORS**

The directors who served during the year were:

A . S. Perloff  
S. J. Peters  
J. T. Doyle  
J. H. Perloff

#### **FINANCIAL RISK MANAGEMENT**

The company is a member of the Panther Securities PLC group. The principal activity of the individual companies within the group is property investment and dealing. The financial risk management procedures set out below are employed by all companies within the Panther Securities PLC group. The group's operations expose it to a variety of financial risks the main two being the effects of changes in credit risk of tenants and interest rate movement exposure on borrowings. The group has in place a risk management programme that seeks to limit the adverse effects on the financial performance of the group by monitoring levels of debt finance and the related finance costs. The group also uses derivative financial instruments to protect against adverse interest rate movements, no hedge accounting is applied.

Given the size of the group, the directors have not delegated the responsibility of monitoring financial risk management to a sub-committee of the board. The policies set by the board of directors are implemented by the group's finance department.

##### *Price risk*

The group is exposed to price risk due to normal inflationary increases in the purchase price of the goods and services in purchases in the UK. The group also has a price exposure on listed equities that are held as investments. The group has a policy of holding only a small proportion of its assets as listed investments.

##### *Credit risk*

The group has implemented policies that require appropriate credit checks on potential tenants before lettings are agreed. In most cases a deposit is requested unless the tenant can provide a strong personal or other guarantee. The amount of exposure to any individual counterparty is subject to a limit, which is reassessed annually by the board. Exposure is also reduced significantly as the group has a large spread of tenants who operate in different industries.

##### *Liquidity risk*

The group actively ensures liquidity by maintaining a long-term finance facility and also holds significant cash deposits which are both to ensure the group has sufficient available funds for operations and planned expansions.

##### *Interest rate risk*

The group has both interest bearing assets and interest bearing liabilities. Interest bearing assets are cash balances which earn interest at fixed rate. The group has a policy of only borrowing debt to finance the purchase of cash generating assets. The directors will revisit the appropriateness of this policy should the group operations change in size or nature.

#### **COMPANY'S POLICY FOR PAYMENT OF CREDITORS**

The company agrees terms and conditions for transactions with suppliers and payment is made on these terms, subject to the supplier meeting the agreed terms and conditions.

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**PANTHER (DOVER) LIMITED**

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**DIRECTORS' REPORT**  
for the year ended 31 December 2008

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**PROVISION OF INFORMATION TO AUDITORS**

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the company's auditors in connection with preparing their report and to establish that the company's auditors are aware of that information.

**AUDITORS**

The auditors, Nexia Smith & Williamson, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on

29/4/2009

and signed on its behalf.



**S. J. Peters**  
Secretary

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## **PANTHER (DOVER) LIMITED**

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### **INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF PANTHER (DOVER) LIMITED**

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We have audited the financial statements of Panther (Dover) Limited for the year ended 31 December 2008, which comprise the Profit and loss account, the Statement of total recognised gains and losses, the Balance sheet and the related notes numbered 1 to 17. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an Auditors' report and for no other purpose. To the fullest extent permitted by law, we do 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**

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' report is consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Directors' report and consider the implications for our report if we become aware of any apparent misstatements within it.

#### **BASIS OF AUDIT OPINION**

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

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**PANTHER (DOVER) LIMITED**

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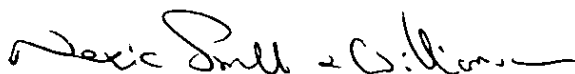
**INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF PANTHER (DOVER) LIMITED**

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**OPINION**

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2008 and of its profit for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' report is consistent with the financial statements.



**NEXIA SMITH & WILLIAMSON**

Chartered Accountants  
Registered Auditors

Prospect House  
2 Athenaeum Road  
Whetstone  
London  
N20 9YU

Date: 12 May 2009



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**PANTHER (DOVER) LIMITED**

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**PROFIT AND LOSS ACCOUNT**  
**for the year ended 31 December 2008**

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	Note	2008 £	2007 £
<b>TURNOVER</b>	1,2	<b>291,835</b>	<b>271,697</b>
Cost of sales		(43,133)	(22,493)
<b>GROSS PROFIT</b>		<b>248,702</b>	<b>249,204</b>
Administrative expenses		(32,170)	(39,176)
Other operating income	3	1,712	3,487
<b>OPERATING PROFIT</b>	4	<b>218,244</b>	<b>213,515</b>
Interest receivable		1,009	1,500
Interest payable	5	-	(152)
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		<b>219,253</b>	<b>214,863</b>
Tax on profit on ordinary activities	6	(60,579)	(27,654)
<b>PROFIT FOR THE FINANCIAL YEAR</b>	12	<b>158,674</b>	<b>187,209</b>

All amounts relate to continuing operations.

The notes on pages 9 to 14 form part of these financial statements.

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**PANTHER (DOVER) LIMITED**

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**STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES**  
**for the year ended 31 December 2008**

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	<b>2008</b>	<b>2007</b>
	<b>£</b>	<b>£</b>
<b>PROFIT FOR THE FINANCIAL YEAR</b>	<b>158,674</b>	<b>187,209</b>
Unrealised (deficit)/surplus on revaluation of investment properties	<u>(228,272)</u>	<u>268,752</u>
<b>TOTAL RECOGNISED GAINS AND LOSSES RELATING TO THE YEAR</b>	<u><b>(69,598)</b></u>	<u><b>455,961</b></u>

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**NOTE OF HISTORICAL COST PROFITS AND LOSSES**  
**for the year ended 31 December 2008**

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	<b>2008</b>	<b>2007</b>
	<b>£</b>	<b>£</b>
<b>REPORTED PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>	<u><b>219,253</b></u>	<u><b>214,863</b></u>
<b>HISTORICAL COST PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>	<u><b>219,253</b></u>	<u><b>214,863</b></u>
<b>HISTORICAL PROFIT FOR THE YEAR AFTER TAXATION</b>	<u><b>158,674</b></u>	<u><b>187,209</b></u>

The notes on pages 9 to 14 form part of these financial statements.

**PANTHER (DOVER) LIMITED**

**BALANCE SHEET**  
as at 31 December 2008

	Note	2008	2007
		£	£
<b>FIXED ASSETS</b>			
Investment property	7	3,750,000	3,975,000
<b>CURRENT ASSETS</b>			
Debtors	8	36,371	43,140
Cash at bank		38,245	29,272
		<u>74,616</u>	<u>72,412</u>
<b>CREDITORS: amounts falling due within one year</b>	9	<u>(2,272,880)</u>	<u>(2,226,078)</u>
<b>NET CURRENT LIABILITIES</b>		<u>(2,198,264)</u>	<u>(2,153,666)</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>1,551,736</u>	<u>1,821,334</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	11	100	100
Investment property reserve	12	1,525,480	1,753,752
Profit and loss account	12	26,156	67,482
<b>SHAREHOLDERS' FUNDS</b>	13	<u>1,551,736</u>	<u>1,821,334</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on

29/14/2009  
A. S. Perloff  
Director



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## **PANTHER (DOVER) LIMITED**

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### **NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2008**

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#### **1. ACCOUNTING POLICIES**

##### **1.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

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

##### **1.2 TURNOVER**

Turnover represents the value of rents receivable for tenancy occupation in the year to 31 December. Any amounts received in advance or arrears are deferred or accrued as necessary.

##### **1.3 DEFERRED TAXATION**

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation.

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse.

Deferred tax assets and liabilities are not discounted.

##### **1.4 OPERATING LEASES**

Rentals under operating leases are charged on a straight line basis over the lease term.

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight line basis over the period until the date the rent is expected to be adjusted to the prevailing market rate.

##### **1.5 INVESTMENT PROPERTIES**

Investment properties are accounted for in accordance with SSAP 19 as follows:

- i) investment properties are revalued annually by the directors and by independent professional valuers at intervals of not more than three years. The surplus or deficit on revaluation is transferred to the revaluation reserve unless a deficit, or its reversal, on an individual investment property is expected to be permanent, in which case it is recognised in the profit and loss account for the year; and
- ii) no depreciation is provided in respect of leasehold investment properties with over 20 years to run.

Although the Companies Act would normally require the systematic annual depreciation of fixed assets, the directors believe that the policy of not providing depreciation is necessary to give a true and fair view, since the current value of investment properties, and the changes to that current value, are of prime importance rather than a calculation of systematic annual depreciation. Depreciation is only one of many factors reflected in the valuation, and the amount which might otherwise have been included cannot be separately identified or quantified.

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**PANTHER (DOVER) LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 31 December 2008

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**2. TURNOVER**

All turnover arose within the United Kingdom.

**3. OTHER OPERATING INCOME**

	2008 £	2007 £
Other operating income	1,712	3,487

**4. OPERATING PROFIT**

During the year, no director received any emoluments (2007 - £NIL).

At the year end there were no directors accruing pension benefits.

**5. INTEREST PAYABLE**

	2008 £	2007 £
Other interest payable	-	152

**6. TAXATION**

	2008 £	2007 £
<b>ANALYSIS OF TAX CHARGE IN THE YEAR</b>		
UK corporation tax charge on profit for the year	26,719	26,471
Adjustments in respect of prior periods	33,860	1,183
<b>TAX ON PROFIT ON ORDINARY ACTIVITIES</b>	60,579	27,654

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**PANTHER (DOVER) LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS**  
**for the year ended 31 December 2008**

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**6. TAXATION (continued)**

**FACTORS AFFECTING TAX CHARGE FOR THE YEAR**

The tax assessed for the year is lower than (2007 - lower than) the standard rate of corporation tax in the UK (28.5%). The differences are explained below:

	2008 £	2007 £
Profit on ordinary activities before tax	219,253	214,863
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 28.5% (2007 - 30%)	62,487	64,459
<b>EFFECTS OF:</b>		
Capital allowances for year in excess of depreciation	(1,250)	-
Group relief	(34,518)	(37,988)
Adjustments to tax charge in respect of prior periods	33,860	1,183
<b>CURRENT TAX CHARGE FOR THE YEAR (see note above)</b>	<b>60,579</b>	<b>27,654</b>

**FACTORS THAT MAY AFFECT FUTURE TAX CHARGES**

There were no factors that may affect future tax charges.

**7. INVESTMENT PROPERTY**

	Freehold property £
<b>COST AND VALUATION</b>	
At 1 January 2008	3,975,000
Additions at cost	3,272
Surplus/(deficit) on revaluation	(228,272)
At 31 December 2008	3,750,000

Land and buildings held at 31 December 2008 were revalued by the Directors at market value.

At 31 December 2008, £3,750,000 (2007 - £3,975,000) included within the net book value of land and buildings relates to freehold land and buildings.

On an historic cost basis, land and buildings would have been included as £2,224,520 (2007 - £2,221,248).

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**PANTHER (DOVER) LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS**  
**for the year ended 31 December 2008**

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**7. INVESTMENT PROPERTY (continued)**

**REVALUATION RESERVES**

At 1 January 2008	<b>1,753,752</b>
Net deficit in investment properties	<b>(228,272)</b>
At 31 December 2008	<b><u>1,525,480</u></b>

**8. DEBTORS**

	<b>2008</b>	<b>2007</b>
	<b>£</b>	<b>£</b>
Trade debtors	<b>32,975</b>	<b>42,220</b>
Prepayments and accrued income	<b>3,396</b>	<b>920</b>
	<b><u>36,371</u></b>	<b><u>43,140</u></b>

**9. CREDITORS:**  
**AMOUNTS FALLING DUE WITHIN ONE YEAR**

	<b>2008</b>	<b>2007</b>
	<b>£</b>	<b>£</b>
Trade creditors	<b>33,383</b>	<b>4,511</b>
Amounts owed to group undertakings	<b>2,173,136</b>	<b>2,120,497</b>
Corporation tax	<b>26,719</b>	<b>26,471</b>
Other creditors	<b>6,155</b>	<b>12,155</b>
Accruals and deferred income	<b>33,487</b>	<b>62,444</b>
	<b><u>2,272,880</u></b>	<b><u>2,226,078</u></b>

The inter company loans are interest free and repayable on demand; however there is no present intention to seek repayment of these loans.

There is a third party floating charge over all assets and undertakings of the company for the loan provided from HSBC Bank Plc to Panther Securities PLC.

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**PANTHER (DOVER) LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 31 December 2008

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**10. PROVISIONS FOR LIABILITIES AND CHARGES**

The potential liability for deferred taxation not provided was as follows:

	2008 £	2007 £
Potential capital gains	<u>260,662</u>	<u>336,239</u>

**11. SHARE CAPITAL**

	2008 £	2007 £
<b>AUTHORISED, ALLOTTED, CALLED UP AND FULLY PAID</b>		
100 Ordinary shares of £1 each	<u>100</u>	<u>100</u>

**12. RESERVES**

	Investment property revaluation reserve £	Profit and loss account £
At 1 January 2008	1,753,752	67,482
Profit for the year	-	158,674
Dividends: Equity capital	-	(200,000)
Movement on investment property	(228,272)	-
	<u>1,525,480</u>	<u>26,156</u>
At 31 December 2008		

**13. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS**

	2008 £	2007 £
Opening shareholders' funds	1,821,334	1,665,373
Profit for the year	158,674	187,209
Dividends (Note 14)	(200,000)	(300,000)
Other recognised gains and losses during the year	(228,272)	268,752
	<u>1,551,736</u>	<u>1,821,334</u>
Closing shareholders' funds		



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**PANTHER (DOVER) LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS**  
**for the year ended 31 December 2008**

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**14. DIVIDENDS**

	<b>2008</b>	<b>2007</b>
	<b>£</b>	<b>£</b>
Ordinary dividends paid £2,000 per share (2007 - £3,000)	<b><u>200,000</u></b>	<b><u>300,000</u></b>

**15. CONTINGENT LIABILITIES**

A guarantee has been given in respect of borrowings by the parent undertaking and fellow subsidiary undertakings for £42,500,000 (2007 - £35,010,936).

**16. RELATED PARTY TRANSACTIONS**

Advantage has been taken of the exemptions conferred under FRS 8, such that related party transactions need not be disclosed, because consolidated accounts including this company are publicly available.

**17. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY**

The company's intermediate parent undertaking is Panther Shop Investments (Midlands) Limited.

The company's ultimate parent undertaking is Panther Securities PLC, a company incorporated in Great Britain.