

Company Registration Number 2416030

TRUST UNION PROPERTIES (BAYSWATER) LIMITED

Report and Accounts

31 March 2013



TRUST UNION PROPERTIES (BAYSWATER) LIMITED

Registered No: 2416030

DIRECTORS' REPORT

Directors J L Elliott
M A Phayre-Mudge
G Gay (appointed on 30 November 2012)

Secretary Capita Company Secretarial Services

Auditors Ernst & Young LLP

Registered Office 11 Hanover Street, London, W1S 1YQ

The directors present the report and the audited accounts of Trust Union Properties (Bayswater) Limited (the 'Company') for the year ended 31 March 2013

Apart from G Gay who was appointed in November 2012, each of the directors was in office throughout the year and to the date of this report

Business Review

The principal activity of the Company is property investment. During the year such investments were held by its wholly owned subsidiary, The Colonnades Limited.

The Company made a loss for the year of £215,000 (2012 loss of £206,000). The directors do not recommend the payment of a dividend (2012 nil).

The company does not currently have sufficient financial resources to meet its liabilities but has the continuing financial support of its ultimate parent company, TR Property Investment Trust plc (the 'Group'). The Group has provided a letter to the Company setting out its willingness to continue to provide financial support to enable the Company to meet all of its present and future obligations as and when they fall due, to the extent the Company is unable to do so. As a consequence the directors believe that the company is well placed to manage its business risks going forward. Accordingly, the financial statements have been prepared on a going concern basis, which assumes that the Company will continue in operational existence for the foreseeable future and be able to meet its liabilities as they fall due.

Directors

The directors of the Company during the year ended 31 March 2013 were those listed above.

No director had any interests in the share capital of the Company. The interests of the directors in the share capital of TR Property Investment Trust plc, the ultimate holding company, at the beginning of the year and at the end of the year are shown below:

	Ordinary Shares of 25p 31 March 2013	Ordinary Shares of 25p 1 April 2012	Sigma shares 12.5p 1 April 2012
J L Elliott	23,140	3,000	35,500
M A Phayre-Mudge	283,192	16,456	386,237
G Gay	3,890	-	-

The Sigma shares were converted to Ordinary shares following an Extraordinary General Meeting of the ultimate holding company on 14 December 2012.

TRUST UNION PROPERTIES (BAYSWATER) LIMITED

Supplier payment policy and practice

It is the Company's policy that payments to suppliers are made in accordance with those terms and conditions agreed between the Company and its suppliers, provided that all trading terms and conditions have been complied with.

Directors' liabilities

The Company has granted an indemnity to one or more of its directors against liability in respect of any proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006. Such qualifying third party indemnity provision remains in force as at the date of approving the directors' report.

Directors' Statement as to Disclosure of Information to Auditors

The directors who were members of the Board at the time of approving the directors' report are listed on page 1. Having made enquiries of fellow directors and of the Company's auditors, each of these directors confirms that

- a) to the best of each director's knowledge and belief, there is no information relevant to the preparation of their report of which the Company's auditors are not aware,
- b) each director has taken all the steps a director might reasonably be expected to have taken to be aware of relevant audit information and to establish that the Company's auditors are aware of that information

Auditors

A resolution to re-appoint Ernst & Young LLP as auditors will be put to the members at the Annual general meeting

By order of the Board



N Sayers

For and on behalf of Capita Company Secretarial Services Limited
Secretary

7 October 2013

TRUST UNION PROPERTIES (BAYSWATER) LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

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 estimates that are reasonable,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- 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 which 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.

TRUST UNION PROPERTIES (BAYSWATER) LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TRUST UNION PROPERTIES (BAYSWATER) LIMITED

We have audited the financial statements of Trust Union Properties (Bayswater) Limited for the year ended 31 March 2013 which comprise the Profit and Loss Account, the Reconciliation of Movements in Shareholders' Funds, the Balance Sheet, and the related notes 1 to 11. 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 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 auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page 3, 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). These standards require us to comply with the Auditing Practices Board's (APB'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 Report and Accounts 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 March 2013 and of its loss 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.

TRUST UNION PROPERTIES (BAYSWATER) LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TRUST UNION PROPERTIES (BAYSWATER) LIMITED (cont.)

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.

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



Ashley Coups (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
London

14 October 2013

TRUST UNION PROPERTIES (BAYSWATER) LIMITED

PROFIT AND LOSS ACCOUNT for the year ended 31 March 2013

	<u>Note</u>	<u>2013</u> <u>£'000</u>	<u>2012</u> <u>£'000</u>
Administrative expenses	2	<u>(172)</u>	<u>(168)</u>
OPERATING LOSS		(172)	(168)
Interest payable	3	<u>(110)</u>	<u>(110)</u>
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(282)	(278)
Taxation	4	<u>67</u>	<u>72</u>
LOSS FOR THE FINANCIAL YEAR		<u>(215)</u>	<u>(206)</u>

There are no recognised gains or losses other than those stated above and accordingly a statement of total recognised gains and losses is not presented.

All items in the above statement derive from continuing operations

The notes on pages 9 to 12 form part of these accounts

TRUST UNION PROPERTIES (BAYSWATER) LIMITED

RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S FUNDS for the year ended 31 March 2013

	<u>2013</u> £'000	<u>2012</u> £'000
Loss for the financial year	(215)	(206)
Shareholder's deficit brought forward	<u>(2,731)</u>	<u>(2,525)</u>
Shareholder's deficit at 31 March	<u>(2,946)</u>	<u>(2,731)</u>

RECONCILIATION OF HISTORICAL COST PROFITS AND LOSSES

There are no differences between the amounts reported in the profit and loss account and their historical cost equivalents.

The notes on pages 9 to 12 form part of these accounts.

TRUST UNION PROPERTIES (BAYSWATER) LIMITED (Reg No. 2416030)

BALANCE SHEET at 31 March 2013

	<u>Note</u>	<u>2013</u> £'000	<u>2012</u> £'000
FIXED ASSETS			
Investment in subsidiary undertaking	5	<u>3,850</u>	<u>3,850</u>
CURRENT ASSETS			
Debtors	6	2,174	2,216
CREDITORS - amounts falling due within one year	7	<u>(7,870)</u>	<u>(7,697)</u>
NET CURRENT LIABILITIES		<u>(5,696)</u>	<u>(5,481)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		(1,846)	(1,631)
CREDITORS - amounts falling after more than one year	7	<u>(1,100)</u>	<u>(1,100)</u>
NET LIABILITIES		<u>(2,946)</u>	<u>(2,731)</u>
CAPITAL AND RESERVES			
Called up share capital	8	1	1
Profit and loss account		(2,947)	(2,732)
TOTAL SHAREHOLDER'S DEFICIT		<u>(2,946)</u>	<u>(2,731)</u>

These accounts were approved and authorised for issue by the Board on 7 October 2013


J L Elliott - Director

The notes on pages 9 to 12 form part of these accounts.

TRUST UNION PROPERTIES (BAYSWATER) LIMITED

NOTES TO THE ACCOUNTS

1 Accounting Policies

a) Basis of Accounting

The accounts have been prepared under the historical cost basis of accounting and have been prepared in accordance with the Companies Act 2006 and applicable United Kingdom accounting standards. All of the Company's operations are of a continuing nature. The values contained within the financial statements and notes have been rounded to the nearest thousand pounds. The principal accounting policies are set out below.

The accounts have been prepared on a going concern basis as the parent undertaking has agreed to continue to provide sufficient financial support for the foreseeable future to enable the Company to discharge its obligations as and when they fall due.

The accounts contain information about the Company as an individual company and do not contain consolidated financial information as the parent of a group. The Company is exempt under section 400 of the Companies Act 2006 from the requirements to prepare consolidated financial statements as the results of the Company and its Subsidiaries are included in the consolidated financial statements of its parent, TR Property Investment Trust plc, a company registered in England.

b) Income and expenses

Income and expenses are recognised on an accruals basis.

c) Investment in Subsidiary Undertakings

The Company's investments in subsidiary undertakings are stated at cost less any provision for permanent diminution in value.

d) Taxation and Deferred Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Deferred taxation is provided using the liability method on all timing differences, calculated at the rate at which it is anticipated the timing differences will reverse, based on tax rates and laws enacted or substantially enacted at the balance sheet date. Deferred tax assets are recognised only when, on the basis of available evidence, it is more likely than not that there will be taxable profits in the future against which the deferred tax asset can be offset.

e) Cashflow

The Company is a wholly owned subsidiary of TR Property Investment Trust plc, and is therefore included in its consolidated financial statements which are publicly available. Consequently the Company has taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard 1 (Revised 1996).

f) Interest receivable and payable

Interest receivable and payable is accounted for on an accruals basis.

g) Loan notes

Loan notes are recognised at cost, being the fair value of the consideration received. There was no discount or premium.

2 Administrative Expenses

The audit fee of £3,000 (2012: £3,500) has been borne by another group entity.

No director earned any remuneration from the Company during the year (2012: nil).

No amounts were payable by the Company or any third party in respect of the directors' services to the Company for the year (2012: £nil).

3 Interest Payable

	<u>2013</u> £'000	<u>2012</u> £'000
Interest payable on 'A' Loan Note issued to fellow subsidiary undertaking	<u>110</u>	<u>110</u>

4 Taxation on Net Return on Ordinary Activities

a) Analysis of credit for the year

	<u>2013</u> £'000	<u>2012</u> £'000
UK Corporation tax		
Current year credit (group relief)	<u>67</u>	<u>72</u>

b) Factors affecting current tax credit for the year

The tax credit assessed for the period is equal to the standard rate of corporate tax in the UK of 24% (2012: 26%).

The Company has no deferred tax asset or liability at 31 March 2013. The Company did not recognise a potential deferred tax asset of £35,000 at 31 March 2012 in respect of excess management expenses and non-trade debits as the Directors did not consider that it was more likely than not that sufficient profits would be generated for these deferred tax assets to be utilised in the foreseeable future.

TRUST UNION PROPERTIES (BAYSWATER) LIMITED

NOTES TO THE ACCOUNTS

5 Fixed Assets

Investment in
Subsidiary
£'000

Cost at 1 April 2012 and 31 March 2013 3,850

The Company holds 100% of the issued ordinary share capital of its subsidiary undertaking, The Colonnades Limited, which is registered in England and Wales and operates only in the United Kingdom. At 31 March 2013, its net assets amounted to £30,743,000 (2012: £28,674,000) and its profit after taxation for the year then ended was £1,319,000 (2012: £1,789,000).

In the opinion of the directors the value of the Company's investment in its subsidiary is not less than that at which it is stated in these accounts.

6 Debtors

2013 2012
£'000 £'000

Amount due from group undertakings 2,174 2,216

7. Creditors - amounts falling due within one year

2013 2012
£'000 £'000

Amount due to group undertakings 7,868 7,696
Other creditors 2 1
7,870 7,697

Amounts falling due after more than one year :

10% 'A' Loan Notes issued to fellow subsidiary undertaking 1,100 1,100

Amounts falling due
In five years or more 1,100 1,100

8 Called Up Share Capital

2013 2012
£'000 £'000

1,000 Authorised, allotted and
called up Ordinary shares of £1 each 1 1

TRUST UNION PROPERTIES (BAYSWATER) LIMITED

NOTES TO THE ACCOUNTS

9 Parent Undertaking

The parent undertaking of the group of undertakings for which consolidated accounts are prepared and of which the Company is a member is TR Property Investment Trust plc, which is registered in England and Wales. Copies of the accounts of TR Property Investment Trust plc can be obtained from the Company Secretary, at TR Property Investment Trust plc, Capita Company Secretarial Services, Ibex House, 42-47 Minories, London EC3N 1DX.

10 Related Party Transactions

The Company has taken advantage of the available exemption from disclosure of transactions with companies that are part of the TR Property Investment Trust plc group under the terms of Financial Reporting Standard 8. There were no other transactions with related parties during the year (2012: none).

11 Going Concern

As at 31 March 2013, the Company had net liabilities of £2,946,000 and is dependent on the continuing financial support of the TR Property Investment Trust plc group. A letter of support has been obtained from the ultimate parent company, TR Property Investment Trust plc, indicating its intention to provide financial support to the Company to meet all of its present and future obligations as and when they fall due to the extent the Company is unable to do so. On this basis the directors consider it appropriate to prepare the financial statements on a going concern basis.