

# STPL2 Limited

Directors' Report and Unaudited Financial Statements

for the 52 week period ended 30 December 2011

MONDAY



\*A17G22EX\*

A26

23/04/2012

#48

COMPANIES HOUSE

## **STPL2 Limited**

### **Contents**

Company Information .....	1
Directors' Report .....	2
Statement of Directors' Responsibilities .....	3
Balance Sheet .....	4
Notes to the Financial Statements .....	5 to 7

**STPL2 Limited**  
**Company Information**

**Directors** A J Burchall  
R J Watson

**Company secretary** R J Watson

**Registered office** 800 The Boulevard  
Capability Green  
Luton  
LU1 8BA

## **STPL2 Limited**

### **Directors' Report for the 52 week period ended 30 December 2011**

The directors present their report and the unaudited financial statements of the company for the 52 week period ended 30 December 2011

#### **Directors of the company**

The directors of the company who were in office during the period and up to the date of signing the financial statements were

A J Burchall

R J Watson

#### **Principal activity**

The company is dormant and has not traded during the period

#### **Business review**

The directors are satisfied with the performance of the company and expect no change in the foreseeable future

#### **Insurance**

Impellam Group plc ("the Group"), of which the company is a member, maintains a comprehensive insurance programme with a number of reputable third party underwriters. These insurance policies are reviewed annually to ensure that there is adequate cover for insurable risks and that the terms of those policies are optimised

#### **Principal risks and uncertainties**

The principal risks and uncertainties of the Group, which include those of the company, are discussed in the Finance Report in the Group's annual report which does not form part of this report. The Group's business and financial risks are managed at a Group level, rather than at an individual company level. For this reason, the company's directors believe that a discussion of the Group's risks would not be appropriate for an understanding of the development, performance or position of the company

#### **Donations**

There were no charitable or political donations made by the company in either 2011 or 2010

#### **Directors' liabilities**

During the year and to the date of these accounts, the Group had in force an indemnity provision in favour of one or more Directors of the company against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006

Approved by the Board on 30 March 2012 and signed on its behalf by



A J Burchall  
Director

## **STPL2 Limited**

### **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 period. Under that law the directors have prepared 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 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.

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

**STPL2 Limited**  
**Registration number: 02588332**  
**Balance Sheet as at 30 December 2011**

	<b>Note</b>	<b>30 December 2011 £</b>	<b>31 December 2010 £</b>
Creditors Amounts falling due within one year	5	<u>(1,275,305)</u>	<u>(1,275,305)</u>
<b>Capital and reserves</b>			
Called up share capital	6	2	2
Profit and loss account	7	<u>(1,275,307)</u>	<u>(1,275,307)</u>
Total shareholders' deficit	8	<u>(1,275,305)</u>	<u>(1,275,305)</u>

For the period ending 30 December 2011 the company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies

The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476

The directors acknowledge their responsibilities for ensuring that the company keeps accounting records which comply with section 386 of the Act and preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the year and of its profit or loss for the financial year in accordance with the requirements of section 393 and which otherwise comply with the Companies Act 2006, so far as applicable to the company

The financial statements on pages 4 to 7 were approved by the Board on 30 March 2012 and signed on its behalf by



A J Burchall  
Director

**STPL2 Limited**  
**Notes to the Financial Statements for the 52 week period**  
**ended 30 December 2011**

**1 Accounting policies**

**Basis of preparation**

The financial statements have been prepared on a going concern basis under the historical cost convention and in accordance with applicable UK accounting standards and the Companies Act 2006. The principal accounting policies have been applied consistently during the year and are set out below.

**Exemption from preparing a cash flow statement**

The company has taken advantage of the exemption under FRS 1 (Revised 1996) 'Cash flow Statements' not to publish a cash flow as its ultimate parent, Impellam Group plc, a company incorporated in the United Kingdom, has prepared consolidated financial statements which are publicly available.

**Going concern**

These financial statements have been prepared on a going concern basis.

As at 30 December 2011 the company had net liabilities amounting to £1,275,305. The company is dependent, in the absence of other funding, on the continued support of the ultimate parent company, Impellam Group plc. The ultimate parent company has confirmed that it will continue to support the company for the foreseeable future and at least a period of twelve months from the date the accounts are signed. On this basis, the directors consider it appropriate to prepare the accounts on the going concern basis.

**Taxation**

Current tax is recognised at the amounts estimated to be payable or recoverable using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax assets and liabilities are recognised, subject to certain exceptions, in respect of all material timing differences between the recognition of gains and losses in the accounts and for tax purposes. Those timing differences recognised may include accelerated capital allowances, unrelieved tax losses and short term timing differences. Timing differences not recognised include those relating to the revaluation of fixed assets in the absence of a commitment to sell the revalued assets and the gain on sale of assets rolled over into replacement assets in the absence of a commitment to sell the replacement assets.

Deferred tax assets are recognised to the extent that they are regarded as recoverable. They are regarded as recoverable to the extent that, on the basis of all available evidence, 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 is calculated on a non-discounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

**Financial instruments**

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities. Where shares are issued, any component that creates a financial liability of the company is presented as a liability in the balance sheet. The corresponding dividends relating to the liability component are charged as interest expense in the profit and loss account.

**Capital instruments**

Shares are included in shareholders' funds. Other instruments are classified as liabilities if they contain an obligation to transfer economic benefits and if not they are included in shareholders' funds. The finance cost recognised in the profit and loss account in respect of capital instruments other than equity shares is allocated to periods over the term of the instrument at a constant rate on the carrying amount.

**STPL2 Limited**  
**Notes to the Financial Statements for the 52 week period**  
**ended 30 December 2011**

..... *continued*

**2 Particulars of employees**

Other than the directors, the company had no employees throughout the period

**3 Directors' remuneration**

The emoluments of the directors are paid by the ultimate parent company, or by another group company. The directors' services to this company are of a non-executive nature and are deemed to be attributable to services to the remunerating company. Accordingly, the directors received no remuneration for services to the company in the period (2010 £nil)

**4 Tax on profit/loss on ordinary activities**

**Factors affecting current tax charge for the period**

UK legislation requires, in broad terms, that most transactions between connected parties be at an arm's length price for tax purposes (commonly known as 'transfer pricing'). As a result, this company must make an adjustment for deemed net interest that has not been recognised in the accounts.

UK legislation also places restrictions on the amount of interest payable by a group of companies which can be deducted for tax purposes (commonly known as the 'debt cap rules'), but also allows a restricted exemption for interest receivable subject to various conditions.

As a result of the above legislation, the company expects that all deemed net interest arising from the transfer pricing adjustments will be offset by the debt cap rules with no compensating payments or receipts from fellow group companies.

**5 Creditors: Amounts falling due within one year**

	2011 £	2010 £
Amounts owed to group undertakings	<u>1,275,305</u>	<u>1,275,305</u>

Amounts owed to group undertakings are interest free, unsecured and repayable on demand.

**6 Called up share capital**

**Allotted, called up and fully paid shares**

	2011		2010	
	Number	£	Number	£
Ordinary shares of £1 each	<u>2</u>	<u>2</u>	<u>2</u>	<u>2</u>

**STPL2 Limited**  
**Notes to the Financial Statements for the 52 week period**  
**ended 30 December 2011**

..... *continued*

**7 Profit and loss account**

	<b>Profit and loss account £</b>
At 1 January 2011	<u>(1,275,307)</u>
At 30 December 2011	<u><u>(1,275,307)</u></u>

**8 Reconciliation of movements in shareholders' funds**

	<b>2011 £</b>	<b>2010 £</b>
Shareholders' deficit at start of period	<u>(1,275,305)</u>	<u>(1,275,305)</u>
Shareholders' deficit at end of period	<u><u>(1,275,305)</u></u>	<u><u>(1,275,305)</u></u>

**9 Contingent liabilities**

The company has given cross guarantees as part of the invoice discounting facility of the Group of which the company is a member, a net aggregate amount of £20,476,447 was drawn down by other group companies as at 30 December 2011 (2010 £12,057,791)

**10 Related party transactions**

The company has taken advantage of the exemption in FRS8 "Related Party Disclosures" from disclosing transactions with other members of the Group

**11 Control**

The company's immediate parent undertaking is Blue Arrow Holdings Limited, a company incorporated in England and Wales

The directors regard Impellam Group plc, a company incorporated in England and Wales, as the ultimate parent undertaking. This is also the parent undertaking of the largest and smallest group which includes the company and for which group accounts are prepared. Copies of the group accounts of Impellam Group plc will be delivered to, and be available from, the Registrar of Companies, Companies Registration Office, Crown Way, Maundy, Cardiff, CF14 3UZ

At 30 December 2011, the Lombard Trust was interested in and controlled 57.6% of Impellam Group plc