

COMPANY REGISTRATION NUMBER 2659614

CENTRO COMMERCIAL LIMITED

FINANCIAL STATEMENTS

31ST MARCH 2010



BROOKS & CO

Chartered Accountants & Statutory Auditor

Mid-Day Court
20-24 Brighton Road
Sutton
Surrey
SM2 5BN

CENTRO COMMERCIAL LIMITED

FINANCIAL STATEMENTS

YEAR ENDED 31ST MARCH 2010

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CENTRO COMMERCIAL LIMITED

THE DIRECTORS' REPORT

YEAR ENDED 31ST MARCH 2010

The directors have pleasure in presenting their report and the financial statements of the company for the year ended 31st March 2010

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the company during the year was commercial property agency and consultancy services

During the course of the year the Commercial Agency activities carried out by the company, were toned down by the recessionary market in the commercial property world. The company's close control over overheads has, in the view of the Directors, resulted in satisfactory results given the business climate in the UK

RESULTS AND DIVIDENDS

The profit for the year, after taxation, amounted to £4,135. The directors have not recommended a dividend

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The company holds or issues financial instruments in order to achieve three main objectives, being

- (a) to finance its operations
- (b) to manage its exposure to interest risks arising from its operations and from its sources of finance, and
- (c) for trading purposes

The company's financial instruments consist of cash, liquid resources, bank loans and overdrafts, trade debtors and creditors and other debtors and creditors arising directly from its business operations

DIRECTORS

The directors who served the company during the year were as follows

P R Harwood (Managing)
D E Walker
R P Harwood FRICS
J P Harwood (Non-executive)

CENTRO COMMERCIAL LIMITED**THE DIRECTORS' REPORT** *(continued)***YEAR ENDED 31ST MARCH 2010**

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 those financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and 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.

In so far as the directors are aware

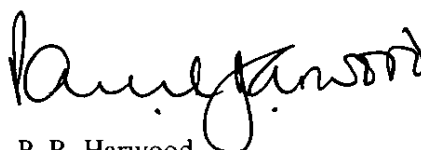
- there is no relevant audit information of which the company's auditor is unaware, and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

AUDITOR

Brooks & Co. are deemed to be re-appointed under section 487(2) of the Companies Act 2006.

Registered office
Mid-Day Court
30 Brighton Road
Sutton
Surrey
SM2 5BN

Signed by order of the directors



P R Harwood
Director

Approved by the directors on 30th September 2010

CENTRO COMMERCIAL LIMITED
INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF
CENTRO COMMERCIAL LIMITED
YEAR ENDED 31ST MARCH 2010

We have audited the financial statements of Centro Commercial Limited for the year ended 31st March 2010 on pages 5 to 15. 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 shareholders, as a body, in accordance with Chapter 3 of Section 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's shareholders 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 shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITOR

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 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 (APB's) Ethical Standards for Auditors, including "APB Ethical Standard - Provisions Available for Small Entities (Revised)", in the circumstances set out below.

In common with many other businesses of similar size and nature we have assisted the directors with the preparation of the financial statements and tax return.

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 directors; and the overall presentation of the financial statements.

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 31st March 2010 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 MATTERS 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.

CENTRO COMMERCIAL LIMITED

**INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF
CENTRO COMMERCIAL LIMITED *(continued)***

YEAR ENDED 31ST MARCH 2010

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

Mid-Day Court
20-24 Brighton Road
Sutton
Surrey
SM2 5BN

30th September 2010

MICHAEL HARDING (Senior Statutory
Auditor)
For and on behalf of
BROOKS & CO
Chartered Accountants
& Statutory Auditor

CENTRO COMMERCIAL LIMITED**PROFIT AND LOSS ACCOUNT****YEAR ENDED 31ST MARCH 2010**

	Note	2010 £	2009 £
TURNOVER	2	113,713	186,202
Administrative expenses		210,898	220,076
Other operating income	3	(105,468)	(49,150)
OPERATING PROFIT	4	8,283	15,276
Interest receivable		2	4
Interest payable and similar charges	7	(2,856)	(3,911)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		5,429	11,369
Tax on profit on ordinary activities	8	1,294	3,084
PROFIT FOR THE FINANCIAL YEAR		4,135	8,285

All of the activities of the company are classed as continuing

The company has no recognised gains or losses other than the results for the year as set out above

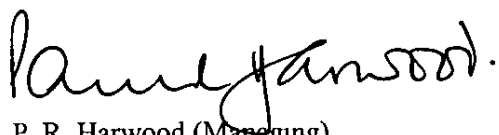
CENTRO COMMERCIAL LIMITED

BALANCE SHEET

31ST MARCH 2010

	Note	2010 £	2009 £
FIXED ASSETS			
Tangible assets	9	16,514	20,237
CURRENT ASSETS			
Stocks	10	500	500
Debtors	11	269,554	220,088
Cash at bank and in hand		3,579	50,154
TOTAL CURRENT ASSETS		273,633	270,742
CREDITORS: Amounts falling due within one year			
Overdrafts		—	101,861
Trade creditors		3,615	6,915
Other creditors including taxation and social security	12	17,076	46,428
Accruals and deferred income		2,419	2,312
TOTAL CURRENT LIABILITIES		23,110	157,516
NET CURRENT ASSETS		250,523	113,226
TOTAL ASSETS LESS CURRENT LIABILITIES		267,037	133,463
CREDITORS: Amounts falling due after more than one year	13		
Amounts owed to group undertakings		78,286	76,716
Hire purchase agreements		8,177	12,443
Directors' loan accounts		146,135	14,000
		34,439	30,304
CAPITAL AND RESERVES			
Called-up equity share capital	18	91	91
Profit and loss account	19	34,348	30,213
SHAREHOLDERS' FUNDS	20	34,439	30,304

These financial statements were approved by the directors and authorised for issue on 30th September, 2010 and are signed on their behalf by



P R Harwood (Managing)
Director

Company Registration Number 2659614

CENTRO COMMERCIAL LIMITED**CASH FLOW STATEMENT****YEAR ENDED 31ST MARCH 2010**

	2010	2009
	£	£
NET CASH OUTFLOW FROM OPERATING ACTIVITIES	(68,215)	(9,731)
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE		
Interest received	2	4
Interest paid	(2,002)	(2,248)
Interest element of hire purchase	(854)	(1,663)
NET CASH OUTFLOW FROM RETURNS ON INVESTMENTS AND SERVICING OF FINANCE	(2,854)	(3,907)
TAXATION	(3,084)	(1,871)
CASH OUTFLOW BEFORE FINANCING	(74,153)	(15,509)
FINANCING		
Net inflow from other short-term creditors	–	494
Repayment of long-term amounts owed to group undertakings	1,570	8,769
Capital element of hire purchase	(4,266)	(4,044)
Repayment of directors' long-term loans	132,135	(3,500)
NET CASH INFLOW FROM FINANCING	129,439	1,719
INCREASE/(DECREASE) IN CASH	55,286	(13,790)
RECONCILIATION OF OPERATING PROFIT TO NET CASH OUTFLOW FROM OPERATING ACTIVITIES		
	2010	2009
	£	£
Operating profit	8,283	15,276
Depreciation	3,723	6,198
Increase in debtors	(49,466)	(35,406)
(Decrease)/increase in creditors	(30,755)	4,201
Net cash outflow from operating activities	(68,215)	(9,731)

The notes on pages 9 to 15 form part of these financial statements

CENTRO COMMERCIAL LIMITED**CASH FLOW STATEMENT****YEAR ENDED 31ST MARCH 2010****RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET DEBT**

	2010	2009
	£	£
Increase/(decrease) in cash in the period	55,286	(13,790)
Net (inflow) from other short-term creditors	–	(494)
Net cash (inflow) from long-term amounts owed to group undertakings	(1,570)	(8,769)
Cash outflow in respect of hire purchase	4,266	4,044
Cash (inflow) from/outflow from directors' long-term loans	(132,135)	3,500
	<u>(74,153)</u>	<u>(15,509)</u>
Change in net debt	(74,153)	(15,509)
Net debt at 1 April 2009	(159,626)	(144,117)
Net debt at 31 March 2010	<u>(233,779)</u>	<u>(159,626)</u>

ANALYSIS OF CHANGES IN NET DEBT

	At	Cash flows	At
	1 Apr 2009	31 Mar 2010	
	£	£	£
Net cash			
Cash in hand and at bank	50,154	(46,575)	3,579
Overdrafts	(101,861)	101,861	–
	<u>(51,707)</u>	<u>55,286</u>	<u>3,579</u>
Debt			
Debt due within 1 year	(494)	–	(494)
Debt due after 1 year	(90,716)	(133,705)	(224,421)
Hire purchase agreements	(16,709)	4,266	(12,443)
	<u>(107,919)</u>	<u>(129,439)</u>	<u>(237,358)</u>
Net debt	<u>(159,626)</u>	<u>(74,153)</u>	<u>(233,779)</u>

CENTRO COMMERCIAL LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31ST MARCH 2010

1. ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared under the historical cost convention

Turnover

Turnover shown in the profit and loss account represents amounts receivable for services provided exclusive of Value Added Tax, which includes estimates of value of work done but not yet invoiced in respect of contracts for on-going services

Fixed assets

All fixed assets are recorded at cost or market value

Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows

Furniture & Fittings	- 25% per annum on cost
Motor Vehicles	- Depreciated to market value annually
Equipment	- 25% per annum on cost

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items

Hire purchase agreements

Assets held under hire purchase agreements are capitalised and disclosed under tangible fixed assets at their fair value. The capital element of the future payments is treated as a liability and the interest is charged to the profit and loss account on a straight line basis

Operating lease agreements

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease

Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either 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

CENTRO COMMERCIAL LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31ST MARCH 2010

2. TURNOVER

The turnover and profit before tax are attributable to the one principal activity of the company
 An analysis of turnover is given below

	2010	2009
	£	£
United Kingdom	<u>113,713</u>	<u>186,202</u>

3. OTHER OPERATING INCOME

	2010	2009
	£	£
Management charges receivable	105,000	49,000
Other operating income	468	150
	<u>105,468</u>	<u>49,150</u>

4. OPERATING PROFIT

Operating profit is stated after charging

	2010	2009
	£	£
Depreciation of owned fixed assets	148	198
Depreciation of assets held under hire purchase agreements	3,575	6,000
Operating lease costs		
- Other	4,087	4,341
Auditor's remuneration	<u>2,300</u>	<u>2,300</u>

	2010	2009
	£	£
Auditor's remuneration - audit of the financial statements	<u>2,300</u>	<u>2,300</u>

CENTRO COMMERCIAL LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31ST MARCH 2010

5. PARTICULARS OF EMPLOYEES

The average number of staff employed by the company during the financial year amounted to

	2010	2009
	No	No
Number of administrative staff	3	3
Number of management staff	1	1
	<u>4</u>	<u>4</u>

The aggregate payroll costs of the above were

	2010	2009
	£	£
Wages and salaries	154,914	155,129
Social security costs	19,739	17,752
	<u>174,653</u>	<u>172,881</u>

6. DIRECTORS' REMUNERATION

The directors' aggregate remuneration in respect of qualifying services were

	2010	2009
	£	£
Remuneration receivable	<u>83,450</u>	<u>83,413</u>

7. INTEREST PAYABLE AND SIMILAR CHARGES

	2010	2009
	£	£
Interest payable on bank borrowing	1,847	1,533
Finance charges	854	1,663
Other similar charges payable	155	715
	<u>2,856</u>	<u>3,911</u>

8. TAXATION ON ORDINARY ACTIVITIES**(a) Analysis of charge in the year**

	2010	2009
	£	£
Current tax		
UK Corporation tax based on the results for the year at 21% (2009 - 21%)	1,294	3,084
Total current tax	<u>1,294</u>	<u>3,084</u>

CENTRO COMMERCIAL LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31ST MARCH 2010

8. TAXATION ON ORDINARY ACTIVITIES *(continued)***(b) Factors affecting current tax charge**

The tax assessed on the profit on ordinary activities for the year is higher than the standard rate of corporation tax in the UK of 21% (2009 - 21%)

	2010	2009
	£	£
Profit on ordinary activities before taxation	<u>5,429</u>	<u>11,369</u>
Profit on ordinary activities by rate of tax	1,140	2,387
Expenses not deductible for tax purposes	33	95
Depreciation for period in excess of capital allowances	121	634
Non-taxable income	-	(32)
Total current tax (note 8(a))	<u>1,294</u>	<u>3,084</u>

9. TANGIBLE FIXED ASSETS

	Furniture & Fittings £	Motor Vehicles £	Equipment £	Total £
COST				
At 1st April 2009 and 31st March 2010	<u>791</u>	<u>42,334</u>	<u>12,696</u>	<u>55,821</u>
DEPRECIATION				
At 1st April 2009	643	22,334	12,607	35,584
Charge for the year	<u>77</u>	<u>3,575</u>	<u>71</u>	<u>3,723</u>
At 31st March 2010	<u>720</u>	<u>25,909</u>	<u>12,678</u>	<u>39,307</u>
NET BOOK VALUE				
At 31st March 2010	<u>71</u>	<u>16,425</u>	<u>18</u>	<u>16,514</u>
At 31st March 2009	<u>148</u>	<u>20,000</u>	<u>89</u>	<u>20,237</u>

Hire purchase agreements

Included within the net book value of £16,514 is £16,425 (2009 - £20,000) relating to assets held under hire purchase agreements. The depreciation charged to the financial statements in the year in respect of such assets amounted to £3,575 (2009 - £6,000)

10. STOCKS

	2010	2009
	£	£
Stock	<u>500</u>	<u>500</u>

CENTRO COMMERCIAL LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31ST MARCH 2010

11. DEBTORS

	2010	2009
	£	£
Amounts owed by group undertakings	229,428	156,661
Amount owed by related parties	4,036	4,083
Other debtors	533	533
Director's loan	1,080	1,080
Prepayments and accrued income	34,477	57,731
	<u>269,554</u>	<u>220,088</u>

The debtors above include the following amounts falling due after more than one year

	2010	2009
	£	£
Amounts owed by group undertakings	<u>229,428</u>	<u>156,661</u>

12. OTHER CREDITORS INCLUDING TAXATION AND SOCIAL SECURITY

	2010	2009
	£	£
Corporation tax	1,294	3,084
PAYE and social security	8,287	28,637
VAT	2,735	9,947
Hire purchase agreements	4,266	4,266
Other creditors	494	494
	<u>17,076</u>	<u>46,428</u>

Creditors Amounts falling due within one year includes an amount of £9,054 (2009-£14,672) which was paid within one month of the year end

13. CREDITORS: Amounts falling due after more than one year

	2010	2009
	£	£
Amounts owed to group undertakings	78,286	76,716
Hire purchase agreements	8,177	12,443
Directors' loan accounts	146,135	14,000
	<u>232,598</u>	<u>103,159</u>

CENTRO COMMERCIAL LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31ST MARCH 2010

14. COMMITMENTS UNDER HIRE PURCHASE AGREEMENTS

Future commitments under hire purchase agreements are as follows

	2010	2009
	£	£
Amounts payable within 1 year	4,266	4,266
Amounts payable between 1 and 2 years	8,177	12,443
	<u>12,443</u>	<u>16,709</u>

Hire purchase agreements are secured on related assets

15. CONTINGENCIES

The bank holds a cross guarantee between Centro Plc, Centro Commercial Limited, Centro Group Limited and Centro Services Limited as security for the group overdraft facilities

16. TRANSACTIONS WITH THE DIRECTORS

Rent of £4,087 (2009-£4,341) was payable to Core Property representing the property interests of the directors, R P Harwood and D E Walker

During the year ended 31 March 2004 the company made a secured loan, repayable on demand of £1,080 to J P Harwood, a non-executive director of the company, which remains outstanding at the year end

17. RELATED PARTY TRANSACTIONS

The company was under the immediate control of Centro Plc and the ultimate control of Mr R P Harwood FRICS throughout the current and previous year

Included in other operating income is an amount of £105,000 (2009-£49,000) chargeable to Centro Group Limited in respect of its management services

Other members of the group controlled by Centro Plc are Centro Group Limited and Centro Services Limited. The amounts owed by and to the group undertakings at the year end are disclosed in the Debtors and Creditors notes to the balance sheet respectively

The amounts owed by related parties shown in the Debtors note are in connection with Centro Commercial Property Consultants Limited, in which the directors, P R Harwood, D E Walker and J P Harwood, have share interests. This company was dormant throughout the current and previous year

Included in the Creditors falling due after more than one year on the balance sheet is an amount of £146,135 (2009-£14,000) owed to the directors, R P Harwood and D E Walker

CENTRO COMMERCIAL LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31ST MARCH 2010

18. SHARE CAPITAL**Authorised share capital:**

	2010	2009
	£	£
1,000 Ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>

Allotted, called up and fully paid:

	2010		2009	
	No	£	No	£
91 Ordinary shares of £1 each	<u>91</u>	<u>91</u>	<u>91</u>	<u>91</u>

19. PROFIT AND LOSS ACCOUNT

	2010	2009
	£	£
Balance brought forward	30,213	21,928
Profit for the financial year	<u>4,135</u>	<u>8,285</u>
Balance carried forward	<u>34,348</u>	<u>30,213</u>

20. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2010	2009
	£	£
Profit for the financial year	4,135	8,285
Opening shareholders' funds	<u>30,304</u>	<u>22,019</u>
Closing shareholders' funds	<u>34,439</u>	<u>30,304</u>

21. ULTIMATE PARENT COMPANY

The company is a 75 8% subsidiary of Centro Plc which is also the ultimate parent company