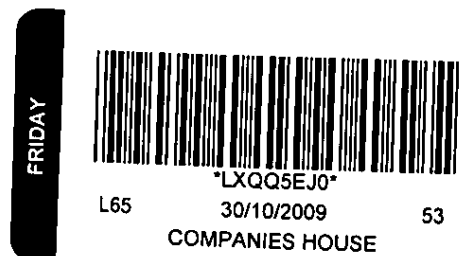


COMPANY REGISTRATION NUMBER 2837768

**CENTRO SERVICES LIMITED**  
**FINANCIAL STATEMENTS**  
**31ST MARCH 2009**



**BROOKS & CO.**  
Chartered Accountants & Registered Auditor  
Mid-Day Court  
20-24 Brighton Road  
Sutton  
Surrey  
SM2 5BN

**CENTRO SERVICES LIMITED**  
**FINANCIAL STATEMENTS**  
**YEAR ENDED 31ST MARCH 2009**

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**CENTRO SERVICES LIMITED**

**THE DIRECTORS' REPORT**

**YEAR ENDED 31ST MARCH 2009**

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The directors have pleasure in presenting their report and the financial statements of the company for the year ended 31st March 2009.

**PRINCIPAL ACTIVITIES AND BUSINESS REVIEW**

The principal activity of the company during the year was the provision of mandatory facilities management services on behalf of freeholders to the communal parts of various properties.

The considerable preparations which the Company made in anticipation of the potential recession which they envisaged could occur did, in fact, transpire to produce the level of business and the creation and enhancement of existing assets to a satisfactory and rewarding level, bearing in mind the recessionary nature which hit all industry in the second half of the financial year. The directors made considered judgements with regard to staffing and overhead levels to be such as it is hoped will contain the impact of the ongoing recession on its client base and their necessary cutbacks in trade and investment through the forthcoming year.

**RESULTS AND DIVIDENDS**

The profit for the year, after taxation, amounted to £7,497. 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, 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:

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

**CENTRO SERVICES LIMITED**  
**THE DIRECTORS' REPORT** *(continued)*  
**YEAR ENDED 31ST MARCH 2009**

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**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 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 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.

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



D. E. Walker  
Company Secretary

Approved by the directors on 29/10/09

**CENTRO SERVICES LIMITED**  
**INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF**  
**CENTRO SERVICES LIMITED**  
**YEAR ENDED 31ST MARCH 2009**

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We have audited the financial statements of Centro Services Limited for the year ended 31st March 2009 on pages 5 to 14, which have been prepared on the basis of the accounting policies set out on page 9.

This report is made solely to the company's shareholders, 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 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**

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 judgements 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.

**CENTRO SERVICES LIMITED**  
**INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF**  
**CENTRO SERVICES LIMITED** *(continued)*  
**YEAR ENDED 31ST MARCH 2009**

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We have undertaken the audit in accordance with the requirements of APB Ethical Standards including APB Ethical Standard - Provisions Available for Small Entities, 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.

**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 31st March 2009 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.

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

  
.....

BROOKS & CO.  
Chartered Accountants  
& Registered Auditor

**CENTRO SERVICES LIMITED**  
**PROFIT AND LOSS ACCOUNT**  
**YEAR ENDED 31ST MARCH 2009**

		<b>2009</b>	<b>2008</b>
	<b>Note</b>	<b>£</b>	<b>£</b>
<b>TURNOVER</b>	<b>2</b>	662,142	632,396
Administrative expenses		652,647	614,778
Other operating income		(75)	(250)
<b>OPERATING PROFIT</b>	<b>3</b>	<u>9,570</u>	<u>17,868</u>
Interest receivable		4	–
Interest payable and similar charges	<b>6</b>	(693)	(1,663)
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		<u>8,881</u>	<u>16,205</u>
Tax on profit on ordinary activities	<b>7</b>	1,384	4,082
<b>PROFIT FOR THE FINANCIAL YEAR</b>		<u><u>7,497</u></u>	<u><u>12,123</u></u>

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.

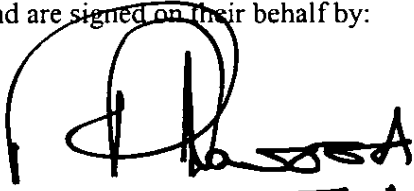
## CENTRO SERVICES LIMITED

## BALANCE SHEET

31ST MARCH 2009

	Note	2009 £	2008 £
<b>FIXED ASSETS</b>			
Tangible assets	8	<u>16,041</u>	<u>17,404</u>
<b>CURRENT ASSETS</b>			
Stocks	9	6,500	5,500
Debtors	10	159,883	109,173
Cash at bank		50,004	19,616
<b>TOTAL CURRENT ASSETS</b>		<u>216,387</u>	<u>134,289</u>
<b>CREDITORS: Amounts falling due within one year</b>			
Overdrafts		17,620	—
Trade creditors		12,895	16,921
Other creditors including taxation and social security	11	12,553	18,057
Accruals and deferred income		<u>3,313</u>	<u>2,624</u>
<b>TOTAL CURRENT LIABILITIES</b>		<u>46,381</u>	<u>37,602</u>
<b>NET CURRENT ASSETS</b>		<u>170,006</u>	<u>96,687</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>186,047</u>	<u>114,091</u>
<b>CREDITORS: Amounts falling due after more than one year</b>			
Amounts owed to group undertakings		123,713	54,566
Hire purchase agreements		—	4,688
		<u>(123,713)</u>	<u>(59,254)</u>
		<u>62,334</u>	<u>54,837</u>
<b>CAPITAL AND RESERVES</b>			
Called-up equity share capital	17	100	100
Profit and loss account	18	<u>62,234</u>	<u>54,737</u>
<b>SHAREHOLDERS' FUNDS</b>	19	<u>62,334</u>	<u>54,837</u>

These financial statements were approved by the directors and authorised for issue on 29/10/09, and are signed on their behalf by:

  
R. P. Harwood FRICS  
Director

**CENTRO SERVICES LIMITED**  
**CASH FLOW STATEMENT**  
**YEAR ENDED 31ST MARCH 2009**

	2009 £	2008 £
<b>NET CASH (OUTFLOW)/INFLOW FROM OPERATING ACTIVITIES</b>	(45,045)	25,118
<b>RETURNS ON INVESTMENTS AND SERVICING OF FINANCE</b>		
Interest received	4	–
Interest paid	(5)	(48)
Interest element of hire purchase	(688)	(1,615)
<b>NET CASH OUTFLOW FROM RETURNS ON INVESTMENTS AND SERVICING OF FINANCE</b>	(689)	(1,663)
<b>TAXATION</b>	(4,394)	(3,899)
<b>CAPITAL EXPENDITURE</b>		
Payments to acquire tangible fixed assets	–	(4,694)
<b>NET CASH OUTFLOW FROM CAPITAL EXPENDITURE</b>	–	(4,694)
<b>CASH (OUTFLOW)/INFLOW BEFORE FINANCING</b>	(50,128)	14,862
<b>FINANCING</b>		
Repayment of long-term amounts owed to group undertakings	69,147	46,333
Capital element of hire purchase	(6,251)	(4,440)
Repayment of directors' long-term loans	–	(11,084)
<b>NET CASH INFLOW FROM FINANCING</b>	62,896	30,809
<b>INCREASE IN CASH</b>	12,768	45,671
<b>RECONCILIATION OF OPERATING PROFIT TO NET CASH (OUTFLOW)/INFLOW FROM OPERATING ACTIVITIES</b>		
	2009 £	2008 £
Operating profit	9,570	17,868
Depreciation	1,363	11,578
Increase in stocks	(1,000)	(4,900)
Increase in debtors	(50,710)	(8,408)
(Decrease)/increase in creditors	(4,268)	8,980
Net cash (outflow)/inflow from operating activities	(45,045)	25,118

**CENTRO SERVICES LIMITED**  
**CASH FLOW STATEMENT** *(continued)*  
**YEAR ENDED 31ST MARCH 2009**

**RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET DEBT**

	2009 £	2008 £
Increase in cash in the period	12,768	45,671
Net cash (inflow) from long-term amounts owed to group undertakings	(69,147)	(46,333)
Cash outflow in respect of hire purchase	6,251	4,440
Cash outflow from directors' long-term loans	—	11,084
	<u>(50,128)</u>	<u>14,862</u>
Change in net debt	(50,128)	14,862
Net debt at 1 April 2008	(45,889)	(60,751)
Net debt at 31 March 2009	<u>(96,017)</u>	<u>(45,889)</u>

**ANALYSIS OF CHANGES IN NET DEBT**

	At 1 Apr 2008 £	Cash flows £	At 31 Mar 2009 £
Net cash:			
Cash in hand and at bank	19,616	30,388	50,004
Overdrafts	—	(17,620)	(17,620)
	<u>19,616</u>	<u>12,768</u>	<u>32,384</u>
Debt:			
Debt due after 1 year	(54,566)	(69,147)	(123,713)
Hire purchase agreements	(10,939)	6,251	(4,688)
	<u>(65,505)</u>	<u>(62,896)</u>	<u>(128,401)</u>
Net debt	<u>(45,889)</u>	<u>(50,128)</u>	<u>(96,017)</u>

**CENTRO SERVICES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**YEAR ENDED 31ST MARCH 2009**

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**1. ACCOUNTING POLICIES**

**Basis of accounting**

The financial statements have been prepared under the historical cost convention.

**Turnover**

The turnover shown in the profit and loss account represents amounts receivable for services provided, 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:

Plant & Machinery	- 25% per annum on cost
Motor Vehicles	- Depreciated to market value annually

**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 SERVICES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**YEAR ENDED 31ST MARCH 2009**

**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:

	2009	2008
	£	£
United Kingdom	<u>662,142</u>	<u>632,396</u>

**3. OPERATING PROFIT**

Operating profit is stated after charging:

	2009	2008
	£	£
Depreciation of owned fixed assets	3,363	3,578
Depreciation of assets held under hire purchase agreements	(2,000)	8,000
Operating lease costs:		
- Other	12,031	12,900
Auditor's remuneration	<u>3,055</u>	<u>2,950</u>

	2009	2008
	£	£
Auditor's remuneration - audit of the financial statements	<u>3,055</u>	<u>2,950</u>

**4. PARTICULARS OF EMPLOYEES**

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

	2009	2008
	No	No
Number of administrative staff	17	17
Number of management staff	<u>1</u>	<u>1</u>
	<u>18</u>	<u>18</u>

The aggregate payroll costs of the above were:

	2009	2008
	£	£
Wages and salaries	334,820	305,917
Social security costs	<u>30,233</u>	<u>29,796</u>
	<u>365,053</u>	<u>335,713</u>

**CENTRO SERVICES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**YEAR ENDED 31ST MARCH 2009**

**5. DIRECTORS' EMOLUMENTS**

The directors' aggregate emoluments in respect of qualifying services were:

	2009	2008
	£	£
Emoluments receivable	<u>25,000</u>	<u>25,000</u>

**6. INTEREST PAYABLE AND SIMILAR CHARGES**

	2009	2008
	£	£
Finance charges	688	1,615
Other similar charges payable	5	48
	<u>693</u>	<u>1,663</u>

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

	2009	2008
	£	£
Current tax:		
UK Corporation tax based on the results for the year at 21% (2008 - 20%)	1,384	4,394
Over/under provision in prior year	-	(312)
Total current tax	<u>1,384</u>	<u>4,082</u>

**(b) Factors affecting current tax charge**

The tax assessed on the profit on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 21% (2008 - 20%).

	2009	2008
	£	£
Profit on ordinary activities before taxation	<u>8,881</u>	<u>16,205</u>
Profit on ordinary activities by rate of tax	1,865	3,241
Expenses not deductible for tax purposes	208	323
Depreciation in excess of capital allowances	(672)	880
Adjustment to tax charge in respect of previous periods	-	(312)
Non-taxable income	(17)	(50)
Total current tax (note 7(a))	<u>1,384</u>	<u>4,082</u>

**CENTRO SERVICES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**YEAR ENDED 31ST MARCH 2009**

**8. TANGIBLE FIXED ASSETS**

	Plant & Machinery £	Motor Vehicles £	Total £
<b>COST</b>			
At 1st April 2008 and 31st March 2009	<u>53,282</u>	<u>31,022</u>	<u>84,304</u>
<b>DEPRECIATION</b>			
At 1st April 2008	45,878	21,022	66,900
Charge for the year	<u>3,363</u>	<u>(2,000)</u>	<u>1,363</u>
At 31st March 2009	<u>49,241</u>	<u>19,022</u>	<u>68,263</u>
<b>NET BOOK VALUE</b>			
At 31st March 2009	<u>4,041</u>	<u>12,000</u>	<u>16,041</u>
At 31st March 2008	<u>7,404</u>	<u>10,000</u>	<u>17,404</u>

**Hire purchase agreements**

Included within the net book value of £16,041 is £12,000 (2008 - £10,000) 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 £(2,000) (2008 - £8,000).

**9. STOCKS**

	2009 £	2008 £
Stock	<u>6,500</u>	<u>5,500</u>

**10. DEBTORS**

	2009 £	2008 £
Trade debtors	1,778	818
Amounts owed by group undertakings	63	63
Amounts owed by related parties	151,509	101,509
Other debtors	810	810
Prepayments and accrued income	<u>5,723</u>	<u>5,973</u>
	<u>159,883</u>	<u>109,173</u>

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

	2009 £	2008 £
Amounts owed by group undertakings	63	63
Amounts owed by related parties	<u>151,509</u>	<u>101,509</u>
	<u>151,572</u>	<u>101,572</u>

**CENTRO SERVICES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**YEAR ENDED 31ST MARCH 2009**

**11. CREDITORS: Amounts falling due within one year**

	2009	2008
	£	£
Corporation tax	1,384	4,394
PAYE and social security	6,481	7,412
Hire purchase agreements	4,688	6,251
	<u>12,553</u>	<u>18,057</u>

Creditors: Amounts falling due within one year includes an amount of £17,105 (2008-£17,738) which was paid within one month of the year end.

The following liabilities disclosed under creditors falling due within one year are secured by the company:

	2009	2008
	£	£
Overdrafts	<u>17,620</u>	<u>-</u>

The bank overdraft of £17,620 is secured by a cross guarantee between members of Centro Plc.

**12. CREDITORS: Amounts falling due after more than one year**

	2009	2008
	£	£
Amounts owed to group undertakings	123,713	54,566
Hire purchase agreements	-	4,688
	<u>123,713</u>	<u>59,254</u>

**13. COMMITMENTS UNDER HIRE PURCHASE AGREEMENTS**

Future commitments under hire purchase agreements are as follows:

	2009	2008
	£	£
Amounts payable within 1 year	4,688	6,251
Amounts payable between 1 and 2 years	-	4,688
	<u>4,688</u>	<u>10,939</u>

Hire purchase agreements are secured on related assets.

**14. 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.

**15. TRANSACTIONS WITH THE DIRECTORS**

Rent of £12,031 (2008: £12,900) was payable to Core Property representing the property interests of the directors, R P Harwood and D E Walker.

**CENTRO SERVICES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**YEAR ENDED 31ST MARCH 2009**

**16. 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.

Other members of the group controlled by Centro Plc are Centro Group Limited and Centro Commercial 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.

Included in the Administrative Expenses is an amount of £187,500 (2008-£142,000) payable to Centro plc.

Included in the Debtors is a loan of £151,509 (2008-£101,509) to Centro Residential Sales and Lettings Limited, a company in which the directors have interests.

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

	<b>2009</b>	<b>2008</b>
	<b>£</b>	<b>£</b>
1,000 Ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>

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

	<b>2009</b>		<b>2008</b>
	<b>No</b>	<b>£</b>	<b>No</b>
	<b>100</b>	<b>100</b>	<b>100</b>
Ordinary shares of £1 each	<u>100</u>	<u>100</u>	<u>100</u>

**18. PROFIT AND LOSS ACCOUNT**

	<b>2009</b>	<b>2008</b>
	<b>£</b>	<b>£</b>
Balance brought forward	54,737	42,614
Profit for the financial year	7,497	12,123
Balance carried forward	<u>62,234</u>	<u>54,737</u>

**19. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS**

	<b>2009</b>	<b>2008</b>
	<b>£</b>	<b>£</b>
Profit for the financial year	7,497	12,123
Opening shareholders' funds	54,837	42,714
Closing shareholders' funds	<u>62,334</u>	<u>54,837</u>

**20. ULTIMATE PARENT COMPANY**

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