Report and Financial Statements

31 December 2007

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2007 REPORT AND FINANCIAL STATEMENTS

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2007 REPORT AND FINANCIAL STATEMENTS

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

D Pickersgill G M Mitchell

SECRETARY

S A Smith

REGISTERED OFFICE

105 Albion Street Leeds LS1 5AS

ACCOUNTANTS

Deloitte & Touche LLP Chartered Accountants Leeds

DIRECTORS' REPORT

The directors present their annual report on the affairs of the company, together with the financial statements for the year ended 31 December 2007

PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

The company did not trade during the year or in the previous year hence no income statement has been prepared. The directors will continue to consider suitable business opportunities in the future

DORMANT COMPANY STATUS

The company did not trade during the year, or the preceding year, and it is not intended for the company to trade in the foreseeable future

RESULTS AND DIVIDENDS

The profit for the year after taxation amounted to £nil (2006 £nil)

No dividend has been paid in the year (2006 £nil)

DIRECTORS AND THEIR INTERESTS

The directors who served during the year were

M J Beswick (resigned 2 March 2007)

D Pickersgill

I W Ward (resigned 2 March 2007)

G M Mitchell

No director had any beneficial interest in the share capital of the group company during the year

AUDITORS

The directors have not appointed auditors for the current year as the company was entitled to the exemption from an audit

Approved by the Board of Directors and signed on behalf of the Board

S.A Shit

S A Smith Secretary

8 February 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 International Financial Reporting Standards (IFRSs) as adopted by the European Union. The Financial Statements are required by law to be properly prepared in accordance with IFRSs as adopted by the European Union and the Companies Act 1985.

International Accounting Standard 1 requires that financial statements present fairly for each financial year the company's financial position, financial performance and cash flows. This requires the faithful representation of the effects of transactions, other events and conditions in accordance with the definitions and recognition criteria for assets, liabilities, income and expenses set out in the International Accounting Standards Board's 'Framework for the preparation and presentation of Financial Statements'. In virtually all circumstances, a fair presentation will be achieved by compliance with all applicable IFRSs. However, directors are also required to

- properly select and apply accounting policies,
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information,
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to
 enable users to understand the impact of particular transactions, other events and conditions on the entity's
 financial position and financial performance, and
- make an assessment of the company's ability to continue as a going concern

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.

BALANCE SHEET As at 31 December 2007

		2007	2006
	Note	£	£
CURRENT ASSETS			
Trade and other receivables	2	3 289 890	3,289.890
TOTAL ASSETS		3,289,890	3,289.890
EQUITY			
Called up share capital	3	1.767,624	1,767,624
Share premium account		1,522,266	1,522.266
TOTAL EQUITY		3,289,890	3,289,890

For the year ended 31 December 2007, the company was entitled to the exemption from audit conferred by subsection (1) of the section 249AA of the Companies Act 1985 and the member has not required the company to obtain an audit of it accounts of the year in question in accordance with subsection (2) of the section 249B

The directors acknowledge their responsibilities for ensuring that the company keeps accounting records which comply with section 221 of the Act and for preparing financial statements which give a true and fair view of the state of affairs of the company at the end of the financial year and of its profit or loss for the financial year in accordance with the requirements of section 226, and which otherwise comply with the requirements of the Act relating to financial statements, so far as applicable to the company

The financial statements were approved by the board of directors on 8 February 2008 and signed on its behalf by

D Pickersgill

Director

NOTES TO THE ACCOUNTS Year ended 31 December 2007

1. ACCOUNTING POLICIES

Basis of preparation

The accounts have been prepared in accordance with International Financial Reporting Standards (IFRSs)

Financial Instruments

Purchases and sales of financial assets are accounted for at trade date. In accordance with IAS 39. Financial Instruments. Recognition and Measurement, the financial instruments of the company have been classified into the following categories.

(a) Loans and receivables

Loans and receivables are measured at amortised cost using the effective interest rate method

2 TRADE AND OTHER RECEIVABLES

	2007 £	2006 £
Due within one year Amounts due from group undertakings	3,289,890	3 289,890

Credit risk is the risk of financial loss where counterparties are not able to meet their obligations as they fall due. The company is firmly committed to the management of this risk

There has been no change in the year to the company's exposure to credit risk or the manner in which it manages and measures the risk

The trade and other receivables are owed from other group companies. The company considers there to be no significant credit risk and currently are not past due

3. CALLED UP SHARE CAPITAL

	Authorised	Allotted, called up and fully paid	
	No	No.	£
At 31 December 2006 and 31 December 2007			
Ordinary shares of 50p each	5,999,989	3,535,236	1,767,618
'A' Ordinary shares of 50p each	1	1	1
B' Ordinary shares of 50p each	10	10	5
			•
	6,000,000	3,535,247	1,767 624

The ordinary shares, 'A' ordinary shares and 'B' ordinary shares rank equally except in the following respects

- the holder of the 'A' ordinary shares is entitled to call for a resolution to wind up the company and on such a resolution is entitled to differing voting rights giving the holder the power to enforce the resolution, and
- the 'B' shareholders have differing rights over any distribution made in the event of a winding up

At the year end all shares in issue of all classes were held by the parent undertaking

4. TRANSACTIONS WITH RELATED PARTIES

There were no transactions with related parties during the year

At 31 December 2007 the company was owed £3 289 890 (2006 £3,289,890) by Leeds Building Society, the parent undertaking

NOTES TO THE ACCOUNTS Year ended 31 December 2007

5. RISK MANAGEMENT

Interest rate risk

The primary market risk faced by the company is interest rate risk. The company holds significant loans from other group companies. Inter-company balances are potentially exposed to interest rate risk.

The company does not run a trading book and therefore does not have the type of higher risk exposure run by many banking institutions

The loan is zero interest, the company considers the interest rate risk to be effectively managed

Sensitivity analysis

A sensitivity analysis was performed for a 100 basis point movement in interest rates, the variable nature of the exposures ensures that there is no interest rate exposure to the income statement or equity (2006 £nil)

Financial asset and liability classification

The following table analyses the financial assets and liabilities into which category they have been classified

	2007 £	2006 £
Loans and receivables		
Amounts due from group undertakings	3 289,890	3,289,890

6. PARENT UNDERTAKINGS AND CONTROLLING PARTIES

The company is a wholly owned subsidiary of Leeds Building Society, a society registered with the Financial Services Authority—Copies of the Annual Report are available from the registered office at 105 Albion Street, Leeds LS1 5AS