

# **Stadium Property Asset Management (No.3) Limited**

## **Report and Financial Statements**

31 December 2013

TUESDAY



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COMPANIES HOUSE

**Directors**

E D Healey  
P D Healey  
A S Fish  
A J Standish  
A M Clare

**Secretary**

A S Fish

**Auditors**

Ernst & Young LLP  
1 Bridgewater Place  
Water Lane  
Leeds LS11 5QR

**Solicitors**

Addleshaw Goddard  
Sovereign House  
Sovereign Street  
Leeds LS1 1HQ

**Registered Office**

Welton Grange  
Welton  
Brough  
East Yorkshire HU15 1NB

Registered No. 3027012

## Directors' report

The directors present their report and financial statements for the year ended 31 December 2013.

### Results and dividends

The loss for the year after taxation amounted to £107,008 (2012 – profit of £120,171). The directors do not recommend a final dividend (2012 – £nil).

### Principal activity and review of the business

The principal activity of the company is that of a property investment company. The directors are satisfied with the result for the year and the future prospects.

### Directors

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

E D Healey

P D Healey

A S Fish

P N Swales (Resigned 12 December 2013)

A J Standish

A M Clare (Appointed 12 December 2013)

### Disclosure of information to the auditors

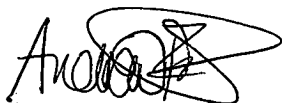
So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the company's auditor, each director has taken all the steps that he is obliged to take as a director in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information.

### Auditors

A resolution to reappoint Ernst & Young LLP as auditors will be put to the members at the Annual General Meeting.

The directors' report has been prepared in accordance with the special provisions for small companies under part 15 of the Companies Act.

On behalf of the Board



A S Fish

Director

23 September 2014

## 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 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 judgments and 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; 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 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.

# **Independent auditors' report**

## **to the members of Stadium Property Asset Management (No.3) Limited**

We have audited the financial statements of Stadium Property Asset Management (No.3) Limited for the year ended 31 December 2013 which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet and the related notes 1 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 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 auditor**

As explained more fully in the Directors' Responsibilities Statement 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). Those standards require us to comply with the Auditing Practices Board'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 to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. 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 December 2013 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 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.

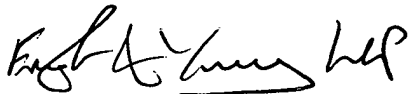
# Independent auditors' report

to the members of Stadium Property Asset Management (No.3) Limited

## 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; or
- the directors were not entitled to take advantage of the small companies' exemption in not preparing the Strategic Report.



Stuart Watson (Senior statutory auditor)

for and on behalf of Ernst & Young LLP, Statutory Auditor

Leeds

23 September 2014

## Profit and loss account

for the year ended 31 December 2013

	Notes	2013 £	2012 £
<b>Turnover</b>	2	204,627	204,627
Administrative expenses		(207,170)	(32,892)
<b>Operating profit</b>	3	(2,543)	171,735
Interest payable and similar charges	6	(61,931)	(55,949)
<b>Profit on ordinary activities before taxation</b>		(64,474)	115,786
Tax	7	(42,614)	4,385
<b>Profit for the financial year</b>	12	(107,008)	120,171

All amounts relate to continuing activities.

## Statement of total recognised gains and losses

for the year ended 31 December 2013

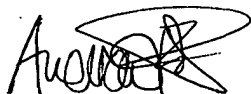
There are no recognised gains or losses other than the loss attributable to the shareholders of the company of £107,008 in the year ended 31 December 2013 (2012 – profit of £120,171).

## Balance sheet

at 31 December 2013

	Notes	2013 £	2012 £
<b>Fixed assets</b>			
Tangible assets	8	2,314,824	2,486,792
<b>Current assets</b>			
Debtors	9	1,570	69,071
<b>Creditors:</b> amounts falling due within one year	10	(2,144,473)	(2,270,278)
<b>Net current liabilities</b>		(2,142,903)	(2,201,207)
<b>Total assets less current liabilities</b>		171,921	285,585
<b>Provisions for liabilities</b>			
Deferred tax	7(c)	(43,845)	(50,421)
<b>Net assets</b>		128,076	235,164
<b>Capital and reserves</b>			
Called up share capital	11	1	1
Profit and loss account	12	128,075	235,163
<b>Shareholders' funds</b>	13	128,076	235,164

The financial statements were approved by the board of directors on 23 September 2014 and signed on behalf by:



A S Fish

Director



## Notes to the financial statements

at 31 December 2013

### 1. Accounting policies

#### *Basis of preparation*

The financial statements are prepared under the historical cost convention and in accordance with applicable accounting standards. Compliance with SSAP 19 'Accounting for Investment Properties' requires departure from the requirements of the Companies Act 2006 relating to depreciation and an explanation of the departure is given below.

#### *Going concern*

The financial statements have been prepared on the going concern basis because the ultimate parent undertaing, SPH 2011 Limited, has given the necessary assurances that sufficient resources will be made available so that the company can meet its liabilities as and when they fall due, for at least twelve months from the date of approval of these financial statements.

#### *Statement of cash flows*

The company is exempt from the requirement of FRS 1 (revised) for preparing a statement of cash flows as the company is a wholly owned subsidiary undertaking of SPH 2011 Limited and is included in the publicly available group financial statements of SPH 2011 Limited.

#### *Turnover*

Turnover comprises the value of rentals receivable by the company exclusive of VAT. Turnover is recognised on an accruals basis.

#### *Tangible fixed assets*

Investment properties are accounted for with SSAP 19 as follows:

- Investment properties are revalued annually. The surplus or deficit is transferred to a revaluation reserve unless a deficit, or its reversal, on an individual investment property is expected to be permanent in which case it is recognised in the profit and loss account for the year; and
- No depreciation is provided in respect of freehold investment properties and leasehold investment properties with over 20 years to run.

Although the Companies Act 2006 would normally require the systematic annual depreciation of fixed assets, the directors believe that this policy of not providing depreciation is necessary in order for the financial statements to give a true and fair view, since the current value of investment properties, and changes in the current value, are of prime importance rather than a calculation of systematic annual depreciation.

The carrying values of tangible fixed assets are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable.

## Notes to the financial statements

at 31 December 2013

### Deferred taxation

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or right to pay less or to receive more, tax, with the following exceptions:

- Provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, or gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold.
- Deferred tax assets are recognised only to the extent that the directors consider that it is 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 measured on an undiscounted 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.

### 2. Turnover

All of the company's turnover arose in the UK from the company's principal activity.

### 3. Operating profit

The audit fee of £1,500 (2012 – £1,500) has been borne by the ultimate parent undertaking, SPH 2011 Limited.

### 4. Directors' remuneration

The directors received remuneration for the year of £9,172 (2012 – £20,751) in relation to qualifying services as director of this company, all of which was paid by CentrO Asset Management Limited, or Stadium Welton Limited, both of which are companies within the SPH 2011 Limited group.

### 5. Staff costs

The company has no employees other than the directors.

### 6. Interest payable and similar charges

	2013	2012
	£	£
Other interest	8,810	–
Interest payable to group companies	53,121	55,949
	<u>61,931</u>	<u>55,949</u>

## Notes to the financial statements

at 31 December 2013

### 7. Tax

(a) Tax on profit on ordinary activities

The tax charge is made up as follows:

	2013 £	2012 £
<b>Current tax:</b>		
UK corporation tax on the profit for the year	-	-
Adjustments in respect of previous periods	49,190	-
Total current tax (note 7(b))	49,190	-
<b>Deferred tax:</b>		
Origination and reversal of timing differences	(6,576)	(4,385)
Total deferred tax	(6,576)	(4,385)
Tax on profit on ordinary activities	42,614	(4,385)

(b) Factors affecting the current tax charge for the year

The tax assessed for the year differs from the standard rate of corporation tax in the UK of 23.25% (2012 – 24.5%). The differences are explained below:

	2013 £	2012 £
Profit on ordinary activities before tax	109,544	115,786
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 23.25% (2012 – 24.5%)	25,469	28,368
<b>Effects of:</b>		
Adjustments in respect of prior periods	49,190	-
Group relief received for nil payment	(25,469)	(28,368)
Current tax for the year (note 7(a))	49,190	-

(c) Deferred tax

	£
At 1 January 2013	50,421
Credit to the profit and loss account	(6,576)
At 31 December 2013	43,845

The deferred tax liability comprises:

	2013 £	2012 £
Accelerated capital allowances	43,845	50,421

## Notes to the financial statements

at 31 December 2013

### 7. Tax (continued)

(d) Factors that may affect future tax charges:

There is an unrecognised deferred tax asset of £224,664 (2012 – £258,363) in respect of capital losses which have not been recognised as there is insufficient evidence that the asset will be recovered in the foreseeable future.

Finance Act 2013 enacted changes to the future corporation tax rate. These comprised a reduction in the UK corporation tax rate to 21% effective from 1 April 2014 and a further reduction down to 20% effective from 1 April 2015.

These changes do not have a material effect on the financial statements.

### 8. Tangible fixed assets

	<i>Investment properties</i> £
Valuation:	
At 1 January 2013	2,486,792
Additions	2,050
Impairment	(174,018)
At 31 December 2013	<u>2,314,824</u>

The company's investment properties were valued by the directors as at 31 December 2013 at £2,314,824 (2012 – £2,486,792) on an open market basis. The historical cost of the property is £2,488,842 (2012 – £2,486,792).

### 9. Debtors

	2013 £	2012 £
Trade debtors	–	66,727
Other debtors	1	1
Prepayments and accrued income	1,569	2,343
	<u>1,570</u>	<u>69,071</u>

### 10. Creditors: amounts falling due within one year

	2013 £	2012 £
Amounts due to other group companies	2,087,064	2,211,979
Other taxes and social security costs	10,231	11,121
Accruals and deferred income	47,178	47,178
	<u>2,144,473</u>	<u>2,270,278</u>

## Notes to the financial statements

at 31 December 2013

### 11. Issued share capital

	2013		2012	
<i>Allotted, called up and fully paid</i>	<i>No.</i>	<i>£</i>	<i>No.</i>	<i>£</i>
Ordinary shares of £1 each	1	<u>1</u>	1	<u>1</u>

### 12. Movements on reserves

	<i>Profit and loss account £</i>
At 1 January 2013	235,163
Loss for the year	<u>(107,008)</u>
At 31 December 2013	<u>128,075</u>

### 13. Reconciliation of shareholders' funds

	2013 £	2012 £
(Loss)/profit for the year	<u>(107,008)</u>	120,171
Movement in shareholders' funds	<u>(107,008)</u>	120,171
Opening shareholders' funds	<u>235,164</u>	<u>114,993</u>
Closing shareholders' funds	<u>128,076</u>	<u>235,164</u>

### 14. Related party transactions

As a subsidiary undertaking of SPH 2011 Limited, the company has taken advantage of the exemption in FRS 8 'Related Party Disclosures' from disclosing transactions with other members of the group headed by SPH 2011 Limited.

### 15. Ultimate parent undertaking and controlling party

The company's immediate parent undertaking is Stadium Welton Limited, a company incorporated in Great Britain and registered in England and Wales.

The company's ultimate parent undertaking and controlling party is SPH 2011 Limited, a company incorporated in Great Britain and registered in England and Wales.

The largest and smallest group in which the results of the company are consolidated is that headed by SPH 2011 Limited. The group financial statements of SPH 2011 Limited are available to the public and may be obtained from the Company Secretary, Welton Grange, Welton, Brough, East Yorkshire, HU15 1NB.