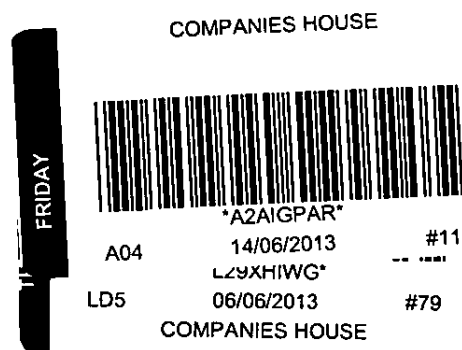


THE LAW DEBENTURE PENSION TRUST CORPORATION p.l.c.

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2012

REGISTERED NUMBER: 03267461



THE LAW DEBENTURE PENSION TRUST CORPORATION p.l.c.

DIRECTORS

C J Banszky
M H Ashworth
S J Balmont
J R Bloxsome
M A Chatterton
D M Felder
P J Gillett
D T Hay
R J Jagelman
H James
D P Kidd
S Lavelle
A P Macwhinnie
R W Main
C P Morgan
J Nestor
E S Thomas
S J Timbrell

REGISTERED OFFICE

Fifth Floor
100 Wood Street
London EC2V 7EX

NOTICE OF MEETING

Notice is hereby given that the fourteenth annual general meeting of The Law Debenture Pension Trust Corporation p l c ("the Corporation") will be held on 21st March 2013 at Fifth Floor, 100 Wood Street, London, EC2V 7EX for the following purposes

- 1 To consider and approve the report of the directors and the financial statements for the year ended 31 December 2012
- 2 To re-appoint BDO LLP as the Corporation's auditors and to authorise the directors to determine their remuneration

A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member. Any instrument appointing a proxy must be received at the registered office before the time fixed for the meeting.

By order of the Board



Law Debenture Corporate Services Limited
Secretary
21 March 2013

THE LAW DEBENTURE PENSION TRUST CORPORATION p.l.c.

DIRECTORS' REPORT

The directors present to the members their report and the financial statements of the Corporation for the year ended 31 December 2012

PRINCIPAL ACTIVITIES AND REVIEW OF THE BUSINESS

The Corporation is engaged in providing pension trustee services

There have not been any significant changes to the principal activities during the year. The directors are not aware at the date of the report of any likely changes in the company's activities in the next year.

Turnover has increased by 0.1% (2011: 7.6% increase) and profit before tax decreased by 2.2% (2011: 10.9% increase).

PRINCIPAL RISKS AND UNCERTAINTIES

In its role as independent trustee, the company contributes to the deliberations and responsibilities of pensions trustee boards. There is a risk that if this were contributed negligently, then claims could arise.

The directors ensure that proper professional training is in place for all staff, there is appropriate consultation between our employees and where necessary external legal, actuarial and financial advice is taken.

RESULTS

The Corporation's profit after taxation for the year was £2,347,463 (2011: £2,142,152), which is equal to the final dividend proposed by the directors and approved by the shareholder on 20 December 2012.

There are no accumulated reserves carried forward.

PAYMENT OF SUPPLIERS

The company is committed to seeking best terms possible for all types of business and hence there is no single policy as to the terms used. During the year the company had no trade creditors. Special arrangements exist for suppliers of certain legal services, where the company charges these costs to its clients.

FINANCIAL INSTRUMENTS

The company does not actively use financial instruments as part of its financial risk management. It is exposed to the usual credit risk and cash flow risk associated with selling on credit and manages this through credit control procedures. The nature of its financial instruments means that they are not subject to price risk or liquidity risk.

THE LAW DEBENTURE PENSION TRUST CORPORATION p.l.c.

DIRECTORS

The directors of the Corporation during the financial year to the year end were as follows

M H Ashworth	C P Morgan
S J Balmont	J Nestor (Appointed 20 September 2012)
C J Banszky	E S Thomas
J R Bloxsome	S J Timbrell
M A Chatterton	
D M Felder	
P J Gillett	
D T Hay	
R J Jagelman	
H James	
D P Kidd	
S Lavelle (Appointed 15 May 2012)	
A P Macwhinnie	
R W Main	

During the year, the Corporation maintained liability insurance for the benefit of directors and other officers

DIRECTORS' INTERESTS

No director has a beneficial interest in the share capital of the Corporation

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

Each of the directors has confirmed that so far as they are aware, there is no relevant audit information of which the Corporation's auditors are unaware, and that they have taken all the steps they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Corporation's auditors are aware of that information

AUDITORS

The auditors, BDO LLP, have expressed their willingness to continue in office and a resolution to reappoint them will be proposed at the annual general meeting in accordance with section 485 of the Companies Act 2006

By order of the Board



 
Law Debenture Corporate Services Limited
Secretary
21 March 2013

THE LAW DEBENTURE PENSION TRUST CORPORATION p.l.c.

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 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 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 LAW DEBENTURE PENSION TRUST CORPORATION p.l.c.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE LAW DEBENTURE PENSION TRUST CORPORATION p.l.c.

We have audited the financial statements of The Law Debenture Pension Trust Corporation p l c for the year ended 31 December 2012 which comprise the profit and loss account, the balance sheet and the related notes. 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 AUDITORS

As explained more fully in the statement of directors' responsibilities, 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 (APB's) Ethical Standards for Auditors.

SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS

A description of the scope of an audit of financial statements is provided on the APB's website at www.frc.org.uk/apb/scope/private.cfm.

OPINION ON FINANCIAL STATEMENTS

In our opinion the financial statements

- give a true and fair view of the state of the Corporation's affairs as at 31 December 2012 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

THE LAW DEBENTURE PENSION TRUST CORPORATION p.l.c.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE LAW DEBENTURE PENSION TRUST CORPORATION p.l.c. (CONTINUED).

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

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

BDO LLP

Neil Fung-On (senior statutory auditor)
For and on behalf of BDO LLP, statutory auditor
London
United Kingdom
21 March 2013

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127)

THE LAW DEBENTURE PENSION TRUST CORPORATION p.l.c.

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER**

	Notes	2012 £	2011 £
TURNOVER	2	7,004,546	6,959,287
Cost of sales		(67,797)	(78,600)
GROSS PROFIT		6,936,749	6,880,687
ADMINISTRATIVE EXPENSES	3 & 4	(4,602,567)	(4,501,246)
PROFIT ON ORDINARY ACTIVITIES BEFORE INTEREST		2,334,182	2,379,441
Dividend from subsidiary undertaking		3,926	4,192
Bank interest receivable		11,498	19,611
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		2,349,606	2,403,244
Taxation	5	(2,143)	(261,092)
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION	11	2,347,463	2,142,152

There are no recognised gains or losses other than the result for the year

Income and profit on ordinary activities before taxation relate exclusively to continuing operations

The annexed notes form part of these financial statements

THE LAW DEBENTURE PENSION TRUST CORPORATION p.l.c.

BALANCE SHEET - 31 DECEMBER

	Notes	2012 £	2011 £
FIXED ASSETS			
Investments	7	<u>250,231</u>	<u>250,231</u>
CURRENT ASSETS			
Debtors	8	4,309,599	5,113,808
Short term cash deposits & cash at bank and in hand		<u>3,022,341</u>	<u>2,357,833</u>
		7,331,940	7,471,641
CREDITORS			
Amounts falling due within one year	9	<u>(2,582,171)</u>	<u>(2,721,872)</u>
NET CURRENT ASSETS		4,749,769	4,749,769
NET ASSETS		<u>5,000,000</u>	<u>5,000,000</u>
CAPITAL AND RESERVES			
Called up share capital	10	5,000,000	5,000,000
Profit & Loss Account	11	-	-
SHAREHOLDERS' FUNDS (all equity interests)	12	<u>5,000,000</u>	<u>5,000,000</u>

Approved and authorised for issue by the Board on 21 March 2013

And signed on its behalf by

C J Banzky *C Jaroslaw J Banzky*

Directors

S Lavelle *S Lavelle*

The annexed notes form part of these financial statements

THE LAW DEBENTURE PENSION TRUST CORPORATION p.l.c.

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2012

1. STATEMENT OF ACCOUNTING POLICIES

- (i) **Convention:** The financial statements have been prepared in accordance with the historical cost convention and in accordance with applicable accounting standards
- (ii) **Basis of consolidation:** The Corporation is exempt from the obligation to prepare and deliver group financial statements, as it is a wholly owned subsidiary of The Law Debenture Corporation p l c a company registered in England & Wales which prepares group financial statements. The information presented within these financial statements is for the individual entity and not for the group
- (iii) **Recognition of income and expenses:** Bank deposit interest receivable, administrative expenses and interest payable are all accounted for on an accruals basis. Revenue comprises the fair value of the sales of services net of value added tax. Sales of services are recognised in the accounting period in which the services are rendered, provided that the outcome of the transaction can be estimated reliably. Where the outcome of a transaction can be estimated reliably, sales are assessed on the basis of the actual services provided as a proportion of the total services to be provided. Where expenses are recoverable from third parties, the recoveries and expenses are included as income and expenditure
- (iv) **Deferred income:** Trustee fees received in respect of periods subsequent to the balance sheet date are carried forward as deferred income
- (v) **Cash flow statement:** The Corporation is a wholly owned subsidiary of The Law Debenture Corporation p l c (a company incorporated in England and Wales) and is included in the consolidated financial statements of that company whose financial statements are publicly available. Consequently, the Corporation has taken advantage of the exceptions from preparing a cash flow statement under the terms of FRS1
- (vi) **Deferred taxation:** Deferred taxation is provided for using the full provision method following the adoption of Financial Reporting Standard No 19. Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date. Deferred tax balances are not discounted
- (vii) **Dividend distribution:** Dividend distribution to the Corporation's shareholders is recognised as a liability in the financial statements in the period in which the dividends are approved by the shareholders
- (viii) **Investments:** Investments are held at cost. Provision is made where there has been a permanent impairment in value

2. TURNOVER

Turnover represents fees for services provided entirely within the United Kingdom

THE LAW DEBENTURE PENSION TRUST CORPORATION p.l.c.

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2012

3. MANAGEMENT FEE AND ADMINISTRATIVE EXPENSES

The administration of the Corporation is undertaken by the immediate holding company (L D C Trust Management Limited) for which it has been charged a management fee of £4,600,000 (2011 £4,500,000) Audit fees paid during the year amounted to £7,000 (2011 £7,000)

Non-audit fees paid to the auditors during the year amounted to £0 (2011 0)

4. EMPLOYEE INFORMATION AND DIRECTORS' EMOLUMENTS

There were no employees during the year (2011 Nil)

The directors received no emoluments in respect of their services to the Corporation during the year (2011 £Nil), but they were remunerated for their services to the group as a whole by L D C Trust Management Limited, which acts as the employing company for the group

5. (a) ANALYSIS OF TAXATION CHARGE	2012	2011
	£	£
Current tax		
UK Corporation tax	2,143	261,092
	<hr/>	<hr/>
Total tax (Note (b))	2,143	261,092

(b) FACTORS AFFECTING THE TAX CHARGE FOR THE YEAR

The tax assessed for the year is lower than the standard rate of corporation tax in the UK The difference is explained below

	2012	2011
	£	£
Profit on ordinary activities before tax	2,349,606	2,403,244
	<hr/>	<hr/>
Profit on ordinary activities multiplied by the standard rate of UK Corporation tax at 24.5% (2011 26.5%)	575,653	636,860
Effects of		
Group relief	(572,067)	(374,589)
Small companies relief	(1,443)	(1,179)
	<hr/>	<hr/>
Tax charge for year (Note (a))	2,143	261,092

THE LAW DEBENTURE PENSION TRUST CORPORATION p.l.c.

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2012

(c) FACTORS THAT MAY AFFECT FUTURE TAX CHARGES

The company expects that it will continue to receive group relief. On this basis the tax charge will remain below the 24.5% standard rate of UK corporation tax.

6. DIVIDEND	2012	2011
	£	£
Dividend per ordinary share comprises the following		
Approved final dividend of 46.949p per share		
(2011: 42.853p per share)	2,347,463	2,142,152

7. INVESTMENTS	2012	2011
	£	£
(a) Subsidiary companies		
As at 1 January and 31 December	250,205	250,205

The investments comprise £250,000 in Syngenta Pensions Trustee Ltd, £100 in Henderson Administration Trustees Limited, £3 in Charter Pensions Trustee Limited, £1 in Law Debenture Trust for Charities, €1 in The Law Debenture Corporation (Deutschland) Limited and £100 in ICI Retirement Plan Trustee Limited. The directors believe these investments are worth at least the current carrying value in the financial statements.

These holdings constitute 100% of the nominal share capital of each company. Each company is a subsidiary and is incorporated in England and Wales and their principal activities are to act as pension trustee companies.

	2012	2011
	£	£
(b) Other		
As at 1 January	26	26
As at 31 December	26	26

The investment comprises 26% in Exel Trustees Limited which is a pension trustee company.

	2012	2011
	£	£
(c) Total investments		
As at 1 January	250,231	250,231
As at 31 December	250,231	250,231

THE LAW DEBENTURE PENSION TRUST CORPORATION p.l.c.

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2012

8. DEBTORS	2012	2011
	£	£
Amounts due from group undertakings	2,127,448	3,040,359
Other debtors	474,069	458,947
Trustee expenses recoverable	13,169	15,327
Prepayments and accrued income	1,694,913	1,599,175
	<u>4,309,599</u>	<u>5,113,808</u>
9. CREDITORS	2012	2011
	£	£
Amounts due to group undertakings	2,488,607	2,392,152
Corporation tax	-	211,092
Trustee expenses payable	610	-
Other creditors	36,375	53,177
Deferred income	56,579	65,451
	<u>2,582,171</u>	<u>2,721,872</u>
10. SHARE CAPITAL	2012	2011
	£	£
Allotted and fully paid share capital 5,000,000 ordinary shares of £1		
	<u>5,000,000</u>	<u>5,000,000</u>
11. PROFIT AND LOSS ACCOUNT	2012	2011
	£	£
At 1 January	-	-
Profit on ordinary activities after taxation	2,347,463	2,142,152
Dividend (note 6)	(2,347,463)	(2,142,152)
Balance at 31 December	<u>-</u>	<u>-</u>

THE LAW DEBENTURE PENSION TRUST CORPORATION p.l.c.

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2012

12. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS	2012 £	2011 £
Profit for the year available for distribution	2,347,463	2,142,152
Approved dividend	(2,347,463)	(2,142,152)
Net movement in shareholders' funds	-	-
Shareholders' funds at 1 January	5,000,000	5,000,000
Shareholders' funds at 31 December	<u>5,000,000</u>	<u>5,000,000</u>

13. ULTIMATE CONTROLLING PARTY

All the issued share capital of the Corporation is owned by L D C Trust Management Limited, a company registered in England and Wales, other than one share which is held by Law Debenture Corporate Services Limited as a nominee. The ultimate controlling party is The Law Debenture Corporation p l c a company registered in England and Wales. Copies of the group financial statements of The Law Debenture Corporation p l c can be obtained from The Secretary, The Law Debenture Corporation p l c , Fifth Floor, 100 Wood Street, London EC2V 7EX.

14. RELATED PARTY TRANSACTIONS

As a wholly owned subsidiary of The Law Debenture Corporation p l c the Corporation has taken advantage of the exemption contained within Financial Reporting Standard No 8 (Related Party Transactions) not to disclose related party transactions with other members of the group.