

**Cotswoldgate Malmesbury Limited**  
**Directors' report and financial**  
**statements**

Registered number 05041024

30 April 2006

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## Contents

Directors' report	1
Statement of directors' responsibilities in respect of the Directors' Report and the financial statements	2
Independent auditors' report to the members of Cotswoldgate Malmesbury Limited	3
Profit and loss account	5
Balance sheet	6
Reconciliation of movement in shareholders' funds	7
Notes	8

## Directors' report

The directors present their annual report and the audited financial statements for the year ended 30 April 2006.

### Principal activities and business review

The company's principal activity is construction and sale of residential housing.

The results for the period are set out on page 5. The results are in line with management expectations.

### Proposed dividend

The directors do not recommend the payment of a dividend.

### Directors and directors' interests

The directors who held office during the period were as follows:

JS Taylor  
MJ Taylor  
SJ Rodden  
R Perrill  
D O'Connor  
S Faulkner (resigned 22 February 2006)

None of the directors who held office during the period had any interest in the ordinary shares of the company.

The interests of directors in the share capital of the immediate parent company, Cotswoldgate Limited, are disclosed in the directors' report of that company.

### Political and charitable contributions

The company made no political or charitable contributions during the year.

### Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware; and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

### Auditors

In accordance with Section 384 of the Companies Act 1985, a resolution for the re-appointment of KPMG LLP as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

By order of the board



SJ Rodden  
Company Secretary

Priory House  
Priory Street  
Usk

31 January 2007

## **Statement of directors' responsibilities in respect of the Directors' Report and the financial statements**

*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 UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

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 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 proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that its financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



**KPMG LLP**

Marlborough House  
Fitzalan Road  
Cardiff  
CF24 0TE  
United Kingdom

**Independent auditors' report to the members of Cotswoldgate Malmesbury Limited**

We have audited the financial statements of Cotswoldgate Malmesbury Limited for the year ended 30 April 2006 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

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

The directors' responsibilities for preparing the Directors' Report and the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities on page 2.

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 judgments 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.

**Independent auditors' report to the members of Cotswoldgate Malmesbury Limited** *(continued)*

**Opinion**

In our opinion:

- the financial statements give a true and fair view, in accordance with UK Generally Accepted Accounting Practice, of the state of the company's affairs as at 30 April 2006 and of its loss 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.

*W P & W P*

*Chartered Accountants  
Registered Auditor*

*19 February 2007*

**Profit and loss account**  
*for the year ended 30 April 2006*

	Note	Year ended 30 April 2006 £000	15 months ended 30 April 2005 £000
<b>Turnover</b>	1-2	1,885	-
Cost of sales	3	(2,171)	-
		<hr/>	<hr/>
Gross loss		(286)	-
Administrative expenses		(5)	(224)
		<hr/>	<hr/>
<b>Loss on ordinary activities before taxation</b>	3-5	(291)	(224)
Tax on loss on ordinary activities	6	87	67
		<hr/>	<hr/>
<b>Loss on ordinary activities after taxation, being loss for the financial period</b>	11	(204)	(157)
		<hr/>	<hr/>

The results shown above relate wholly to continuing operations.

No other gains and losses have been recognised in these financial statements other than the results for the financial periods shown above. Accordingly, a separate statement of total recognised gains and losses has not been presented.

There is no material difference between the result as disclosed in the profit and loss account and the result on an unmodified historical cost basis.

## Balance sheet

at 30 April 2006

	Note	2006 £000	2005 £000
<b>Current assets</b>			
Stocks – work in progress	7	158	1,499
Debtors	8	155	251
Cash at bank and in hand		-	-
		<u>313</u>	<u>1,750</u>
<b>Creditors: amounts falling due within one year</b>	9	<u>(674)</u>	<u>(1,907)</u>
<b>Net liabilities</b>		<u>(361)</u>	<u>(157)</u>
<b>Capital and reserves</b>			
Called up share capital	10	-	-
Profit and loss account		<u>(361)</u>	<u>(157)</u>
<b>Deficit on shareholders' funds</b>		<u>(361)</u>	<u>(157)</u>

These financial statements were approved by the board of directors on 31 January 2007 and were signed on its behalf by:

  
**RG Perrill**  
 Director



**Reconciliation of movement in shareholders' funds**  
*for the year ended 30 April 2006*

	Year ended 30 April 2006 £000	15 months ended 30 April 2005 £000
Loss for the financial period	(204)	(157)
Net reduction in shareholders' funds	(204)	(157)
Opening deficit on shareholders' funds	(157)	-
Closing deficit on shareholders' funds	(361)	(157)

## Notes

*(forming part of the financial statements)*

### 1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

#### ***Basis of preparation***

The financial statements have been prepared in accordance with applicable accounting standards and the Companies Act 1985 and under the historical cost accounting rules.

Under Financial Reporting Standard 1 (revised 1996) the company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the company in its own published consolidated financial statements.

The company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities where more than 90% of the voting rights are held within the group.

The financial statements have been prepared on the going concern basis which the directors believe to be appropriate for the following reasons. The company is dependent for its working capital on funds provided to it by Cotswoldgate Limited, a company under common ownership.

Cotswoldgate Limited has provided the company with an undertaking that for at least 12 months from the date of approval of these financial statements, it intends to make available such funds as are needed by the company should they arise. This should enable the company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment. Based on this undertaking the directors believe that it is appropriate to prepare the financial statements on a going concern basis. The financial statements do not include any adjustments that would result from the basis of preparation being inappropriate.

#### ***Turnover***

Turnover comprises the sales value of residential properties sold in the period, net of incentives offered on sale. Turnover is recognised when legal completion of each property sale takes place.

#### ***Work in progress***

Work in progress is stated at the lower of cost and net realisable value, and comprises land, site development and construction costs and finance costs.

#### ***Interest***

Finance costs that are directly attributable to the development of residential housing are capitalised within work in progress and expensed within cost of sales on the sale of each property included in the residential development. Other finance costs are expensed as incurred.

## Notes (continued)

### 1 Accounting policies (continued)

#### Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by Financial Reporting Standard 19. Deferred tax assets are recognised to the extent that they are regarded as recoverable. They are regarded as recoverable to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

### 2 Segmental information

Turnover is derived solely from the sale of residential property within the UK.

### 3 Cost of sales

	Year ended 30 April 2006 £000	15 months ended 30 April 2005 £000
Land, site development and construction costs	1,816	-
Finance costs	355	-
	<u>2,171</u>	<u>-</u>

### 4 Loss on ordinary activities before taxation

	Year ended 30 April 2006 £000	15 months ended 30 April 2005 £000
<i>Loss on ordinary activities before taxation is stated after charging</i>		
Auditors' remuneration:		
Audit	-	-
	<u>-</u>	<u>-</u>

Auditors' remuneration has been paid by the immediate parent company, Cotswoldgate Limited.

## Notes (continued)

### 5 Directors and employees

The directors did not receive any emoluments from the company during either period.

The company does not have any employees.

### 6 Taxation

	Year ended 30 April 2006 £000	15 months ended 30 April 2005 £000
<b>UK corporation tax</b>		
Group relief	-	-
Total current tax	-	-
<b>Deferred tax</b>		
Origination and reversal of timing differences	87	67
Tax credit on loss on ordinary activities	87	67

#### Factors affecting the tax credit for the period

The current tax credit for the period is lower (2005: lower) than the standard rate of corporation tax in the UK of 30% (2005: 30%). The differences are explained below.

	Year ended 30 April 2006 £000	15 months ended 30 April 2005 £000
<b>Current tax reconciliation</b>		
Loss on ordinary activities before tax	(291)	(224)
Current tax at 30%	(87)	(67)
<b>Effects of:</b>		
Trading losses on which deferred tax has been recognised	87	67
Total current tax credit (see above)	-	-

The following deferred tax asset has been recognised in the financial statements:

	2006 £000	2005 £000
Trading losses available for relief in future periods	154	67

The deferred tax asset has been recognised as future taxable profits are forecast, against which the losses can be offset. This will have a consequent effect on the future tax charge.

## Notes (continued)

### 7 Stocks - work in progress

	2006 £000	2005 £000
Land, site development and construction costs	163	1,339
Finance costs	(5)	160
	<u>158</u>	<u>1,499</u>

Directly attributable finance costs in the period totalled £190,000 (2005: £160,000), of which £355,000 (2005: £Nil) was expensed to the profit and loss account in proportion to the value of residential units sold (see note 3).

### 8 Debtors

	2006 £000	2005 £000
Other taxes	1	19
Amounts owed by group undertakings	-	165
Deferred tax asset (note 6)	154	67
	<u>155</u>	<u>251</u>

### 9 Creditors: amounts falling due within one year

	2006 £000	2005 £000
Bank overdraft	16	3
Operating loans	183	1,542
Trade creditors	63	173
Amounts owed to group undertakings	396	186
Other creditors	16	3
	<u>674</u>	<u>1,907</u>

The operating loans are secured against the company's work in progress, and are repayable in stages as each development is completed and sold, at which point the security is discharged.

## Notes (continued)

### 10 Called up share capital

	2006 £	2005 £
<i>Authorised</i>		
Equity: 1,000 Ordinary shares of £1 each	1,000	1,000
	<hr/>	<hr/>
<i>Allotted, called up and fully paid</i>		
Equity: 1 Ordinary share of £1	1	1
	<hr/>	<hr/>

### 11 Profit and loss account

	2006 £000	2005 £000
Loss for the financial period		(157)
Retained losses brought forward	(157)	-
	<hr/>	<hr/>
Retained losses carried forward	(361)	(157)
	<hr/>	<hr/>

### 12 Related party disclosures

Aurelian Property Finance Limited is a related party by virtue of the companies being under common ownership. The year end balance owing to Aurelian Property Finance Limited in respect of operating loans was £183,000 (2005: £1,542,000) (note 9). During the period, interest of £162,000 (2005: £141,000) and loan fees of £28,000 (2005: £19,000) accrued to Aurelian Property Finance Limited.

### 13 Ultimate parent company and parent undertaking of larger group of which the company is a member

At the balance sheet date, the company was a wholly owned subsidiary undertaking of Cotswoldgate Limited, a company incorporated and registered in England and Wales.

Cotswoldgate Limited is the smallest and largest group for which consolidated financial statements are prepared. The consolidated financial statements of Cotswoldgate Limited are available to the public and may be obtained from Priory House, Priory Street, Usk, NP15 1BJ.

Cotswoldgate Limited is controlled by its directors.