

Company Registration No. 05066192

Soren Limited

Report and Financial Statements for the year ended

31 December 2012



Soren Limited

Report and Financial Statements for the year ended 31 December 2012

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Soren Limited

Directors' Report for the year ended 31 December 2012

The Directors present their Report and the audited financial statements of Soren Limited ('the Company') for the year ended 31 December 2012. The comparative period was the nine-month period ended 31 December 2011 ('prior period').

Principal activities and future developments

The company has not traded during the year.

On 31 December 2012, as part of an internal reorganisation by the ultimate parent company, it was decided to convert the outstanding loan balance to a non-interest bearing intercompany loan. It is envisaged that the Company will be classed as non-trading from now on.

Principal risks and uncertainties and financial risk management

From the perspective of the Company, the principal risks and uncertainties are integrated with the principal risks of Centrica plc ('the Group'). Accordingly, the principal risks and uncertainties of the Group, which include those of the Company, are discussed on pages 44-50 of the 2012 Annual Report and Accounts of the Group, which does not form part of this Report (note 12).

Key performance indicators ('KPIs')

The Directors of the Company use a number of KPIs to monitor progress against the Group's strategy. The development and performance of the Group, which includes the Company, are discussed on pages 18 and 19 of the 2012 Annual Report and Accounts of the Group, which does not form part of this Report (note 12).

Given the straightforward nature of the business, the Company's Directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business.

Results and dividends

The results of the Company are set out on page 6.

The loss on ordinary activities after taxation for the year ended 31 December 2012 was £4,000 (prior period loss of £38,000).

No dividends were paid during the year and the Directors do not recommend the payment of a final dividend (prior period £nil).

Financial position

The financial position of the Company is presented in the Balance Sheet on page 7. The total shareholders' deficit at 31 December 2012 was £508,000 (31 December 2011 deficit of £504,000).

Going concern

The Directors believe that preparing the financial statements on the going concern basis is appropriate due to the continued financial support of the ultimate parent undertaking, Centrica plc. The Directors have received confirmation that Centrica plc intends to support the Company for at least one year after these financial statements are signed.

Directors

The following served as Directors during the year and up to the date of signing of this report:

Gab Barbaro	(appointed 18 January 2012)
Kenneth Michael Anidjar Main	(appointed 9 February 2012)
Anne Elizabeth Bassis	(resigned 18 January 2012)
Nevin John Truesdale	(resigned 9 February 2012)
Gearoid Martin Lane	(resigned 30 October 2012)

Directors' and officers' liability

Directors' and officers' liability insurance has been purchased by the ultimate parent undertaking, Centrica plc. The insurance does not provide cover in the event that the Director is proved to have acted fraudulently.

Soren Limited

Directors' Report for the year ended 31 December 2012 (continued)

Creditor payment policy

It is the Company's policy to pay all of its creditors in accordance with the policies set out below

- agree the terms of payment in advance with the supplier,
- ensure that suppliers are aware of the terms of payment, and
- pay in accordance with contractual and other legal obligations

At 31 December 2012, the Company had no trade creditors (31 December 2011 £nil)

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 year. 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.

Disclosure of information to auditors

Each of the Directors who held office at the date of approval of this Directors' report confirm that so far as they are aware, there is no relevant audit information of which the Company's auditors are unaware and they have taken all the steps that they ought to have taken as Directors to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

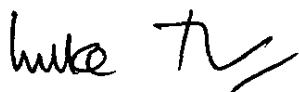
Soren Limited

Directors' Report for the year ended 31 December 2012 (continued)

Independent auditors

Pursuant to section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and PricewaterhouseCoopers LLP will therefore continue in office

This report was approved by the Board on 20 June 2013



For and on behalf of Centrica Secretaries Limited
Company Secretary

Company registered in England and Wales Registration No 05066192

Registered office
Millstream
Maidenhead Road
Windsor
Berkshire
United Kingdom
SL4 5GD

Soren Limited

Independent Auditors' Report to the members of Soren Limited

We have audited the financial statements of Soren Limited 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).

Respective responsibilities of Directors and auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page 2, 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.

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 Directors' Report to identify material inconsistencies with the audited financial statements. 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 2012 and of its loss 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.

Soren Limited

Independent Auditors' Report to the members of Soren Limited (continued)

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

Adam Beasant (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
9 Greyfriars Road
Reading
Berkshire
RG1 1JG

20 June 2013

Soren Limited

Profit and Loss Account for the year ended 31 December 2012

	Note	Year ended 31 December 2012 £000	Period ended 31 December 2011 £000
Administrative expenses		<u>(4)</u>	<u>(38)</u>
Operating loss	2	(4)	(38)
Loss on ordinary activities before taxation		(4)	(38)
Tax on loss on ordinary activities	4	<u>-</u>	<u>-</u>
Loss for the financial year / period	8	<u><u>(4)</u></u>	<u><u>(38)</u></u>

There are no material differences between the loss on ordinary activities before taxation for the financial year / period stated above and their historical cost equivalents

There have been no recognised gains or losses other than those shown in the Profit and Loss Account, and accordingly no separate Statement of Total Recognised Gains and Losses has been presented

All amounts relate to discontinued operations

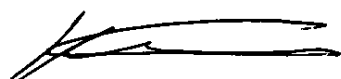
The notes on pages 8 to 11 form part of these financial statements

Soren Limited

Balance Sheet as at 31 December 2012

	Note	2012 £000	2011 £000
Current assets			
Cash at bank and in hand		<u>-</u>	<u>50</u>
		-	50
Creditors Amounts falling due within one year	5	<u>(508)</u>	<u>(554)</u>
Net current liabilities		<u>(508)</u>	<u>(504)</u>
Total assets less current liabilities		<u>(508)</u>	<u>(504)</u>
Net liabilities		<u>(508)</u>	<u>(504)</u>
Capital and reserves			
Called up share capital	7	1	1
Profit and Loss Account	8	<u>(509)</u>	<u>(505)</u>
Total shareholders' deficit	9	<u>(508)</u>	<u>(504)</u>

The financial statements on pages 6 to 11 were approved and authorised for issue by the Board of Directors on 20 June 2013 and were signed on its behalf by



Kenneth Main
Director

Company Registration No 05066192

The notes on pages 8 to 11 form part of these financial statements

Soren Limited

Notes to the Financial Statements for the year ended 31 December 2012

1. Principal accounting policies

Basis of preparation

These financial statements have been prepared on the going concern basis, under the historical cost convention and in accordance with United Kingdom Accounting Standards and the Companies Act 2006. The principal accounting policies are set out below. The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently (except as otherwise stated).

The current period is the year ended 31 December 2012. The prior period, being the comparative period, is the nine-month period ended 31 December 2011.

The Company is a wholly-owned subsidiary undertaking of P H Jones Group Limited, which is a wholly-owned subsidiary undertaking whose ultimate parent undertaking is Centrica plc. The Company has taken advantage of the exemptions within FRS 1 'Cash flow statements' (revised 1996) from presenting a cash flow statement and within FRS 8 'Related party disclosures' from disclosing transactions with other wholly-owned Group undertakings.

The Directors believe that preparing the financial statements on the going concern basis is appropriate due to the continued financial support of the ultimate parent undertaking, Centrica plc. The Directors have received confirmation that Centrica plc intends to support the Company for at least one year after these financial statements are signed.

Taxation

Current tax, including UK Corporation Tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantially enacted by the Balance Sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the Balance Sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the Balance Sheet date. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements. Deferred tax assets are recognised only to the extent that the Directors consider the asset can be recovered with reasonable certainty.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantially enacted by the Balance Sheet date. Deferred tax is measured on a non-discounted basis.

2. Operating loss

Auditors' remuneration totalling £7,000 (prior period: £nil) relates to fees for the audit of the UK GAAP financial statements of Soren Limited. The auditors' remuneration is borne by Centrica plc.

3. Staff costs

The emoluments of the Directors are not paid to them in their capacity as Directors of the Company and are payable for services wholly attributable to other Group subsidiary undertakings. Accordingly, no details in respect of their emoluments have been included in these financial statements.

The Company had no employees during the year (prior period: nil).

Soren Limited

Notes to the Financial Statements for the year ended 31 December 2012 (continued)

4. Tax on loss on ordinary activities

The tax charge comprises

	Year ended 31 December 2012 £000	Period ended 31 December 2011 £000
Current tax		
UK Corporation Tax	-	-
Adjustments in respect of prior years	-	-
Total current tax	-	-
Deferred tax		
Origination and reversal of timing differences	-	-
Total deferred tax	-	-
Total tax on loss on ordinary activities	-	-

Factors affecting tax charge for the year / period:

The differences between the total current tax shown above and the amount calculated by applying the standard rate of UK Corporation Tax to the loss before tax are as follows

	Year ended 31 December 2012 £000	Period ended 31 December 2011 £000
Loss on ordinary activities before tax	(4)	(38)
Loss on ordinary activities at standard UK corporation tax rate of 24.5% (prior period 26%)	(1)	(10)
Effects of		
Fixed asset timing differences	-	1
Group relief for nil consideration	-	-
Tax losses carried forward	1	9
Current tax charge for the year / period	-	-

The main rate of Corporation Tax was reduced from 26% to 24% from 1 April 2012 and to 23% from 1 April 2013, enacted under the Finance Act 2012. Further reductions to the main rate were proposed in the Autumn Statement 2012 and the Budget Statement 2013 to respectively reduce the rate to 21% from 1 April 2014 and to 20% by 1 April 2015. Beyond a reduction to 23% from 1 April 2013, the changes had not been substantively enacted at the Balance Sheet date and, therefore, are not included in these financial statements. The impact of the proposed changes to the financial statements is not expected to be material.

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Notes to the Financial Statements for the year ended 31 December 2012 (continued)

5. Creditors: Amounts falling due within one year

	2012	2011
	£000	£000
Amounts owed to Group undertakings	<u>508</u>	<u>554</u>

Amounts owed to Group undertakings are unsecured, interest-free and repayable on demand

6. Deferred taxation

	Year ended 31 December 2012 £000	Period ended 31 December 2011 £000
At beginning and end of year / period	<u>-</u>	<u>-</u>
The following deferred tax balances at 23% (2011: 25%) have not been recognised		
	2012 £000	2011 £000
Accelerated capital allowances	3	3
Other timing differences	<u>42</u>	<u>45</u>
	<u>45</u>	<u>48</u>

No deferred tax has been recognised in the financial statements, as it cannot be assessed with certainty when it would be recovered

7. Called up share capital

	2012 £	2011 £
Allotted, issued and fully paid 1,000 ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>

8. Profit and Loss Account

	£000
At 1 January 2012	(505)
Loss for the financial year	<u>(4)</u>
At 31 December 2012	<u>(509)</u>

Soren Limited

Notes to the Financial Statements for the year ended 31 December 2012 (continued)

9. Reconciliation of movements in total shareholders' deficit

	Year ended 31 December 2012 £000	Period ended 31 December 2011 £000
At 1 January / 1 April	(504)	(466)
Loss for the financial year / period	<u>(4)</u>	<u>(38)</u>
At 31 December	<u><u>(508)</u></u>	<u><u>(504)</u></u>

10. Contingent liabilities

The Company has entered into a guarantee and debenture in favour of Lloyds TSB Bank plc and a cross-guarantee with certain P H Jones group undertakings in respect of amounts owed to their bankers. The Company's joint maximum liability in respect of this at 31 December 2012 was £6,500,000 (31 December 2011 £6,500,000).

11. Going concern

The Directors believe that preparing the financial statements on the going concern basis is appropriate due to the continued financial support of the ultimate parent undertaking, Centrica plc. The Directors have received confirmation that Centrica plc intends to support the Company for at least one year after these financial statements are signed.

12. Ultimate parent undertaking

The Company's immediate parent undertaking is P H Jones Group Limited, a company registered in England and Wales.

The Company's ultimate parent undertaking and controlling party is Centrica plc, a company registered in England and Wales, which is the only company to include these financial statements in its consolidated financial statements. Copies of the Centrica plc consolidated financial statements may be obtained from www.centrica.com.