COMPANY REGISTRATION NUMBER 05769391

LODGE PARK COMMERCIAL DEVELOPMENTS LIMITED FINANCIAL STATEMENTS 31 DECEMBER 2011

*A1IF8EC

28/09/2012 COMPANIES HOUSE

#

FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2011

CONTENTS	PAGE
Officers and professional advisors	1
The directors' report	2
Independent auditor's report to the shareholders	4
Profit and loss account	6
Balance sheet	7
Cash flow statement	9
Notes to the financial statements	10

OFFICERS AND PROFESSIONAL ADVISORS

The board of directors

Mr J B Barrett

Mr S P Eastwood

Company secretary

Mr T F George

Registered office

24 Birch Street Wolverhampton

WV1 4HY

Auditor

Varney Barfield Audit Limited Chartered Certified Accountants

& Statutory Auditor 6 Corunna Court Corunna Road Warwick CV34 5HQ

Bankers

Barclays Bank PLC 41 High Street Thrapston Northants NN14 4LF

Business address

20 Kent Road

St Crispins Local Centre

Northampton NN5 4RD

THE DIRECTORS' REPORT

YEAR ENDED 31 DECEMBER 2011

The directors present their report and the financial statements of the company for the year ended 31 December 2011

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the company is the development of commercial units. The Directors are not aware, at the date of this report, of any major changes in the Company's activities in the foreseeable future. When unable to self units following construction, the company may lease units out until market conditions improve such that the developed units can be sold.

The Company's Directors monitor performance closely, the size of the entity does not warrant the use of key performance indicators

RESULTS AND DIVIDENDS

The loss for the year, after taxation, amounted to £83,242 The directors have not recommended a dividend

PRINCIPAL RISKS AND UNCERTAINTIES

The key business risks and uncertainties affecting the Company are considered to relate to the commercial market in general Economic conditions impact on the demand for new units but the Company will continue to develop sites in areas of growth

DIRECTORS

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

Mr J B Barrett Mr S P Eastwood

POLICY ON THE PAYMENT OF CREDITORS

It is the policy of the Company to make payments on standard terms to suppliers unless otherwise agreed. The company seeks to pay suppliers on a 30 day policy

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 those 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,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

THE DIRECTORS' REPORT (continued)

YEAR ENDED 31 DECEMBER 2011

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.

In so far as the directors are aware

- · there is no relevant audit information of which the company's auditor is unaware, and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information

AUDITOR

Varney Barfield Audit Limited are deemed to be re-appointed under section 487(2) of the Companies Act 2006

Registered office 24 Birch Street Wolverhampton WV1 4HY Signed on behalf of the directors

Mr J B Barrett

Director

Approved by the directors on 26 September 2012

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF LODGE PARK COMMERCIAL DEVELOPMENTS LIMITED

YEAR ENDED 31 DECEMBER 2011

We have audited the financial statements of Lodge Park Commercial Developments Limited for the year ended 31 December 2011. 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 shareholders, 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 shareholders 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 shareholders 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 pages 2 to 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 (APB'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 annual 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 2011 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

EMPHASIS OF MATTER - GOING CONCERN

The directors acknowledge the poor financial position of the company. However, in the opinion of the directors, the company is a going concern for the foreseeable future. The directors acknowledge there does exist some uncertainty as to the timing and extent of future profits. The company remains dependent on the ongoing support from Carillion plc, the ultimate parent company of Maple Oak Limited.

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF LODGE PARK COMMERCIAL DEVELOPMENTS LIMITED (continued)

YEAR ENDED 31 DECEMBER 2011

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

VARNEY BARFIELD AUDIT LIMITED

MR J S DELANEY (Senior Statutory Auditor) For and on behalf of VARNEY BARFIELD AUDIT LIMITED Chartered Certified Accountants & Statutory Auditor

6 Corunna Court Corunna Road Warwick CV34 5HQ

26 September 2012

PROFIT AND LOSS ACCOUNT

YEAR ENDED 31 DECEMBER 2011

		2011	2010
	Note	£	£
Turnover	2	181,889	154,382
Cost of sales		(51,575)	29,704
Gross profit		130,314	184,086
Administrative expenses		(51,891)	(109,560)
Operating profit	3	78,423	74,526
Interest receivable and similar income		_	3,964
Interest payable and similar charges	5	(113,363)	(72,865)
(Loss)/profit on ordinary activities before taxation		(34,940)	5,625
Tax on (loss)/profit on ordinary activities	6	(48,302)	(1,573)
(Loss)/profit for the financial year		(83,242)	4,052
Balance brought forward		(1,171,922)	(1,175,974)
Balance carried forward		(1,255,164)	(1,171,922)

All of the activities of the company are classed as continuing

The company has no recognised gains or losses other than the results for the year as set out above

BALANCE SHEET

31 DECEMBER 2011

		201	1	2010)
	Note	£	£	£	£
Fixed assets					
Tangible assets	7		_		3,313
Current assets					
Stocks	8	2,810,000		2,810,000	
Debtors	9	216,691		259,998	
Cash at bank				482	
		3,026,691		3,070,480	
Creditors: Amounts falling due within					
one year	11	(4,281,755)		(4,245,615)	
Net current liabilities			(1,255,064)		(1,175,135)
Total assets less current liabilities			(1,255,064)		(1,171,822)
Capital and reserves			-		
Called-up equity share capital	13		100		100
Profit and loss account			(1,255,164)		(1,171,922)
Deficit	14		(1,255,064)		(1,171,822)

The Balance sheet continues on the following page
The notes on pages 10 to 18 form part of these financial statements

BALANCE SHEET (continued)

31 DECEMBER 2011

These financial statements were approved by the directors and authorised for issue on 26 September 2012, and are signed on their behalf by

MR J B BARRETT

Director

Company Registration Number 05769391

The notes on pages 10 to 18 form part of these financial statements

CASH FLOW STATEMENT

YEAR ENDED 31 DECEMBER 2011

		201	1	2010)
	Note	£	£	£	£
Net cash inflow from operating activities	15		133,532		129,504
Returns on investments and servicing of finance	15		(113,363)		(68,901)
Cash inflow before financing			20,169		60,603
Financing	15		(28,489)		(56,557)
(Decrease)/increase in cash	15		(8,320)		4,046

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2011

1. Accounting policies

Basis of accounting

The financial statements have been prepared under the historical cost convention

Turnover

Turnover is recognised at point of exchange and represents sale price of units and any additional costs for fitting out units

Turnover in respect of rental income is the total invoice value, excluding value added tax, of sales made during the year

The directors have adopted the True and Fair override for revenue recognition in respect of rents. As rents are in advance, the company would typically defer an element of income relating to after the year end. The directors feel that the company is legally entitled to the rent even if the tenant wishes to break the contract, and as such the True and Fair override has been adopted. Rents are invoiced quarterly in advance, so the accounting policy has the effect of advancing rental income by up to one quarter of the annual rental income. The accounting policy is consistent with prior years.

Fixed assets

All fixed assets are initially recorded at cost

Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows

Leasehold Property

- Straight line over the life of the lease

Fixtures & Fittings

- 25% straight line or 33 33% straight line

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items

Work in progress

Work in progress is valued at the lower of cost and net realisable value

Properties owned by the company being leased out on a long term basis are held in work in progress and not capitalised until they are no longer being actively marketed as developments for sale

Operating lease agreements

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2011

1. Accounting policies (continued)

Deferred taxation

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 have occurred at that date that will result in an obligation to pay more, or a 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, and 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

The turnover and loss before tax are attributable to the one principal activity of the company An analysis of turnover is given below

		2011 £	2010 £
	United Kingdom	181,889	154,382
3.	Operating profit		
	Operating profit is stated after charging		
		2011 £	2010 £
	Directors' remuneration	_	_
	Depreciation of owned fixed assets	3,313	7,247
	Operating lease costs		
	- Other	5,566	17,865
	Auditor's remuneration	6,000	5,000
		2011	2010
		£	£
	Auditor's remuneration - audit of the financial		
	statements	6,000	5,000

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2011

4. Particulars of employees

No salaries or wages have been paid to employees, including the directors, during the year

5. Interest payable and similar charges

	2011	2010
	£	£
Interest payable on bank borrowing	77,046	57,190
Interest on other loans	36,317	15,675
	113,363	72,865

Within interest payable is £36,317 (2010 £15,675) paid to Maple Oak Limited, the 50% shareholders of the company, on the intercompany loan outstanding at the year end. The remaining £77,046 (2010 £57,190) is bank interest.

6. Taxation on ordinary activities

Analysis of charge in the year

	2011		2010	
	£	£	£	£
Deferred tax				
Origination and reversal of timing diff	erences (note 10)			
Capital allowances	580		(2,029)	
Losses	47,722		3,602	
Total deferred tax (note 10)		48,302		1,573

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2011

7. Tangible fixed assets

		Leasehold Property £	Fixtures & Fittings £	Total £
	Cost			
	At 1 January 2011	15,588	26,821	42,409
	Disposals	(15,588)	(26,821)	(42,409)
	At 31 December 2011			
	Depreciation			
	At 1 January 2011	12,276	26,820	39,096
	Charge for the year	3,312	1	3,313
	On disposals	(15,588)	(26,821)	(42,409)
	At 31 December 2011		<u>-</u>	
	Net book value			
	At 31 December 2011	<u></u>	<u>-</u>	_=
	At 31 December 2010	3,312	1	3,313
8.	Stocks			
		2011 £		2010 £
	Work in progress	2,810,000		2,810,000

Per surveyors valuation dated 8th January 2010, by Lee A Newbould MRICS of Kings Sturge LLP, the market value of the site is £2,810,000

9. Debtors

	2011	2010
	£	£
Trade debtors	57,597	45,901
Other debtors	_	610
Prepayments and accrued income	7,151	13,242
Deferred taxation (note 10)	151,943	200,245
	216,691	259,998
		

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2011

10. Deferred taxation

The deferred tax included in the Balance she	et is as follows	
	2011	2010
	£	£
Included in debtors (note 9)	151,943	200,245
The movement in the deferred taxation according	unt during the year was	
	2011	2010
	£	£
Balance brought forward	200,245	201,818
Profit and loss account movement arising du	ring the	
year	(48,302)	(1,573)
Balance carried forward	151,943	200,245

The balance of the deferred taxation account consists of the tax effect of timing differences in respect of

	2011	2010
	£	£
Excess of depreciation over taxation allowances	9,052	9,632
Tax losses available	142,891	190,613
	151,943	200,245

Deferred tax is calculated at 24% (2010 28%)

In the opinion of the directors the company has recoverable tax losses of a value to the company of £142,891 (2010 £190,613) These tax losses will be recovered when the income from the sale of the units is achieved

11. Creditors: Amounts falling due within one year

	2011	2010
	£	£
Bank loans and overdrafts	1,817,293	1,837,944
Trade creditors	17,235	8,295
VAT	7,857	2,871
Other creditors	3,937	_
Amounts owed to group companies	2,359,734	2,359,734
Accruals and deferred income	75,699	36,771
	4,281,755	4,245,615

The bank loan is secured against the current development site at Kettering Venture Park and is repayable from sales proceeds of units developed at the site Further, Carillion Plc are guaranter of the bank loan, with the bank loan guarantee limited to £500,000

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2011

12. Related party transactions

During the year the company paid rent to Mr J B Barrett, a director of the company to the value of £5,566 (2010 £17,865) At the end of the year, the company owed £0 (2010 £0) to Mr J B Barrett

At the year end the company owed Maple Oak Limited, a shareholder of the company £1,278,803 (2010 £1,278,803) Maple Oak Limited charged interest on this money to the value of £36,317 (2010 £15,675) Interest due on this loan is included in accruals of £64,231 (2010 £27,914)

The company owed Carillion Construction Limited £1,080,931 (2010 £1,080,931), a subsidiary of Carillion Plc Carillion Plc is the ultimate parent company of Maple Oak Limited

During the year the company made purchases from Carillion Construction Limited, a subsidiary of Carillion Plc, to the value of £3,550 (2010 £0) At the end of the year, the company owed Carillion Construction Limited £4,260 (2010 £0), included in trade creditors

Carillion Highways Maintenance Limited and WSP UK Limited rent units owned by Lodge Park Commercial Developments Limited, the sales value was £84,386 (2010 £58,999) during the year At the year end, Carillion Highways Maintenance Limited and WSP UK Limited owed the company £26,494 (2010 £17,120) disclosed in trade debtors

At the year end the company owed £0 (2010 £0) to Lodge Park Limited, a company where Mr J B Barrett is a director and has common control Lodge Park Commercial Developments Limited purchased £0 (2010 £10,200) of services from Lodge Park Limited during the year

During the year the company paid £10,050 (2010 £1,400) to Mr B C May, for the provision of the finance function Mr B C May operated as key management personnel during the year

At the year end the company owed £3,937 (2010 £-610) to Brooklands Court (Kettering) Management Limited Lodge Park Commercial Developments Limited acted as agent to Brooklands Court (Kettering) Management Limited paying expenses of £8,890 (2010 £29,722) and collecting the income for the services provided to the value of £14,238 (2010 £15,372)

13. Share capital

Authorised share capital:

		2011		2010	
100 Ordinary shares of £1 each	£ 100			£ 100	
Allotted, called up and fully paid:					
	2011		2010		
	No	£	No	£	
100 Ordinary shares of £1 each	100	100	100	100	

2011

2010

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2011

14. Reconciliation of movements in shareholders' funds

	2011	2010
	£	£
(Loss)/Profit for the financial year	(83,242)	4,052
Opening shareholders' deficit	(1,171,822)	(1,175,874)
Closing shareholders' deficit	(1,255,064)	(1,171,822)

15. Notes to the cash flow statement

RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES

Operating profit Depreciation	2011 £ 78,423 3,313	2010 £ 74,526 7,247
Decrease in stocks	_	103,195
(Increase)/decrease in debtors	(4,995)	7,987
Increase/(decrease) in creditors	56,791	(63,451)
Net cash inflow from operating activities	133,532	129,504
Returns on investments and servicing of finance		
	2011 £	2010 £
Interest received	-	3,964
Interest paid	(113,363)	(72,865)
Net cash outflow from returns on investments and	(442.262)	(69.001)
servicing of finance	(113,363)	(68,901)
Financing		
	2011	2010
Repayment of bank loans	£ (28,489)	£ (989,556)
Net inflow from other short-term creditors	(20, 1 07)	932,999
		
Net cash outflow from financing	<u>(28,489)</u>	(56,557)

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2011

15. Notes to the cash flow statement (continued)

Reconciliation of net cash flow to movement in net debt

	2011		2010	
(Decrease)/increase in cash in the period	£ (8,320)	£	£ 4,046	£
(Decrease)/increase in cash in the period	(6,320)		4,040	
Net cash outflow from bank loans Net (inflow) from other short-term	28,489		989,556	
creditors			(932,999)	
		20,169		60,603
Change in net debt		20,169		60,603
Net debt at 1 January 2011		(4,197,196)		(4,257,799)
Net debt at 31 December 2011		(4,177,027)		(4,197,196)
Analysis of changes in net debt				
		At		At
		1 Jan 2011	Cash flows	31 Dec 2011
Net cash		£	£	£
Cash in hand and at bank		482	(482)	_
Overdrafts			(7,838)	(7,838)
		482	(8,320)	(7,838)
Debt				
Debt due within 1 year		(4,197,678)	28,489	(4,169,189)
Net debt		(4,197,196)	20,169	(4,177,027)

16. Going concern

The directors acknowledge the poor financial position of the company However, in the opinion of the directors, the company is a going concern for the foreseeable future. This opinion is based on anticipated profits on current developments and the shareholders' continued financial support in the form of loans which are not repayable until the developments are sold. The directors acknowledge there does exist some uncertainty as to the timing and extent of future profits. The company is currently leasing out units as a short term measure to meet the financing obligations of the company.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2011

17. Ultimate parent undertaking

The company is jointly controlled by Maple Oak Limited and JB Commercial Properties Limited, who each own 50% of the share capital of the company

Copies of the accounts of JB Commercial Properties Limited can be obtained from 6 Corunna Court, Corunna Road, Warwick, CV34 5HQ

Copies of the accounts of Maple Oak Limited can be obtained from the registered office 24 Birch Street, Wolverhampton, WV1 4HY