

Fountains Walk Limited

Director's Report and Financial Statements
for the Period from 1 March 2007 to 30 June 2008

MONDAY



A74728SU

A44

06/04/2009

184

COMPANIES HOUSE

Fountains Walk Limited

Officers and Advisers

Directors	Didier Michel Tandy	(appointed 24 December 2008)
	Europa Director Limited	
	Marcus Owen Shepherd	(appointed 1 September 2008)
		(resigned 24 December 2008)

Secretary	Valad Secretarial Services Limited
------------------	------------------------------------

Registered office	Europa House 20 Esplanade Scarborough North Yorkshire YO11 2AQ
--------------------------	--

Fountains Walk Limited

Director's Report for the Period Ended 30 June 2008

The directors present their report and the financial statements for the period ended 30 June 2008.

Principal activities

The company has been dormant, as defined in section 249AA of the Companies Act 1985, throughout the current and preceding year.

Directors and their interests

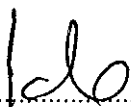
The directors who held office during the period and up to the date of this report were as follows:

- Didier Michel Tandy (appointed 24 December 2008)
- Europa Director Limited
- Marcus Owen Shepherd (appointed 1 September 2008)
- (resigned 24 December 2008)

The directors did not have an interest in the shares of the company at any time during the period.

The interests of the directors in the parent company are disclosed in the Directors' report of that company.

Approved by the Board and signed on its behalf by:


.....
10/30

Authorised signatory for Valad Secretarial Services Limited

Valad Secretarial Services Limited

Secretary

Date:

3 April 2009

Fountains Walk Limited

Balance Sheet as at 30 June 2008

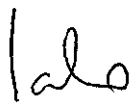
		30 June 2008	28 February 2007
		£	£
	No te		
Current assets			
Debtors	2	100	100
Net assets		<u>100</u>	<u>100</u>
 Capital and reserves			
Called up share capital	3	100	100
Profit and loss reserve		<u>-</u>	<u>-</u>
Equity shareholders' funds		<u>100</u>	<u>100</u>

The company did not trade during the current or preceding year and has made neither profit nor loss, nor any other recognised gain or loss.

The annual financial statements have not been audited because the company is entitled to the exemption provided by section 249AA(1) of the Companies Act 1985 relating to dormant companies and its members have not required the company to obtain an audit of these financial statements in accordance with section 249B(2).

The directors acknowledge their responsibility for ensuring that the company keeps accounting records that comply with section 221 of the Companies Act 1985. The director also acknowledges their responsibility for preparing financial statements which give a true and fair view of the state of affairs of the company as at the end of the financial year and of its profit or loss for the financial year in accordance with section 226 of the Companies Act 1985 and which otherwise comply with the requirements of that Act relating to financial statements, so far as applicable to the company.

These accounts were approved by the Secretary on 3 April 2009



12130

Authorised signatory for Valad Secretarial Services Limited

Valad Secretarial Services Limited
Secretary

Fountains Walk Limited

Notes to the Financial Statements for the Period Ended 30 June 2008

1 Accounting policies

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom law and accounting standards.

2 Debtors

	30 June 2008 £	28 February 2007 £
Amounts owed by group undertakings	<u>100</u>	<u>100</u>

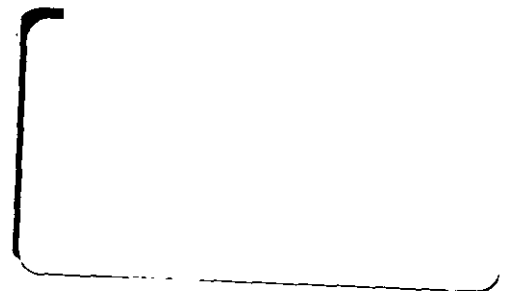
3 Share capital

	30 June 2008 £	28 February 2007 £
Authorised		
Equity		
100 Ordinary Shares of £1 each	<u>100</u>	<u>100</u>
Allotted, called up and fully paid		
Equity		
100 Ordinary Shares of £1 each	<u>100</u>	<u>100</u>

FOUNTAINS WALK LIMITED PARTNERSHIP

REPORT AND FINANCIAL STATEMENTS

FOR THE PERIOD FROM 1 MARCH 2007 TO 30 JUNE 2008



Fountains Walk Limited Partnership

CONTENTS

PAGE NUMBER

General Partner's Report

1

Independent Auditors' Report

2-3

Statement of Operations

4

Statement of Assets and Liabilities

5

Notes to the Financial Statements

6-8

Partnership information

General Partner

Fountains Walk Limited
93 George Street
Edinburgh
EH2 3ES

Limited Partner

Valmac Developments Limited (formerly Teesmac Limited)

Bankers

Bank of Scotland
2nd Floor
21-23 Hill Street
Mayfair
London
W1J 5JW

Independent Auditors

PricewaterhouseCoopers LLP
Benson House
33 Wellington Street
Leeds
LS1 4JP

General Partner's Report

The General Partner is pleased to present on behalf of the Limited Partnership the Annual Report and audited Financial Statements for the period ended 30 June 2008.

BUSINESS OF THE PARTNERSHIP

The purpose of the Partnership is to develop and refurbish commercial property.

SUMMARY OF THE PARTNERSHIP'S ACTIVITY IN THE PERIOD

The Partnership's result for the financial period is a loss of £3,456 (2007: £16,402). There were no distributions in the period. Despite the current economic climate we have prepared the financial statements on a going concern basis. The justification for this is disclosed in the statement of accounting policies under the basis of preparation note.

STATEMENT OF GENERAL PARTNER'S RESPONSIBILITIES

The Limited Partnership Agreement requires the General Partner to prepare financial statements for each financial year, in accordance with accounting standards generally accepted in the UK, which present the state of affairs and income or expense of the Limited Partnership for that year.

In preparing those financial statements, the General Partner is required to:

- select suitable accounting policies and apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards, as specified in accordance with the Partnership Agreement, 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 Limited Partnership will continue in business.

The General Partner confirms that the financial statements comply with the above requirements.

The General Partner is responsible for keeping accurate accounting records, which disclose with reasonable accuracy at any time the financial position of the Limited Partnership and thus enables the Financial Statements to comply with the Partnership Agreement. The General Partner also has general responsibility for taking reasonable steps to safeguard the assets of the Limited Partnership and to prevent and detect fraud and other irregularities.

The General Partner is required to act in the best interests of the Partnership and to perform its obligations under the Management Agreements. The Limited Partners take no part in the management and control of the business and affairs of the partnership.

STATEMENT OF DISCLOSURE OF INFORMATION TO AUDITORS

The General Partner has taken all the steps that it ought to have taken to make it aware of any information needed by the company's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The General Partner is not aware of any relevant audit information of which the auditors are unaware.

 **Authorised signatory for Europa Director Limited**

For and on behalf of Fountains Walk Limited
93 George Street, Edinburgh, EH2 3ES

Dated:

10 June 2009

Independent Auditors' Report to the Partners of Fountains Walk Limited Partnership

We have audited the financial statements of Fountains Walk Limited Partnership for the period ended 30 June 2008 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.

Respective responsibilities of members and auditors

The members' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Members' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). This report, including the opinion, has been prepared for and only for the members of the partnership in accordance with the Companies Act 1985 as applied to limited liability partnerships by the Limited Liability Partnerships Act 2000 and regulations made thereunder, and for no other purpose. We do not, in giving this opinion, 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.

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, as applied to limited liability partnerships. We also report to you if, in our opinion, the limited liability partnership has not kept proper accounting records, or if we have not received all the information and explanations we require for our audit.

We read the other information contained in the Annual Report, and consider whether it is consistent with the audited financial statements. This other information comprises only the General Partner's Report. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

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 members in the preparation of the financial statements, and of whether the accounting policies are appropriate to the limited liability partnership'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 Partners of Fountains Walk Limited Partnership

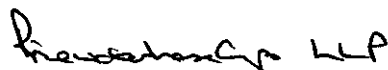
Opinion

In our opinion the financial statements:

- give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the partnership's affairs as at 30 June 2008 and of its loss for the period then ended; and
- have been properly prepared in accordance with the provisions of the Limited Liability Partnerships Regulation 2001 made under the Limited Liability Partnerships Act 2000.

Emphasis of matter – going concern

In arriving at our audit opinion, which is not qualified, we have considered the adequacy of the disclosures made by the Directors in the basis of preparation note concerning the Company's ability to continue as a going concern. The note discloses uncertainty over the renewal of the group bank overdraft facility which expired in December 2008, which indicates the existence of a material uncertainty which may cast significant doubt over the Company's ability so to continue. The financial statements do not include any adjustments that would result from the bank facility not being renewed.



PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
Leeds
Dated: 12/06/2009

Statement of Operations

for the period ended 30 June 2008

	Notes	Period ended 30 June 2008 £	Year ended 28 February 2007 £
TURNOVER	1	202,614	158,448
Cost of Sales		(637,055)	(3,724)
GROSS (LOSS)/PROFIT		(434,441)	154,724
Administrative expenses		(23,927)	(27,150)
OPERATING (LOSS)/PROFIT	2	(458,368)	127,574
Bank interest receivable		1,440	1,150
Other interest receivable		114	260
Bank interest payable		(166,730)	(112,538)
Other interest payable		-	(44)
(LOSS)/PROFIT FOR THE PERIOD ALLOCATED TO THE PARTNERS	6	(623,544)	16,402

There have been no recognised gains or losses other than the loss for the period of £623,544 (2007: £16,402).

There is no difference between the operating profit and profit for the period stated above and their historical cost equivalents.

The above results derive from continuing operations throughout the period.

Statement of Assets and Liabilities

as at 30 June 2008

		30 June 2008	28 February 2007
	Notes	£	£
Current Assets			
Stock and work in progress	3	2,852,294	3,469,463
Debtors	4	24,646	38,195
Amounts due from related parties		3,607	-
Cash at bank and in hand		42,592	39,110
		<u>2,923,139</u>	<u>3,546,768</u>
Creditors – Amounts falling due within one year	5	<u>(2,778,988)</u>	<u>(2,779,073)</u>
Net Assets		<u>144,151</u>	<u>767,695</u>
Partners' Funds			
Contributed capital			
Capital contributions – General Partner	6	-	-
Capital contributions – Limited Partner	6	700,000	700,000
Accumulated profit			
Accumulated profit – General Partner	6	-	-
Accumulated profit – Limited Partner	6	(558,849)	67,695
		<u>144,151</u>	<u>767,695</u>

The Financial Statements on pages 4 to 8 were approved by the Board on 10/06/2009 and signed on its behalf by:



Authorised signatory for Europa Director Limited

Director
Fountains Walk Limited
General Partner

Notes to the Financial Statements

for the year ended 30 June 2008

1. ACCOUNTING POLICIES

(a) **Basis of preparation.**

These financial statements are prepared, under the historical cost convention, and in accordance with the Companies Act 1985 and applicable accounting standards in the United Kingdom. The principal accounting policies, which have been applied consistently throughout the year, are set out below.

The financial statements are prepared on a going concern basis which assumes that the Company will be able to meet its liabilities as they fall due for the foreseeable future. The directors believe that this is appropriate as they have prepared cash flow forecasts which indicate that the Company will be able to continue as a going concern for the foreseeable future.

However, the Company is reliant on a bank overdraft facility which expired on 8 December 2008. The Company is in negotiations with its bankers regarding the renewal of the bank facility and the directors are confident that the facility will be renewed. The overdraft facility has continued to be made available on a day to day basis while negotiations take place.

In the event that the Company is unable to successfully complete the renewal of its bank facility there could be no certainty over the continuing ability of the Company to meet its debts as they fall due.

The financial statements do not include the adjustments that would be required if the Company was unable to continue as a going concern.

(b) **Turnover**

Turnover, which arose wholly within the United Kingdom from the continuing principal activity, represents amounts in respect of rental income, net of value added tax, accrued on a daily basis.

(c) **Stocks and Work in Progress**

Unless presold, development properties are held for resale at the lower of cost and net realisable value. Cost is based on the cost of the land and all other direct costs incurred to date, including demolition costs and interest paid in respect of borrowings to finance the relevant development. Presold development properties are stated at cost plus attributable profits less losses, where the outcome can be assessed with reasonable certainty, less progress payments receivable. Attributable profit consists of the relevant proportion of the total estimated profit appropriate to the progress made in construction and letting. Losses are recognised immediately.

(e) **Taxation**

The partnership is not subject to pay UK income tax. Where relevant for UK tax purposes, the Limited Partner is required to report on its tax return its share of the income, gains, losses, deductions and credits of the Partnership. A partner is taxable on Partnership income or gain whether or not any distribution of money or property is made to the Partner during its fiscal year.

(f) **Cash Flow Statement**

The General Partner has not prepared a cash flow statement because the Limited Partnership falls within the small company limits..

Notes to the Financial Statements

for the year ended 30 June 2008

2. OPERATING (LOSS)/PROFIT

	2008 £	2007 £
Operating (loss)/profit is stated after charging:-		
Auditors' remuneration – audit fees	3,680	3,250
Auditors' remuneration – taxation	3,350	1,750
Development work in progress valuation write down	627,000	-
	<u>634,030</u>	<u>5,000</u>

The partnership has no employees (2007: None). No remuneration was paid to the partners during the year (2007: £Nil).

3. STOCKS AND WORK IN PROGRESS

	2008 £	2007 £
Development work in progress	<u>2,852,294</u>	<u>3,469,463</u>

4. DEBTORS

	2008 £	2007 £
Trade debtors	19,272	31,696
Other debtors	5,374	6,499
	<u>24,646</u>	<u>38,195</u>

5. CREDITORS – AMOUNTS FALLING DUE WITHIN ONE YEAR

	2008 £	2007 £
Bank loan (secured on property)	1,800,000	1,800,000
Trade creditors	-	-
Other Creditors	4,507	3,709
Other tax and social security	6,506	4,237
Amounts due to Limited Partner	917,364	917,364
Accruals and deferred income	50,611	53,763
	<u>2,778,988</u>	<u>2,779,073</u>

The bank loan is due for review annually and bears interest at 1.5% above Bank of Scotland base rate. The loan is secured on the development property.

Notes to the Financial Statements

for the year ended 30 June 2008

6. PARTNERS' ACCOUNTS

	<i>General Partner £</i>	<i>Limited Partner £</i>	<i>Total £</i>
Capital Contributions			
At 28 February 2007 and 30 June 2008	-	700,000	700,000
Accumulated profit			
At 1 March 2006	-	51,293	51,293
Profit for the year	-	16,402	16,402
At 28 February 2007	-	67,695	67,695
Loss for the year	-	(623,544)	(623,544)
At 30 June 2008	-	(558,849)	(558,849)

The General and Limited Partner are detailed on the partnership information page.

Profits and losses are allocated to the Limited Partner in proportion to its capital contribution.

The Limited partner losses are limited to the extent of capital introduced.

7. RELATED AND CONTROLLING PARTIES

At 30 June 2008 the General Partner considered Valmac Developments Limited (formerly Teesmac Limited), a company registered in England and Wales, as the ultimate controlling partner. Valmac Developments Limited (formerly Teesmac Limited) is owns 50% of the general partner with Fountains Walk Limited. Fountains Walk Limited is owned 100% Valmac Developments Limited (formerly Teesmac Limited). At 30 June 2008 Valmac Developments Limited (formerly Teesmac Limited) was jointly owned by Valad Development Group (UK) Limited and Sir Robert McAlpine Enterprises Limited.

During the period the partnership purchased accounting services from Valad Management (UK) Limited amounting to £5,000 (2007: £4,000). At the year end £Nil (2007: £Nil) was outstanding. Valad Management (UK) Limited is a subsidiary of Valad Development Group (UK) Limited.

At 30 June 2008 £917,364 (2007: £917,364) was due to the Limited Partner, Valmac Developments Limited (formerly Teesmac Limited).