#### **COMPANY REGISTRATION NUMBER SC157989**

# PALISADE PROPERTIES PLC FINANCIAL STATEMENTS 31 OCTOBER 2006

TUESDAY



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05/08/2008 COMPANIES HOUSE 1513

**BOWER + SMITH** 

Chartered Accountants & Registered Auditors 6 Rubislaw Place Aberdeen AB10 1XN

#### FINANCIAL STATEMENTS

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#### OFFICERS AND PROFESSIONAL ADVISERS

The board of directors

Alan B Wilson

Paul F Doherty

Company secretary

Paull & Williamsons

Registered office

22 Dunblane Street

Glasgow

G4 0HJ

**Auditor** 

Bower + Smith

Chartered Accountants & Registered Auditors 6 Rubislaw Place

Aberdeen AB10 1XN

**Bankers** 

Bank of Scotland 39 Albyn Place Aberdeen AB10 1YN

#### THE DIRECTORS' REPORT

#### YEAR ENDED 31 OCTOBER 2006

The directors have pleasure in presenting their report and the financial statements of the company for the year ended 31 October 2006

#### PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the company during the year was property development

The directors consider that the company traded satisfactorily during the year

#### **RESULTS AND DIVIDENDS**

The profit for the year, after taxation, amounted to £159,175. The directors have not recommended a dividend

#### **DIRECTORS**

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

Alan B Wilson Paul F Doherty

#### POLICY ON THE PAYMENT OF CREDITORS

It is the policy of the company to pay all verified accounts within agreed settlement terms. The average period taken to pay suppliers was 28 days (2005 51 days).

#### **DIRECTORS' RESPONSIBILITIES**

The directors are responsible for preparing the Annual 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). 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 judgements 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,

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 the financial statements comply with the Companies Act 1985. 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 DIRECTORS' REPORT (continued)

#### YEAR ENDED 31 OCTOBER 2006

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

#### **DONATIONS**

During the year the company made the following contributions

	2006	2005
	£	£
Charitable	775	400
	<del>,</del>	

#### **AUDITOR**

A resolution to re appoint Bower + Smith as auditor for the ensuing year will be proposed at the annual general meeting in accordance with section 385 of the Companies Act 1985

Registered office 22 Dunblane Street Glasgow G4 0HJ Signed on behalf of the directors

Alan B Wilson

Director

Approved by the directors on 31 July 2008

# INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF PALISADE PROPERTIES PLC (continued)

#### YEAR ENDED 31 OCTOBER 2006

We have audited the financial statements of Palisade Properties pic for the year ended 31 October 2006 which comprise the Profit and Loss Account, Balance Sheet, Cash Flow Statement and the related notes. These financial statements have been prepared on the basis of the accounting policies set out therein.

This report is made solely to the company's shareholders, 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 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

The directors' responsibilities for preparing 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 Directors' 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)

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 judgements 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.

#### 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 company's affairs as at 31 October 2006 and of its profit for the year then ended,

the financial statements have been properly prepared in accordance with the Companies Act 1985, and

# INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF PALISADE PROPERTIES PLC (continued)

#### YEAR ENDED 31 OCTOBER 2006

the information given in the Directors' Report is consistent with the financial statements

Emphasis of matter employee benefit trusts

In forming our opinion on the financial statements, which is not qualified, we have considered the adequacy of the disclosures made in the notes to the financial statements concerning the corporation tax deduction for contributions to employee benefit trusts. Should the deductions not be allowable then this would result in an additional corporation tax charge in the financial statements.

BOWER + SMITH Chartered Accountants & Registered Auditors

6 Rubislaw Place Aberdeen AB10 1XN

31 July 2008

#### PROFIT AND LOSS ACCOUNT

#### YEAR ENDED 31 OCTOBER 2006

	Note	2006 £	2005 £
TURNOVER	2	1,166,150	226,833
Cost of sales		30,323	3,509
GROSS PROFIT		1,135,827	223,324
Administrative expenses		873,002	303,466
OPERATING PROFIT/(LOSS)	3	262,825	(80,142)
Other provisions		_	(10,000)
		262,825	(90,142)
Interest receivable Interest payable and similar charges	6	6,201 (30,625)	12,903 (35,131)
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATIO	N	238,401	(112,370)
Tax on profit/(loss) on ordinary activities	7	79,226	(32,246)
PROFIT/(LOSS) FOR THE FINANCIAL YEAR		159,175	(80,124)

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 OCTOBER 2006**

		2006		2005
	Note	£	£	£
FIXED ASSETS Tangible assets	8		151,826	160,079
CURRENT ASSETS Debtors Cash at bank	9	709,415 1,131,537		942,666 186,523
CREDITORS Amounts falling due within one year	· 10	1,840,952 1,237,634		1,129,189 442,167
NET CURRENT ASSETS			603,318	687,022
TOTAL ASSETS LESS CURRENT LIABILITIES			755,144	847,101
CREDITORS. Amounts falling due after more than one year	11		_	249,165
•			755,144	597,936
PROVISIONS FOR LIABILITIES Deferred taxation	13			1,967
			755,144	595,969
CAPITAL AND RESERVES				
Called up equity share capital	15 16		50,000 705,144	50,000 545,969
Profit and loss account			<del></del>	
SHAREHOLDERS' FUNDS	17		755,144	595,969

These financial statements were approved by the directors and authorised for issue on 31 July 2008, and are signed on their behalf by

ALAN B WILSON Director

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#### **CASH FLOW STATEMENT**

	200 Note £	6 £	2005 £
NET CASH INFLOW FROM OPERATING ACTIVITIES	·	1,151,699	42,698
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE Interest received Interest paid	6,201 (30,625)		12,903 (35,131)
NET CASH OUTFLOW FROM RETURNS ON INVESTMENTS AND SERVICING OF FINANCE		(24,424)	(22,228)
TAXATION		(160,862)	-
CAPITAL EXPENDITURE Payments to acquire tangible fixed assets	(1,102)		(74,304)
NET CASH OUTFLOW FROM CAPITAL EXPENDITU	JRE	(1,102)	(74,304)
CASH INFLOW/(OUTFLOW) BEFORE FINANCING		965,311	(53,834)
FINANCING Repayment of bank loans	(20,297)		(530,453)
NET CASH OUTFLOW FROM FINANCING		(20,297)	(530,453)
INCREASE/(DECREASE) IN CASH		945,014	(584,287)
RECONCILIATION OF OPERATING PROFIT/(LOSS) FROM OPERATING ACTIVITIES	TO NET CASH INF	LOW	
		2006 £	2005 £
Operating profit/(loss) Depreciation Decrease/(increase) in debtors Increase in creditors		262,825 9,355 225,914 653,605	(80,142) 10,636 (15,660) 127,864
Net cash inflow from operating activities		1,151,699	42,698

#### **CASH FLOW STATEMENT** (continued)

#### YEAR ENDED 31 OCTOBER 2006

# RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET FUNDS

	2006		2005	
Increase/(decrease) in cash in the period	£ 945,014	£	£ (584,287)	
Net cash outflow from bank loans	20,297		530,453	
Change in net funds		965,311	(53,834)	
Net debt at 1 November 2005		(84,648)	(30,814)	
Net funds at 31 October 2006		880,663	(84,648)	
ANALYSIS OF CHANGES IN NET FUNDS	At 1 Nov 2005 £	Cash flows	At 31 Oct 2006 £	
Net cash Cash in hand and at bank	186,523	945,014	1,131,537	
Debt Debt due within 1 year Debt due after 1 year	(22,006) (249,165)	(228,868) 249,165	(250,874)	
	(271,171)	20,297	(250,874)	
Net funds	(84,648)	965,311	880,663	

#### NOTES TO THE FINANCIAL STATEMENTS

#### YEAR ENDED 31 OCTOBER 2006

#### 1 ACCOUNTING POLICIES

#### Basis of accounting

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

#### Turnover

Turnover represents amounts received or receivable for services provided stated net of Value Added Tax

#### **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

Freehold Property

4% per annum

Fixtures & Fittings

25% per annum

#### 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

#### Deferred taxation

Deferred taxation is provided using the liability method on all timing differences which are expected to reverse in the future without being replaced, calculated at the rate at which it is anticipated the timing differences will reverse

#### **Employee benefit trusts**

The company has established trusts for the benefit of employees and certain of their dependents Monies held in these trusts are held by independent trustees and managed at their discretion

Where the company retains future economic benefit from, and has de facto control of the assets and liabilities of the trust, they are accounted for as assets and liabilities of the company until the earlier of the date that an allocation of trust funds to employees in respect of past services is declared and the date that assets of the trust vest in identified individuals

Where monies held in a trust fund are determined by the company on the basis of employees' past services to the business and the company can obtain no future economic benefit from those monies, such monies, whether in the trust or accrued for by the company are charged to the profit and loss account in the period to which they relate

#### 2 TURNOVER

Turnover consists of management fees

#### NOTES TO THE FINANCIAL STATEMENTS

#### YEAR ENDED 31 OCTOBER 2006

# 3 OPERATING PROFIT/(LOSS)

Operating profit/(loss) is stated after charging

	2006 £	2005 £
Depreciation of owned fixed assets	9,355	10,636
Auditor's remuneration as auditor	4,500	4,000
for other services	500	500
Operating lease costs Other	1,200	415

#### 4 PARTICULARS OF EMPLOYEES

The average number of persons employed by the company during the financial year, including the directors, amounted to 8 (2005 8)

The aggregate payroll costs of the above were

	2006 £	2005 £
Wages and salaries Social security costs Contribution to Employee Benefit Trust	211,292 22,244 500,000	186,361 23,955 –
	733,536	210,316

#### 5. DIRECTORS' EMOLUMENTS

The directors' aggregate emoluments in respect of qualifying services were

Emoluments receivable Contribution to Employee Benefit Trust	£ 72,000 500,000	£ 72,000 –
	772,000	72,000
Emoluments of highest paid director	2006	2005
Total emoluments Contribution to Employee Benefit Trust	£ 36,000 250,000	£ - -
· · · · · · · · · · · · · · · · · · ·	286,000	

2006

2005

#### NOTES TO THE FINANCIAL STATEMENTS

#### YEAR ENDED 31 OCTOBER 2006

# 6 INTEREST PAYABLE AND SIMILAR CHARGES

	Interest payable on bank borrowing Interest on directors loans Interest on overdue tax	2006 £ 17,138 10,874 2,613 30,625	2005 £ 27,571 - 7,560 - 35,131
			33,131
7	TAXATION ON ORDINARY ACTIVITIES		
	(a) Analysis of charge in the year		
		2006 £	2005 £
	Current tax		
	In respect of the year		
	UK Corporation tax based on the results for the year at 30% (2005 30%) Over/under provision in prior year	79,257 1,936	(33,601) (612)
	Total current tax	81,193	(34,213)
	Deferred tax		
	Origination and reversal of timing differences	(1,967)	1,967
	Tax on profit/(loss) on ordinary activities	79,226	(32,246)

#### (b) Factors affecting current tax charge

The tax assessed on the profit/(loss) on ordinary activities for the year is higher than the standard rate of corporation tax in the UK of 30% (2005 30%)

2006 £	2005 £
238,401	(112,370)
71,520	(33,711)
7,601	3,418
2,452	(1,377)
(2,316)	(1,931)
1,936	(612)
81,193	(34,213)
	£ 238,401 71,520 7,601 2,452 (2,316) 1,936

#### NOTES TO THE FINANCIAL STATEMENTS

#### YEAR ENDED 31 OCTOBER 2006

#### 8 TANGIBLE FIXED ASSETS

	Heritable Property £	Fixtures & Fittings £	Total £
COST At 1 November 2005 Additions	158,688 250	28,061 852	186,749 1,102
At 31 October 2006	158,938	28,913	187,851
<b>DEPRECIATION</b> At 1 November 2005 Charge for the year	6,348 6,357	20,322 2,998	26,670 9,355
At 31 October 2006	12,705	23,320	36,025
NET BOOK VALUE At 31 October 2006	146,233	5,593	151,826
At 31 October 2005	152,340	7,739	160,079
9. DEBTORS			
		2006 £	2005 £ 116,662
Trade debtors Other debtors Tax recoverable Directors loan accounts		579,107 117,710 12,598	335,174 125,047 365,783
Directors tour accounts		709,415	942,666
10 CREDITORS Amounts falling d	ue within one year		
		2006 £	2005 £
Bank loans Trade creditors Other creditors including taxation	and social security	250,874 9,137	22,006 5,005
Corporation tax Other taxation and social security Other creditors		102,398 35,316 839,909	189,404 25,696 200,056
0.1.d. 0.00.0.0		1,237,634	442,167

The Bank of Scotland holds a bond and floating charge over the whole of the assets of the company and also holds standard securities over the company's heritable property. The Bank of Scotland also holds cross guarantees between Palisade Properties plc, Palisade Properties (Holdings) Limited and other companies in which the directors have an interest

#### NOTES TO THE FINANCIAL STATEMENTS

10	CREDITORS	Amou	nts fall	ıng dı	je wit	hın one	year	(contin	ued)		
				_	_						

	•					
	The following liabilities disclosed under creditors falling due within one year are secured by the company					
	Company	2006 £	2005 £			
	Bank loans	250,874	22,006			
11	CREDITORS Amounts falling due after more than one year					
		2006 £	2005 £			
	Bank loans and overdrafts	-	249,165			
	The following liabilities disclosed under creditors falling due after more to by the company	han one year	are secured			
		2006 £	2005 £			
	Bank loans and overdrafts		249,165			
12	BANK LOAN					
	Creditors include finance capital which is due for repayment as follows	2006 £	2005 £			
	Amounts repayable In one year or less or on demand In more than one year but not more than two years In more than two years but not more than five years In more than five years	250,874 - - -	22,006 23,344 78,907 146,914			
	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	250,874	271,171			
13.	DEFERRED TAXATION					
	The movement in the deferred taxation provision during the year was					
		2006 £	2005 £			
	Provision brought forward Profit and loss account movement arising during the year	1,967 (1,967)	1,967			
	Provision carried forward		1,967			
	The provision for deferred taxation consists of the tax effect of timing dif	ferences in re	spect of			
		2006 £	2005 £			
	Excess of taxation allowances over depreciation on fixed assets		1,967 1,967			
		<del></del>	1,907			

#### NOTES TO THE FINANCIAL STATEMENTS

#### YEAR ENDED 31 OCTOBER 2006

#### 14 RELATED PARTY TRANSACTIONS

During the period the company had transactions with Palisade Properties (Holdings) Limited, Palisade Properties (Crow Road) Limited and Palisade Properties (Glasgow) Limited all of which are owned by the directors. The company also had transactions with Palisade Estates Limited, a company in which the directors have interests, with Palisade Properties (Oban) Limited, a subsidiary of Palisade Properties (Holdings) Limited. At the year end date the various companies referred to above owed the following amounts to Palisade Properties plc.

	2006	2005
	£	£
Palisade Properties (Holdings) Limited	19,494	18,894
Palisade Properties (Crow Road) Limited	71,334	75,538
Palisade Properties (Glasgow) Limited	(243,966)	(174,814)
Palisade Estates Limited	286,185	139,318
Palisade Properties (Oban) Limited	83,574	91,098

The above balance with Palisade Properties (Holdings) Limited is stated net of a provision for £43,947 (2005 £43,947)

During the year the company received management charges from related parties as follows

•	2006	2005
	£	£
Palisade Properties (Glasgow) Limited	400,000	-
Palisade Estates Limited	50,000	39,000

Palisade Properties plc has a management agreement to provide estate management and planning advice services for some offshore trusts which Elmford Limited, a nominee company, holds title to land for Mr Alan Wilson has an interest in some of these trusts. At 31 October 2006 Elmford Limited owed the company £113,301 (2005 £116,662). This amount is net of a provision for bad debts of £nil (2005 £17,150). Turnover with Elmford Limited during the period amounted to £172,120 (2005 £187,833).

During the year the company paid interest of £10,874 (2005 £nil)to Mr Alan Wilson Interest was paid at the rate of 7% per annum on sums advanced by him

#### 15 SHARE CAPITAL

#### Authorised share capital

50,000 Ordinary shares of £1 each			2006 £ 50,000	2005 £ 50,000
Allotted, called up and fully paid				
	2006		2005	
	No	£	No	£
Ordinary shares of £1 each	50,000	50,000	50,000	50,000

#### NOTES TO THE FINANCIAL STATEMENTS

#### YEAR ENDED 31 OCTOBER 2006

#### 16 RESERVES

	Balance brought forward Profit for the year	Pro	fit and loss account £ 545,969 159,175
	Balance carried forward		705,144
17.	RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS		
		2006 £	2005 £
	Profit/(Loss) for the financial year Opening shareholders' funds	159,175 595,969	(80,124) 676,093
	Closing shareholders' funds	755,144	595,969

# 18. POST BALANCE SHEET EVENTS

In November 2006 the company sold its heritable property to Mr Paul Doherty

MANAGEMENT INFORMATION
YEAR ENDED 31 OCTOBER 2006

The following pages do not form part of the statutory financial statements which are the subject of the independent auditor's report on pages 4 to 5

# DETAILED PROFIT AND LOSS ACCOUNT

	200	6	2005
	£	£	£
TURNOVER Management fees		1,166,150	226,833
Cost of sales		30,323	3,509
GROSS PROFIT		1,135,827	223,324
OVERHEADS			
Wages and salaries	211,292		186,361
Employers national insurance contributions	22,244		23,955
Employee Benefit Trust	500,000		
Rent	1,200		415
Light and heat	387		1,281 756
Insurance	1,419 4,540		7,238
Motor expenses Travel	1,607		1,173
Telephone	6,144		5,043
Office expenses	6,228		5,399
Repairs	3,182		4,112
Printing and stationery	2,337		3,968
Sundry expenses	21,250		14,655
Entertaining	8,530		3,480
Legal and professional fees	68,519		5,187
Auditors remuneration	4,500		4,000
Depreciation	9,355		10,636
Bad debts written off	_		17,150
Bank charges	268		8,657
	<del></del>	873,002	303,466
OPERATING PROFIT/(LOSS)		262,825	(80,142)
Other provisions			(10,000)
		262,825	(90,142)
Bank interest receivable		6,201	12,903
		269,026	(77,239)
Interest payable and similar charges		(30,625)	(35,131)
PROFIT/(LOSS) ON ORDINARY ACTIVITIES		238,401	(112,370)

#### NOTES TO THE DETAILED PROFIT AND LOSS ACCOUNT

	2006	2005
	£	£
INTEREST RECEIVABLE		
Bank interest receivable	6,201	12,903
INTEREST PAYABLE AND SIMILAR CHARGES		<del></del>
Bank interest payable	17,138	27,571
Interest on directors loans	10,874	_
Interest on overdue tax	2,613	7,560
	30,625	35,131