

# **Southplace (Scotland) Limited**

## **Directors' Report and Financial Statements**

31 December 2007

Registered Number SC216452

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## **Directors' Report**

The directors have pleasure in presenting their report and audited financial statements for the year to 31 December 2007

### **Principal activity**

The principal activity of the company is that of property development. The directors consider the year end financial position to be satisfactory.

### **Results for the year**

The result for the year is set out in the profit and loss account.

### **Directors**

The directors of the company during the year were

David Clinton  
Ewan T Anderson  
Stanley G Mills

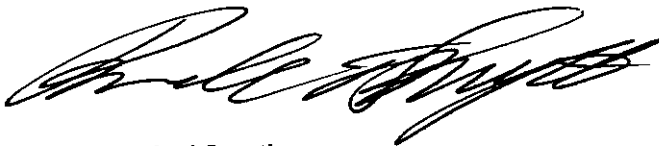
### **Disclosure of information to auditors**

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



**Pamela J Smyth**  
**Secretary**

**30 May 2008**

## **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 group and the parent company financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice)

The group and parent company financial statements are required by law to give a true and fair view of the state of affairs of the group and the parent company and of the profit or loss 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 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 group and the parent 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 parent company and enable them to ensure that its financial statements comply with the Companies Act 1985. They have a general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the group and to prevent and detect fraud and other irregularities.

## **Independent Auditors' Report to the Members of Southplace (Scotland) Limited**

We have audited the financial statements of Southplace (Scotland) Limited for the year ended 31 December 2007 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 group's and 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 UK Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2007 and its result 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.



**KPMG LLP**  
Chartered Accountants  
Registered Auditor  
Edinburgh

**30 May 2008**

## **Profit and Loss Account**

*For the year ended 31 December 2007*

	<i>Note</i>	<b>2007</b> £	2006 £
<b>Turnover</b>			
Cost of sales			(551)
<b>Gross loss</b>			(551)
Administrative expenses			551
<b>Result on ordinary activities before and after taxation</b>			

There are no recognised gains or losses other than those disclosed above

## Balance Sheet

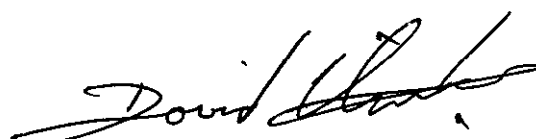
As at 31 December 2007

	Note	2007 £	2006 £
<b>Current assets</b>			
Debtors	4	100	205
Cash at bank			719
		<u>100</u>	<u>924</u>
<b>Creditors</b> amounts falling due within one year	5		(824)
		<u>100</u>	<u>100</u>
<b>Net assets</b>			
		<u>100</u>	<u>100</u>
<b>Capital and reserves</b>			
Called up share capital	6	100	100
		<u>100</u>	<u>100</u>
<b>Shareholders' funds</b>			
		<u>100</u>	<u>100</u>

These financial statements were approved by the board of directors on 30 May 2008 and were signed on its behalf by



**Ewan T Anderson**  
Director



**David Clinton**  
Director

## 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 accounting**

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

The company is exempt from the requirement of Financial Reporting Standard 1 to prepare a cash flow statement as it is entitled to the filing exemptions as a small company under sections 246 to 249 of the Companies Act 1985 when filing accounts with the Registrar of Companies

#### **Taxation**

The charge for taxation is based on the result 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 taxation 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 FRS 19

### 2. Staff numbers and costs

The company has no employees and no emoluments were paid to the Directors of the company during the year

### 3. Auditors' remuneration

	2007 £	2006 £
Auditors' remuneration – borne by a related company	-	620
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### 4 Debtors

	2007 £	2006 £
Unpaid share capital	100	100
Other debtors		105
	<hr/>	<hr/>
	100	205
	<hr/>	<hr/>



## Notes (continued)

### 5. Creditors, amounts falling due within one year

	2007 £	2006 £
Amounts owed to parent undertakings		204
Accruals and deferred income		620
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		824
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### 6. Called up share capital

	2007 £	2006 £
<i>Authorised, Allotted and fully paid</i>		
50 Ordinary 'A' shares of £1 each	50	50
50 Ordinary 'B' shares of £1 each	50	50
	<hr/>	<hr/>
	100	100
	<hr/> <hr/>	<hr/> <hr/>

Both "A" and "B" shares have the same voting rights and rank *pari passu* as set out in the Memorandum and Articles of Association of the company

### 7. Related party disclosures

The company is controlled jointly by Southplace Limited and Miller Residential Development Services Limited

During the year the company paid management fees of £nil (2006 £nil) and £nil (2006 £nil) to Southplace Limited and Miller Residential Development Services Limited respectively. At the year end £nil (2006 £204) was due/ owed to Miller Residential Development Services Limited in management fees