

**REGISTERED NUMBER: SC334753 (Scotland)**

**Report of the Directors and  
Financial Statements for the Period 1 December 2010 to 31 December 2011  
for  
Associated Offices Limited  
Previously known as Abbey Offices Limited**



FRIDAY



JNI \*J1JD0Z1M\* #14  
12/10/2012  
COMPANIES HOUSE

**Associated Offices Limited (Registered number: SC334753)**  
**Previously known as Abbey Offices Limited**

**Contents of the Financial Statements**  
*for the Period 1 December 2010 to 31 December 2011*

	<b>Page</b>
<b>Company Information</b>	1
<b>Report of the Directors</b>	2 to 3
<b>Report of the Independent Auditors</b>	4
<b>Profit and Loss Account</b>	5
<b>Balance Sheet</b>	6
<b>Notes to the Financial Statements</b>	7 to 13

**Associated Offices Limited**  
**Previously known as Abbey Offices Limited**

**Company Information**  
*for the Period 1 December 2010 to 31 December 2011*

**DIRECTORS:** N Benbow  
N McIntyre

**REGISTERED OFFICE:** 249 West George Street  
Glasgow  
G2 4RB

**REGISTERED NUMBER:** SC334753 (Scotland)

**AUDITORS:** KPMG  
Chartered Accountants and Statutory Auditor  
Stokes House  
17-25 College Square East  
Belfast  
BT1 6DH

**Associated Offices Limited (Registered number: SC334753)**  
**Previously known as Abbey Offices Limited**

**Report of the Directors**

*for the Period 1 December 2010 to 31 December 2011*

The directors present their report with the financial statements of the company for the period 1 December 2010 to 31 December 2011.

**CHANGE OF NAME**

The company passed a special resolution on 7 June 2011 changing its name from Abbey Offices Limited to Associated Offices Limited.

**PRINCIPAL ACTIVITY**

The company's principal activity is the provision of serviced offices and related services.

**REVIEW OF BUSINESS**

The results for the company show a pre-tax profit of £1,626,000 (2010: £(1,029,000) loss) for the period and turnover of £2,781,000 (2010: £3,826,000).

Associated Offices Limited ceased trading on 30 June 2011, having disposed of its business centres at Canada Square, London and Buckingham Palace Road, London.

**DIVIDENDS**

No dividends were paid or proposed for either the period ended 31 December 2011 or the period ended 30 November 2010.

**DIRECTORS**

The directors who have held office during the period from 1 December 2010 to the date of this report are as follows:

JA Grieve - resigned 21 December 2010  
IAS Laidlaw - resigned 3 December 2010  
N Benbow - appointed 9 December 2010  
N McIntyre - appointed 9 December 2010

**POLITICAL AND CHARITABLE CONTRIBUTIONS**

The company made no political or charitable contributions in either the period ending 31 December 2011 or 30 November 2010.

**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The directors are responsible for preparing the Report of the Directors 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 period. 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;
- 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.

**Associated Offices Limited (Registered number: SC334753)**  
**Previously known as Abbey Offices Limited**

**Report of the Directors**

*for the Period 1 December 2010 to 31 December 2011*

**STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS**

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) 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 in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

**AUDITORS**

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be re-appointed and KPMG will therefore continue in office.

**BY ORDER OF THE BOARD:**



.....  
N McIntyre Director

Date: 28/9/12 .....

## **Report of the Independent Auditors to the Members of Associated Offices Limited**

We have audited the financial statements of Associated Offices Limited for the period ended 31 December 2011 on pages five to thirteen. 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 members, 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 members those matters we are required to state to them in a Report of the Auditors 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**

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

A description of the scope of an audit of financial statements is provided on the APB's website at [www.frc.org.uk/apb/scope/private.cfm](http://www.frc.org.uk/apb/scope/private.cfm).

### **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 profit for the period 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.

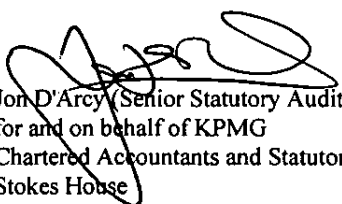
### **Opinion on other matter prescribed by the Companies Act 2006**

In our opinion the information given in the Report of the Directors 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.

  
Jon D'Arcy (Senior Statutory Auditor)  
for and on behalf of KPMG  
Chartered Accountants and Statutory Auditor  
Stokes House  
17-25 College Square East  
Belfast  
BT1 6DH

Date: .....

28 September 2012

**Associated Offices Limited (Registered number: SC334753)**  
**Previously known as Abbey Offices Limited**

**Profit and Loss Account**

*for the Period 1 December 2010 to 31 December 2011*

		Period 1.12.10 to 31.12.11 £'000	Period 1.1.10 to 30.11.10 as restated £'000
	Notes		
<b>TURNOVER</b>	2	<b>2,781</b>	<b>3,826</b>
Cost of sales		<b>3,152</b>	<b>4,844</b>
<b>GROSS LOSS</b>		<b>(371)</b>	<b>(1,018)</b>
Administrative expenses		<b>511</b>	<b>1</b>
<b>OPERATING LOSS</b>	4	<b>(882)</b>	<b>(1,019)</b>
Exceptional items	5	<b>2,681</b>	<b>-</b>
		<b>1,799</b>	<b>(1,019)</b>
Interest payable and similar charges	6	<b>(173)</b>	<b>(10)</b>
<b>PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		<b>1,626</b>	<b>(1,029)</b>
Tax on profit/(loss) on ordinary activities	7	<b>-</b>	<b>-</b>
<b>PROFIT/(LOSS) FOR THE FINANCIAL PERIOD</b>		<b>1,626</b>	<b>(1,029)</b>

**DISCONTINUED OPERATIONS**

All of the company's activities were discontinued during the current period.

**TOTAL RECOGNISED GAINS AND LOSSES**

The company has no recognised gains or losses other than the profit for the current period and the loss for the previous period.

**NOTE OF HISTORICAL COST PROFITS AND LOSSES**

The difference between the results as disclosed in the profit and loss account and the results on an unmodified historical cost basis is not material.

The notes on pages 7 to 13 form part of these financial statements

**Associated Offices Limited (Registered number: SC334753)**  
**Previously known as Abbey Offices Limited**

**Balance Sheet**  
**31 December 2011**

		2011	2010
	Notes	£'000	as restated £'000
<b>FIXED ASSETS</b>			
Tangible assets	9	-	3,283
<b>CURRENT ASSETS</b>			
Debtors	10	1,551	850
Cash at bank and in hand		61	386
		<u>1,612</u>	<u>1,236</u>
<b>CREDITORS</b>			
Amounts falling due within one year	11	<u>4,841</u>	<u>7,103</u>
<b>NET CURRENT LIABILITIES</b>		<u>(3,229)</u>	<u>(5,867)</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>(3,229)</u>	<u>(2,584)</u>
<b>CREDITORS</b>			
Amounts falling due after more than one year	12	-	2,271
<b>NET LIABILITIES</b>		<u>(3,229)</u>	<u>(4,855)</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	14	-	-
Profit and loss account	15	<u>(3,229)</u>	<u>(4,855)</u>
<b>SHAREHOLDERS' FUNDS</b>	17	<u>(3,229)</u>	<u>(4,855)</u>

These financial statements were approved by the Board of Directors on 28<sup>th</sup> September 2012 and were signed on its behalf by:



N Benbow - Director

The notes on pages 7 to 13 form part of these financial statements



**Associated Offices Limited (Registered number: SC334753)**  
**Previously known as Abbey Offices Limited**

**Notes to the Financial Statements**

*for the Period 1 December 2010 to 31 December 2011*

**1. ACCOUNTING POLICIES**

**Basis of preparation**

The financial statements have been prepared in accordance with the requirements of the Companies Act 2006 and comply with UK Generally Accepted Accounting Practice.

**Accounting convention**

The financial statements have been prepared under the historical cost convention.

**Cash flow statement**

In accordance with FRS 1, a cash flow statement has not been prepared on the grounds that the company is a wholly owned subsidiary undertaking of Regus plc and its cash flows are included within the consolidated cash flow statement of that company.

**Turnover**

Turnover represents the value of services provided to third parties in the year and is exclusive of VAT and similar taxes.

Centre income is invoiced in advance and is recognised in month in which the services are provided.

Income for other services supplied to clients is charged and recognised in the month in which the related services are provided.

Services are deemed to have been delivered to customers when, and to the extent that, the company has met its obligations under its services contract.

**Tangible fixed assets and depreciation**

Depreciation is provided on a straight line basis at rates calculated to write off the cost of fixed assets to estimated residual values over their estimated useful lives at the following rates:

Furniture, telephone & office equipment	- 4 years
Other fixtures & fittings	- Over the period of the lease
Computers	- 3 years

**Taxation**

The charge for taxation is based on the profit or loss 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 tax 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.

**Leases**

**Building Leases**

Building leases are all accounted for as operating leases because substantially all the risks and rewards of ownership remain with the lessor.

Any incentives or rent free periods on conventional leases and the conventional element of leases, which are partly conventional and partly conditional on profitability, are spread on a straight line basis over the period to the date of the first market rent review or first break point in the lease, whichever is sooner, so that the amounts charged to the profit and loss account are the same each year over that period.

**Going concern**

The company's business activities are set out in the Report of the Directors on page 2. The directors believe the company's funding is likely to be sufficient to meet its day to day working capital requirements and that accordingly it is appropriate to prepare these financial statements on a going concern basis.

**Associated Offices Limited (Registered number: SC334753)**  
**Previously known as Abbey Offices Limited**

**Notes to the Financial Statements - continued**  
*for the Period 1 December 2010 to 31 December 2011*

**1. ACCOUNTING POLICIES - continued**

**Related party transactions**

As the company is a wholly owned subsidiary of Regus plc, the company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities which form part of the group.

**Start-up costs**

Start-up costs (including formation costs, costs related to finding property and any other centre opening costs) are charged to the profit and loss account as they are incurred.

**Refurbishment**

The terms of most building leases require the company to make good dilapidation or other damage occurring during the rental period. Due to the nature of the business, centres are maintained to a high standard. Provisions for dilapidations are only made when the company considers that it is likely that the premises will be vacated by the company and it is known that a dilapidation has occurred.

The above accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements.

**2. TURNOVER**

All results are derived from the provision of serviced offices and related services in the United Kingdom.

**3. STAFF COSTS**

	<b>Period 1.12.10 to 31.12.11</b>	<b>Period 1.1.10 to 30.11.10 as restated</b>
	<b>£'000</b>	<b>£'000</b>
Wages and salaries	125	255
Social security costs	11	30
	<u>136</u>	<u>285</u>

The average monthly number of employees during the period was as follows:

	<b>Period 1.12.10 to 31.12.11</b>	<b>Period 1.1.10 to 30.11.10 as restated</b>
Management and administration	<u>7</u>	<u>10</u>

Regus Management (UK) Limited recharges the payroll costs to Associated Offices Limited at cost.

**Associated Offices Limited (Registered number: SC334753)**  
**Previously known as Abbey Offices Limited**

**Notes to the Financial Statements - continued**  
*for the Period 1 December 2010 to 31 December 2011*

**4. OPERATING LOSS**

The operating loss is stated after charging:

	Period 1.12.10 to 31.12.11 £'000	Period 1.1.10 to 30.11.10 as restated £'000
Operating leases - property	1,327	2,154
Depreciation - owned assets	334	401
Auditors' remuneration: Audit of these financial statements	-	3
Operating leases - other assets	10	-
	<u>10</u>	<u>-</u>
	Period 1.12.10 to 31.12.11 £	Period 1.1.10 to 30.11.10 as restated £
Directors' remuneration	-	-
	<u>-</u>	<u>-</u>

Amounts paid to the company's auditor in respect of services to the company have been paid for by Regus Management (UK) Limited. Details of auditor's remuneration are disclosed in the accounts of Regus Management (UK) Limited.

None of the directors received any remuneration in relation to their services to the company.

**5. EXCEPTIONAL ITEMS**

Exceptional items of £2,681,000 (2010: £nil) have been charged in relation to the re-assignment of the company's operating leases for its centres at Buckingham Palace Road and Canary Wharf, London.

**6. INTEREST PAYABLE AND SIMILAR CHARGES**

	Period 1.12.10 to 31.12.11 £'000	Period 1.1.10 to 30.11.10 as restated £'000
Bank loan interest	-	10
Interest payable to parent and fellow subsidiary undertakings	173	-
	<u>173</u>	<u>10</u>

**Associated Offices Limited (Registered number: SC334753)**  
**Previously known as Abbey Offices Limited**

**Notes to the Financial Statements - continued**  
*for the Period 1 December 2010 to 31 December 2011*

**7. TAXATION**

**Analysis of the tax charge**

No liability to UK corporation tax arose on ordinary activities for the period ended 31 December 2011 nor for the period ended 30 November 2010.

**Factors affecting the tax charge**

The tax assessed for the period is lower than the standard rate of corporation tax in the UK. The difference is explained below:

	Period 1.12.10 to 31.12.11 £'000	Period 1.1.10 to 30.11.10 as restated £'000
Profit/(loss) on ordinary activities before tax	<u>1,626</u>	<u>(1,029)</u>
Profit/(loss) on ordinary activities multiplied by the standard rate of corporation tax in the UK of 26% (2010 - 28%)	423	(288)
Effects of:		
Depreciation in excess of capital allowances	79	1
(Income)/expenses not deductible for tax purposes	(697)	15
Group relief surrendered - for no payment	<u>195</u>	<u>272</u>
Current tax charge	<u>-</u>	<u>-</u>

The company has tax losses carried forward of £2,068,000 (2010: £1,960,000) for which no deferred tax asset has been recognised.

**8. PRIOR YEAR ADJUSTMENT**

An adjustment of £4,844,000 was made to reclassify comparative costs from administration expenses to cost of sales to ensure comparability with the current year classification.

**Associated Offices Limited (Registered number: SC334753)**  
**Previously known as Abbey Offices Limited**

**Notes to the Financial Statements - continued**  
*for the Period 1 December 2010 to 31 December 2011*

**9. TANGIBLE FIXED ASSETS**

	<b>Fixtures and fittings £'000</b>	<b>Computer equipment £'000</b>	<b>Totals £'000</b>
<b>COST</b>			
At 1 December 2010	4,015	209	4,224
Disposals	(4,218)	(6)	(4,224)
Reclassification/transfer	203	(203)	-
At 31 December 2011	-	-	-
<b>DEPRECIATION</b>			
At 1 December 2010	828	113	941
Charge for period	334	-	334
Eliminated on disposal	(1,270)	(5)	(1,275)
Reclassification/transfer	108	(108)	-
At 31 December 2011	-	-	-
<b>NET BOOK VALUE</b>			
At 31 December 2011	-	-	-
At 30 November 2010	3,187	96	3,283

**10. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	<b>2011 £'000</b>	<b>2010 as restated £'000</b>
Trade debtors	-	158
Amounts owed by group undertakings *	1,506	-
Other debtors	45	692
	<b>1,551</b>	<b>850</b>

\* Included within this balance is a £1,506,000 loan to Regus No.1 SARL. Interest is received on the loan at LIBOR plus 2.19%.

**11. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	<b>2011 £'000</b>	<b>2010 as restated £'000</b>
Trade creditors	-	335
Amounts owed to group undertakings	4,840	4,559
Social security and other taxes	-	61
Other creditors	1	2,148
	<b>4,841</b>	<b>7,103</b>

**Associated Offices Limited (Registered number: SC334753)**  
**Previously known as Abbey Offices Limited**

**Notes to the Financial Statements - continued**  
*for the Period 1 December 2010 to 31 December 2011*

**12. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR**

	<b>2011</b>	<b>2010</b> as restated
	<b>£'000</b>	<b>£'000</b>
Accruals and deferred income	-	2,271
	<u>          </u>	<u>          </u>

**13. OPERATING LEASE COMMITMENTS**

Annual commitments in respect of property, vehicles, plant and equipment under non-cancellable operating leases are as follows:

	<b>Property</b>	
	<b>2011</b>	<b>2010</b> as restated
	<b>£'000</b>	<b>£'000</b>
Expiring: In more than five years	-	3,404
	<u>          </u>	<u>          </u>

**14. CALLED UP SHARE CAPITAL**

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	<b>2011</b>	<b>2010</b> as restated
			<b>£</b>	<b>£</b>
1	Ordinary	£1	<u>          1          </u>	<u>          1          </u>

**15. RESERVES**

	<b>Profit and loss account £'000</b>
At 1 December 2010	(4,855)
Profit for the period	<u>1,626</u>
At 31 December 2011	<u>(3,229)</u>

**Associated Offices Limited (Registered number: SC334753)**  
**Previously known as Abbey Offices Limited**

**Notes to the Financial Statements - continued**  
*for the Period 1 December 2010 to 31 December 2011*

**16. ULTIMATE PARENT COMPANY**

Associated Offices Limited is a wholly owned subsidiary of Banffshire Holdings Limited, a company incorporated in Great Britain and registered in England and Wales.

The smallest and largest group in which the results of the company are consolidated is that headed by Regus plc, a company incorporated in Jersey. The consolidated accounts of Regus plc are available to the public and may be obtained from the Company's website [www.regus.com](http://www.regus.com) or from the Regus plc head office, 26 Boulevard Royal, L-2449 Luxembourg.

**17. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS**

	<b>2011</b>	<b>2010</b>
	<b>£'000</b>	<b>as restated £'000</b>
Profit/(loss) for the financial period	<u>1,626</u>	<u>(1,029)</u>
Net addition/(reduction) to shareholders' funds	<u>1,626</u>	<u>(1,029)</u>
Opening shareholders' funds	<u>(4,855)</u>	<u>(3,826)</u>
Closing shareholders' funds	<u><u>(3,229)</u></u>	<u><u>(4,855)</u></u>