

**REPORT OF THE DIRECTORS AND
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2013
FOR
BANDSTAND SQUARE DEVELOPMENTS LIMITED**

**CONTENTS OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2013**

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BANDSTAND SQUARE DEVELOPMENTS LIMITED

**COMPANY INFORMATION
FOR THE YEAR ENDED 31 DECEMBER 2013**

DIRECTORS: J A Fisher
D Hodge
R J Kingsbury
P A H Robinson
J T A Robinson
J Robinson
E Robinson
R N Morgan

SECRETARY: P L Hearn

REGISTERED OFFICE: 5 Olympus Court
Olympus Avenue
Tachbrook Park
Leamington Spa
Warwickshire
CV34 6RZ

REGISTERED NUMBER: 08005542 (England and Wales)

AUDITORS: Hamlyns LLP
Statutory Auditor
Chartered Accountants
Sundial House
High Street
Horsell
Woking
Surrey
GU21 4SU

SOLICITORS: Anderson Strathern LLP
1 Rutland Court
Edinburgh
EH3 8EY

BANDSTAND SQUARE DEVELOPMENTS LIMITED

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2013

The directors present their report with the financial statements of the company for the year ended 31 December 2013.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 January 2013 to the date of this report.

P A H Robinson
J T A Robinson
R N Morgan

Other changes in directors holding office are as follows:

J A Fisher - appointed 27 February 2013
D Hodge - appointed 27 February 2013
R J Kingsbury - appointed 27 February 2013
J Robinson - appointed 27 February 2013
E Robinson - appointed 27 February 2013

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.

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 or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

AUDITORS

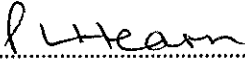
The auditors, Hamlyns LLP, will be proposed for re-appointment at the forthcoming Annual General Meeting.

BANDSTAND SQUARE DEVELOPMENTS LIMITED

**REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 31 DECEMBER 2013**

This report has been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies.

ON BEHALF OF THE BOARD:


.....
P L Hearn - Secretary

Date: 27 JANUARY 2015

**REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF
BANDSTAND SQUARE DEVELOPMENTS LIMITED**

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We have audited the financial statements of Bandstand Square Developments Limited for the year ended 31 December 2013 on pages six to eleven. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (effective April 2008) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

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 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 Report of the Directors to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. 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 2013 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities; 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.

**REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF
BANDSTAND SQUARE DEVELOPMENTS LIMITED**

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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption from the requirement to prepare a Strategic Report or in preparing the Report of the Directors.



David Cooper (Senior Statutory Auditor)
for and on behalf of Hamlyns LLP
Statutory Auditor
Chartered Accountants
Sundial House
High Street
Horsell
Woking
Surrey
GU21 4SU

Date: *27 January 2015*

BANDSTAND SQUARE DEVELOPMENTS LIMITED**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2013**

	Notes	Year Ended 31.12.13 £	Period 26.3.12 to 31.12.12 £
TURNOVER		2,798,205	78,354
Cost of sales		<u>2,515,709</u>	<u>40,581</u>
GROSS PROFIT		282,496	37,773
Administrative expenses		<u>25,292</u>	<u>12,518</u>
OPERATING PROFIT	2	257,204	25,255
Interest receivable and similar income		<u>191</u>	<u>1,180</u>
		257,395	26,435
Interest payable and similar charges		<u>257,395</u>	<u>26,435</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		-	-
Tax on profit on ordinary activities	3	<u>-</u>	<u>-</u>
PROFIT FOR THE FINANCIAL YEAR		-	-

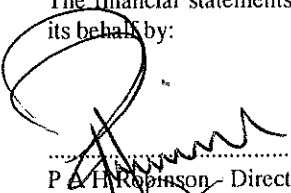
The notes form part of these financial statements

BALANCE SHEET
31 DECEMBER 2013

	Notes	2013		2012	
		£	£	£	£
FIXED ASSETS					
Investments	4		2		-
CURRENT ASSETS					
Stocks		15,185,700		11,425,421	
Debtors	5	1,953,582		161,322	
Cash at bank		361,089		488,773	
		<u>17,500,371</u>		<u>12,075,516</u>	
CREDITORS					
Amounts falling due within one year	6	2,719,225		572,122	
NET CURRENT ASSETS			<u>14,781,146</u>		<u>11,503,394</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			<u>14,781,148</u>		<u>11,503,394</u>
CREDITORS					
Amounts falling due after more than one year	7		<u>14,751,148</u>		<u>11,473,394</u>
NET ASSETS			<u><u>30,000</u></u>		<u><u>30,000</u></u>
CAPITAL AND RESERVES					
Called up share capital	9		<u>30,000</u>		<u>30,000</u>
SHAREHOLDERS' FUNDS			<u><u>30,000</u></u>		<u><u>30,000</u></u>

The financial statements have been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies and with the Financial Reporting Standard for Smaller Entities (effective April 2008).

The financial statements were approved by the Board of Directors on 27 January 2015 and were signed on its behalf by:


.....
P A H Robinson - Director


.....
J T A Robinson - Director

The notes form part of these financial statements

BANDSTAND SQUARE DEVELOPMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2013

1. ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008).

Exemption from preparing a cash flow statement

Exemption has been taken from preparing a cash flow statement on the grounds that the company qualifies as a small company.

Turnover

Turnover comprises of development sales and incidental rents and service charges received from owned property pending redevelopment stated net of VAT.

The sale of redeveloped sites will be included in turnover in the period in which they are sold and the sales contract becomes unconditional.

Stocks and work in progress

Work in progress comprises of the purchase cost of freehold redevelopment sites, together with the costs incurred in the acquisition of those sites, their redevelopment costs incurred to date and the capitalisation of applicable overhead expenditure.

Work in progress is stated at the lower of cost or net realisable value after making provision for any permanent diminution of value net of VAT.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Long term contracts

The amount of profit attributable to the stage of completion of a long term contract is recognised when the outcome of the contract can be foreseen with reasonable certainty. Turnover for such contracts is stated at cost appropriate to their stage of completion plus attributable profits, less amounts recognised in previous years. Provision is made for any losses which are foreseen. Contract work in progress is stated as costs incurred less those transferred to the profit and loss account after deducting foreseeable losses and payments on account not matched with turnover. Amounts recoverable on contracts are included in debtors and represent turnover recognised in excess of payments on accounts.

2. OPERATING PROFIT

The operating profit is stated after charging:

	Year Ended 31.12.13	Period 26.3.12 to 31.12.12
	£	£
Auditors' remuneration	<u>5,000</u>	<u>5,000</u>
Directors' remuneration and other benefits etc	<u>-</u>	<u>-</u>

3. TAXATION

Analysis of the tax charge

No liability to UK corporation tax arose on ordinary activities for the year ended 31 December 2013 nor for the period ended 31 December 2012.

BANDSTAND SQUARE DEVELOPMENTS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2013**

4. FIXED ASSET INVESTMENTS		Shares in group undertakings £
COST		
Additions		2
At 31 December 2013		<u>2</u>
NET BOOK VALUE		
At 31 December 2013		<u><u>2</u></u>
5. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
	2013	2012
	£	£
Trade debtors	64,683	66,758
Amounts owed by group undertakings	759,072	-
Amounts owed by participating interests	496,455	-
Other debtors	633,372	94,564
	<u>1,953,582</u>	<u>161,322</u>
6. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
	2013	2012
	£	£
Trade creditors	2,255,680	323,877
Amounts owed to group undertakings	148,805	7,500
Amounts owed to participating interests	296,152	-
Other creditors	18,588	240,745
	<u>2,719,225</u>	<u>572,122</u>
7. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR		
	2013	2012
	£	£
Amounts owed to participating interests	14,751,148	11,473,394
	<u>14,751,148</u>	<u>11,473,394</u>

BANDSTAND SQUARE DEVELOPMENTS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2013**

8. SECURED DEBTS

The following secured debts are included within creditors:

	2013	2012
	£	£
Woking Borough Council loan	<u>14,751,148</u>	<u>11,473,394</u>

On 27 February 2013 the company entered into a Revolving Facility Agreement with Woking Borough Council (as security trustee) and Surrey County Council to refinance the existing Woking Borough Council loans and to provide additional loan finance.

The loans from Woking Borough Council are secured by legal charges over all the company's properties and assets which comprise of Globe House, Victoria Way Woking, GU21 6DD and the former Post Office, Market Square, Woking, GU21 6DG.

These properties are included in stock at cost plus development costs incurred at the balance sheet date amounting to £15,185,700 (2012 - £11,425,421).

Interest on the various new loans is calculated as the greater of 4.5% per annum or 4% plus the Public Works Loan Board standard new loan maturity rate for new loans of over 5 but not over 5.5 years less the rate of any Certainty discount rate available to the lender from the Public Works Loan Board.

9. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	2013	2012
			£	£
7,200	A Ordinary	£1	7,200	14,400
15,600	B Ordinary	£1	15,600	15,600
7,200	C Ordinary	£1	7,200	-
			<u>30,000</u>	<u>30,000</u>

On 27 February 2013 7,200 A ordinary shares of £1 each were re-designated as C ordinary shares of £1 each.

The A, B and C Ordinary shares rank pari passu and confer on the holder the right to receive notice of, attend and vote at general meetings of the company. Each share entitles the holder to one vote. Each class has the right to participate in dividend distributions and the right to participate in a distribution of the assets on winding up.

Under the Articles of Association, class A and C shareholders are entitled to appoint two directors and class B shareholders are entitled to appoint four directors.

No class of share is redeemable.

10. RESERVES

	Profit and loss account
	£
Profit for the year	-
At 31 December 2013	<u>-</u>

BANDSTAND SQUARE DEVELOPMENTS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2013**

11. HOLDING AND ULTIMATE PARENT COMPANY

Moyallen Holdings Limited (incorporated in Northern Ireland) is regarded by the directors as being the company's ultimate parent company.

Copies of the financial statements of Moyallen Holdings Limited are available from Companies House. The Moyallen Holdings Limited group of companies has an overall net loss and net liabilities position at 31 December 2013. The group's bankers have agreed to support the group's property owning companies for a further two years.

BANDSTAND SQUARE DEVELOPMENTS LIMITED

**TRADING AND PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2013**

	Year Ended 31.12.13		Period 26.3.12 to 31.12.12	
	£	£	£	£
Turnover				
Development sales	2,353,128		-	
Rent receivable	264,175		44,064	
Services charges	180,902		34,290	
		<u>2,798,205</u>		<u>78,354</u>
Cost of sales				
Opening work in progress	11,425,421		-	
Property purchase and related costs	(1,248)		10,677,194	
Building costs	1,793,186		43,900	
Sundry project costs	820,136		58,589	
Architects fees	1,256,691		223,470	
Surveyors and engineers fees	1,288,776		221,833	
Project management fee	122,304		-	
Legal fees	287,713		67,810	
Service charges	180,902		34,562	
Rates and water	-		6,019	
Interest payable	527,528		132,625	
		<u>17,701,409</u>	<u>11,466,002</u>	
Closing work in progress	(15,185,700)		(11,425,421)	
		<u>2,515,709</u>		<u>40,581</u>
GROSS PROFIT		282,496		37,773
Other income				
Other interest	138		-	
Interest receivable	53		1,180	
		<u>191</u>		<u>1,180</u>
		282,687		38,953
Expenditure				
Insurance	2,009		-	
Sundry expenses	412		-	
Accountancy	17,500		7,500	
Auditors' remuneration	5,000		5,000	
		<u>24,921</u>		<u>12,500</u>
		257,766		26,453
Finance costs				
Bank charges	371		18	
Loan interest	257,395		26,435	
		<u>257,766</u>		<u>26,453</u>
NET PROFIT		-		-

This page does not form part of the statutory financial statements