

REGISTERED NUMBER: 00258846 (England and Wales)

ABRAHAMS CONSOLIDATED LIMITED
REPORT OF THE DIRECTORS AND
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2013



ABRAHAMS CONSOLIDATED LIMITED

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

DIRECTORS: P D Abrahams
G E Wood
D P Wray

SECRETARY: N M Birch

REGISTERED OFFICE: 105 St Peters Street
St Albans
Hertfordshire
AL1 3EJ

REGISTERED NUMBER: 00258846 (England and Wales)

AUDITORS: Wilkins Kennedy LLP
Statutory Auditor
Chartered Accountants
Gladstone House
77-79 High Street
Egham
Surrey
TW20 9HY

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

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

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of property investment

DIRECTORS

The directors shown below have held office during the whole of the period from 1 April 2012 to the date of this report

P D Abrahams
G E Wood
D P Wray

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 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.

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 D Abrahams - Director

Date 20th August 2013.

**REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF
ABRAHAMS CONSOLIDATED LIMITED**

We have audited the financial statements of Abrahams Consolidated Limited for the year ended 31 March 2013 on pages five to thirteen. 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 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. 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 March 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
ABRAHAMS CONSOLIDATED 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 in preparing the Report of the Directors

Wilkins Kennedy LLP

Mr Kevin Walmsley (Senior Statutory Auditor)
for and on behalf of Wilkins Kennedy LLP
Statutory Auditor
Chartered Accountants
Gladstone House
77-79 High Street
Egham
Surrey
TW20 9HY

2 September 2013

ABRAHAMS CONSOLIDATED LIMITED (REGISTERED NUMBER: 00258846)

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 MARCH 2013**

	Notes	2013 £	2012 £
TURNOVER		1,440,425	1,297,143
Other operating income		<u>1,950</u>	<u>-</u>
		1,442,375	1,297,143
Staff costs		(235,919)	(235,976)
Depreciation and other amounts written off tangible fixed assets			
Impairment to tangible fixed assets		(80,000)	(220,000)
Other operating charges		<u>(287,599)</u>	<u>(159,633)</u>
OPERATING PROFIT	2	838,857	681,534
Interest receivable and similar income		<u>2,335</u>	<u>3,643</u>
		841,192	685,177
Interest payable and similar charges		<u>(137,843)</u>	<u>(61,580)</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		703,349	623,597
Tax on profit on ordinary activities	3	<u>(188,550)</u>	<u>(226,038)</u>
PROFIT FOR THE FINANCIAL YEAR		<u>514,799</u>	<u>397,559</u>

The notes form part of these financial statements

ABRAHAMS CONSOLIDATED LIMITED (REGISTERED NUMBER: 00258846)

**STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
FOR THE YEAR ENDED 31 MARCH 2013**

	2013 £	2012 £
PROFIT FOR THE FINANCIAL YEAR	514,799	397,559
Revaluation of land and buildings	<u>(701,004)</u>	<u>114,365</u>
TOTAL RECOGNISED GAINS AND LOSSES RELATING TO THE YEAR	<u>(186,205)</u>	<u>511,924</u>

The notes form part of these financial statements

BALANCE SHEET
31 MARCH 2013

	Notes	2013 £	2012 £
FIXED ASSETS			
Investment property	5	23,885,000	23,365,000
CURRENT ASSETS			
Debtors	6	131,176	92,231
Cash at bank		<u>851,924</u>	<u>322,115</u>
		983,100	414,346
CREDITORS			
Amounts falling due within one year	7	<u>(796,992)</u>	<u>(584,881)</u>
NET CURRENT ASSETS/(LIABILITIES)		<u>186,108</u>	<u>(170,535)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		24,071,108	23,194,465
CREDITORS			
Amounts falling due after more than one year	8	<u>(3,900,000)</u>	<u>(2,800,000)</u>
NET ASSETS		<u>20,171,108</u>	<u>20,394,465</u>
CAPITAL AND RESERVES			
Called up share capital	11	589,810	589,810
Revaluation reserve	12	5,683,284	6,384,288
Profit and loss account	12	<u>13,898,014</u>	<u>13,420,367</u>
SHAREHOLDERS' FUNDS		<u>20,171,108</u>	<u>20,394,465</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 20th August 2013 and were signed on its behalf by



P D Abrahams - Director

The notes form part of these financial statements

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

1 ACCOUNTING POLICIES

Basis of preparing the financial statements

The accounts are prepared on a going concern basis. The use of the going concern basis of accounting is appropriate because there are no material uncertainties related to events or conditions that may cast significant doubt about the ability of the company to continue as a going concern.

Accounting convention

The financial statements have been prepared under the historical cost convention as modified by the revaluation of certain assets 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 represents rental income achieved in the year on an accruals basis, net of value added tax.

Investment properties

The company's properties are held for long term investment and are included in the Balance Sheet at their market values. The surpluses or deficits on revaluation of such properties are transferred to the investment property revaluation reserve unless a deficit below original cost, or its reversal, on an individual investment property is expected to be permanent in which case it is recognised in the profit and loss account for the year. Depreciation is not provided in respect of freehold investment properties. Leasehold investment properties are not amortised where the unexpired term is over twenty years.

This policy represents a departure from statutory accounting principles, which require depreciation to be provided on all fixed assets. The directors consider that this policy is necessary in order that the financial statements may give a true and fair view because current values and changes in current values are of prime importance rather than the calculation of systematic annual depreciation. Depreciation is only one of many factors reflected in the valuation and the amount which might otherwise have been shown cannot be separately identified or quantified.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date will result in an obligation to pay more, or right to pay less or to receive more, tax, with the following exceptions:

- provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned,
- deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Property sales and purchases

Property sales and purchases are recognised on completion.

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

1 ACCOUNTING POLICIES - continued

Interest costs

Gains/Losses recognised on interest rate swap contracts on loan facilities held are recognised as loan interest payable

No liability has been recognised in the financial statements in relation to the interest rate swap contracts held

2 OPERATING PROFIT

The operating profit is stated after charging

	2013 £	2012 £
Auditors' remuneration	9,600	9,120
Pension to widow of former director	<u>2,835</u>	<u>2,700</u>
Directors' remuneration and other benefits etc	<u>204,000</u>	<u>204,000</u>

3 TAXATION

Analysis of the tax charge

The tax charge on the profit on ordinary activities for the year was as follows

	2013 £	2012 £
Current tax		
UK corporation tax	188,550	226,038
Less double taxation relief	(8,250)	(8,250)
Add overseas tax	<u>8,250</u>	<u>8,250</u>
Tax on profit on ordinary activities	<u>188,550</u>	<u>226,038</u>

4 DIVIDENDS

	2013 £	2012 £
Ordinary shares of £1 each		
Interim	22,923	26,010
6% cumulative preference shares of £1 each		
Preference dividends	<u>14,229</u>	<u>14,229</u>
	<u>37,152</u>	<u>40,239</u>

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

5 INVESTMENT PROPERTY

	Freehold property £	Long leasehold £	Totals £
COST OR VALUATION			
At 1 April 2012	22,620,000	745,000	23,365,000
Additions	1,301,004	-	1,301,004
Impairment	(80,000)	-	(80,000)
Revaluation	(906,004)	205,000	(701,004)
	<u>22,935,000</u>	<u>950,000</u>	<u>23,885,000</u>
At 31 March 2013			
	<u>22,935,000</u>	<u>950,000</u>	<u>23,885,000</u>
NET BOOK VALUE			
At 31 March 2013			
	<u>22,935,000</u>	<u>950,000</u>	<u>23,885,000</u>
At 31 March 2012			
	<u>22,620,000</u>	<u>745,000</u>	<u>23,365,000</u>

All fixed assets are held for use in operating leases

Cost or valuation at 31 March 2013 is represented by

	Freehold property £	Long leasehold £	Totals £
Valuation in 2013	4,102,505	805,779	4,908,284
Cost	18,832,495	144,221	18,976,716
	<u>22,935,000</u>	<u>950,000</u>	<u>23,885,000</u>

If investment properties had not been revalued they would have been included at the following historical cost

	2013 £	2012 £
Cost	<u>18,976,716</u>	<u>17,675,712</u>

Investment properties were valued on an open market basis on 31 March 2013 by Colliers International

6 DEBTORS

	2013 £	2012 £
Amounts falling due within one year		
Trade debtors	87,514	45,044
Other debtors	17,148	10,528
Prepayments and accrued income	3,180	7,564
	<u>107,842</u>	<u>63,136</u>

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

6	DEBTORS - continued		
		2013	2012
		£	£
	Amounts falling due after more than one year		
	Other debtors	<u>23,334</u>	<u>29,095</u>
	Aggregate amounts	<u>131,176</u>	<u>92,231</u>
7	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		2013	2012
		£	£
	Bank loans and overdrafts	150,000	-
	Trade creditors	790	-
	Corporation tax	80,300	107,788
	Other taxes and social security	10,006	10,035
	VAT	56,775	56,090
	Other creditors	62,995	72,780
	Accruals and deferred income	<u>436,126</u>	<u>338,188</u>
		<u>796,992</u>	<u>584,881</u>
8	CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR		
		2013	2012
		£	£
	Bank loans - 2-5 years	<u>3,900,000</u>	<u>2,800,000</u>
9	OPERATING LEASE COMMITMENTS		
	The following operating lease payments are committed to be paid within one year		
		2013	2012
		£	£
	Expiring		
	Between one and five years	<u>7,440</u>	<u>7,440</u>
10	SECURED DEBTS		
	The following secured debts are included within creditors		
		2013	2012
		£	£
	Bank loans	<u>4,050,000</u>	<u>2,800,000</u>

The bank has a first legal charge over various properties for the purpose of enabling the company to draw against the loan facilities (see note 13)

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

11 CALLED UP SHARE CAPITAL

Allotted, issued and fully paid Number	Class	Nominal value	2013 £	2012 £
352,660	Ordinary	£1	352,660	352,660
237,150	6% cumulative preference	£1	<u>237,150</u>	<u>237,150</u>
			<u>589,810</u>	<u>589,810</u>

The preference shares carry the right to a preferential dividend, at the rate of 6% per annum, but carry no voting rights, and on any capital distribution (including on winding up) shall be entitled only to the repayment of the amounts paid up on such shares and any accumulated dividend

The preference shares carry rights of redemption at the option of the company

12 RESERVES

	Profit and loss account £	Revaluation reserve £	Totals £
At 1 April 2012	13,420,367	6,384,288	19,804,655
Profit for the year	514,799		514,799
Dividends	(37,152)		(37,152)
Revaluation in year	-	(701,004)	(701,004)
At 31 March 2013	<u>13,898,014</u>	<u>5,683,284</u>	<u>19,581,298</u>

13 OTHER FINANCIAL COMMITMENTS

In March 2010, National Westminster Bank plc granted a £2,800,000 loan facility to the company. The company can draw from this facility until 30 March 2015 at an interest rate of 2.25% above LIBOR per annum. At the year end £2,800,000 of this loan had been utilised.

During the year, National Westminster Bank plc granted an additional £2,500,000 loan facility to the company on 31 July 2012. The company can draw from this facility until 10 July 2017 at an interest rate of 3.5% above LIBOR per annum. At the year end £1,250,000 of this loan had been utilised.

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

14 RELATED PARTY DISCLOSURES

During the year, the company paid dividends to the following related parties

	2013 £	2012 £
Mr P D Abrahams, director	16,942	16,942
Mrs L J Abrahams	10,537	10,537
Mr P D Abrahams, Mrs L J Abrahams & Farrer & Co Trust Corporation Limited, as trustees of the D A Abrahams 1966 Settlement	6,500	6,500
Felden Park Farms Limited, a company under common control	1,973	5,060
Miss C Z Abrahams	600	600
Mr J P Abrahams	600	600

During the year directors' fees of £9,831 (2012 - £9,785) including VAT were invoiced by Dexter Wood & Partners Limited, an entity in which G E Wood is a director. The entity also charged £81,706 (2012 - £85,237) including VAT in respect of administrative and professional fees. At the year end an outstanding balance of £540 (2012 - £Nil) was due to Dexter Wood & Partners Limited.

The company was invoiced £9,805 (2012 - £9,751) by Pellys Solicitors Limited in respect of legal services under a director's services agreement. D P Wray was an employee of Pellys Solicitors Limited during the year. The entity also charged £10,506 (2012 £12,073) including VAT in respect of legal and professional services.

15 ULTIMATE CONTROLLING PARTY

The company is controlled by Mr P D Abrahams

16 PROVISIONS FOR LIABILITIES AND CHARGES

Deferred taxation

If all the properties were sold at their balance sheet values, capital gains of approximately £1,035,239 (2012 - £1,330,268) would arise with a potential tax effect thereon, using 23%, of approximately £238,100 (2012 - £319,300). No provision for deferred tax has been made for this potential liability.

There are no other material fixed asset timing differences.