# REPORT OF THE DIRECTORS AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2011 FOR

THAMESWEY LIMITED

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# COMPANY INFORMATION FOR THE YEAR ENDED 31 DECEMBER 2011

**DIRECTORS:** 

D J Spinks

R N Morgan B M Maunders

M Rolt S Bonsor R J Kingsbury

S Barham T Price G Elson B Hunwicks

R Wilson B Prescott

SECRETARY:

Clyde Secretaries Limited

REGISTERED OFFICE:

The St Botolph Building

138 Houndsditch

London EC3A 7AR

REGISTERED NUMBER:

03702545 (England and Wales)

**AUDITORS:** 

Hamlyns LLP

Chartered Accountants & Statutory Auditors

Sundial House High Street Horsell Woking Surrey GU21 4SU

# REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2011

The directors present their report with the financial statements of the company and the group for the year ended 31 December 2011.

#### PRINCIPAL ACTIVITY

The principal activity of the group in the year under review was that of the furtherance of Woking Borough Council's energy and environmental objectives, to enable other Local Councils to participate in schemes which provide energy efficiency, its affordable housing objective through the provision of intermediate market rent properties and property development and investment.

#### REVIEW OF BUSINESS

During the year the Thameswey Group continued with the construction of its combined heat and power programme with the completion of an extension of its network to the new national headquarters of Network Rail in Milton Keynes and commenced a £5 million renewal project on equipment in Woking. The Group continued with plans to provide an economic stimulus to the Borough of Woking as well as to assist with housing needs by the purchase of two properties and the letting of ten homes at Brookwood Farm on a shared ownership basis, continued with the expansion of the low carbon homes and schools programmes and completed the majority of the flood alleviation and development work of the Hoe Valley.

#### DIVIDENDS

No dividends were distributed for the year ended 31 December 2011.

#### DIRECTORS

The directors shown below have held office during the whole of the period from 1 January 2011 to the date of this report.

D J Spinks

R N Morgan

B M Maunders

M Rolt

S Bonsor

R J Kingsbury

S Barham

T Price

Other changes in directors holding office are as follows:

G Elson, B Hunwicks, R Wilson and B Prescott were appointed as directors after 31 December 2011 but prior to the date of this report.

J P Thorp ceased to be a director after 31 December 2011 but prior to the date of this report.

## FIXED ASSET INVESTMENTS

X2WP Limited is to be wound up in 2012.

#### SHARE CAPITAL

Thameswey Limited issued the following ordinary shares of £1 each to Woking Borough Council for the purposes listed below:

28th December 2011 - 1,000,000 - to purchase the remaining 10% of shares in Thameswey Energy Limited and 80% of shares in Xergi Services Limited (now Thameswey Services Limited) both from Xergi Limited.

30th December 2011 - 500,000 - for investment in Thameswey Energy Limited

On 15th March 2012, after the balance sheet date, 887,015 ordinary shares of £1 each were issued for investment in Thameswey Solar Limited.

The Board of Directors have previously authorised a further 1,770,000 ordinary shares of £1 each as required by the Directors for investment in Woking Borough Homes Limited.

# REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2011

#### 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 the group and of the profit or loss of the group 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 and the group's transactions and disclose with reasonable accuracy at any time the financial position of the company and the group 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website.

#### 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 group'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 group's auditors are aware of that information.

ON BEHALF OF THE BOARD:

B M Maunders - Director

Date: 18/06/2012

# REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF THAMESWEY LIMITED

We have audited the financial statements of Thameswey Limited for the year ended 31 December 2011 which comprise the Consolidated Profit and Loss Account, the Consolidated Balance Sheet, the Company Balance Sheet, the Consolidated Cash Flow Statement and the related notes. 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, 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 group's and the parent 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 group's and of the parent company's affairs as at 31 December 2011 and of the group's loss for the year 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.

# REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF THAMESWEY 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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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.

David Cooper (Senior Statutory Auditor)

for and on behalf of Hamlyns LLP

Chartered Accountants & Statutory Auditors

Sundial House

**High Street** 

Horsell

Woking

Surrey

GU2i 4SU

Date: 18 5 une 2012

# CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2011

		201		201	
	Notes	£	£	£	£
TURNOVER Continuing operations Discontinued operations		14,092,472 414,701	14,507,173	16,164,183 6,338,088	22,502,271
Cost of sales	2		11,041,468		15,480,263
GROSS PROFIT	2		3,465,705		7,022,008
Net operating expenses	2		2,434,947		1,736,650
OPERATING PROFIT Continuing operations Discontinued operations	5	583,966 446,792	1,030,758	542,624 4,742,734	5,285,358
Share of operating loss in joint ventures			6,720		
			1,024,038		5,285,358
Income from shares in group undertakings Interest receivable and similar income		36,000 7,652	43,652	8,401	8,401
			1,067,690		5,293,759
Interest payable and similar charges	6		4,186,679		8,139,853
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION			(3,118,989)		(2,846,094)
Tax on loss on ordinary activities	7		-		_
LOSS FOR THE FINANCIAL YEAR AFTER TAXATION			(3,118,989)		(2,846,094)
Minority interest - equity			(231,465)		(226,532)
DEFICIT FOR THE FINANCIAL YEAR	R FOR TE	IE GROUP	(2,887,524)		(2,619,562)

# TOTAL RECOGNISED GAINS AND LOSSES

The group has no recognised gains or losses other than the losses for the current year or previous year.

# CONSOLIDATED BALANCE SHEET **31 DECEMBER 2011**

		20		20	
	Notes	£	£	£	£
FIXED ASSETS			FF0.01.4		2.446
Intangible assets	10		559,214		3,446
Tangible assets	11		31,249,477		29,482,466
Investments	12		48,281		7,000
Investment property	13		41,863,083		43,338,892
			73,720,055		72,831,804
CURRENT ASSETS					
Stocks	14	21,372,255		1,618,535	
Debtors	15	3,824,159		10,135,213	
Investments	16	147,303		146,999	
Cash at bank	10	2,945,081		5,989,661	
		28,288,798		17,890,408	
CREDITORS		20,000,750		.,,.,.,	
Amounts falling due within one year	17	5,451,331		7,609,182	
NET CURRENT ASSETS			22,837,467		10,281,226
TOTAL ASSETS LESS CURRENT LIABILITIES			96,557,522		83,113,030
CREDITORS					
Amounts falling due after more than one					
year	18		(80,201,459)		(66,711,009)
A CODULAT O AND					
ACCRUALS AND DEFERRED INCOME	20		(13,966,492)		(13,052,965)
DEFERMED MCOME	20		(15,700,472)		(13,032,700)
MINORITY INTERESTS	21				428,039
NET ASSETS			2,389,571		3,777,095
			<u> </u>		
CAPITAL AND RESERVES					
Called up share capital	22		13,831,216		12,331,216
Profit and loss account	23		(11,441,645)		(8,554,121)
	26		2,389,571		3,777,095

S Bonsor - Director

# COMPANY BALANCE SHEET 31 DECEMBER 2011

		20	11	20	10
	Notes	£	£	£	£
FIXED ASSETS					
Intangible assets	10		-		-
Tangible assets	11		76,511		83,648
Investments	12		81,533,122		79,920,622
Investment property	13				
			81,609,633		80,004,270
CURRENT ASSETS					
Debtors	15	635,975		402,203	
Cash at bank		294,183		619,554	
		930,158		1,021,757	
CREDITORS					
Amounts falling due within one year	17	68,705,708		68,706,483	
NET CURRENT LIABILITIES			(67,775,550)		(67,684,726)
TOTAL ASSETS LESS CURRENT L	IABILITIES	1	13,834,083		12,319,544
CAPITAL AND RESERVES					
Called up share capital	22		13,831,216		12,331,216
Profit and loss account	23		2,867		(11,672)
SHAREHOLDERS' FUNDS	26		13,834,083		12,319,544

The financial statements were approved by the Board of Directors on its behalf by:

18/2/12

... and were signed on

S Bonsor - Director

# CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2011

		201	11	201	0
	Notes	£	£	£	£
Net cash (outflow)/inflow from operating activities	27		(12,580,243)		2,483,970
from operating activities	21		(12,380,243)		2,463,970
Returns on investments and					
servicing of finance	28		(4,149,747)		(8,131,452)
Taxation			(175,630)		-
Capital expenditure					
and financial investment	28		(2,541,163)		54,316,257
			(19,446,783)		48,668,775
Financing	28		16,402,203		(46,981,987)
(Decrease)/increase in cash in the period			(3,044,580)		1,686,788
	- W		***************************************		
Reconciliation of net cash flow to movement in net funds	29				
(Decrease)/increase					
in cash in the period		(3,044,580)		1,686,788	
Cash outflow/(inflow) from increase/(decrease) in liquid resources		304		(86,530)	
Cash outflow from decrease in debt		431,899		316,483	
Change in net funds resulting			(2 (12 255)		1.016.741
from cash flows			(2,612,377)		1,916,741
Movement in net funds in the period			(2,612,377)		1,916,741
Net funds/(debt) at 1 January			1,453,143		(463,598)
Net (debt)/funds at 31 December			(1,159,234)	•	1,453,143

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2011

#### 1. ACCOUNTING POLICIES

#### Accounting convention

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

The financial statements have been prepared on a going concern basis, the validity of which is dependent upon the continued financial support provided to the company and the group by the ultimate parent undertaking, Woking Borough Council.

#### Basis of consolidation

The consolidated balance sheet has been prepared using the acquisition method of accounting for the parent company and it's subsidiary companies.

#### Turnover

Turnover represents net invoices sales of goods and services, excluding VAT.

#### Goodwill

On 31 December 2004, the company acquired the remaining 81% of the share capital of Thameswey Energy Limited. Negative goodwill arose on consolidation in 2004.

On 30 December 2005, the company sold 10% of the share capital of Thameswey Energy Limited resulting in a part disposal of the negative goodwill arising in 2004. On 30 December 2005, the company acquired 100% of the share capital of Woking Borough Homes Limited. Goodwill arose on consolidation in 2005.

On 1 April 2007, the company acquired 100% of the share capital of Energy Centre for Sustainable Communities Limited. Goodwill arose on consolidation in 2007.

In the year ended 31 December 2008, further costs were incurred relating to the purchase of the share capital of Energy Centre for Sustainable Communities Limited. Goodwill arose on consolidation in 2008.

In the year ended 31 December 2009, further costs were incurred relating to the purchase of the share capital of Energy Centre for Sustainable Communities Limited. Goodwill arose on consolidation in 2009. On 5 August 2009, the company acquired 100% of the share capital of Thameswey Developments Limited. No goodwill arose on consolidation in 2009.

In the year ended 31 December 2010, the company acquired further shares in Energy Centre for Sustainable Communities Limited resulting in a reduction in goodwill. On 19 February 2010, the company acquired 100% of the share capital of Wolsey Place Limited. The goodwill arising on consolidation in 2010 has been fully written off in the year. During the year ended 31 December 2010 Thameswey Developments Limited entered into a 50% joint venture in Rutland (Woking) Limited. Goodwill arose on consolidation in 2010.

In the year ended 31 December 2011, the company acquired the remaining 10% of the share capital of Thameswey Energy Limited. The goodwill arising on consolidation in 2011, along with the balance of the negative goodwill arising in 2004, has been fully written off in the year. In the year ended 31 December 2011 further costs were incurred relating to the purchase of Wolsey Place Limited. The goodwill arising on consolidation in 2011 has been fully written off in the year. In the year ended 31 December 2011, the company acquired 100% of the share capital of both Thameswey Solar Limited and Thameswey Maintenance Services Limited. Goodwill arose on consolidation in 2011. During the year ended 31 December 2011 Thameswey Developments Limited entered into a 50% joint venture in Rutland Woking (Carthouse Lane) Limited. No goodwill arose on consolidation in 2011.

The remaining goodwill arising on consolidation is being written off over 10 years.

#### Intangible fixed assets

Amortisation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Computer software

- 12.5% on cost

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# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2011

#### 1. ACCOUNTING POLICIES - continued

#### Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Buildings - Straight line over 60 years

Plant and machinery - 20% on reducing balance, Straight line over 24 years, Straight line over

60 years, Straight line over 30 years and Straight line over 20 years

Assets under construction - 10% on cost

Fixtures and fittings - 33% on reducing balance and 10% on cost Computer equipment - 25% on cost and 25% on reducing balance

Finance costs which are directly attributable to the construction of fixed assets are capitalised as part of the costs of those assets. The commencement of capitalisation begins when both finance costs and expenditure for the assets are incurred and activities that are necessary to get the asset ready for use are in progress. Capitalisation ceases when the construction of the asset has reached the stage of practical completion.

#### Investment property

Investment property is shown at most recent valuation. Any aggregate surplus or deficit arising from changes in market value is transferred to a revaluation reserve.

#### Stocks

Stocks and work in progress (except long term contracts) are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

Cost includes all direct expenditure and an appropriate proportion of fixed and variable overheads.

Long term contracts are stated at net cost less forseeable losses less any applicable payments on account. The amount recorded as turnover in respect of long term contracts is ascertained by reference to the value of the work carried out to date. Attributable profit is recognised as the difference between recorded turnover and related costs.

## Deferred tax

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

#### Hire purchase and leasing commitments

Rentals paid under operating leases are charged to the profit and loss account on a straight line basis over the period of the lease.

#### Pension costs and other post-retirement benefits

The group operates a defined contribution pension scheme. Contributions payable to the group's pension scheme are charged to the profit and loss account in the period to which they relate.

#### Government grants

Government grants relating to fixed assets are treated as deferred income and released to the profit and loss account over the expected useful economic lives of the assets concerned. Other grants are credited to the profit and loss account as the related expenditure is incurred.

#### Investments

Current asset investments are stated at the lower of cost and net realisable value.

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# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2011

# 2. ANALYSIS OF OPERATIONS

3.

4.

ANALISIS OF OTERATIONS	Continuing £	2011 Discontinued £	Total £
Cost of sales	10,913,257	128,211	11,041,468
Gross profit	3,179,215	286,490	3,465,705
Net operating expenses:			
Administrative expenses Other operating income (see note 3)	2,968,162 (372,913)	(161,453) 1,151	2,806,709 (371,762)
	2,595,249	(160,302)	2,434,947
	Continuing £	2010 Discontinued £	Total £
Cost of sales	13,719,329	1,760,934	15,480,263
Gross profit	2,444,854	4,577,154	7,022,008
Net operating expenses:			
Administrative expenses Other operating income (see note 3)	2,174,134 (271,904)	(165,580)	2,008,554 (271,904)
	1,902,230	(165,580)	1,736,650
OTHER OPERATING INCOME		2011	2010
Sundry receipts Contribution amortised Grants amortised		£ (1,151) 198,749 174,164  371,762	£ 5,760 198,749 67,395 ————————————————————————————————————
STAFF COSTS		===	
Wagag and coloring		2011 £	2010 £
Wages and salaries Social security costs Other pension costs		700,183 66,990 30,649	664,095 63,730 24,298
		797,822	752,123

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2011

## 4. STAFF COSTS - continued

5.

STATE COSTS - continued		
The average monthly number of employees during the year was as follows:	ws: 2011	2010
Cost of sales	14	14
Administration	3	3
	· · · · · · · · · · · · · · · · · · ·	
	17	<del></del>
OPERATING PROFIT		
The operating profit is stated after charging/(crediting):		
	2011	2010
	£	£
Hire of plant and machinery	16,494	4,896
Depreciation - owned assets	1,140,978	1,125,597
Profit on disposal of fixed assets	(405,737)	(509,708)
Goodwill amortisation	64,748	(29,280)
Computer software amortisation	16,166	15,305
Auditors' remuneration	16,750	17,395
Auditors' remuneration for		
other services	53,600	58,421
Directors' remuneration	106,194	111,217
Directors' pension contributions to money purchase schemes	789	760
The number of directors to whom retirement benefits were accruing was	as follows:	
Money purchase schemes	1	1
INTEREST PAYABLE AND SIMILAR CHARGES		
ALIA MESMUA A CRAIMMAN (RI IM MAITARENCAIS CAMBRICOLIU	2011	2010
	£	£
Other interest	4,186,679	8,139,853
	-,,	- , ,

## 7. TAXATION

6.

## Analysis of the tax charge

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

## 8. PROFIT OF PARENT COMPANY

As permitted by Section 408 of the Companies Act 2006, the profit and loss account of the parent company is not presented as part of these financial statements. The parent company's profit for the financial year was £14,539 (2010 - £(335,665) loss).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2011

# 9. DISCONTINUED OPERATIONS

Transactions relating to discontinued activities relate to activities that were acquired in the previous year. The trade is being continued higher up in the group and future trading will be recognised in the ultimate parents accounts.

#### 10. INTANGIBLE FIXED ASSETS

	Computan	
Goodwill £	software £	Totals £
~	•	
28,423	129,163	157,586
1,471,259	180	1,471,439
1,499,682	129,343	1,629,025
96,036	58,104	154,140
64,748	16,166	80,914
834,757	-	834,757
995,541	74,270	1,069,811
504,141	55,073	559,214
(67,613)	71,059	3,446
	£  28,423 1,471,259  1,499,682  96,036 64,748 834,757  995,541  504,141	£ £  28,423 129,163 1,471,259 180  1,499,682 129,343  96,036 58,104 64,748 16,166 834,757 -  995,541 74,270  504,141 55,073

# 11. TANGIBLE FIXED ASSETS

At 31 December 2010

Group		Motor	Plant and
	Buildings	Vehicles	machinery
	£	£	£
COST	<b>*</b> 224 222		20.010.001
At 1 January 2011	2,391,992	=	30,918,201
Additions	-	-	648,240
Disposals	-	-	(59,963)
Reclassification/transfer		66,658	32,455
At 31 December 2011	2,391,992	66,658	31,538,933
DEPRECIATION			
At 1 January 2011	201,142	••	5,319,936
Charge for year	39,785	-	1,091,076
Eliminated on disposal	-	-	(20,559)
Reclassification/transfer	<u>-</u>	59,256	
At 31 December 2011	240,927	59,256	6,390,453
NET BOOK VALUE			
At 31 December 2011	2,151,065	7,402	25,148,480

25,598,265

2,190,850

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2011

# 11. TANGIBLE FIXED ASSETS - continued

## Group

	Assets under construction £	Fixtures and fittings £	Computer equipment £	Totals £
COST				
At 1 January 2011	1,633,016	42,563	46,115	35,031,887
Additions	2,249,178	35,590	_	2,933,008
Disposals		-	=	(59,963)
Reclassification/transfer	(32,455)	37,152		103,810
At 31 December 2011	3,849,739	115,305	46,115	38,008,742
DEPRECIATION				
At 1 January 2011	**	5,143	23,200	5,549,421
Charge for year	-	4,256	5,861	1,140,978
Eliminated on disposal	**	-	-	(20,559)
Reclassification/transfer		30,169	<u>-</u>	89,425
At 31 December 2011	<u> </u>	39,568	29,061	6,759,265
NET BOOK VALUE				
At 31 December 2011	3,849,739	75,737	17,054	31,249,477
At 31 December 2010	1,633,016	37,420	22,915	29,482,466
	• • • • • • • • • • • • • • • • • • • •			

Cumulative finance costs capitalised in the cost of tangible fixed assets amount to £1,119,528 (2010: £988,699)

# Company

	Fixtures			
	Plant and machinery £	and fittings £	Computer equipment £	Totals £
COST				
At 1 January 2011				
and 31 December 2011	56,380	42,563	2,126	101,069
DEPRECIATION				
At 1 January 2011	11,746	5,143	532	17,421
Charge for year	2,349	4,256	532	7,137
At 31 December 2011	14,095	9,399	1,064	24,558
NET BOOK VALUE				
At 31 December 2011	42,285	33,164	1,062	76,511
At 31 December 2010	44,634	37,420	1,594	83,648

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2011

# 12. FIXED ASSET INVESTMENTS

Group	Interest in joint venture	Unlisted investments	Totals
COST	£	£	£
At 1 January 2011	5,000	2,000	7,000
Additions	43,281		43,281
Reclassification/transfer	<u>-</u>	(2,000)	(2,000)
At 31 December 2011	48,281	-	48,281
NET BOOK VALUE			
At 31 December 2011	48,281	_	48,281
At 31 December 2010	5,000	2,000	7,000
	<u> </u>		
Company			Unlisted
			investments
			£
COST			
At 1 January 2011			79,920,622
Additions		-	1,612,500
At 31 December 2011			81,533,122
NET BOOK VALUE		-	
At 31 December 2011			81,533,122
		=	- LILETON - II
At 31 December 2010			79,920,622

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2011

#### 12. FIXED ASSET INVESTMENTS - continued

The group or the company's investments at the balance sheet date in the share capital of companies include the following:

#### Subsidiaries

Thameswey	Energy	Limited
LIMILLONG	BILLIET	

Country of incorporation: England and Wales

Nature of business: Production of electricity and heat.

Class of shares: holding £1 Ordinary 'Class A' Shares 100.00 £1 Ordinary 'Class B' Shares 100.00

The Thameswey Energy Limited 'Class A' and 'Class B' shares rank pari passu in all respects but constitute separate classes of share.

During the year the company acquired 355,045 'Class A' shares from Xergi Limited and 500,000 'Class B' issued shares. The company now owns 100% of the total share capital.

Thameswey Energy Limited owns 100% of the share capital of Thameswey Central Milton Keynes Limited a company which produces electricity and heat and is incorporated in England and Wales.

#### Woking Borough Homes Limited

Country of incorporation: England and Wales
Nature of business: Provision of affordable housing.

Class of shares: holding £1 Ordinary Shares 100.00

Aggregate capital and reserves  $\begin{array}{ccc} 2011 & 2010 \\ \pounds & \pounds \\ 2011 & \pounds \\ 2010 & \pounds \\ 201$ 

#### Thameswey Maintenance Services Limited

Country of incorporation: England and Wales

Nature of business: Maintenance of power installation.

Class of shares: holding £1 Ordinary Shares 100.00

Aggregate capital and reserves  $\begin{array}{ccc} 2011 & 2010 \\ \pounds & \pounds \\ 245,143 & 340,119 \\ \hline Profit for the year & 85,024 & 72,618 \\ \hline \end{array}$ 

On the 31 December 2011 the company acquired 8,000 ordinary shares of £1 each in Xergi Services Limited. After the balance sheet date on 11th January 2012, Xergi Services Limited changed its name to Thameswey Maintenance Services Limited. The company now owns 100% of the total share capital of Thameswey Maintenance Services Limited.

Page 17 continued...

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2011

#### 12. FIXED ASSET INVESTMENTS - continued

Energy Centre	for Sustainable	Communities Limited
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Country of incorporation: England and Wales Nature of business: Promoting energy efficiency.

Nature of business: Promoting energy efficiency.			
Q 0. ,	%		
Class of shares:	holding		
£1 Ordinary	100.00		
·		2011	2010
		£	£
Aggregate capital and reserves		255,271	234,451
Profit for the year		20,820	21,494
•			
Thameswey Developments Limited			
Country of incorporation: England and Wales			
Nature of business: Property Development			
	%		
Class of shares:	holding		
£1 Ordinary	100.00		
•		2011	2010
		£	£
Aggregate capital and reserves		767,862	272,828
Profit for the year		495,034	149,257
•		*	

Thameswey Developments Limited has a 50% joint venture in venture in Rutland (Woking) Limited, a property development company incorporated in England and Wales.

During the year ended 31 December 2011 Thameswey Developments Limited entered into a 50% joint venture in Rutland Woking (Carthouse Lane) Limited, a property development company incorporated in England and Wales.

#### **X2WP Limited**

Country of incorporation: England and Wales Nature of business: Property investment

• •	%		
Class of shares:	holding		
£1 Ordinary 'Class A' Shares	100.00		
£1 Ordinary 'Class B' Shares	100.00		
		2011	2010
		£	£
Aggregate capital and reserves		68,501,578	68,063,467
Profit for the year		438,111	5,642,357

The 'Class A' Ordinary shares have no rights to participate in any distribution of the company other than on winding up.

On winding up, the distribution should be firstly to the holders of the 'Class B' Ordinary shares in respect of their called up paid share capital and share premium account, secondly to the holders of 'Class A' Ordinary shares and thirdly in paying to the holders of 'Class B' Ordinary shares all further monies available for distribution.

In all other respects 'Class A' and 'Class B' Ordinary shares rank pari passu.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2011

#### 12. FIXED ASSET INVESTMENTS - continued

Country of incorporation: England and Wales

Nature of business: Provision of solar photovoltaic panels.

Class of shares: holding £1 Ordinary 100.00

Aggregate capital and reserves 2011 £ (1,02)

Aggregate capital and reserves (1,027)
Loss for the year (1,028)

During the year ended 31 December 2011 the company acquired 1 ordinary share of £1 in Thameswey Solar Limited.

## Rutland (Woking) Limited

Country of incorporation: England & Wales Nature of business: Property development

Class of shares: holding
Ordinary 50.00

Aggregate capital and reserves  $\begin{array}{ccc} 2011 & 2010 \\ \pounds & \pounds \\ 100,929 & 10,000 \\ Loss for the year & (9,071) & - \\ \hline \end{array}$ 

# Interest in joint venture

Share of current assets 60,406 5,000 60,406 5,000

Share of liabilities
Share of liabilities due within one year (9,941)

 (9,941)

 Share of net assets
 50,465
 5,000

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2011

#### 12. FIXED ASSET INVESTMENTS - continued

Rutland	Woking	(Carthouse	Lane) Limited

Country of incorporation; England & Wales Nature of business: Property development

Class of shares: holding Ordinary 50.00

Aggregate capital and reserves (4,367)Loss for the year (4,369)

Interest in joint venture

2011 £

Share of assets
Share of current assets 365,912

365,912

Share of liabilities

Share of liabilities due within one year

(208,096)

Share of liabilities due after more than one year

(160,000)

(368,096)
Share of net liabilities (2,184)

## 13. INVESTMENT PROPERTY

Group

	Total £
COST At 1 January 2011	43,338,892
Additions	491,522
Disposals	(1,967,331)
At 31 December 2011	41,863,083
NET BOOK VALUE	
At 31 December 2011	41,863,083
At 31 December 2010	43,338,892

The cost of investment property includes property purchased from Woking Borough Council to the value of £13,671,631 (2010: £13,622,309).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2011

## 14. STOCKS

	Group	
	2011	2010
	£	£
Stocks	133,888	128,653
Work-in-progress	17,826,924	
	17,960,812	128,653
Long term contract net cost less foreseeable		
losses	3,411,443	1,489,882
	21,372,255	1,618,535

# 15. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group		Company	
	2011	2010	2011	2010
	£	£	£	£
Trade debtors	662,411	1,010,354	181,383	35
Amounts recoverable on contract	470,749	6,829,020	-	-
Other debtors	45,397	61,306	44,165	-
VAT	1,430,198	457,472	-	-
Prepayments and accrued income	1,215,404	1,777,061	410,427	402,168
	3,824,159	10,135,213	635,975	402,203

# 16. CURRENT ASSET INVESTMENTS

	Gre	Group	
	<b>20</b> 11	2010	
	£	£	
Short-term deposits	147,303	146,999	

## 17. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group		Company	
	2011	2010	2011	2010
	£	£	£	£
Other loans (see note 19)	462,782	427,103	-	=
Payments on account	205,008	-	-	
Trade creditors	625,553	3,237,483	105,609	29,877
Amounts owed to group undertakings	675,959	586,021	68,500,000	68,500,000
Tax	31,448	175,631	-	-
Social security and other taxes	24,941	19,370	6,558	5,801
VAT		-	9,590	12,045
Other creditors	114,599	10,257	46	100,763
Accruals and deferred income	3,311,041	3,153,317	83,905	57,997
	5,451,331	7,609,182	68,705,708	68,706,483

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2011

# 18. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

		Group		
		2011 £	2010 €	
	Other loans (see note 19)	3,788,836	4,256,414	
	Amounts owed to group undertakings	76,412,623	62,454,595	
		80,201,459	66,711,009	
19.	LOANS			
	Other loans			
		2011	2010	
		£	£	
	Amounts falling due within one year	462,782	427,103	
	Amounts falling due between one and five years	2,271,366	2,096,259	
	Amounts falling due after more than five years	1,517,470	2,160,155	
		4,251,618	4,683,517	
	Amounts owed to group undertaking	-		
		2011	2010	
		£	£	
	Amounts falling due within one year	675,959	586,021	
	Amounts falling due between one and five years	3,203,955	2,764,553	
	Amounts falling due after more than five years	73,208,668	59,690,042	
		77,088,582	63,040,616	

## 20. ACCRUALS AND DEFERRED INCOME

	Group	
	2011	2010
	£	£
Accruals and deferred income	7,919,782	6,861,877
Grants received from related undertakings	5,901,704	6,046,577
Grants from other bodies	145,006	144,511
	13,966,492	13,052,965

## 21. MINORITY INTERESTS

The minority interest relates to the 10% share holding in Thameswey Energy Limited sold on 30 December 2005, but repurchased on 31 December 2011.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2011

#### 22. CALLED UP SHARE CAPITAL

Allotted and is	ssued:			
Number:	Class:	Nominal	2011	2010
		value:	£	£
13,831,216	Ordinary	£1	13,831,216	12,331,216
(2010 - 12,33	1,216)			

1,500,000 Ordinary shares of £1 each were alloted during the year.

1,455,835 Ordinary shares of £1 each were fully paid for cash at par during the year. 44,165 Ordinary shares of £1 each were unpaid at the year end.

#### 23. RESERVES-

Group
-------

Group	Profit and loss account £
At 1 January 2011 Deficit for the year	(8,554,121) (2,887,524)
At 31 December 2011	(11,441,645)
Company	Profit and loss account
At 1 January 2011 Profit for the year	(11,672) 14,539
At 31 December 2011	2,867

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2011

#### 24. RELATED PARTY DISCLOSURES

During the year the following transactions took place all of which were conducted on an arms length basis.

The company paid Woking Borough Council £10,000 (2010: £10,000) in respect of a Trade Mark licence for the use of the trademark "Thameswey". The company paid Woking Borough Council £37,700 (2010: £35,775) as rent, £37,652 (2010: £41,423) for non-executive directors remuneration, £6,659 (2010: £Nil) for car hire and £Nil (2010: £3,662) for administrative expenses.

A loan of £400,000 made to the company by Woking Borough Council in 2007 was repaid during the year ended 31 December 2010 and interest of £Nil (2010: £4,521) was charged on this loan.

During the year ended 31 December 2010 a loan of £69,020,000 was made to the company by Woking Borough Council to assist with the purchase of Wolsey Place Limited. The company repaid £520,000 and £68,500,000 was assigned to Wolsey Place Limited on sale of the properties during the year ended 31 December 2010. Interest of £Nil (2010: £4,433,678) was charged on this loan.

At 31 December 2011 the company owed £8,812 to Woking Borough Council (2010: The company was owed £68,647 by Woking Borough Council). This amount is included in prepayments and accrued income £11,888 (2010: £89,205), and trade creditors £20,700 (2010: £20,558).

Woking Borough Council is the company's ultimate parent undertaking.

#### 25. ULTIMATE CONTROLLING PARTY

The ultimate controlling party is Woking Borough Council.

#### 26. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

-			
(÷	ro	H	n

2011	2010
£	£
(2,887,524)	(2,619,562)
1,500,000	8,255,000
(1,387,524)	5,635,438
3,777,095	(1,858,343)
2,389,571	3,777,095
2011	2010 £
14,539	(335,665)
1,500,000	8,255,000
1,514,539	7,919,335
12,319,544	4,400,209
13,834,083	12,319,544
	£ (2,887,524) 1,500,000 (1,387,524) 3,777,095 2,389,571 2011 £ 14,539 1,500,000 1,514,539 12,319,544

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2011

# 27. RECONCILIATION OF OPERATING PROFIT TO NET CASH (OUTFLOW)/INFLOW FROM OPERATING ACTIVITIES

Year ended 31 December 2011

	Continuing	Discontinued	Total
	£	£	£
Operating profit	583,966	446,792	1,030,758
Depreciation charges	2,056,649		2,056,649
Profit on disposal of fixed assets	(97,737)	(308,000)	(405,737)
Grants amortised	(174,164)		(174,164)
Contributions amortised	(198,749)	-	(198,749)
Increase in stocks	(19,753,720)		(19,753,720)
Decrease in debtors	6,268,178	42,876	6,311,054
(Decrease)/increase in creditors	872,514	(2,318,848)	(1,446,334)
Net cash outflow from continuing operating activities	(10,443,063)		
Net cash outflow from discontinued operating activities		(2,137,180)	
Net cash outflow from operating activities			(12,580,243)

# Year ended 31 December 2010

2 0 2 20.0	Continuing £	Discontinued £	Total £
Operating profit	542,624	4,742,734	5,285,358
Depreciation charges	1,432,845	-	1,432,845
Profit on disposal of fixed assets	(9,708)	(500,000)	(509,708)
Grants amortised	(67,395)	-	(67,395)
Contributions amortised	(198,749)	-	(198,749)
Increase in stocks	(1,618,535)	-	(1,618,535)
Increase in debtors	(3,550,522)	(219,115)	(3,769,637)
(Decrease)/increase in creditors	(440,085)	2,369,876	1,929,791
Net cash outflow from continuing operating activities Net cash inflow from discontinued operating activities	(3,909,525)	6,393,495	
Net cash inflow from operating activities	<u> </u>		2,483,970

# 28. ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT

	2011	2010
	£	£
Returns on investments and servicing of finance		
Interest received	7,652	8,401
Interest paid	(4,186,679)	(8,139,853)
Dividends received	36,000	-
Share of operating loss in joint venture	(6,720)	
Net cash outflow for returns on investments and servicing of finance	(4,149,747)	(8,131,452)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2011

# 28. ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT - continued

		2011 £	2010 £
Capital expenditure and financial investment Purchase of intangible fixed assets Purchase of tangible fixed assets Purchase of fixed asset investments		(1,471,439) (2,947,393) (43,281)	(356,041) (3,365,935) (5,000)
Purchase of investment property Sale of tangible fixed assets Sale of investment property		(491,522) 44,278 2,368,194	(10,456,767) - 68,500,000
Net cash (outflow)/inflow for capital expenditure a investment	and financial	(2,541,163)	54,316,257
Financing			(4.710.006)
Loan repayments in year  Movement on short term deposits  Movement on ESCROW account		(1,033,933) (304)	(1,748,026) 86,529 50,000
Share issue Woking Borough Council loans Contributions from other bodies Loan assigned		1,500,000 14,650,000 1,286,440	8,255,000 13,453,750 1,420,760 (68,500,000)
Net cash inflow/(outflow) from financing		16,402,203	(46,981,987)
29. ANALYSIS OF CHANGES IN NET FUNDS			
	At 1.1.11 £	Cash flow £	At 31.12.11 £
Net cash: Cash at bank	5,989,661	(3,044,580)	2,945,081
	5,989,661	(3,044,580)	2,945,081
Liquid resources: Current asset investments	146,999	304	147,303
	146,999	304	147,303
Debts falling due within one year	(427,103)	(35,679)	(462,782)
Debts falling due after one year	(4,256,414)	467,578	(3,788,836)
	(4,683,517)	431,899	(4,251,618)
Total	1,453,143	(2,612,377)	(1,159,234)

# CONSOLIDATED TRADING AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2011

	203	11	201	0
	£	£	£	£
Turnover				
Electricity	2,609,361		2,442,515	
Heat	863,657		831,227	
Cooling	176,848		122,261	
Temp generation	-		(44,071)	
Standing charges	450,509		336,350	
Energy service charge	865,279		820,402	
Rent received	2,494,716		7,768,581	
ROC's	14,541		15,368	
Sales	7,032,262		10,209,638	
		14,507,173		22,502,271
Cost of sales				
Gas purchased	1,865,568		1,638,587	
Electricity purchased	979,009		747,535	
Water	9,033		20,900	
Telephone	1,646		210	
General maintenance	145,167		201,426	
Maintenance of grounds	23,577		23,767	
Hybrolight maintenance	, -		6,829	
Council tax	5,164		3,174	
Planning, consent and design	· <u>-</u>		11,071	
Project management	256,104		1,040,276	
Main contractor fee	21,938,868		7,385,771	
Ancillary project management	1,162,093		739,265	
Legal fees	33,545		214,347	
Other project costs	461,940		125,528	
Interest	303,933		214,092	
Management and administration	1,985		1,165	
Land clearance	313		196,492	
Insurance	•		35,981	
Rent and rates	176,750		1,570,681	
Trade mark licence fee	10,000		10,000	
Directors' salaries	66,588		66,534	
Directors' social security	8,259		7,906	
Directors' pensions paid	3,995		3,847	
Wages	523,749		477,883	
Social security	56,478		49,048	
Pensions	27,631		20,508	
Plant maintenance	740,129		564,618	
Climate change levy	60,566		50,606	
Distribution costs	н		49,431	
Telephone links	302		2,785	
	28,862,392		15,480,263	
Closing work in progress	(17,820,924)		· · ·	
1 .5		11,041,468		15,480,263
GROSS PROFIT		3,465,705		7,022,008
Other income				
Sundry receipts	(1,151)		5,760	
	• • •		•	

# CONSOLIDATED TRADING AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2011

	201	1	2010	)
	£	£	£	£
Brought forward		3,465,705		7,022,008
Contribution amortised	198,749		198,749	
Grants amortised	174,164		67,395	
Shares in group undertakings	36,000		-	
Deposit account interest	7,652		7,737	
Interest on investments	-		664	
		415,414 -		280,305
		3,881,119		7,302,313
		5,001,117		7,502,515
Expenditure				
Rent & rates	115,523		105,924	
Water	1,493		3,517	
Insurance	134,138		114,016	
Light and heat	-		119	
Cleaning premises	337		337	
Directors' salaries	39,606		44,683	
Directors' social security	1,632		1,562	
Directors' pension contributions	789		760	
Wages	66,245		71,148	
Social security	621		5,214	
Pensions	2,229		3,030	
Hire of plant and machinery	16,494		4,896	
Telephone	11,209		13,358	
Administrative expenses	8,479		-	
Advertising	634		1,408	
Travelling	18,852		9,578	
Motor expenses	7,561		3,640	
Management fees	164,102		113,095	
Customer services	7,342		6,351	
Meter reading charges	24,118		25,242	
Repairs and renewals	31,446		29,000	
Postage and stationery	4,679		9,654	
Subscriptions	1,438		1,743	
Sundry expenses	6,660		2,491	
Consultancy fees	70,335		112,669	
Accountancy	1,330		600	
Legal and professional fees	63,534		314,849	
Failure to deliver service	12,735		17.205	
Auditors' remuneration	16,750		17,395	
Auditors' remuneration for non audit work	53,600		58,421	
Bad debts	162,176		(1,480)	
Mortgage protection provision	101,008		250	
Donations A mortiograph of intensible fixed exects	(250)		230	
Amortisation of intangible fixed assets	899,505		291,944	
Goodwill Computer software	899,505 16,166		15,305	
Computer software	10,100	2,062,516	13,303	1,380,719
			-	
Carried forward		1,818,603		5,921,594

# CONSOLIDATED TRADING AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2011

	2011		2010	
Brought forward	£	£ 1,818,603	£	£ 5,921,594
Finance costs Bank charges Other charges Other interest	8,952  4,186,679	4 105 621	11,439 508 8,139,853	8,151,800
		4,195,631 (2,377,028)		(2,230,206)
Depreciation Buildings Plant and machinery Fixtures and fittings Computer equipment	39,785 1,091,076 4,256 5,861	1,140,978 (3,518,006)	39,791 1,075,651 4,256 5,898	1,125,596 (3,355,802)
Profit on disposal of fixed assets Plant and machinery Investment property	4,874 400,863	405,737 (3,112,269)	9,708 500,000	(2,846,094)
Exceptional items Share of operating loss in joint ventures		6,720		
NET LOSS		(3,118,989)		(2,846,094)

