

Company Registered No: 07246663

Stobart Holdings Limited

Directors' Report and Financial Statements

For the year ended 28 February 2014

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COMPANIES HOUSE

Stobart Holdings Limited

Company number

07246663

Directors

W A Tinkler

B Whawell

R Butcher

Secretary

R Butcher

Registered Office

22 Soho Square

London

W1D 4NS

Auditor

KPMG LLP

St James' Square

Manchester

M2 6DS

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Strategic report

The directors present their Strategic report for the year ended 28 February 2014.

Principal activities and review of the business

The principal activity is the holding of non-current assets.

Results and proposed dividend

The results for the period are set out in the profit and loss account on page 7. The company received a dividend from group companies during the year ended 28 February 2014 of £13,500,000 (2013: Nil). During the year dividends totalling £13,500,000 were paid to group companies (2013: Nil).

Principal risks and uncertainties

As a subsidiary of Stobart Group Limited, the company has adopted the group's policies on risk management. The risks are assessed as operational, compliance and financial. Regular reviews of these risks are carried out.

Future developments

In March 2014, 100% of the share capital of fellow subsidiary undertakings, O'Connor Container Transport Limited, O'Connor Container Storage Limited, Stobart Rail Freight Limited, Westlink Storage & Shipping Company Limited, Stobart (Ireland) Rail Limited, Stobart (Ireland) Asset Management Limited, Eddie Stobart Promotions Limited, Ansa Logistics Limited, Autocar Logistics Limited, ESL Limited and ESL2 Limited were transferred to the company.

Shortly afterwards, 100% of the share capital of Stobart Transport & Distribution Limited, Autologic Holdings plc, O'Connor Container Transport Limited, O'Connor Container Storage Limited, Stobart Rail Freight Limited and Westlink Storage & Shipping Company Limited were transferred to Eddie Stobart Logistics Limited, a subsidiary undertaking.

In April 2014, 51% of Eddie Stobart Logistics Limited was disposed to a purchaser outside of the Group.

Following this reorganisation and partial disposal, the board do not foresee any major changes or developments in the coming year.

By order of the board



B Whawell
Director

26 November 2014

Directors' report

The directors present their report and the audited financial statements for the year ended 28 February 2014.

Future developments

Likely future developments in the business of the group are discussed in the strategic report.

Directors of the company

The directors who served during the year are as stated below:

W A Tinkler
W Stobart (resigned 10 April 2014)
B Whawell
R Butcher

Auditor

Pursuant to section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed, and KPMG LLP will therefore continue in office.

Disclosure of information to the auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This report was approved by the Board and signed on its behalf by



B Whawell
Director

20 November 2014

Statement of directors' responsibilities in respect of the financial statements

Directors' responsibilities statement

The directors are responsible for preparing the Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under the law the directors have elected to prepare the financial statements in accordance with UK Generally Accepted Accounting Practice (UK 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 the directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Independent auditor's report

to the members of Stobart Holdings Limited

We have audited the financial statements of Stobart Holdings Limited for the year ended 28 February 2014 as set out on pages 7 to 14. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK 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 an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Directors' responsibilities statement set out on page 4, 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

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

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 28 February 2014 and of its profit for the period then ended;
- have been properly prepared in accordance with UK 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 Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent auditor's report

to the members of Stobart Holdings 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.

Nicola Quayle

Nicola Quayle (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
St James' Square, Manchester
M2 6DS

28 November 2014

Profit and loss account

For the year ended 28 February 2014

	Notes	2014 £'000	2013 £'000
Dividends received from Group companies		13,500	-
Profit on ordinary activities before taxation		13,500	-
Tax on loss on ordinary activities	4	-	-
Profit on ordinary activities after taxation	10	13,500	-

All items in the above statement are derived from continuing operations.

There are no recognised gains and losses other than those passing through the profit and loss account.

The accompanying notes on pages 9 to 14 are an integral part of the financial statements.

Balance sheet

As at 28 February 2014

	Notes	2014 £'000	2013 £'000
Non-current assets			
Investments in subsidiaries	5	294,486	294,486
Investments in joint ventures	6	12,338	9,230
		306,824	303,716
Current assets			
Debtors: amounts falling due within one year	7	981	981
Total assets		307,805	304,697
Current liabilities			
Creditors: amounts falling due within one year	8	(25,774)	(22,655)
Net assets		282,031	282,042
Capital and reserves			
Called up share capital	9	-	-
Share premium account		282,042	282,042
Other reserves		(11)	-
Profit and loss account	10	-	-
Shareholders' funds	11	282,031	282,042

The financial statements were approved by the Board on 26 November 2014 and signed on its behalf by



B Whawell

Director

Company number: 07246663

The accompanying notes on pages 9 to 14 are an integral part of the financial statements.

Notes to the financial statements

1. Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements, except as noted below.

Basis of preparation

The financial statements are prepared under the historical cost convention and in accordance with applicable United Kingdom Accounting Standards.

Statement of cash flow

The company has taken advantage of the exemption from preparing a statement of cash flows in accordance with FRS 1 (Revised) on the basis that the ultimate parent undertaking has prepared a group statement of cash flows.

Group accounts

The Company has taken advantage of exemptions available not to prepare group financial statements as the company is a 100% owned subsidiary of a company which prepares group financial statements that are publicly available. Accordingly these financial statements represent the activities of the company only.

Going concern

The company's business activities, together with the principal risks and uncertainties likely to affect its future development, performance and position are set out in the Directors' Report on page 3. The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Non-current asset investments

Investments in subsidiary undertakings and joint ventures are stated at cost less any provision for impairment. They are reviewed for impairment whenever events or circumstances indicate that the carrying amount may not be recoverable.

Dividends on shares presented within shareholders' funds

Dividends are only recognised as a liability at that date to the extent that they are declared prior to the year end. Unpaid dividends that do not meet these criteria are disclosed in the notes to the financial statements.

2. Dividends

Dividends paid and proposed on equity shares

	2014	2013
	£'000	£'000
Paid during the period		
Equity dividends on Ordinary shares	13,500	-
	<u>13,500</u>	<u>-</u>

Notes to the financial statements *(continued)*

3. Staff costs and directors' emoluments

The company does not employ any staff.

The directors of the company are also directors of fellow group companies. Emoluments totalling £1,255,000 (2013: £886,000) and company pension contributions of £60,000 (2013: £60,000) were borne by a fellow group company. The directors do not believe that it is practicable to apportion this amount between their services as directors of the company and their services as directors of fellow group companies.

During the year one director participated in money purchase pension schemes.

During the year no directors exercised share options under the Stobart Executive Equity Incentive Plan.

These are shown in fellow group companies.

4. Taxation

	2014	2013
	£'000	£'000
A reconciliation to the standard rate of tax of 23.08% (2013: 24.17%) is set out below:		
Profit before tax	13,500	-
Profit before tax multiplied by the standard rate of corporation tax of 23.08% (2013: 24.17%)	3,116	-
Income not taxable including dividends received from Group companies	(3,116)	-
Total current tax	-	-

Notes to the financial statements *(continued)*

5. Investments in subsidiary companies

	2014	2013
	£'000	£'000
WPL Ventures Limited	130	130
WPL Investments Limited	37,579	37,579
Westlink Group Limited	2,665	2,665
Stobart Transport & Distribution Limited	188,947	188,947
James Irlam & Sons Limited	252	252
Stobart Rail Limited	10,606	10,606
Stobart Airports Limited	21,432	21,432
Stobart Air Limited	9,893	9,893
Stobart Properties Limited	-	-
Stobart Biomass Products Limited	48,247	48,247
SAI1 Limited	-	-
Autologic Holdings plc	12,444	12,444
Less provision for impairment	(37,709)	(37,709)
	294,486	294,486
	2014	2013
	£'000	£'000
Cost or Valuation		
At 1 March	332,195	319,751
Acquisition	-	12,444
At 28 February	332,195	332,195
Amounts provided		
At 1 March and 28 February	(37,709)	(37,709)
Net book value at 28 February	294,486	294,486

Notes to the financial statements (*continued*)

6. Investment in joint venture

	2014	2013
	£'000	£'000
Opening balance	9,230	-
Investments acquired in period	3,108	9,230
Closing balance	12,338	9,230

In September 2013, Stobart Holdings Limited made a further investment in Propius Holdings Limited of £3,108,369. This did not change the 33.3% holding held by Stobart Holdings Limited in the joint venture. Propius Holdings Limited is registered in the Cayman Islands.

7. Debtors

	2014	2013
	£'000	£'000
Amounts due from group undertakings	981	981

8. Creditors

	2014	2013
	£'000	£'000
Amounts due to group undertakings	24,418	15,572
Amounts due to joint venture undertaking	1,356	7,083
	25,774	22,655

9. Authorised and issued share capital

	2014	2013
<i>Authorised</i>		
Ordinary shares of £1 each	100	100
<i>Allotted, called up and fully paid</i>		
Ordinary shares of £1 each	100	100

Notes to the financial statements *(continued)*

10. Reserves

	2014	2013
	£'000	£'000
At 1st March 2013	-	-
Profit for the year	13,500	-
Dividends paid	(13,500)	-
At 28 February 2014	-	-

11. Reconciliation of movements in shareholders' funds

	2014	2013
	£'000	£'000
Opening shareholders' funds	282,042	282,042
Profit for the financial period	13,500	-
Dividends paid	(13,500)	-
Exchange movement	(11)	-
Closing shareholders' funds	282,031	282,042

12. Ultimate parent undertaking and controlling party

The ultimate parent undertaking of the largest group of undertakings for which group financial statements are drawn up and of which the company is a member is Stobart Group Limited, incorporated in Guernsey. Stobart Group Limited is deemed to be the ultimate controlling party.

Copies of the financial statements can be obtained from Stobart Group Limited, 22 Soho Square, London, W1D 4NS.

The company is a wholly owned subsidiary of Stobart Group Limited.

13. Related party transactions

The company has taken advantage of the exemptions in FRS 8 from disclosing transactions with entities where 90% or more of their voting rights are controlled within the Stobart Group Limited group of companies.

There were no related party transactions with directors.

Notes to the financial statements *(continued)*

14. Post balance sheet events

In March 2014, 100% of the share capital of fellow subsidiary undertakings, O'Connor Container Transport Limited, O'Connor Container Storage Limited, Stobart Rail Freight Limited, Westlink Storage & Shipping Company Limited, Stobart (Ireland) Rail Limited, Stobart (Ireland) Asset Management Limited, Eddie Stobart Promotions Limited, Ansa Logistics Limited, Autocar Logistics Limited, ESL Limited and ESL2 Limited were transferred to the company.

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