

Miller Romania Two Limited

Directors' report and financial statements

For the year ended 31 December 2012
Registered number SC312981

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Directors' report and financial statements

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Directors' report

The directors have pleasure in submitting their report together with the financial statements of the company for the year ended 31 December 2012.

Business Review

The company did not trade during the year.

Directors

The directors of the company during the year were:

Phil Miller
Andrew Sutherland
David Milloy
Euan Haggerty

On behalf of the Board



Euan Haggerty
Director

Edinburgh
26 July 2013

Statement of directors' responsibilities in respect of the Directors' Report and the financial statements

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 that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

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 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; and
- 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.

Balance sheet

As at 31 December 2012

	<i>Note</i>	2012 £	2011 £
Fixed assets			
Investments	3	1,724	1,724
Current assets			
Other debtors	4	1	1
Current liabilities			
Other creditors	5	(1,724)	(1,724)
		<hr/>	<hr/>
Net current liabilities		(1,723)	(1,723)
		<hr/>	<hr/>
Net assets		1	1
		<hr/> <hr/>	<hr/> <hr/>
Capital and reserves			
Called up share capital	6	1	1
		<hr/>	<hr/>
Shareholders' funds	7	1	1
		<hr/> <hr/>	<hr/> <hr/>

Profit and loss account

During the year the company did not trade and received no income and incurred no expenditure. Consequently, during this period it made neither a profit nor a loss.

Audit Exemption Statement

For the year ending 31 December 2012, the company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies.

Directors' responsibilities:

The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476; and

The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

These financial statements were approved by the board of directors and were signed on its behalf by



Euan Hagerty
 Director
 26 July 2013

Notes

(forming part of the financial statements)

1. Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material to the company's financial statements.

The financial statements have been prepared in accordance with applicable Accounting Standards and under the historical cost accounting rules.

Basis of preparation

As the company is a wholly owned subsidiary of The Miller Group Limited, the company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entries which form part of the group. The consolidated financial statements of The Miller Group Limited, within which the company is included, can be obtained from the address shown in note 8.

Investments

Investments held as fixed assets are stated at cost, less provision for permanent diminution in value.

2. Directors and employees

There were no emoluments paid to the directors during the year (2010: nil) There were no employee costs during the year (2010: nil).

3. Investments

	Shares in group undertakings £
<i>Shares</i>	
<i>Cost</i>	
At beginning and end of year	1,724

The company in which the Company's interest at the year end is more than 20% is:

	Country of incorporation	Principal activity	Percentage of ordinary shares held	Loss for the year £	Net liabilities £
<i>Subsidiary undertaking</i>					
SC Miller Investitti One SRL	Romania	Property Development	50%	(1,576)	(19,095)

Notes (continued)

4. Other debtors

	2012 £	2011 £
Other debtors	1	1
	<u>1</u>	<u>1</u>

5. Other creditors

	2012 £	2011 £
Amounts due to group undertakings	1,724	1,724
	<u>1,724</u>	<u>1,724</u>

6. Share capital

	2012 £	2011 £
<i>Authorised</i>		
Ordinary shares of £1	100	100
	<u>100</u>	<u>100</u>
<i>Allotted, called up and fully paid</i>		
Ordinary shares of £1 each	1	1
	<u>1</u>	<u>1</u>

7. Reconciliation of movement in shareholders' funds

	2012 £	2011 £
Opening and closing shareholders' funds	1	1
	<u>1</u>	<u>1</u>

8. Immediate and ultimate parent company

At 31 December 2012, the company's immediate parent company is Miller Developments Holdings Limited and its ultimate parent company is The Miller Group Limited. Miller Developments Holdings Limited is registered in England, The Miller Group Limited is registered in Scotland. Both companies are incorporated in the United Kingdom.

The largest group in which the results of the company are consolidated is that headed by The Miller Group Limited. The consolidated financial statements of The Miller Group Limited and the financial statements of Miller Developments Holdings Limited are available to the public and may be obtained from the Registrar of Companies, Companies House, 4th Floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, EH3 9FF.

At the date of approval of these financial statements the company was ultimately controlled by GSO Capital Partners LP, a division of the Blackstone Group LP.