

**SHAWFAIR LAND LIMITED**

**Directors' report and financial statements**

**For the year ended 31 December 2016**

**Registered Number SC353458**

TUESDAY



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**SHAWFAIR LAND LIMITED**

**Directors' report and financial statements**

**For the year ended 31 December 2016**

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<b>CONTENTS</b>	<b>PAGES</b>
Officers and professional advisers	2
Directors' report	3 to 4
Independent auditor's report to the shareholders	5 to 6
Statement of profit or loss and other comprehensive income	7
Statement of changes in equity	8
Statement of financial position	9
Statement of cash flows	10
Notes to the financial statements	11 to 17

**SHAWFAIR LAND LIMITED**

**Officers and professional advisers**

**For the year ended 31 December 2016**

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**The Board of Directors**

E W Adair  
G K Barrie  
G Munro  
I Whyte  
H Rutherford

**Registered Office**

3 Cockburn Street  
Edinburgh  
EH1 1QB

**Auditor**

Scott-Moncrieff  
Chartered Accountants & Statutory Auditor  
Exchange Place 3  
Sempie Street  
Edinburgh  
EH3 8BL

# SHAWFAIR LAND LIMITED

## Directors' report (continued)

For the year ended 31 December 2016

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The directors present their report and the financial statements of the company for the year ended 31 December 2016.

### Principal activities

Shawfair Land Ltd is a company limited by shares which is incorporated and domiciled in Scotland. It is a wholly owned subsidiary of The EDI Group Ltd (EDI) whose ultimate parent is The City of Edinburgh Council.

The principal activity of the company was to hold a 50% share of land held pro indiviso in the southeast of Edinburgh. The sale of this land was completed in 2014 and the company has a continuing financial interest in the future development of this land.

Over the early part of 2017 the Council conducted a review of its approach to the use of surplus land and its interactions with the property market. On land and buildings which are no longer being used for Council activities, the Council has concluded that such land and buildings will be used to deliver affordable housing. As a result, the group will have no future pipeline of projects which leads to the conclusion that the group and this company should begin a process of managed closure. The Council as shareholder has instructed the directors to begin this process.

No timescale has been set for the closure to be completed. The Council's intention is that the group will fulfil all current project obligations. When a project or development reaches a gateway decision point, the Council and the company will assess the optimum route for completing the development including the option of the development being taken forward from within the Council.

It is the opinion of the directors at the date of this report that it is not possible to indicate a date when the company's operational activities will cease. The directors envisage that a managed process of development completions and cessation will therefore take place over a short number of years.

### Directors

The directors who served the company during the year were as follows:

E W Adair	
G K Barrie	- Appointed 10/03/16
F W Ross	- Resigned 10/03/16
G Munro	
I Whyte	
D Benson	- Resigned 31/05/16
H Rutherford	
J Watt	- Resigned 31/05/16

### Directors' responsibilities

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 the directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union. 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 profit or loss of the company for that period.

# SHAWFAIR LAND LIMITED

## Directors' report (continued)

For the year ended 31 December 2016

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In preparing these financial statements, the directors are also required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable IFRS as adopted by the European Union 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 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.

In so far as the directors are aware:

- there is no relevant audit information of which the company's auditor is unaware; and
- the directors have taken all steps that they ought to have taken to make themselves aware of any of that information.

### Auditor

Scott-Moncrieff are deemed to be re-appointed under section 487(2) of the Companies Act 2006.

### Small company provisions

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

Signed by order of the directors



E W Adair

Director

Approved by the directors on 28<sup>th</sup> June 2017

# SHAWFAIR LAND LIMITED

## Independent auditor's report to the shareholders of Shawfair Land Limited

For the year ended 31 December 2016

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### Independent Auditor's Report to the Members of Shawfair Land Limited

We have audited the financial statements of Shawfair Land Limited for the year ended 31 December 2016 which comprise of the statement of profit or loss and other comprehensive income, statement of changes in equity, statement of financial position, statement of cash flows and the notes to the financial statements. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRS) as adopted by the European Union.

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 auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 3, 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 (APB'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 web-site at [www.frc.org.uk/auditscopeukprivate](http://www.frc.org.uk/auditscopeukprivate).

### Emphasis of matter – going concern

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in the Directors' Report and in note 2 to the financial statements concerning the company's ability to continue as a going concern, as well as the post balance sheet event disclosed in note 13.

In the early part of 2017 the Group's ultimate parent, City of Edinburgh Council, concluded that the EDI Group should begin a process of managed closure. No timescale has been set for the closure to be completed. It is of the opinion of the directors at the date of this report that it is not possible to indicate a date when the company's operational activities will cease. The directors envisage that a managed process of development completions and cessation will therefore take place over a short number of years. In the absence of a date as to when the company's activities will cease, a material uncertainty exists regarding the company's ability to continue as a going concern.

### 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 2016 and of its loss for the year then ended;
- have been properly prepared in accordance with IFRS as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

**SHAWFAIR LAND LIMITED**

**Independent auditor's report to the shareholders of Shawfair Land Limited**

**For the year ended 31 December 2016**

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**Opinion on other matter prescribed by the Companies Act 2006**

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

**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 directors' report; or
- the directors were not exempt from the requirement to prepare a strategic report



**Nick Bennett, Senior Statutory Auditor**  
**For and on behalf of Scott-Moncrieff, Statutory Auditor**  
**Exchange Place 3**  
**Semple Street**  
**Edinburgh**  
**EH3 8BL**

**Date: 28<sup>th</sup> June 2017**

SHAWFAIR LAND LIMITED

Statement of profit or loss and other comprehensive Income

For the year ended 31 December 2016

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	Notes	2016 £	2015 £
Revenue		-	-
Cost of sales		-	-
<b>Gross profit</b>		<u>-</u>	<u>-</u>
Administrative expenses		(4,779)	(42,475)
<b>Loss before interest and tax</b>		<u>(4,779)</u>	<u>(42,475)</u>
Finance income		274	-
<b>Loss before tax</b>		<u>(4,505)</u>	<u>(42,475)</u>
Corporation tax	6	901	8,521
<b>LOSS FOR THE YEAR</b>		<u><u>(3,603)</u></u>	<u><u>(33,954)</u></u>

There are no other items of comprehensive income or expense in the current year or prior year and therefore no statement of comprehensive income is shown.

The accompanying notes on pages 11 to 17 form part of these financial statements



**SHAWFAIR LAND LIMITED**

**Statement of changes in equity**

**For the year ended 31 December 2016**

	<b>Issued capital £</b>	<b>Retained earnings £</b>	<b>Total equity £</b>
Balance at 1 January 2016	2	822,834	822,836
Loss for the year	-	(3,603)	(3,603)
Balance at 31 December 2016	<u>2</u>	<u>819,231</u>	<u>819,233</u>
	<b>Issued capital £</b>	<b>Retained earnings £</b>	<b>Total equity £</b>
Balance at 1 January 2015	2	856,788	856,790
Loss for the year	-	(33,954)	(33,954)
Balance at 31 December 2015	<u>2</u>	<u>822,834</u>	<u>822,836</u>

The retained earnings reserve represents profits and losses retained in the current and previous periods.

The accompanying notes on pages 11 to 17 form part of these financial statements

**SHAWFAIR LAND LIMITED**  
**Statement of financial position**

**As at 31 December 2016**

	Notes	2016 £	2015 £
<b>ASSETS</b>			
<b>CURRENT ASSETS</b>			
Trade and other receivables	7	831,661	11,867
Cash and cash equivalents		4,489	868,903
<b>TOTAL ASSETS</b>		<u>836,250</u>	<u>880,770</u>
<b>EQUITY</b>			
<b>ISSUED CAPITAL AND RESERVES</b>			
Issued share capital	8	2	2
Retained profits		819,231	822,834
<b>TOTAL EQUITY</b>		<u>819,233</u>	<u>822,836</u>
<b>CURRENT LIABILITIES</b>			
Trade and other payables	9	16,917	57,934
<b>TOTAL EQUITY AND LIABILITIES</b>		<u>836,150</u>	<u>880,770</u>

These financial statements have been prepared in accordance with the Special Provisions for Small Companies under Part 15 of the Companies Act 2006.

The financial statements were authorised for issue by the Board of Directors on 28<sup>th</sup> June 2017 and signed on its behalf by



E W Adair, Director

Company registration number: SC353458

The accompanying notes on pages 11 to 17 form part of these financial statements

**SHAWFAIR LAND LIMITED****Statement of cash flows****As at 31 December 2016**

	<b>2016</b>	<b>2015</b>
	<b>£</b>	<b>£</b>
<b>Cash flow from operating activities</b>		
<b>Loss before tax</b>	(4,505)	(42,475)
Adjustments for:		
Interest received	(274)	-
<b>Operating loss</b>	<u>(4,779)</u>	<u>(42,475)</u>
(Increase)/decrease in trade and other receivables	(819,794)	752,165
(Decrease)/increase in trade and other payables	(41,017)	40,488
<b>Cash flows from operations</b>	<u>(865,590)</u>	<u>750,017</u>
Income taxes received	901	8,521
Interest received	274	-
<b>Net cash (outflow)/inflow from operating activities</b>	(864,415)	758,699
<b>Net (decrease)/increase in cash and cash equivalents</b>	(864,415)	758,699
<b>Cash and cash equivalents as at 1 January 2016</b>	868,903	110,204
<b>Cash and cash equivalents as at 31 December 2016</b>	<u><u>4,489</u></u>	<u><u>868,903</u></u>

The accompanying notes on pages 11 to 17 form part of these financial statements

# SHAWFAIR LAND LIMITED

## Notes to the Financial Statements (continued)

For the Year Ended 31 December 2016

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### 1. Presentation of financial statements

The company's financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and as applied in accordance with the provisions of the Companies Act 2006.

These are the first financial statements prepared under IFRS as adopted by the EU. The directors consider there were no material changes to the financial statements under UK GAAP prepared previously by the company.

#### **New accounting standards adopted during the year**

The following new standards, amendments to standards and interpretations are mandatory for the first time for the financial year beginning 1 January 2016 and have been adopted by the company:

Disclosure initiative (Amendments to IAS 1)

The above amendment is not considered to have materially impacted the financial statements of the company.

#### **New standards and interpretations issued not applied**

The International Accounting Standards Board ("IASB") and IFRIC have issued the following standards and interpretations, which may have an impact on the company, with an effective date for financial years beginning on or after the dates disclosed below and therefore after the date of these financial statements:

International Accounting Standards and Interpretations		Effective for annual periods beginning on or after
Amendments to IAS 7	Statement of cash flows: disclosure initiative*	1 January 2017
Amendments to IAS 12	Recognition of Deferred Tax Assets for Unrealised Losses*	1 January 2017
IFRS 9	Financial instruments	1 January 2018
Amendments to IAS 1	Presentation of financial statements	1 January 2018
Amendments to IAS 39	Financial Instruments: Recognition and Measurement	1 January 2018
Amendments to IFRS 7	Financial Instruments: Disclosures	1 January 2018

\*not yet adopted for use in the European Union

The directors have reviewed the requirements of the new standards and interpretations listed above and they are not expected to have a material impact on the company's financial statements in the period of initial application.

# SHAWFAIR LAND LIMITED

## Notes to the Financial Statements (continued)

For the Year Ended 31 December 2016

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### 2. Going concern

As described in the Directors' Report, the groups ultimate shareholder, The City of Edinburgh Council, has concluded that the group should begin a process of closure. At the date of this report no timescale has been set or proposed for that closure and the Council has confirmed that the group and its subsidiaries will fulfil their development commitments. The directors envisage that a managed process of development completions and cessation will therefore take place over a short number of years.

Each operating Company, and the Group, as part of its regular evaluation of liquidity risk, models the principal risks and uncertainties in its cash flow projections for the foreseeable future. This has included a range of trading and closure scenarios.

After discussions with the shareholder and after assessing the availability of cash balances under a range of scenarios, the Directors have formed the opinion that the Company has adequate resources to continue in business for the foreseeable future. Accordingly, the financial statements have been prepared on the going concern basis.

### 3. Accounting policies

#### Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and in accordance with UK companies' legislation, as applicable to companies reporting under IFRS. These financial statements therefore comply with IFRS as adopted by the EU.

The principal accounting policies adopted to prepare the financial statements are set out below.

#### Critical accounting estimates and sources of estimation uncertainty

In applying the accounting policies, the directors may at times, require to make critical accounting judgements and estimates about the carrying amount of assets and liabilities. These estimates and assumptions, when made, are based on historical experience and other factors that the directors consider are relevant.

The directors consider that there are no accounting estimates that have been made; or sources of uncertainty in the current year or prior year that would have a material effect on these financial statements.

#### Financial instruments

Financial instruments are measured initially at cost, which is the fair value of what was paid or received to acquire or incur them.

After initial recognition, financial assets and liabilities may be classified into the following categories: financial assets or liabilities at fair value through profit or loss; held to maturity investments; available for sale financial assets; loans and receivables and other financial liabilities at amortised cost.

The company has the following categories of financial assets and liabilities:

# SHAWFAIR LAND LIMITED

## Notes to the Financial Statements (continued)

For the Year Ended 31 December 2016

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### 3. Accounting policies (continued)

#### **Trade and other receivables**

Trade and other receivables are initially measured at fair value, which is the original invoice amount, and subsequently measured at amortised cost, using the effective interest method. A

provision for impairment is accounted for when management deems that specific receivable balances will not be collected. The amount of the impairment loss is recognised in the income statement. Bad debts are written off when they are identified as being bad.

#### **Trade and other payables**

Trade payables are initially measured at fair value and subsequently measured at amortised cost, using the effective interest method.

#### **Cash and cash equivalents**

Cash and cash equivalents comprise cash at bank and in hand and short term deposits. Short term deposits are defined as deposits with an initial maturity of three months or less.

#### **Current and deferred taxation**

The charge for current tax is based on the results for the year as adjusted for items which are non-assessable or disallowed. It is calculated using rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is accounted for using the balance sheet liability method in respect of temporary differences arising from differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax basis used in the computation of taxable profit. In principle, deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill (or negative goodwill) or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction which affects neither the tax profit nor the accounting profit.

Deferred tax is calculated at the rates that are expected to apply when the asset or liability is settled. Deferred tax is charged or credited in the income statement, except when it relates to items credited or charged directly to equity, in which case the deferred tax is also dealt with in equity.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the company intends to settle its current tax assets and liabilities on a net basis.

### 4. Directors

No directors received emoluments from Shawfair Land Limited in the year or the previous year. There were no other transactions with directors in the year.

### 5. Auditor's remuneration

During the year the following fees for audit services were paid to the company's auditor:

	2016	2015
	£	£
Fees payable to the company's auditor for audit services	1,000	1,000

**SHAWFAIR LAND LIMITED**

**Notes to the Financial Statements (continued)**

**For the Year Ended 31 December 2016**

**6. Corporation tax**  
**(a) Analysis of charge in the year**

	<b>2016</b>	<b>2015</b>
	<b>£</b>	<b>£</b>
Current tax:		
Current corporation tax credit	(901)	(8,521)
	<u>          </u>	<u>          </u>

**(b) Factors affecting tax credit in the year**

The tax assessed for the year is different from that calculated using the standard rate of corporation tax in the UK of 20.00% (2015: 20.25%). The differences are explained below:

	<b>2016</b>	<b>2015</b>
	<b>£</b>	<b>£</b>
Loss on ordinary activities before tax	(4,505)	(42,425)
	<u>          </u>	<u>          </u>
Loss on ordinary activities multiplied by standard rate of corporation tax of 20.00% (2015: 20.25%)	(901)	(8,600)
Effects of:		
Expenses not deductible for tax purposes	-	76
Group relief surrendered	901	8,524
Payment for company losses surrendered	(901)	(8,521)
	<u>          </u>	<u>          </u>
Current tax credit in the year	(901)	(8,521)
	<u>          </u>	<u>          </u>

**(c) Factors affecting future tax charges**

There are no specific factors which have been identified that will affect future tax charges

**7. Trade and other receivables**

	<b>2016</b>	<b>2015</b>
	<b>£</b>	<b>£</b>
Other Debtors	3,346	3,346
Amounts owed by group undertakings	828,315	8,521
	<u>          </u>	<u>          </u>
	<u>831,661</u>	<u>11,867</u>

**SHAWFAIR LAND LIMITED**

**Notes to the Financial Statements (continued)**

**For the Year Ended 31 December 2016**

**8. Share capital**

**Allotted and called up:**

	<b>2016</b>		<b>2015</b>	
	<b>No</b>	<b>£</b>	<b>No</b>	<b>£</b>
2 ordinary shares of £1 each	<u>2</u>	<u>2</u>	<u>2</u>	<u>2</u>

**9. Trade and other payables**

	<b>2016</b>	<b>2015</b>
	<b>£</b>	<b>£</b>
Trade Creditors	16,917	17,326
Amounts due to group undertakings	-	40,608
	<u>16,917</u>	<u>57,934</u>

**10. Parent undertakings and related party transactions**

The company is a wholly owned subsidiary of The EDI Group Limited, a company registered in Scotland whose financial statements can be obtained from its registered offices.

The ultimate controlling party is The City of Edinburgh Council.

At the balance sheet date the company was due £827,414 from (2015: £40,608 to) The EDI Group Limited.

At 31 December 2016 £901 (2015 £8,521) was due from Parc Craigmillar Ltd, a related company.

**11. Financial instruments and risk management**

The company has the following categories of financial instruments at the balance sheet date:

	<b>2016</b>	<b>2015</b>
	<b>£</b>	<b>£</b>
<b>Financial assets</b>		
Financial assets measured at amortised cost		
- Trade and other receivables	831,661	11,867
	<u>831,661</u>	<u>11,867</u>



SHAWFAIR LAND LIMITED

Notes to the Financial Statements (continued)

For the Year Ended 31 December 2016

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11. Financial instruments and risk management (continued)

	2016 £	2015 £
<b>Financial liabilities</b>		
Financial liabilities measured at amortised cost		
- Trade and other payables	16,917	57,934
	<u>16,917</u>	<u>57,934</u>

**Capital risk management**

The company aims to manage its overall capital structure to ensure it continues to operate as a going concern. The company's capital structure represents the equity attributable to the shareholders of the company together with borrowings and cash equivalents. The directors are closely involved in the running of the company and are therefore fully aware of the capital position of the company at any point in time and any changes that circumstances bring. As a result they are in a position to address any issues that may arise on a timely basis.

**Risk management objectives**

The Board is charged with the overall responsibility of establishing and monitoring the company's risk management policies and processes in order to identify, analyse and monitor the risks that are faced by the company. The company does not enter into or trade financial instruments for speculative purposes.

**Fair values**

The directors consider that the carrying values of all the company's financial assets and liabilities approximate their fair values at the balance sheet dates.

The company does not hold any financial instruments that are classified as fair value through the profit or loss or available for sale and therefore are measured at fair value.

**Market Risk**

The company does not hold any inventory or property that is at risk of falling in value due to market conditions.

**Credit Risk**

Exposure to credit risk relating to financial assets arises from the potential non-performance by counterparties of contractual obligations that could lead to a financial loss to the company. It arises from exposure to customers and amounts owed by group undertakings.

The maximum exposure to credit risk to recognised financial assets is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the balance sheet and notes to the financial statements.

SHAWFAIR LAND LIMITED

Notes to the Financial Statements (continued)

For the Year Ended 31 December 2016

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12. Financial instruments and risk management (continued)

Credit risk is reviewed regularly by the Board of Directors and monitored by actively assessing the rating quality and liquidity of counterparties as follows:

- Only banks and institutions with an acceptable credit rating are utilised;
- All potential customers are rated for credit worthiness taking into account their size, market position and financial standing;
- Customers that do not meet the company's credit policies may only purchase in cash or using recognised credit cards.

**Liquidity risk**

Liquidity risk arises from the possibility that the company might encounter difficulty in settling its debts or otherwise meeting its obligations related to financial liabilities.

The table below analyses the company's financial liabilities into relevant maturity groupings based on the remaining period at the statement of financial position date to the expected maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

	Less than a year
	£
As at 31 December 2016	
Trade and other payables	16,917
	<u>          </u>
	Less than a year
	£
As at 31 December 2015	
Trade and other payables	57,934
	<u>          </u>

13. Post Balance Sheet Event

On 23rd February 2017, the Company's ultimate shareholder The City of Edinburgh Council, decided that the company should begin a process of closure. At the date of these Financial Statements no timescale has been set or proposed for that closure and the Council has confirmed that the company will fulfil its development commitments. The directors envisage that a managed process of development completions and cessation will therefore take place over a short number of years.