

AGECROFT INVESTMENT CO LIMITED
ABBREVIATED ACCOUNTS
25 MARCH 2005



HAINES WATTS
Chartered Accountants & Registered Auditors
Bridge House
157 Ashley Road
Hale, Altrincham
Cheshire
WA14 2UT

AGECROFT INVESTMENT CO LIMITED

ABBREVIATED ACCOUNTS

YEAR ENDED 25 MARCH 2005

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AGECROFT INVESTMENT CO LIMITED

INDEPENDENT AUDITORS' REPORT TO THE COMPANY

PURSUANT TO SECTION 247B OF THE COMPANIES ACT 1985

We have examined the abbreviated accounts on pages 4 to 7, together with the financial statements of the company for the year ended 25 March 2005 prepared under Section 226 of the Companies Act 1985.

This report is made solely to the company, in accordance with Section 247B of the Companies Act 1985. Our work has been undertaken so that we might state to the company those matters we are required to state to it in a special auditors' 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 for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of the directors and the auditors

The directors are responsible for preparing the abbreviated accounts in accordance with Section 246 of the Companies Act 1985. It is our responsibility to form an independent opinion as to whether the company is entitled to deliver abbreviated accounts prepared in accordance with Sections 246(5) and (6) of the Act to the Registrar of Companies and whether the accounts to be delivered are properly prepared in accordance with those provisions and report our opinion to you.

Basis of opinion

We have carried out the procedures we consider necessary to confirm, by reference to the financial statements, that the company is entitled to deliver abbreviated accounts and that the abbreviated accounts to be delivered are properly prepared. The scope of our work for the purpose of this report did not include examining or dealing with events after the date of our report on the financial statements.

Opinion

In our opinion the company is entitled to deliver abbreviated accounts prepared in accordance with Sections 246(5) and (6) of the Act, and the abbreviated accounts on pages 4 to 7 are properly prepared in accordance with those provisions.

Other information

On 19.1.06 we reported, as auditors of the company, to the shareholders on the financial statements prepared under Section 226 of the Companies Act 1985 for the year ended 25 March 2005, and the full text of our audit report is reproduced on pages 2 to 3 of these financial statements.

Haines Watts

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HAINES WATTS
Chartered Accountants
& Registered Auditors

19.1.06

AGECROFT INVESTMENT CO LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF AGECROFT INVESTMENT CO LIMITED

YEAR ENDED 25 MARCH 2005

We have audited the financial statements of Agecroft Investment Co Limited for the year ended 25 March 2005 on pages 6 to 12 which have been prepared under the historical cost convention and the accounting policies set out on page 8.

This report is made solely to the company's shareholders, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's shareholders those matters we are required to state to them in an auditors' 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 shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Directors' Report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with United Kingdom Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

AGECROFT INVESTMENT CO LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF AGECROFT INVESTMENT CO LIMITED *(continued)*

YEAR ENDED 25 MARCH 2005

Qualified audit opinion arising from disagreement about accounting treatment

No provision has been made for depreciation of freehold investment properties and leasehold investment properties with over 20 years to expiry. This is contrary to the requirements of the Companies Act 1985, as stated in the accounting policies on page 8.

Statement of Standard Accounting Practice 19 requires investment properties to be included in the balance sheet at open market value. Agecroft Investment Co Limited investment properties are included in the balance sheet at original cost. The effect of any revaluation cannot be quantified.

Except for the absence of depreciation and revaluation, in our opinion the financial statements give a true and fair view of the state of the company's affairs as at 25 March 2005 and of its profit for the year to 25 March 2005 and have been properly prepared in accordance with the Companies Act 1985.

Haines Watts

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AGECROFT INVESTMENT CO LIMITED

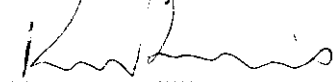
ABBREVIATED BALANCE SHEET

25 MARCH 2005

	Note	2005 £	2004 £
Fixed assets	2		
Tangible assets		3,624,365	1,455,054
Investments		896,869	896,156
		<u>4,521,234</u>	<u>2,351,210</u>
Current assets			
Debtors	3	109,826	687,673
Cash at bank and in hand		730,190	301,442
		<u>840,016</u>	<u>989,115</u>
Creditors: Amounts falling due within one year		<u>1,789,017</u>	<u>53,242</u>
Net current (liabilities)/assets		(949,001)	935,873
Total assets less current liabilities		<u>3,572,233</u>	<u>3,287,083</u>
Capital and reserves			
Called-up equity share capital	5	4,000	4,000
Other reserves		31,618	31,618
Profit and loss account		3,536,615	3,251,465
Shareholders' funds		<u>3,572,233</u>	<u>3,287,083</u>

These abbreviated accounts have been prepared in accordance with the special provisions for small companies under Part VII of the Companies Act 1985.

These abbreviated accounts were approved by the directors on 19/1/06 and are signed on their behalf by:



Mr R J Briggs

The notes on pages 5 to 7 form part of these abbreviated accounts.

AGECROFT INVESTMENT CO LIMITED

NOTES TO THE ABBREVIATED ACCOUNTS

YEAR ENDED 25 MARCH 2005

1. Accounting policies

Basis of accounting

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

Cash flow statement

The directors have taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from including a cash flow statement in the financial statements on the grounds that the company is small.

Turnover

The turnover shown in the profit and loss account represents amounts invoiced during the year, exclusive of Value Added Tax.

Investment properties

Investment properties are included at original cost and not market value as the directors consider that the additional cost of providing the necessary valuations would outweigh the benefit achieved. No amortisation or depreciation is provided in respect of freehold investments properties and leasehold investment properties with over 20 years to expiry, in accordance with Statement of Standard Accounting Practice 19: "Accounting for investment properties". This treatment is contrary to the requirements of the Companies Act 1985 to provide for depreciation but is considered necessary to ensure the financial statements give a true and fair view. Depreciation is only one of the factors reflected at the balances sheet date valuation and the amount that might otherwise have been shown cannot be separately identified or quantified.

Fixed assets

All fixed assets are initially recorded at cost.

Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Freehold Property	- nil
Fixtures & Fittings	- 25% reducing balance
Equipment	- 20% reducing balance

Freehold property is depreciated to write down its cost less estimated residual value over its useful life by equal annual instalments. Where property is maintained to such a standard that their residual value is not less than their cost or valuation no depreciation is charged as it is not considered material by the directors.

AGECROFT INVESTMENT CO LIMITED

NOTES TO THE ABBREVIATED ACCOUNTS

YEAR ENDED 25 MARCH 2005

2. Fixed assets

	Tangible Assets £	Investments £	Total £
Cost			
At 26 March 2004	1,487,014	896,156	2,383,170
Additions	2,525,731	713	2,526,444
Disposals	(328,552)	—	(328,552)
At 25 March 2005	3,684,193	896,869	4,581,062
Depreciation			
At 26 March 2004	31,960	—	31,960
Charge for year	27,868	—	27,868
At 25 March 2005	59,828	—	59,828
Net book value			
At 25 March 2005	3,624,365	896,869	4,521,234
At 25 March 2004	1,455,054	896,156	2,351,210
Aggregate capital and reserves			
Robinmoor Limited	(69,851)		1,839,527
Towlbuckle limited	1,331,978		1,216,624
Profit and (loss) for the year			
Robinmoor Limited	(1,909,378)		(138,900)
Towlbuckle Limited	115,355		85,073

Listed investments have a net book value of £6,582 (2004:£5,869) are held by the company and had a market value of £14,694 at the end of the year (2004:£10,868).

The company owns 100% of the issued share capital of Robinmoor Limited and 63.8% of Towlbuckle Limited. The company also has a 12.4% interest of the issued share capital of Westspark Limited.

Under the provision of section 248 of the Companies Act 1985 the company is exempt from preparing consolidated accounts and has not done so, therefore the accounts show information about the company as an individual entity.

3. Debtors

Debtors include amounts of £Nil (2004 - £572,546) falling due after more than one year.

AGECROFT INVESTMENT CO LIMITED

NOTES TO THE ABBREVIATED ACCOUNTS

YEAR ENDED 25 MARCH 2005

4. Related party transactions

The directors of the company are the controlling party by virtue of their shareholdings.

An interest free loan exists between the company and its director, Sir N G Westbrook CBE MA FRICS. Sir N G Westbrook CBE MA FRICS introduced £1,500,000 into Agecroft Investment Co Limited during the financial period. Included within other creditors at the balance sheet date is a balance payable by Agecroft Investment Co Limited totalling £1,500,000 (2004 - £5,000) to Sir N G Westbrook CBE MA FRICS. No date has as yet has been set for the repayment of these monies.

During the year Agecroft Investment Co Limited acquired freehold land and buildings from its wholly owned subsidiary company, Robinmoor Limited. The purchase price was agreed by the directors of the company to be £2,424,074, as consideration for the land and buildings and £75,926 payable for the chattels included within the property acquired. No independent valuation of the freehold property was undertaken before its acquisition. At the year end date no proceeds were paid to Robinmoor Limited in relation to this acquisition.

During the year Agecroft Investment Co Limited advanced £2,131,108 to assist Robinmoor Limited in meeting its creditors falling due during the period. An interest free loan exists between the company and its wholly owned subsidiary company, Robinmoor Limited. Included within creditors, under amounts owed from group undertakings is a balance payable from Robinmoor Limited totalling £4,894 (2004 - £572,547). No date has as yet has been set for repayment of these monies.

Agecroft Investment Co Limited is related to Central Manchester Holdings Limited by virtue of a common director, Sir N G Westbrook CBE MA FRICS. Included in other creditors at the balance sheet date is a balance due to Central Manchester Holdings Limited, totalling £190,000 (2004 - Nil). Central Manchester Holdings Limited introduced £190,000 into Agecroft Investment Co Limited during the financial period. No interest is being charged on this loan amount and as yet no date has been set for the repayment of these monies.

There are no other transactions with related parties such as are required to be disclosed under Financial Reporting Standard 8.

5. Share capital

Authorised share capital:

	2005	2004
	£	£
10,000 Ordinary shares of £1 each	<u>10,000</u>	<u>10,000</u>

Allotted, called up and fully paid:

	2005		2004	
	No	£	No	£
Ordinary shares of £1 each	<u>4,000</u>	<u>4,000</u>	<u>4,000</u>	<u>4,000</u>