

REGISTERED NUMBER: 04828310 (England and Wales)

**REPORT OF THE DIRECTORS AND
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 24 SEPTEMBER 2011
FOR
BROOKHOUSE (CHRISTCHURCH) LIMITED**

THURSDAY



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BROOKHOUSE (CHRISTCHURCH) LIMITED (REGISTERED NUMBER: 04828310)

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FOR THE YEAR ENDED 24 SEPTEMBER 2011**

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BROOKHOUSE (CHRISTCHURCH) LIMITED

**COMPANY INFORMATION
FOR THE YEAR ENDED 24 SEPTEMBER 2011**

DIRECTORS:

J Hindle, Jnr
A Gardner

SECRETARY:

P Chape

REGISTERED OFFICE:

Prospect House
168-170 Washway Road
Sale
Cheshire
M33 6RH

REGISTERED NUMBER:

04828310 (England and Wales)

AUDITORS:

Deloitte LLP
Chartered Accountants and Statutory Auditor
Manchester
UK

BROOKHOUSE (CHRISTCHURCH) LIMITED (REGISTERED NUMBER: 04828310)

**REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 24 SEPTEMBER 2011**

The directors present their report with the financial statements of the company for the year ended 24 September 2011

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of property investment and management

REVIEW OF BUSINESS

The results for the year are set out in the Profit and Loss account on Page 5. The directors consider the results for the year to be satisfactory and look forward to the coming year with confidence.

Principal risks and uncertainties

The ongoing risks associated with the company's activities continue to be the valuation risk associated with the ownership of investment properties and the strength and quality of tenant demand for the properties being developed and held as investments. The company continues to manage these risks through active asset and tenant management initiatives. Given the current economic circumstances and the guidance issued by the Financial Reporting Council, additional disclosures are presented in the statement of accounting policies. These disclosures discuss the basis on which the directors have continued to adopt the going concern basis in preparing these financial statements.

All activities are currently conducted in sterling. The company currently has no external line of credit and is dependent upon other related group companies for funding.

Environment

The company recognises the importance of its environmental responsibilities, monitors its impact on the environment and designs and implements policies to reduce any damage that may be caused by the company's activities.

Employees

The company has no employees (refer to note 2 to these financial statements).

Health and safety

The company gives high priority to providing a safe and healthy working environment for all group employees and contractors and is determined to maintain its good record for the preservation of health and safety.

DIRECTORS

The directors shown below have held office during the whole of the period from 25 September 2010 to the date of this report.

J Hindle, Jnr
A Gardner

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 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 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.

**REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 24 SEPTEMBER 2011**

STATEMENT OF DIRECTORS' RESPONSIBILITIES - continued

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.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

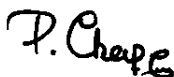
So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

AUDITORS

The company has passed an elective resolution dispensing with the requirement to appoint auditors annually, Deloitte LLP have expressed their willingness to continue in office as auditors of the company and are therefore deemed to be reappointed for a further term.

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

ON BEHALF OF THE BOARD:



P Chape - Secretary

Date

14.2.2012

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF BROOKHOUSE (CHRISTCHURCH) LIMITED

We have audited the financial statements of Brookhouse (Christchurch) Limited for the year ended 24 September 2011, which comprise the profit and loss account, statement of recognised gains and losses, the balance sheet and notes 1 to 11. 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 set out on pages two and three, 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 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 financial statements 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 company's affairs as at 24 September 2011 and of its profit 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
BROOKHOUSE (CHRISTCHURCH) 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, 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 Report of the Directors



Timothy Edge (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
Manchester
UK

Date 16 February 2012 -

BROOKHOUSE (CHRISTCHURCH) LIMITED (REGISTERED NUMBER: 04828310)

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 24 SEPTEMBER 2011**

	Notes	2011 £'000	2010 £'000
TURNOVER		413	440
Administrative expenses		<u>166</u>	<u>165</u>
OPERATING PROFIT and PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	2	247	275
Tax on profit on ordinary activities	3	<u>49</u>	<u>78</u>
PROFIT FOR THE FINANCIAL YEAR		<u><u>198</u></u>	<u><u>197</u></u>

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current year or previous year

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profits for the current year or previous year

NOTE OF HISTORICAL COST PROFITS AND LOSSES

The difference between the results as disclosed in the profit and loss account and the results on an unmodified historical cost basis is not material

BROOKHOUSE (CHRISTCHURCH) LIMITED (REGISTERED NUMBER: 04828310)**BALANCE SHEET
24 SEPTEMBER 2011**

	Notes	2011 £'000	2010 £'000
FIXED ASSETS			
Investment property	4	10,833	10,815
CURRENT ASSETS			
Debtors	5	5	1
CREDITORS			
Amounts falling due within one year	6	6,945	7,121
NET CURRENT LIABILITIES		(6,940)	(7,120)
TOTAL ASSETS LESS CURRENT LIABILITIES		3,893	3,695
PROVISIONS FOR LIABILITIES	7	245	245
NET ASSETS		3,648	3,450
CAPITAL AND RESERVES			
Called up share capital	8	2,906	2,906
Revaluation reserve	9	(4,354)	(4,354)
Profit and loss account	9	5,096	4,898
SHAREHOLDERS' FUNDS	11	3,648	3,450

The financial statements have been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies

The financial statements were approved by the Board of Directors on 14 FEBRUARY/ 2012 and were signed on its behalf by


A Gardner - Director

The notes form part of these financial statements

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 24 SEPTEMBER 2011**

1 ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of certain fixed assets, and in accordance with United Kingdom law and accounting standards

Financial Reporting Standard Number 1

The company has taken advantage of the exemption from presenting a cash flow statement afforded by Financial Reporting Standard No 1 (Revised) because it is a wholly owned subsidiary of the group of companies owned by Brookhouse Properties Limited, a UK based company which prepares consolidated financial statements which are publically available

Turnover

Turnover comprises rental income from properties excluding VAT

Rental income from properties is recognised in the period to which it relates in accordance with the lease terms. Rent invoiced in advance is recognised in the profit and loss account in the following accounting period and treated as deferred income at the year end. All income is generated from the company's principal activity in the UK.

Service charge residual costs (arising from voids or inclusive rental agreements) which are not recovered from tenants are included within other operating expenses

Investment property

A valuation of investment properties is made annually as at the balance sheet date by an external firm of Chartered Surveyors at open market value. Changes in the market value of such assets are accounted for by way of a movement in revaluation reserve and are included in the statement of total recognised gains and losses unless a deficit (or its reversal) on an individual property is expected by the directors to be permanent, in which case the change in market value is charged/(credited) to the profit and loss account. On disposal, the cumulative surpluses or deficits are transferred from the revaluation reserve to the profit and loss account.

In accordance with SSAP 19 no depreciation or amortisation is provided in respect of freehold investment properties and leasehold investment properties with over 20 years to run. The requirement of the Companies Act 1985 is to depreciate all properties, but that requirement conflicts with the generally accepted accounting principle set out in SSAP 19. The directors consider that, as these properties are not held for consumption but for investment to depreciate them would not give a true and fair view, and that it is necessary to adopt SSAP 19 in order to give a true and fair view. If this departure from the Act had not been made the profit for the period would have been decreased by depreciation. However, the amount of depreciation cannot be reasonably be quantified, because of the lack of analysis of the cost/value between land and buildings.

**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 24 SEPTEMBER 2011**

1 ACCOUNTING POLICIES - continued

Taxation

Current tax, including UK corporation tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted by the balance sheet date

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the group's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

Deferred tax is not recognised when fixed assets are revalued unless by the balance sheet date there is a binding agreement to sell the revalued assets and the gain or loss expected to arise on sale has been recognised in the financial statements. Neither is deferred tax recognised when fixed assets are sold and it is likely then not that the taxable gain will be rolled over, being charged to tax only if and when the replacement asset is sold

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis

Related Party Transactions

The company has taken advantage of the exemption in Financial Reporting Standard No 8 "Related party disclosures" not to disclose transactions with other members of the group headed by Brookhouse Properties Limited

Going concern

The performance, financial position and the key risks impacting the company are detailed in the Directors Report on page 1. The company is a subsidiary within the Brookhouse Properties Limited group, which manages its working capital on a pooled basis across the group. Based on the strong trading relationship between this company and the parent company, the directors of this company have sought and received a confirmation from the parent company that it will provide support as may be necessary for the foreseeable future. In relying on this parent company support, the directors of this company have taken into account the following going concern disclosure which appears in the financial statements of Brookhouse Properties Limited for the year ended 24 September 2011

The financial statements have been prepared on a going concern basis. The Group's business activities, together with the factors likely to affect its future development, performance and position are set out in the Business Review on page 1. The financial position of the Group, its cash flows, liquidity position and borrowing facilities are described in the Business Review. The Group has granted a number of leasehold interests in its assets that span the year-end and periods thereafter that are subject to upwards only rent reviews on a periodic basis. During the current year the Group has re-financed all of its external bank borrowings that were repayable in the year by either extending its current facilities and / or entering into new banking facilities - as a result the Group has no external bank borrowings, save for debt amortisation, that are due within the 24 month period to 24 September 2013. Consequently, after considering the income flows available to the Group together with the underlying strength of those income flows the directors have the reasonable expectation that the Group has adequate resources to continue to operate in operational existence for the foreseeable future. This position is constantly monitored by the directors and accordingly the financial statements have been prepared on a going concern basis

After making the enquiries outlined above, the directors have concluded that the company has adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the financial statements

**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 24 SEPTEMBER 2011**

1 ACCOUNTING POLICIES - continued

Profit on sale of tangible fixed assets

Sales of tangible fixed assets are accounted for in the period in which contracts are completed. The profit (loss) on sale of tangible fixed assets represents sales proceeds less disposal costs and the carrying value of the asset at the time of disposal. The latter in the case of revalued assets represents the revalued amount.

2 OPERATING PROFIT

There were no directors' emoluments, staff costs or non-audit fees during the period. The auditors' remuneration of £2,204 (2010 £2,204) in respect of the statutory audit of the company for the current and prior year is borne by another group company, Brookhouse Builders Limited, and not recharged.

3 TAXATION

Analysis of the tax charge

The tax charge on the profit on ordinary activities for the year was as follows

	2011 £'000	2010 £'000
Current tax		
UK corporation tax	49	62
Deferred tax	-	16
Tax on profit on ordinary activities	<u>49</u>	<u>78</u>

The company earns its profits in the UK therefore the tax rate used for tax on ordinary activities is the standard rate for corporation tax, currently 26% (2010 28%).

The corporation tax rate will reduce to 25% from April 2012 and this will have an impact on the future corporation tax liability of the company.

4 INVESTMENT PROPERTY

	Total £'000
COST OR VALUATION	
At 25 September 2010	10,815
Additions	<u>18</u>
At 24 September 2011	<u>10,833</u>
NET BOOK VALUE	
At 24 September 2011	<u>10,833</u>
At 24 September 2010	<u>10,815</u>

Investment properties were revalued at 24 September 2011 by Lambert Smith Hampton, Chartered Surveyors, at open market value. The historical cost of the properties is £15,187,000 (2010 £15,169,000).

BROOKHOUSE (CHRISTCHURCH) LIMITED (REGISTERED NUMBER: 04828310)

**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 24 SEPTEMBER 2011**

5 DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2011	2010
	£'000	£'000
Trade debtors	2	-
Other debtors	3	1
	<u>5</u>	<u>1</u>

6 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2011	2010
	£'000	£'000
Trade creditors	3	-
Amounts owed to group undertakings	6,932	7,098
Other creditors	10	23
	<u>6,945</u>	<u>7,121</u>

Amounts due to fellow group undertakings are unsecured, interest free and repayable on demand

7 PROVISIONS FOR LIABILITIES

	2011	2010
	£'000	£'000
Deferred tax	<u>245</u>	<u>245</u>
		Deferred tax
		£'000
Balance at 25 September 2010		<u>245</u>
Balance at 24 September 2011		<u>245</u>

The provision for deferred tax relates entirely to accelerated capital allowances

The company earns its profits in the UK, therefore the tax rate used for tax on profit on ordinary activities is the standard rate for UK corporation tax, currently 26%

The corporation tax rate will reduce to 25% from April 2012 and this will have an impact on the future corporation tax liability of the company. However, the directors do not consider that the future change in the corporation tax rate will have a material effect on the balances reported above

8 CALLED UP SHARE CAPITAL

Allotted, issued and fully paid			2011	2010
Number	Class	Nominal value	£'000	£'000
1	Ordinary	£1	-	-
2,905,561	Non redeemable preference	£1	<u>2,906</u>	<u>2,906</u>
			<u>2,906</u>	<u>2,906</u>

The non-redeemable preference shares carry no voting rights or dividend entitlements and have priority on a winding up over the ordinary shares

BROOKHOUSE (CHRISTCHURCH) LIMITED (REGISTERED NUMBER: 04828310)**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 24 SEPTEMBER 2011****9 RESERVES**

	Profit and loss account £'000	Revaluation reserve £'000	Totals £'000
At 25 September 2010	4,898	(4,354)	544
Profit for the year	198	-	198
	<u> </u>	<u> </u>	<u> </u>
At 24 September 2011	<u>5,096</u>	<u>(4,354)</u>	<u>742</u>

The directors are of the opinion that the negative revaluation reserve is temporary due to current market conditions within the property sector and therefore expect this position to reverse in future periods

10 ULTIMATE PARENT COMPANY

The company's ultimate parent company is Aggregate Company S a r l , a company incorporated in Luxembourg. The ultimate controlling party of that company is the Aggregate Trust.

The smallest and largest group in which the results of the company are consolidated is that headed by Brookhouse Properties Ltd incorporated in the UK. Copies of the financial statements are available from the registered office.

11 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2011 £'000	2010 £'000
Profit for the financial year	198	197
	<u> </u>	<u> </u>
Net addition to shareholders' funds	198	197
Opening shareholders' funds	3,450	3,253
	<u> </u>	<u> </u>
Closing shareholders' funds	<u>3,648</u>	<u>3,450</u>