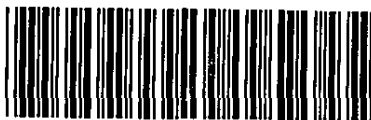


REGISTERED NUMBER: 04828310 (England and Wales)

**REPORT OF THE DIRECTORS AND
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 24 SEPTEMBER 2012
FOR
BROOKHOUSE (CHRISTCHURCH) LIMITED**

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BROOKHOUSE (CHRISTCHURCH) LIMITED (REGISTERED NUMBER: 04828310)

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FOR THE YEAR ENDED 24 SEPTEMBER 2012**

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BROOKHOUSE (CHRISTCHURCH) LIMITED

**COMPANY INFORMATION
FOR THE YEAR ENDED 24 SEPTEMBER 2012**

DIRECTORS:

A Gardner
M E Nuttall

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
United Kingdom

BROOKHOUSE (CHRISTCHURCH) LIMITED (REGISTERED NUMBER: 04828310)

**REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 24 SEPTEMBER 2012**

The directors present their report with the audited financial statements of the company for the year ended 24 September 2012

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 of accounting 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 company employees and contractors and is determined to maintain its good record for the preservation of health and safety.

DIRECTORS

A Gardner has held office during the whole of the period from 25 September 2011 to the date of this report.

Other changes in directors holding office are as follows:

M E Nuttall was appointed as a director after 24 September 2012 but prior to the date of this report.

J Hindle ceased to be a director after 24 September 2012 but prior to the date of this report.

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.

BROOKHOUSE (CHRISTCHURCH) LIMITED (REGISTERED NUMBER: 04828310)

**REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 24 SEPTEMBER 2012**

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 DIRECTOR:



A Gardner - Director

Date 28 MAY 2013

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 2012 on pages five to twelve. 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 Report of the Directors 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 2012 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.

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
United Kingdom

Date 28 May 2013

BROOKHOUSE (CHRISTCHURCH) LIMITED (REGISTERED NUMBER: 04828310)

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 24 SEPTEMBER 2012**

	Notes	2012 £'000	2011 £'000
TURNOVER		350	413
Administrative expenses		<u>138</u>	<u>166</u>
OPERATING PROFIT and PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	2	212	247
Tax on profit on ordinary activities	3	<u>26</u>	<u>49</u>
PROFIT FOR THE FINANCIAL YEAR		<u><u>186</u></u>	<u><u>198</u></u>

CONTINUING OPERATIONS

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

The notes form part of these financial statements

BROOKHOUSE (CHRISTCHURCH) LIMITED (REGISTERED NUMBER: 04828310)

**STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
FOR THE YEAR ENDED 24 SEPTEMBER 2012**

	2012 £'000	2011 £'000
PROFIT FOR THE FINANCIAL YEAR	186	198
Unrealised deficit on the revaluation of properties	<u>(3,980)</u>	<u>-</u>
TOTAL RECOGNISED GAINS AND LOSSES RELATING TO THE YEAR	<u><u>(3,794)</u></u>	<u><u>198</u></u>

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

The notes form part of these financial statements

BROOKHOUSE (CHRISTCHURCH) LIMITED (REGISTERED NUMBER 04828310)**BALANCE SHEET
24 SEPTEMBER 2012**

	Notes	2012 £'000	£'000	2011 £'000	£'000
FIXED ASSETS					
Investment property	4		7,000		10,833
CURRENT ASSETS					
Debtors	5	8		5	
CREDITORS					
Amounts falling due within one year	6	6,931		6,945	
NET CURRENT LIABILITIES			(6,923)		(6,940)
TOTAL ASSETS LESS CURRENT LIABILITIES			77		3,893
PROVISIONS FOR LIABILITIES	7		223		245
NET (LIABILITIES)/ASSETS			(146)		3,648
CAPITAL AND RESERVES					
Called up share capital	8		2,906		2,906
Revaluation reserve	9		(8,334)		(4,354)
Profit and loss account	9		5,282		5,096
SHAREHOLDERS' FUNDS	11		(146)		3,648

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 **28 MAY 2013** 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 2012**

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.

Depreciation is not provided in respect of freehold investment properties, or in respect of leasehold investment properties where the unexpired term of the lease is more than 20 years. The directors consider that this accounting policy, which represents a departure from the statutory accounting rules, is necessary to provide a true and fair view as required under SSAP 19 "Accounting for Investment Properties". The financial effect of the departure from the statutory accounting rules cannot reasonably be quantified because of the lack of analysis of the cost and value between land and buildings.

**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 24 SEPTEMBER 2012**

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 company'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 Report of the Directors on page 2. 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 relationship between this company and the parent company, the directors of this company have sought and received a confirmation from their parent company that it will provide support as may be necessary such that the directors have a reasonable expectation that the company has adequate resources to operate as a going concern for the foreseeable future. In relying on this parent company support, the directors of this company are cognisant of the following going concern disclosure which appears in the financial statements of Brookhouse Properties Limited for the year ended 24 September 2012:

"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. 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. Within one year of the balance sheet date the Group has an external bank facility totalling £11.3M that is due for repayment that, at the time of signing these financial statements, has been re-financed. The Group has no other external bank borrowings, save for debt amortisation, that fall due for repayment within 12 months of the date of signing these financial statements. 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 as a going concern 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 these enquiries, the directors continue to adopt the going concern basis of accounting in preparing these financial statements

**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 24 SEPTEMBER 2012****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 was no depreciation, directors' emoluments, staff costs or non-audit fees during the period (2011 £nil). The auditors' remuneration of £2,200 (2011 £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

	2012 £'000	2011 £'000
Current tax		
UK corporation tax	48	49
Deferred tax	(22)	-
Tax on profit on ordinary activities	<u>26</u>	<u>49</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 25% (2011 26%).

The corporation tax rate will reduce to 23% from April 2013 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 2011	10,833
Additions	147
Revaluations	(3,980)
At 24 September 2012	<u>7,000</u>
NET BOOK VALUE	
At 24 September 2012	<u>7,000</u>
At 24 September 2011	<u>10,833</u>

Investment properties were revalued at 24 September 2012 by Lambert Smith Hampton, Chartered Surveyors, at open market value. The historical cost of the properties is £15,333,000 (2011 £15,187,000).

BROOKHOUSE (CHRISTCHURCH) LIMITED (REGISTERED NUMBER: 04828310)

**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 24 SEPTEMBER 2012**

5 DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2012	2011
	£'000	£'000
Trade debtors	5	2
Other debtors	3	3
	<u>8</u>	<u>5</u>

6 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2012	2011
	£'000	£'000
Trade creditors	1	3
Amounts owed to group undertakings	6,915	6,932
Other creditors	15	10
	<u>6,931</u>	<u>6,945</u>

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

7 PROVISIONS FOR LIABILITIES

	2012	2011
	£'000	£'000
Deferred tax	<u>223</u>	<u>245</u>
		Deferred tax
		£'000
Balance at 25 September 2011		245
Credit to profit and loss account during year		<u>(22)</u>
Balance at 24 September 2012		<u>223</u>

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 24%

The corporation tax rate will reduce to 23% from April 2013 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			2012	2011
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 2012****9 RESERVES**

	Profit and loss account £'000	Revaluation reserve £'000	Totals £'000
At 25 September 2011	5,096	(4,354)	742
Profit for the year	186	-	186
Revaluation in the year	-	(3,980)	(3,980)
At 24 September 2012	<u>5,282</u>	<u>(8,334)</u>	<u>(3,052)</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

	2012 £'000	2011 £'000
Profit for the financial year	186	198
Other recognised gains and losses relating to the year (net)	(3,980)	-
Net (reduction)/addition to shareholders' funds	(3,794)	198
Opening shareholders' funds	<u>3,648</u>	<u>3,450</u>
Closing shareholders' funds	<u>(146)</u>	<u>3,648</u>