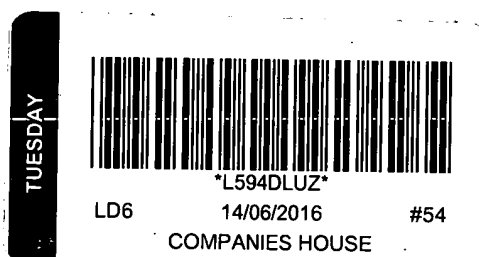


REGISTERED NUMBER: 02348947 (England and Wales)

**REPORT OF THE DIRECTORS AND  
FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 24 SEPTEMBER 2015  
FOR  
BROOKHOUSE NORTHERN LIMITED**



**BROOKHOUSE NORTHERN LIMITED (REGISTERED NUMBER: 02348947)**

**CONTENTS OF THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 24 SEPTEMBER 2015**

---

	<b>Page</b>
<b>Company Information</b>	<b>1</b>
<b>Report of the Directors</b>	<b>2</b>
<b>Report of the Independent Auditor</b>	<b>4</b>
<b>Profit and Loss Account</b>	<b>6</b>
<b>Balance Sheet</b>	<b>7</b>
<b>Notes to the Financial Statements</b>	<b>8</b>

**BROOKHOUSE NORTHERN LIMITED**

**COMPANY INFORMATION  
FOR THE YEAR ENDED 24 SEPTEMBER 2015**

---

**DIRECTORS:**

A Gardner  
M E Nuttall  
E Hindle

**SECRETARY:**

P Chape

**REGISTERED OFFICE:**

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

**REGISTERED NUMBER:**

02348947 (England and Wales)

**AUDITOR:**

Deloitte LLP  
Chartered Accountants and Statutory Auditor  
Manchester  
United Kingdom

**REPORT OF THE DIRECTORS  
FOR THE YEAR ENDED 24 SEPTEMBER 2015**

---

The directors present their annual report with the audited financial statements of the company for the year ended 24 September 2015.

**PRINCIPAL ACTIVITY**

The principal activity in the year under review continued to be that of property investment. The directors do not anticipate this to change in the foreseeable future.

**REVIEW OF BUSINESS**

The results for the year are set out in the Profit and Loss Account on page 6. The directors consider the results for the year to be satisfactory and look forward to the coming year with confidence.

**DIRECTORS**

The directors shown below have held office during the whole of the period from 25 September 2014 to the date of this report.

A Gardner  
M E Nuttall

Other changes in directors holding office are as follows:

E Hindle - appointed 15 June 2015

**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.

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 AUDITOR**

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 auditor is unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

**AUDITOR**

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

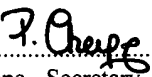
**BROOKHOUSE NORTHERN LIMITED (REGISTERED NUMBER: 02348947)**

**REPORT OF THE DIRECTORS  
FOR THE YEAR ENDED 24 SEPTEMBER 2015**

---

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: 11.3.2016

## **REPORT OF THE INDEPENDENT AUDITOR TO THE MEMBERS OF BROOKHOUSE NORTHERN LIMITED**

---

We have audited the financial statements of Brookhouse Northern Limited for the year ended 24 September 2015 on pages six to thirteen. 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 Independent Auditor 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 page two, 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 and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. 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 2015 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.

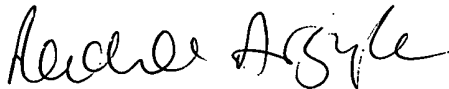
**REPORT OF THE INDEPENDENT AUDITOR TO THE MEMBERS OF  
BROOKHOUSE NORTHERN LIMITED**

---

**Matters on which we are required to report by exception**

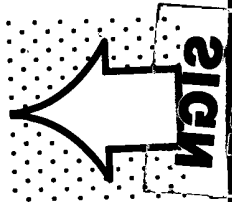
We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- 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 from the requirement to prepare a Strategic Report or in preparing the Report of the Directors.



Rachel Argyle (Senior Statutory Auditor)  
for and on behalf of Deloitte LLP  
Chartered Accountants and Statutory Auditor  
Manchester  
United Kingdom

Date: 11.3.2016.....



**BROOKHOUSE NORTHERN LIMITED (REGISTERED NUMBER: 02348947)**

**PROFIT AND LOSS ACCOUNT  
FOR THE YEAR ENDED 24 SEPTEMBER 2015**

	Notes	2015 £'000	2014 £'000
<b>TURNOVER</b>		-	-
<b>OPERATING PROFIT</b>	2	-	-
Profit on sale of tangible fixed assets		468	-
		468	-
Interest receivable and similar income	3	73	73
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		541	73
Tax on profit on ordinary activities	4	15	16
<b>PROFIT FOR THE FINANCIAL YEAR</b>		526	57

**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.

The notes form part of these financial statements




**BROOKHOUSE NORTHERN LIMITED (REGISTERED NUMBER: 02348947)****BALANCE SHEET  
24 SEPTEMBER 2015**

	Notes	2015 £'000	£'000	2014 £'000	£'000
<b>FIXED ASSETS</b>					
Investments	5		-		-
Investment property	6		-		463
			<u>-</u>		<u>463</u>
			-		463
<b>CURRENT ASSETS</b>					
Debtors	7	<u>13,822</u>		<u>12,833</u>	
<b>NET CURRENT ASSETS</b>			<u>13,822</u>		<u>12,833</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			13,822		13,296
<b>PROVISIONS FOR LIABILITIES</b>	8		<u>1</u>		<u>1</u>
<b>NET ASSETS</b>			<u>13,821</u>		<u>13,295</u>
<b>CAPITAL AND RESERVES</b>					
Called up share capital	9		5,048		5,048
Share premium	10		7,041		7,041
Revaluation reserve	10		-		99
Profit and loss account	10		<u>1,732</u>		<u>1,107</u>
<b>SHAREHOLDER FUNDS</b>	12		<u>13,821</u>		<u>13,295</u>

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 **11 MAR 2016** 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 2015**

---

**1. ACCOUNTING POLICIES**

**Basis of accounting**

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

**Cash flow statement**

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.

**Investment properties and development sites**

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.

Development sites relate to land and properties under development which the directors intend to complete as investment properties. Additions to development sites comprise construction costs including attributable interest incurred in bringing a project to its present state of completion.

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 requirement of the Companies Act 2006 is to depreciate all properties, but that requirement conflicts with the generally accepted accounting principle set out in SSAP 19. 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.

**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 more likely than 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.

**NOTES TO THE FINANCIAL STATEMENTS - continued  
FOR THE YEAR ENDED 24 SEPTEMBER 2015**

---

**1. ACCOUNTING POLICIES - continued**

**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 wholly owned members of the group headed by Brookhouse Properties Limited.

**Going concern**

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 2015:

"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 Strategic Report. 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 external bank facilities totalling £55.0 million that was due for repayment in February 2016. At the time of signing these financial statements this facility has been re-financed on similar terms for a period of 5 years. 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.

**Finance costs**

Finance costs of financial liabilities are recognised in the profit and loss account over the term of such instruments at a constant rate on the carrying amount.

Finance costs which are directly attributable to the construction of tangible fixed assets are capitalised as part of the cost of those assets. The commencement of capitalisation begins when both finance costs and expenditures for the assets are being incurred and activities that are necessary to get the asset ready for use are in progress. Capitalisation ceases when substantially all the activities that are necessary to get the asset ready for use are complete.

**2. OPERATING PROFIT**

The company had no employees and there were no directors' emoluments, depreciation or non-audit fees during the current or prior year. The auditor's remuneration of £590 (2014: £584) 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.

No director received any remuneration for their services to the company (2014: £nil). The directors of the company were remunerated through another group company. No costs are recharged to the company as it is not practicable to fairly apportion the cost of these services.

**NOTES TO THE FINANCIAL STATEMENTS - continued  
FOR THE YEAR ENDED 24 SEPTEMBER 2015**

**3. INTEREST RECEIVABLE AND SIMILAR INCOME**

	2015 £'000	2014 £'000
Interest receivable from fellow group undertakings	73	73

**4. TAXATION**

**Analysis of the tax charge**

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

	2015 £'000	2014 £'000
Current tax:		
UK corporation tax	15	16
Tax on profit on ordinary activities	15	16

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 (pro-rated) of 20.5% (2014: 22%).

**5. FIXED ASSET INVESTMENTS**

The investment in a fellow subsidiary undertaking with a carrying value of £nil (2014: £nil) represents 1,000,000 £1, 5% non-redeemable preference shares in Brookhouse Stud Limited, a UK incorporated group company at a cost of £1,000,000 and is provided against in full.

**6. INVESTMENT PROPERTY**

	Total £'000
<b>COST OR VALUATION</b>	
At 25 September 2014	463
Disposals	(463)
At 24 September 2015	-
<b>NET BOOK VALUE</b>	
At 24 September 2015	-
At 24 September 2014	463

During the year the company disposed of its investment property for net proceeds of £931,000 realising a profit on disposal of £468,000.

**7. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2015 £'000	2014 £'000
Amounts owed by group undertakings	13,822	12,833

Amounts owed by group undertakings are repayable on demand, unsecured and carries interest at a rate of 0.5%.

**NOTES TO THE FINANCIAL STATEMENTS - continued**  
**FOR THE YEAR ENDED 24 SEPTEMBER 2015**

**8. PROVISIONS FOR LIABILITIES**

	2015 £'000	2014 £'000
Deferred tax	<u>1</u>	<u>1</u>
		Deferred tax £'000
Balance at 25 September 2014		<u>1</u>
Balance at 24 September 2015		<u>1</u>

The deferred tax balance relates entirely to accelerated capital allowances. There is no unprovided deferred tax for the current or prior year.

Deferred tax balances have been valued at 20% in these accounts. The government has announced that it intends to reduce the rate of corporation tax to 19% with effect from 1 April 2017 and 18% from 1 April 2020. As this legislation was not substantively enacted by 24 September 2015, the impact of the anticipated rate change is not reflected in the tax provisions reported in these accounts. If the deferred tax assets and liabilities of the company were all to reverse after 1 April 2020, the effect of the future changes from 20% to 18% would be to reduce the net deferred tax liability by £nil. To the extent that the deferred tax reverses more quickly than this the impact on the net deferred tax liability will be reduced.

**9. CALLED UP SHARE CAPITAL**

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	2015 £'000	2014 £'000
99,996	"D" Ordinary	£1	100	100
902,601	"A" Preference	£1	903	903
945,234	"B" Preference	£1	945	945
3,100,000	"C" Preference	£1	3,100	3,100
3	"E" Ordinary	£1	-	-
26	26 New Preference	£1	-	-
			<u>5,048</u>	<u>5,048</u>

**NOTES TO THE FINANCIAL STATEMENTS - continued  
FOR THE YEAR ENDED 24 SEPTEMBER 2015**

**9. CALLED UP SHARE CAPITAL - continued**

**A, B and C shares**

In the event of a surplus arising on the winding-up of the company, these shares are entitled to an amount equal to the paid up amount of each share and in addition, an amount equal to the interest that would be accrued on the paid up amount for the period from 1 March 1989 to the date of repayment of the surpluses. The interest rate to be used in calculating this amount will be the aggregate of the 3 month LIBOR rate plus 1 per cent per annum. The A shares stand before B and C shares in priority for such payment and the B shares before the C shares. The holders of A, B and C shares have no right to receive notice or to attend or vote at any General Meeting of the company.

**E class shares**

In the event of a surplus arising on a winding-up of the company, E class shares are entitled to an amount equal to the amount paid up in respect of each share. The E class shares stand after the A,B and C class shares in priority for payment. The holders of E class shares have no right to receive notice of or to attend or vote at any General Meeting of the company.

**D class shares**

In the event of a surplus arising on the winding up of the company, these shares are entitled to the remainder of the surplus after payments to A, B, C and E class shareholders. The holders of D class shares have rights to receive notice of and to attend or vote at any General Meeting of the company.

**New preference shares**

These rank immediately after the A,B,C,D and E shares in all respects. The holders of new preference shares have no rights to receive notice of or to attend or vote at any General Meeting of the company.

The rights to dividends on all shares have been waived.

**10. RESERVES**

	Profit and loss account £'000	Share premium £'000	Revaluation reserve £'000	Totals £'000
At 25 September 2014	1,107	7,041	99	8,247
Profit for the year	526	-	-	526
Movement on disposal of asset	99	-	(99)	-
	<u>1,732</u>	<u>7,041</u>	<u>-</u>	<u>8,773</u>
At 24 September 2015	<u>1,732</u>	<u>7,041</u>	<u>-</u>	<u>8,773</u>

**11. ULTIMATE PARENT COMPANY**

The company's immediate parent company is Brookhouse Group Limited, a company incorporated in the UK. 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 Limited incorporated in the UK. Copies of the financial statements are available from the registered office.

**NOTES TO THE FINANCIAL STATEMENTS - continued**  
**FOR THE YEAR ENDED 24 SEPTEMBER 2015**

---

**12. RECONCILIATION OF MOVEMENTS IN SHAREHOLDER FUNDS**

	2015 £'000	2014 £'000
Profit for the financial year	526	57
<b>Net addition to shareholder funds</b>	526	57
Opening shareholder funds	13,295	13,238
<b>Closing shareholder funds</b>	13,821	13,295