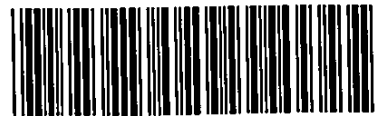


Company Registration No. 01387774 (England and Wales)

OFFICE COPY

CONEGATE LIMITED
DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2011

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CONEGATE LIMITED

COMPANY INFORMATION

Directors	Mr C Sullivan Mr D Sullivan
Secretary	Mrs C Sullivan
Company number	01387774
Registered office	Ramillies House 2 Ramillies Street London W1F 7LN
Auditors	F Winter & Co LLP Ramillies House 2 Ramillies Street W1F 7LN
Business address	Birch Hall Coppice Row Theydon Bois Essex CM16 7DR

CONEGATE LIMITED

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CONEGATE LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 30 SEPTEMBER 2011

The directors present their report and financial statements for the year ended 30 September 2011

Principal activities

The company is principally engaged in the acquisition and development of land and buildings for resale or to hold as investments. Where properties are held for their long term investment potential they are treated accordingly as investment properties.

The company's subsidiary undertakings are listed in Note 12 to the accounts.

Business review

The result for the year after taxation was a profit of £392,425 (2010 £6,715,317). The reduction in profits was primarily due to a one off gain made in the previous year amounting to £5,254,632.

The Company's performance remained strong during the year with the vast majority of its properties which comprise primarily of retail space leased. The directors expect revenues to increase in the next financial year.

The directors of Conegate Holdings Limited manage the group's operations on a divisional basis. The development, performance and position of the business of the group, which includes the company, is discussed within the directors' report of Conegate Holdings Limited, which does not form part of this report.

From the perspective of the company, the principal risks and uncertainties are integrated with the principal risks of the group and are not managed separately. Accordingly they are disclosed in the group's annual report which does not form part of this report.

Financial instruments

The directors considered the risks attached to the Company's financial instruments which principally comprise of operating debtors and operating creditors and loans to and from other group companies. The directors have taken a prudent approach in their consideration of the various risks attached to the financial instruments of the company. The company's exposure to price risk, credit risk, liquidity risk and cash flow risk is not material for the assessment of assets, liabilities and the financial statements.

The director's policy on hedging is to hedge all financial risks where it is feasible and cost effective to do so. The company has no hedged transactions during the year.

Results and dividends

The results for the year are set out on page 5.

Directors

The following directors have held office since 1 October 2010:

Mr C Sullivan

Mr D Sullivan

Charitable and political donations

Donations to charitable organisations amounted to £56,510 (2010 £60,947). These donations were made to a number of different charities supporting a broad range of causes, predominantly relating to medical research and education. There were no political donations made during the year.

CONEGATE LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2011

Auditors

The auditors, F Winter & Co LLP, are deemed to be reappointed under section 487(2) of the Companies Act 2006

Statement of 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 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

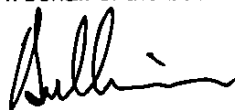
- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

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 of disclosure to auditors

So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information.

On behalf of the board



Mr C Sullivan

Director

29 June 2012

CONEGATE LIMITED

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF CONEGATE LIMITED

We have audited the financial statements of CONEGATE LIMITED for the year ended 30 September 2011 set out on pages 5 to 23. 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 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 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 Directors' Responsibilities Statement set out on pages 1 - 2, 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 Directors' Report 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 30 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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

CONEGATE LIMITED

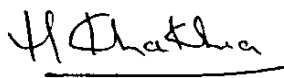
INDEPENDENT AUDITORS' REPORT (CONTINUED)

TO THE MEMBERS OF CONEGATE 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



Hilesh Khakhria (Senior Statutory Auditor)
for and on behalf of F Winter & Co LLP

29 June 2012

Chartered Accountants
Statutory Auditor

Ramillies House
2 Ramillies Street

W1F 7LN

CONEGATE LIMITED

PROFIT AND LOSS ACCOUNT **FOR THE YEAR ENDED 30 SEPTEMBER 2011**

	Notes	2011 £	2010 £
Turnover	2	11,014,717	11,304,647
Cost of sales		-	(14,282)
Gross profit		11,014,717	11,290,365
Administrative expenses		(1,684,829)	(875,409)
Other operating income	3	23,298	5,346,429
Operating profit	4	9,353,186	15,761,385
(Loss)/profit on disposal of fixed assets	5	(297,252)	(2,051,834)
Other interest receivable and similar income	6	379,881	269,624
Amounts written off investments		(144,709)	-
Interest payable and similar charges	7	(5,602,358)	(5,077,477)
Profit on ordinary activities before taxation		3,688,748	8,901,698
Tax on profit on ordinary activities	8	(3,296,323)	(2,186,381)
Profit for the year	18	392,425	6,715,317

The profit and loss account has been prepared on the basis that all operations are continuing operations

CONEGATE LIMITED

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES FOR THE YEAR ENDED 30 SEPTEMBER 2011

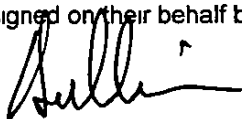
	Notes	2011 £	2010 £
Profit for the financial year		392,425	6,715,317
Unrealised surplus on revaluation of properties		<u>13,712,044</u>	<u>22,336,820</u>
Total recognised gains and losses relating to the year		<u><u>14,104,469</u></u>	<u><u>29,052,137</u></u>

CONEGATE LIMITED

BALANCE SHEET AS AT 30 SEPTEMBER 2011

	Notes	2011 £	£	2010 £	£
Fixed assets					
Tangible assets	10 and 11	212,934,762		239,330,380	
Investments	12	5,412,399		5,412,399	
		<u>218,347,161</u>		<u>244,742,779</u>	
Current assets					
Debtors	13	15,855,353	15,602,671		
Debtors amounts falling due after more than one year	13	<u>4,950,000</u>	-		
		20,805,353	15,602,671		
Investments	14	95,327	240,036		
Cash at bank and in hand		<u>50,150,855</u>	<u>24,196,212</u>		
		71,051,535	40,038,919		
Creditors: amounts falling due within one year	15	<u>(14,684,400)</u>	<u>(15,911,386)</u>		
Net current assets		<u>56,367,135</u>		<u>24,127,533</u>	
Total assets less current liabilities		<u>274,714,296</u>		<u>268,870,312</u>	
Creditors: amounts falling due after more than one year	16	<u>(130,447,878)</u>	<u>(138,708,364)</u>		
		<u>144,266,418</u>	<u>130,161,948</u>		
Capital and reserves					
Called up share capital	17	100	100		
Revaluation reserve	18	39,571,901	40,743,890		
Profit and loss account	18	<u>104,694,417</u>	<u>89,417,958</u>		
Shareholders' funds - equity interests	19	<u>144,266,418</u>	<u>130,161,948</u>		

The financial statements were approved and authorised for issue by the board of directors on 29 June 2012 and signed on their behalf by



C Sullivan
Director

Company Registration No. 01387774

CONEGATE LIMITED

CASH FLOW STATEMENT

FOR THE YEAR ENDED 30 SEPTEMBER 2011

	£	2011 £	£	2010 £
Net cash inflow from operating activities		5,217,865		15,951,362
Returns on investments and servicing of finance				
Interest received	379,881		269,624	
Interest paid	(5,602,358)		(5,077,477)	
Net cash outflow for returns on investments and servicing of finance		(5,222,477)		(4,807,853)
Taxation		(3,425,261)		(2,073,338)
Capital expenditure and financial investment				
Payments to acquire tangible assets	(68,191)		(9,387,136)	
Payments to acquire investments	-		(7,663,198)	
Receipts from sales of tangible assets	39,878,248		6,329,364	
Receipts from sales of investments	-		2	
Net cash inflow for capital expenditure		39,810,057		(10,720,968)
Equity dividends paid		-		(1,500,000)
Net cash inflow before management of liquid resources and financing		36,380,184		(3,150,797)
Management of liquid resources				
Current asset investments	-		5,806,756	
			-	5,806,756
Financing				
New long term bank loan	29,904,955		5,696,761	
Repayment of long term bank loan	(37,730,120)		(6,322,820)	
Repayment of other long term loans	(3,158,073)		(3,019,868)	
Net cash outflow from financing		(10,983,238)		(3,645,927)
Increase in cash in the year		25,396,946		(989,968)

CONEGATE LIMITED

NOTES TO THE CASH FLOW STATEMENT

FOR THE YEAR ENDED 30 SEPTEMBER 2011

1	Reconciliation of operating profit to net cash inflow from operating activities	2011	2010
		£	£
	Operating profit	9,353,186	15,761,385
	Depreciation of tangible assets	13,845	23,439
	(Profit)/loss on disposal of tangible assets	(13,492)	600
	Increase in debtors	(5,202,682)	(329,934)
	Increase in creditors within one year	1,067,008	495,872
	Net cash inflow from operating activities	5,217,865	15,951,362

2	Analysis of net debt	1 October 2010	Cash flow	Other non-cash changes	30 September 2011
		£	£	£	£
	Net cash				
	Cash at bank and in hand	24,196,212	25,954,643	-	50,150,855
	Bank overdrafts	(124,398)	(557,697)	-	(682,095)
		<u>24,071,814</u>	<u>25,396,946</u>	<u>-</u>	<u>49,468,760</u>
	Liquid resources				
	Current asset investments	240,036	-	(144,709)	95,327
	Bank deposits	-	-	-	-
		<u></u>	<u></u>	<u></u>	<u></u>
	Debt				
	Debts falling due within one year	(10,134,355)	2,722,753	-	(7,411,602)
	Debts falling due after one year	(138,708,364)	8,260,486	-	(130,447,878)
		<u>(148,842,719)</u>	<u>10,983,239</u>	<u>-</u>	<u>(137,859,480)</u>
	Net debt	(124,530,869)	36,380,185	(144,709)	(88,295,393)

CONEGATE LIMITED

NOTES TO THE CASH FLOW STATEMENT (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2011

3 Reconciliation of net cash flow to movement in net debt	2011	2010
	£	£
Increase/(decrease) in cash in the year	25,396,946	(989,968)
Cash (outflow)/inflow from (increase)/decrease in liquid resources	-	(5,806,756)
Cash outflow from decrease in debt	10,983,239	3,645,827
Change in net debt resulting from cash flows	36,380,185	(3,150,897)
Amounts written off short-term investments	(144,709)	-
Movement in net debt in the year	36,235,476	(3,150,897)
Opening net debt	(124,530,869)	(121,379,972)
Closing net debt	(88,295,393)	(124,530,869)

CONEGATE LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2011

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention modified to include the revaluation of freehold land and buildings and United Kingdom Accounting Standards under United Kingdom Generally Accepted Accounting Practice

1.2 Turnover

The company revenue comprises of rental income , service charges, and other recoverables from tenants

1.3 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost or valuation less depreciation Depreciation is provided at rates calculated to write off the cost or valuation less estimated residual value of each asset over its expected useful life, as follows

Short leasehold buildings	Over the life of the Lease
Fixtures, fittings & equipment	10% per annum on a straight line basis
Motor vehicles	20% per annum on a straight line basis

Investment properties are those properties, either owned by the company to earn rental income or for capital appreciation or both After initial recognition at cost, investment properties are carried at their fair values based on market value determined by professional external valuers or by the directors at each reporting date Properties are treated as acquired at the point when the company assumes the significant risks and returns of ownership and as disposed when these are transferred to the buyer Additions to investment properties consist of costs of a capital nature Any surplus or deficit on revaluation is recognised in the income statement as a valuation gain or loss All borrowing costs associated with the acquisition of investment properties are recognised in the company's income statement in the period in which they are incurred

Depreciation is provided only on those investment properties which are leasehold and where the unexpired lease term is less than 20 years

Investment properties are included in the balance sheet at their open market value Although this accounting policy is in accordance with the applicable accounting standard, SSAP 19, Accounting for investment properties, it is a departure from the general requirement of the Companies Act 2006 for all tangible assets to be depreciated In the opinion of the directors compliance with the standard is necessary for the financial statements to give a true and fair view Depreciation or amortisation is only one of many factors reflected in the annual valuation and the amount of this which might otherwise have been charged cannot be separately identified or quantified

1.4 Leasing

Rentals payable under operating leases are charged against income on a straight line basis over the lease term

1.5 Investments

Investments held as fixed assets are stated at cost less provision for any impairment
Investments held as current assets are stated at the lower of cost and net realisable value with any gain or loss released to the profit and loss when realised

CONEGATE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2011

1 Accounting policies

(continued)

1.6 Taxation

The tax expense represents the sum of tax currently payable and deferred tax. The tax currently payable is based on the taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable and deductible. The company's liability for the current tax is calculated using tax rates that have substantively been enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed by the balance sheet date. Deferred tax is not recognised when assets are revalued unless, by the balance sheet date, the company has entered into a binding agreement to sell the assets and recognised the gains and losses expected to arise on sale or where assets have been sold and it is expected that the taxable gain will be rolled over into a replacement asset.

1.7 Group accounts

The financial statements present information about the company as an individual undertaking and not about its group. The company has not prepared group accounts as it is exempt from the requirement to do so by section 400 of the Companies Act 2006 as it is a subsidiary undertaking of Congete Holdings Limited, a company incorporated in the United Kingdom and is included in the consolidated accounts of that company. Copies of the consolidated accounts are available from F Winter & Co LLP, Ramillies House, 2 Ramillies Street, London, W1F 7LN.

1.8 Leasing Income

Rentals receivable under operating leases are credited to the profit and loss account on a straight line basis over the lease term.

2 Turnover

The total turnover of the company for the year has been derived from its principal activity wholly undertaken in the United Kingdom.

3 Other operating income

	2011 £	2010 £
Profit/(loss) on disposal of current asset investments	-	5,254,632
Dividends received from listed investments	23,298	91,797
	<u>23,298</u>	<u>5,346,429</u>

CONEGATE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2011

4	Operating profit	2011	2010
		£	£
	Operating profit is stated after charging		
	Depreciation of tangible assets	13,845	23,439
	Operating lease rentals	9,377	9,422
	Auditors' remuneration	13,500	13,000
	Profit on disposal of tangible assets	(13,492)	-
		<u> </u>	<u> </u>
5	(Loss)/Profit on disposal of fixed assets	2011	2010
		£	£
	(Loss)/Profit on sale of investment properties	(297,252)	199,364
	Loss on sale of unlisted investments	-	(2,251,198)
		<u> </u>	<u> </u>
		(297,252)	(2,051,834)
		<u> </u>	<u> </u>
6	Other interest receivable and similar income	2011	2010
		£	£
	Bank interest	378,497	269,624
	Other interest	1,384	-
		<u> </u>	<u> </u>
		379,881	269,624
		<u> </u>	<u> </u>
7	Interest payable	2011	2010
		£	£
	On loans repayable after five years	5,602,358	5,075,872
	On overdue tax	-	1,605
		<u> </u>	<u> </u>
		5,602,358	5,077,477
		<u> </u>	<u> </u>

CONEGATE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2011

8	Taxation	2011	2010
		£	£
	Domestic current year tax		
	U K corporation tax	3,302,353	2,376,795
	Adjustment for prior years	(6,030)	(5,526)
		<u>3,296,323</u>	<u>2,371,269</u>
	Current tax charge		
	Deferred tax		
	Deferred tax adjustment	-	(184,888)
		<u>3,296,323</u>	<u>2,186,381</u>
	Factors affecting the tax charge for the year		
	Profit on ordinary activities before taxation	<u>3,688,748</u>	<u>8,901,698</u>
	Profit on ordinary activities before taxation multiplied by an effective rate of UK corporation tax of 27.00% (2010: 28.00%)	<u>995,962</u>	<u>2,492,475</u>
	Effects of		
	Non deductible expenses	5,863	17,006
	Depreciation	3,738	6,563
	Capital allowances	(14,996)	(3,639)
	Chargeable disposals	2,279,005	(116,276)
	Dividends and distributions received	(6,290)	(25,703)
	Other tax adjustments	39,071	843
	Adjustments to previous periods	(6,030)	-
		<u>2,300,361</u>	<u>(121,206)</u>
	Current tax charge	<u>3,296,323</u>	<u>2,371,269</u>
9	Dividends	2011	2010
		£	£
	Ordinary final paid	<u>-</u>	<u>1,500,000</u>

CONEGATE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2011

10 Tangible fixed assets

	Short leasehold buildings £	Fixtures, fittings & equipment £	Motor vehicles £	Total £
Cost or valuation				
At 1 October 2010	8,138	46,396	114,790	169,324
Additions	-	-	68,191	68,191
Disposals	-	(44,322)	(68,418)	(112,740)
	<u>8,138</u>	<u>2,074</u>	<u>114,563</u>	<u>124,775</u>
At 30 September 2011	8,138	2,074	114,563	124,775
Depreciation				
At 1 October 2010	8,138	45,975	114,787	168,900
On disposals	-	(44,315)	(68,417)	(112,732)
Charge for the year	-	207	13,638	13,845
	<u>8,138</u>	<u>1,867</u>	<u>60,008</u>	<u>70,013</u>
At 30 September 2011	8,138	1,867	60,008	70,013
Net book value				
At 30 September 2011	-	207	54,555	54,762
	<u>-</u>	<u>421</u>	<u>3</u>	<u>424</u>
At 30 September 2010	-	421	3	424

CONEGATE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2011

11 Tangible fixed assets

	Investment properties £
Cost or valuation	
At 1 October 2010	239,329,956
Revaluation	13,712,044
Disposals	(40,162,000)
At 30 September 2011	212,880,000
Net book value	
At 30 September 2011	212,880,000
At 30 September 2010	239,329,956

The valuation of investment properties were carried out internally as at 30th September 2011 by Mr Tim Cooper, an employee of the company who is a qualified chartered surveyor, on an open market basis. The current open market valuation stated above was agreed by the directors amounted to £212,880,000 (2010 - £239,329,956)

The fair value of an investment property reflects among other things, rental income from current leases and assumptions about future rental lease income based on current market conditions and anticipated plans for the property

On an historical cost basis these would have been included at an original cost of £173,308,100 (2010 - £198,586,067)

CONEGATE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) **FOR THE YEAR ENDED 30 SEPTEMBER 2011**

12 Fixed asset investments

	Unlisted investments £	Shares in group undertakings £	Total £
Cost or valuation			
At 1 October 2010 & at 30 September 2011	5,411,999	400	5,412,399
Net book value			
At 30 September 2011	5,411,999	400	5,412,399
At 30 September 2010	5,411,999	400	5,412,399

The unlisted investments represent an investment of 250 shares representing 12.5% of the issued equity in WH Holdings Limited. The fair value of the unlisted investments in unquoted equity securities, which are not publicly traded, cannot be measured and have therefore been shown at cost.

Holdings of more than 20%

The company holds more than 20% of the share capital of the following companies:

Company	Country of registration or incorporation	Class	Shares held %
Subsidiary undertakings			
Conegate (2003) Limited	England & Wales	Ordinary	100.00
Conegate (2004) Limited	England & Wales	Ordinary	100.00
Conegate (2005) Limited	England & Wales	Ordinary	100.00
Conegate (2006) Limited	England & Wales	Ordinary	100.00

The aggregate amount of capital and reserves and the results of these undertakings for the last relevant financial year were as follows:

		Capital and reserves 2011 £	Profit/(loss) for the year 2011 £
	Principal activity		
Conegate (2003) Limited	Investors in properties	7,195,358	517,875
Conegate (2004) Limited	Investors in properties	2,271	(459)
Conegate (2005) Limited	Investors in properties	(1,471,325)	101,335
Conegate (2006) Limited	Investors in properties	(15,295,418)	144,122

CONEGATE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2011

12 Fixed asset investments

(continued)

On 17th February 2011 an application for striking off the following dormant subsidiaries was made to Companies House

Centrewall Limited
Shape Up Shops Limited
Conegade (2002) Limited
Conegade (2007) Limited
Conegade (2008) Limited
Conegade (2009) Limited

A provision for an impairment charge has been made in relation to the above subsidiaries in the prior year. The aggregate amounts owed by the above companies totaling to £37,315 has been written off as bad debts in the prior year's financial statements

13 Debtors

	2011 £	2010 £
Trade debtors	11,250	11,250
Amounts owed by subsidiary undertakings	15,842,603	15,516,421
Other debtors	4,951,500	75,000
	<u>20,805,353</u>	<u>15,602,671</u>

Amounts falling due after more than one year and included in the debtors above are

	2011 £	2010 £
Other debtors	<u>4,950,000</u>	<u>-</u>

Debtors due after more than one year amounting to £4,950,000 (2010 £Nil) includes amounts owed by West Ham United Football Club Limited, a company of which Mr Sullivan is both a director and shareholder. The loan carries an interest rate of base rate plus 5% per annum subject to a minimum of 6% per annum

CONEGATE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2011

14 Current asset investments	2011	2010
	£	£
Other investments	95,327	240,036
	<u> </u>	<u> </u>
Market valuation of listed investments	362,334	582,947
	<u> </u>	<u> </u>

During the year current asset investments were written down to their market value and an amount of £144,709 was shown as amounts written off investments in the profit and loss account

15 Creditors, amounts falling due within one year	2011	2010
	£	£
Bank loans and overdrafts	4,791,094	7,100,579
Other loans	3,302,603	3,158,073
Trade creditors	2,126,770	1,974,199
Amounts owed to subsidiary undertakings	528,392	757,309
Corporation tax	639,132	768,171
Other taxes and social security costs	927,999	248,324
Other creditors	2,328,835	1,874,656
Accruals and deferred income	39,575	30,075
	<u> </u>	<u> </u>
	<u>14,684,400</u>	<u>15,911,386</u>

CONEGATE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2011

16 Creditors' amounts falling due after more than one year	2011	2010
	£	£
Bank loans	86,575,967	91,533,852
Capital funding from parent undertaking	39,530,308	39,530,308
Other loans	4,341,603	7,644,204
	<u>130,447,878</u>	<u>138,708,364</u>
Analysis of loans		
Not wholly repayable within five years by instalments		
Bank loans	90,684,967	98,510,132
Capital funding from parent undertaking	39,530,308	39,530,308
Other loans	7,644,204	10,802,279
	<u>137,859,479</u>	<u>148,842,719</u>
Included in current liabilities	(7,411,601)	(10,134,355)
	<u>130,447,878</u>	<u>138,708,364</u>
Loan maturity analysis		
In more than one year but not more than two years	7,645,932	10,664,054
In more than two years but not more than five years	73,486,953	19,892,840
In more than five years	49,314,993	108,151,571

Interest on bank loans amounting to £34,887,357 is payable at variable rates based on the margin ranging from 0.85% to 0.95% above the Bank of England base rates. Interest on bank loans amounting to £63,441,816 is payable at variable rates based on a margin ranging from 2% to 2.25% over LIBOR swaps. The above bank and other loans are repayable by instalments between 2014 to 2021.

The long term liability amounting to £39,530,308 represents capital funding provided by Conegate Holdings Limited on which interest is not charged.

The total amount of bank borrowings which are subject to interest rate swaps amounted to £62,370,079 (2010: £64,104,066).

The bank loans are secured by way of a legal floating charge on properties owned by the entire group. There have been no defaults on any loans during the year.

17 Share capital	2011	2010
	£	£
Allotted, called up and fully paid		
100 Ordinary shares of £1 each	<u>100</u>	<u>100</u>

CONEGATE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) **FOR THE YEAR ENDED 30 SEPTEMBER 2011**

18 Statement of movements on reserves

	Revaluation reserve	Profit and loss account
	£	£
Balance at 1 October 2010	40,743,889	89,417,960
Profit for the year	-	392,425
Transfer from revaluation reserve to profit and loss account	(14,884,032)	14,884,032
Revaluation during the year	13,712,044	-
	<u>39,571,901</u>	<u>104,694,417</u>
Balance at 30 September 2011	<u>39,571,901</u>	<u>104,694,417</u>

19 Reconciliation of movements in shareholders' funds

	2011	2010
	£	£
Profit for the financial year	392,425	6,715,317
Dividends	-	(1,500,000)
	<u>392,425</u>	<u>5,215,317</u>
Other recognised gains and losses	13,712,044	22,336,820
	<u>14,104,469</u>	<u>27,552,137</u>
Net addition to shareholders' funds	14,104,469	27,552,137
Opening shareholders' funds	130,161,948	102,609,811
	<u>144,266,418</u>	<u>130,161,948</u>
Closing shareholders' funds	<u>144,266,418</u>	<u>130,161,948</u>

20 Financial commitments

At 30 September 2011 the company was committed to making the following payments under non-cancellable operating leases in the year to 30 September 2012

	Land and buildings	
	2011	2010
	£	£
Operating leases which expire		
In over five years	11,250	11,250
	<u>11,250</u>	<u>11,250</u>

21 Directors' remuneration

	2011	2010
	£	£
Remuneration for qualifying services	40,500	49,500
	<u>40,500</u>	<u>49,500</u>

CONEGATE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2011

22 Employees

Number of employees

The average monthly number of employees (including directors) during the year was

	2011 Number	2010 Number
Office and management	5	5
Sales and distribution	5	6
	<u>10</u>	<u>11</u>

Employment costs

	2011 £	2010 £
Wages and salaries	1,152,998	399,351
Social security costs	151,978	46,662
	<u>1,304,976</u>	<u>446,013</u>

23 Ultimate parent company and controlling party

Conegate Holdings Limited is the company's immediate parent company and Mr D Sullivan is the ultimate controlling party by virtue of his shareholding in Conegate Holdings Limited

CONEGATE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2011

24 Related party transactions

The material related party transactions during the year ended 30th September 2011 were

As at 30 September 2011, the following balances were due

- £64,658 (2010 £70,134) to Roldvale Limited, a company in which Mr D Sullivan is a director and controlling shareholder
- £1,865,996 (2010 £1,776,397) to Roldvale Trading Limited, a company in which Mr D Sullivan is a director and controlling shareholder

On 12th December 2008, the Roldvale & Associated Company Pension Scheme advanced a sum of £16m to the company as a loan for potential property acquisitions, on which interest is payable at base rate plus 1.5%. The Roldvale & Associated Company Pension Scheme took a fixed charge over various properties owned by the company. Mr D Sullivan who is a director of the company, is the sole member of the pension scheme. The loan is repayable in equal instalments over a period of 5 years.

The balance outstanding at the year end amounted to £7,644,205 (2010 £10,802,278) and is disclosed under creditors falling due within and after more than one year.

During the year the company advanced sums totalling £4,950,000 to WH Holding Limited as a loan for working capital purposes on which interest is payable at base rate plus 5% per annum subject to a minimum rate of 6% per annum. Following the year end, the company made further advances to WH Holding Limited in various tranches amounting to a total of £10,400,000.

The balance outstanding at the year end amounted to £4,950,000 (2010 £Nil) and is disclosed under debtors falling due after more than one year.

The company has taken advantage of the exemption available under FRS 8 'Related Party Disclosures' not to disclose related party transactions for intergroup amounts because it is a 100% owned subsidiary of Conegate Holdings Limited.

CONEGATE LIMITED
MANAGEMENT INFORMATION
FOR THE YEAR ENDED 30 SEPTEMBER 2011

CONEGATE LIMITED

SCHEDULE OF ADMINISTRATIVE EXPENSES FOR THE YEAR ENDED 30 SEPTEMBER 2011

	2011 £	2010 £
Administrative expenses		
Wages and salaries	1,112,498	349,851
Directors' remuneration	40,500	49,500
Employer's NI contributions	151,978	46,662
Rent	9,377	9,422
Insurance	52,047	33,114
Repairs and maintenance	2,499	3,342
Printing, postage and stationery	3,104	2,499
Telephone	4,612	6,229
Motor vehicle expenses	18,960	23,929
Travelling and entertainment expenses	9,967	8,685
Legal and professional fees	185,725	185,738
Accountancy	16,000	15,500
Audit fees	13,500	13,000
Bank charges	74	88
Sundry expenses	7,125	5,549
Charitable donations	56,510	60,947
Bad debts	-	37,315
Depreciation on fixtures, fittings & equipment	207	484
Depreciation on motor vehicles	13,638	22,955
Profit on disposal of tangible assets	(13,492)	600
	<u>1,684,829</u>	<u>875,409</u>