

**REPORT OF THE DIRECTORS AND
FINANCIAL STATEMENTS FOR THE PERIOD 1 AUGUST 2005 TO 31 MARCH 2006
FOR
ASHFLAME CROMER LIMITED**

5490936



ASHFLAME CROMER LIMITED

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ASHFLAME CROMER LIMITED

COMPANY INFORMATION

for the period 1 August 2005 to 31 March 2006

DIRECTORS: A C Gallagher
G H Gosling

SECRETARY: S A Burnett

REGISTERED OFFICE: 15 Hockley Court
Hockley Heath
Solihull
West Midlands
B94 6NW

REGISTERED NUMBER: 5490936 (England and Wales)

AUDITORS: PricewaterhouseCoopers LLP
Cornwall Court
19 Cornwall Street
Birmingham
B3 2DT

ASHFLAME CROMER LIMITED

REPORT OF THE DIRECTORS for the period 1 August 2005 to 31 March 2006

The directors present their report with the audited financial statements of the company for the period 1 August 2005 to 31 March 2006.

PRINCIPAL ACTIVITY

The principal activity of the company in the period under review was that of property investment.

REVIEW OF BUSINESS

The results for the period and financial position of the company are as shown in the annexed financial statements.

The company holds a 50% interest in a retail park which it sold post period end for £2.8 million. Both the results for the period, and the period end financial position were satisfactory. The directors consider future prospects to be satisfactory.

DIVIDENDS

No dividends will be distributed for the period ended 31 March 2006.

DIRECTORS

The directors during the period under review were:

A C Gallagher
G H Gosling

The directors holding office at 31 March 2006 did not hold any direct beneficial interest in the issued share capital of the company at 1 August 2005 or 31 March 2006.

The interests of the directors in the share capital of the parent company are shown in the financial statements of that company.

FINANCIAL RISK MANAGEMENT

The company's operations expose it to a variety of financial risks that include the effects of credit, liquidity and interest rate risks. The directors actively monitor these risks and the potential costs.

The credit rating of property tenants is regularly assessed and changes in the risk profile are managed.

The company utilises a mixture of bank and group funding designed to ensure it has sufficient working capital available. Floating interest rates are reviewed and swapped for fixed rates where appropriate to reduce exposure to adverse interest rate fluctuations.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare financial statements for each financial year which 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 those financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently;
- make judgements and 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.

ASHFLAME CROMER LIMITED

REPORT OF THE DIRECTORS

for the period 1 August 2005 to 31 March 2006

STATEMENT OF DIRECTORS' RESPONSIBILITIES - continued

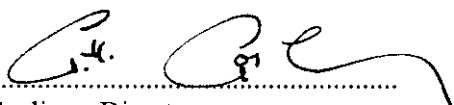
The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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

AUDITORS

The auditors, PricewaterhouseCoopers LLP, will be proposed for re-appointment in accordance with Section 385 of the Companies Act 1985.

ON BEHALF OF THE BOARD:

A handwritten signature in black ink, appearing to be 'G H Gosling', written over a dotted line.

G H Gosling - Director

17 January 2007

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ASHFLAME CROMER LIMITED

We have audited the financial statements of Ashflame Cromer Limited for the period ended 31 March 2006 which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

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

Basis of audit opinion

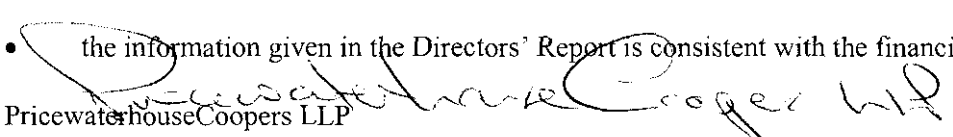
We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the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

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

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 March 2006 and of its profit for the eight month period then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the financial statements.


PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
Birmingham
17 January 2007

ASHFLAME CROMER LIMITED

PROFIT AND LOSS ACCOUNT

for the period 1 August 2005 to 31 March 2006

	Notes	Period 1.8.05 to 31.3.06 £	Period 24.6.05 to 31.7.05 £
TURNOVER	2	92,274	4,941
Administrative expenses		<u>(570)</u>	<u>(5,560)</u>
OPERATING PROFIT/(LOSS)	4	91,704	(619)
Interest receivable and similar income		<u>1,124</u>	<u>320</u>
		92,828	(299)
Interest payable and similar charges	5	<u>(69,266)</u>	<u>(3,737)</u>
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION		23,562	(4,036)
Tax on profit/(loss) on ordinary activities	6	<u>(7,099)</u>	<u>(307)</u>
PROFIT/(LOSS) FOR THE FINANCIAL PERIOD AFTER TAXATION		<u>16,463</u>	<u>(4,343)</u>
RETAINED PROFIT/(LOSS) FOR THE PERIOD	12	<u>16,463</u>	<u>(4,343)</u>

CONTINUING OPERATIONS

All of the company's activities were acquired during the previous period. None of the current activities were discontinued during the current or previous period.

NOTE OF HISTORICAL COST PROFITS AND LOSSES

There is no difference between the results as disclosed in the profit and loss account and the results on an unmodified historical cost basis.

ASHFLAME CROMER LIMITED

**STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
for the period 1 August 2005 to 31 March 2006**

	Period 1.8.05 to 31.3.06 £	Period 24.6.05 to 31.7.05 £
PROFIT/(LOSS) FOR THE FINANCIAL PERIOD	16,463	(4,343)
Unrealised gain on revaluation of investment property	<u>114,867</u>	<u>-</u>
TOTAL RECOGNISED GAINS AND LOSSES RELATING TO THE PERIOD	<u>131,330</u>	<u>(4,343)</u>

The notes form part of these financial statements

ASHFLAME CROMER LIMITED

BALANCE SHEET

31 March 2006

	Notes	31.3.06 £	31.7.05 £
FIXED ASSETS			
Tangible assets	7	2,500,000	2,385,000
CURRENT ASSETS			
Debtors	8	3,623	7,125
Cash at bank		<u>116,527</u>	<u>87,116</u>
		120,150	94,241
CREDITORS			
Amounts falling due within one year	9	<u>(1,078,661)</u>	<u>(1,043,582)</u>
NET CURRENT LIABILITIES			
		<u>(958,511)</u>	<u>(949,341)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			
		1,541,489	1,435,659
CREDITORS			
Amounts falling due after more than one year	10	<u>(1,414,500)</u>	<u>(1,440,000)</u>
		<u>126,989</u>	<u>(4,341)</u>
CAPITAL AND RESERVES			
Called up share capital	11	2	2
Revaluation reserve	12	114,867	-
Profit and loss account	12	<u>12,120</u>	<u>(4,343)</u>
SHAREHOLDERS' FUNDS/ DEFICIT			
	14	<u>126,989</u>	<u>(4,341)</u>

ON BEHALF OF THE BOARD:



 G H Gosling - Director

Approved by the Board on 17 January 2007

The notes form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS
for the period 1 August 2005 to 31 March 2006

1. **ACCOUNTING POLICIES**

Accounting convention

The financial statements have been prepared under the historical cost convention, as modified by the revaluation of certain fixed assets and in accordance with applicable UK accounting standards. A summary of the more important policies which have been consistently applied is set out below.

Cash flow statement

Exemption has been taken from preparing a cash flow statement on the grounds that the company qualifies as a small company.

Turnover

Turnover represents the rental income receivable, service charges and other recoveries from investment properties in the United Kingdom.

In circumstances where a tenant has been given an incentive to enter into a lease by way of a payment, the incentive is treated as a reduction in rental income. The incentive is amortised on a straight-line basis over the period from term commencement to the date of the first rent review, in accordance with UITF 28. Where an incentive is given to a tenant by way of a rent free period, the total rental income receivable for the period to the first rent review is recognised on a straight-line basis from term commencement to the date of the first rent review, in accordance with UITF 28.

Cost of sales

Cost of sales represents expenses relating to the servicing of property and collection of rental income.

Investment properties

Until investment properties are complete they are included in the accounts at cost. Once completed, open market valuations are performed on a 3-year cycle subject to an annual impairment review.

The Companies Act 1985 requires all properties to be depreciated. However, this requirement conflicts with the generally accepted accounting principle set out in SSAP 19. The directors consider that, because these properties are not held for consumption but for their investment potential, to depreciate them would be inappropriate. The accounting policy adopted is therefore necessary for the accounts to give a true and fair view. Depreciation is only one of many factors reflected in the annual valuation and the amount, which might otherwise have been shown, cannot reasonably be separately identified or quantified.

Deferred tax

Full provision is made on a non-discounted basis for deferred tax assets and liabilities arising due to *timing differences between the recognition of gains and losses in the financial statements and their recognition in the tax computation at the current rate of tax*. Deferred tax assets are only recognised when it is considered more likely than not that they will be realised.

2. **TURNOVER**

The turnover and profit (2005 - loss) before taxation are attributable to the one principal activity of the company.

3. **STAFF COSTS**

There were no staff costs for the period ended 31 March 2006 nor for the period ended 31 July 2005.

ASHFLAME CROMER LIMITED

**NOTES TO THE FINANCIAL STATEMENTS - continued
for the period 1 August 2005 to 31 March 2006**

3. STAFF COSTS - continued

The average monthly number of employees during the period was as follows:

	Period 1.8.05 to 31.3.06	Period 24.6.05 to 31.7.05
Directors	<u>2</u>	<u>2</u>

4. OPERATING PROFIT/(LOSS)

The operating profit (2005 - operating loss) is stated after charging:

	Period 1.8.05 to 31.3.06 £	Period 24.6.05 to 31.7.05 £
Auditors' remuneration	<u>2,100</u>	<u>500</u>
Directors' emoluments	<u>-</u>	<u>-</u>

5. INTEREST PAYABLE AND SIMILAR CHARGES

	Period 1.8.05 to 31.3.06 £	Period 24.6.05 to 31.7.05 £
Bank interest	56,261	2,800
Interest payable on loans from related undertakings	-	827
Interest payable on loans from group undertakings	<u>13,005</u>	<u>110</u>
	<u>69,266</u>	<u>3,737</u>

ASHFLAME CROMER LIMITED

**NOTES TO THE FINANCIAL STATEMENTS - continued
for the period 1 August 2005 to 31 March 2006**

6. TAXATION

Analysis of the tax charge

The tax charge on the profit/(loss) on ordinary activities for the period was as follows:

	Period 1.8.05 to 31.3.06 £	Period 24.6.05 to 31.7.05 £
Current tax:		
Group relief	<u>7,099</u>	<u>307</u>
Tax on profit/(loss) on ordinary activities	<u><u>7,099</u></u>	<u><u>307</u></u>

The current corporation tax charge differs from the standard UK corporation tax rate of 30% applied to the profit/(loss) for the period. The differences are:

	Period 1.8.05 to 31.3.06 £	Period 24.6.05 to 31.7.05 £
Profit/(loss) on ordinary activities at the standard rate of 30%	7,069	(1,211)
Expenses not deductible for tax purposes	<u>30</u>	<u>1,518</u>
	<u><u>7,099</u></u>	<u><u>307</u></u>

The amount of tax which would become payable in the event of a sale of the investment property at its book value is approximately £160,000 (31 July 2005: £160,000). No deferred tax provision has been made as there is no commitment to sell the property.

7. TANGIBLE FIXED ASSETS

	Freehold investment property £
COST OR VALUATION	
At 1 August 2005	2,385,000
Additions	133
Revaluation	<u>114,867</u>
At 31 March 2006	<u>2,500,000</u>
NET BOOK VALUE	
At 31 March 2006	<u><u>2,500,000</u></u>
At 31 July 2005	<u><u>2,385,000</u></u>

ASHFLAME CROMER LIMITED

**NOTES TO THE FINANCIAL STATEMENTS - continued
for the period 1 August 2005 to 31 March 2006**

7. TANGIBLE FIXED ASSETS - continued

On 19 July 2005, Ashflame Cromer Limited purchased the freehold investment property from Cromer Property Investments Limited, its parent undertaking for £2,385,000 on an arm's length basis.

The revaluation was undertaken on an open market basis as of 31 March 2006 by a director of the company having regard to current and expected future yields.

The historic cost of tangible fixed assets is £2,385,133.

The above assets are held for letting.

8. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31.3.06	31.7.05
	£	£
Other debtors	<u>3,623</u>	<u>7,125</u>

9. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31.3.06	31.7.05
	£	£
Bank loan	25,500	-
Amounts owed to group undertakings	996,151	1,006,585
VAT payable	6,257	5,950
Other creditors	18,729	5,746
Accruals and deferred income	<u>32,024</u>	<u>25,301</u>
	<u>1,078,661</u>	<u>1,043,582</u>

10. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	31.3.06	31.7.05
	£	£
Bank loan	<u>1,414,500</u>	<u>1,440,000</u>

The bank loan is on normal commercial terms and is secured by way of a fixed and floating charge over the assets of the company. Associated interest is payable on the loan at a variable rate of 1.25% over LIBOR. The loan is repayable by quarterly instalments of £8,500 commencing August 2006, with a final balloon payment in November 2014, as follows:

	31.3.06	31.7.05
	£	£
Within one year	25,500	-
In 1 to 2 years	34,000	34,000
In 2 - 5 years	102,000	102,000
In more than 5 years	<u>1,278,500</u>	<u>1,304,000</u>
	<u>1,440,000</u>	<u>1,440,000</u>

ASHFLAME CROMER LIMITED

**NOTES TO THE FINANCIAL STATEMENTS - continued
for the period 1 August 2005 to 31 March 2006**

11. CALLED UP SHARE CAPITAL

Authorised:				
Number:	Class:	Nominal value:	31.3.06	31.7.05
			£	£
1,000	Ordinary	£1	<u>1,000</u>	<u>1,000</u>
Allotted, issued and fully paid:				
Number:	Class:	Nominal value:	31.3.06	31.7.05
			£	£
2	Ordinary	£1	<u>2</u>	<u>2</u>

12. RESERVES

	Profit and loss account £	Revaluation reserve £	Totals £
At 1 August 2005	(4,343)	-	(4,343)
Retained profit for the period	16,463	-	16,463
Revaluation	<u>-</u>	<u>114,867</u>	<u>114,867</u>
At 31 March 2006	<u>12,120</u>	<u>114,867</u>	<u>126,987</u>

13. RELATED PARTY DISCLOSURES

At 31 March 2006, Ashflame Cromer Limited owed £996,151 to Ashflame Investments Limited. At 31 July 2005, Ashflame Cromer Limited owed £1,006,585, to Ashflame Property Investments Limited. Under both loan agreements, interest is only payable on a proportion of the loan (£350,000 as at inception) at 1% over the Bank of England base rate. The remainder of both loans is interest free.

The company has taken advantage of the exemption in FRS8 not to disclose transactions with other group companies, whilst it remained a wholly owned subsidiary within a consolidated group.

ASHFLAME CROMER LIMITED

NOTES TO THE FINANCIAL STATEMENTS - continued
for the period 1 August 2005 to 31 March 2006

14. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	31.3.06	31.7.05
	£	£
Profit/(loss) for the financial period	16,463	(4,343)
Other recognised gains and losses relating to the period (net)	114,867	-
Issue of shares	-	2
Net addition/(reduction) to shareholders' funds	131,330	(4,341)
Opening shareholders' deficit	<u>(4,341)</u>	<u>-</u>
Closing shareholders' funds/(deficit)	<u>126,989</u>	<u>(4,341)</u>
Equity interests	<u>126,989</u>	<u>(4,341)</u>

15. CONTROLLING PARTY

Ashflame Cromer Limited is a wholly owned subsidiary of Cromer Property Investments Limited, (incorporated in England and Wales). Cromer Property Investments Limited is controlled by Ashflame Investments Limited (incorporated in England and Wales), its ultimate parent undertaking.

The ultimate controlling party of the company is Mr A C Gallagher by virtue of his ownership of the majority of the issued share capital of Ashflame Investments Limited.