

---

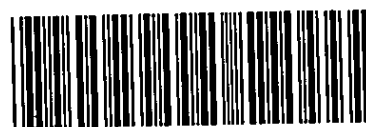
**PRESTBURY WENTWORTH INTERMEDIATE LIMITED**

---

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 MAY 2012**

MONDAY



\*L289F GSB\*

LD5

13/05/2013

#96

COMPANIES HOUSE

---

**PRESTBURY WENTWORTH INTERMEDIATE LIMITED**

---

**COMPANY INFORMATION**

---

<b>DIRECTORS</b>	T J Evans S L Gumm
<b>COMPANY SECRETARY</b>	S L Gumm
<b>REGISTERED NUMBER</b>	04914723
<b>REGISTERED OFFICE</b>	Cavendish House 18 Cavendish Square London W1G 0PJ
<b>INDEPENDENT AUDITORS</b>	BDO LLP 2nd Floor 2 City Place Beehive Ring Road Gatwick West Sussex RH6 0PA

---

**PRESTBURY WENTWORTH INTERMEDIATE LIMITED**

---

**CONTENTS**

---

	Page
<b>Directors' report</b>	1
<b>Directors' responsibilities statement</b>	2
<b>Independent auditors' report</b>	3 - 4
<b>Profit and loss account</b>	5
<b>Balance sheet</b>	5
<b>Notes to the financial statements</b>	6 - 9

---

**PRESTBURY WENTWORTH INTERMEDIATE LIMITED**

---

**DIRECTORS' REPORT  
FOR THE YEAR ENDED 31 MAY 2012**

---

The directors present their report and the financial statements for the year ended 31 May 2012

**PRINCIPAL ACTIVITIES**

The principal activity of the company is acting as an intermediate holding company within the property investment group headed by Prestbury Wentworth Holdings Limited

**BUSINESS REVIEW**

The company itself did not undertake any operating activities during the year and does not have any employees

**DIRECTORS**

The directors who served during the year were

T J Evans  
S L Gumm

**PRINCIPAL RISKS AND UNCERTAINTIES**

**Risk management objectives and policies**

The company's only significant financial instruments are investments in subsidiary undertakings and inter-company balances

The company is not exposed to any significant risks or uncertainties

**PROVISION OF INFORMATION TO AUDITORS**

Each of the persons who are directors at the time when this directors' report is approved has confirmed that

- so far as that director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the company's auditors in connection with preparing their report and to establish that the company's auditors are aware of that information

**AUDITORS**

BDO LLP have expressed their willingness to continue in office

This report was approved by the board on 13 May 2013 and signed on its behalf



S L Gumm  
Director

---

**PRESTBURY WENTWORTH INTERMEDIATE LIMITED**

---

**DIRECTORS' RESPONSIBILITIES STATEMENT  
FOR THE YEAR ENDED 31 MAY 2012**

---

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 judgments and accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- 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.

---

**PRESTBURY WENTWORTH INTERMEDIATE LIMITED**

---

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF PRESTBURY WENTWORTH  
INTERMEDIATE LIMITED**

---

We have audited the financial statements of Prestbury Wentworth Intermediate Limited for the year ended 31 May 2012, which comprise the profit and loss account, the balance sheet and the related notes. 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, 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**

A description of the scope of an audit of financial statements is provided on the Auditing Practices Board's website at [www.frc.org.uk/apb/scope/private.cfm](http://www.frc.org.uk/apb/scope/private.cfm).

**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 31 May 2012 and of its results 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.

---

**PRESTBURY WENTWORTH INTERMEDIATE LIMITED**

---

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF PRESTBURY WENTWORTH  
INTERMEDIATE 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



Russell Field (senior statutory auditor)

for and on behalf of  
**BDO LLP**

Statutory auditor  
BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127)

2nd Floor  
2 City Place  
Beehive Ring Road  
Gatwick  
West Sussex  
RH6 0PA

13 May 2013

**PRESTBURY WENTWORTH INTERMEDIATE LIMITED**  
**REGISTERED NUMBER 04914723**

**PROFIT AND LOSS ACCOUNT**  
**FOR THE YEAR ENDED 31 MAY 2012**

	Note	2012 £	2011 £
Write down of investments in group undertakings		-	(15,424,858)
<b>PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		-	(15,424,858)
Tax on profit/(loss) on ordinary activities	3	-	-
<b>PROFIT/(LOSS) FOR THE FINANCIAL YEAR</b>		-	(15,424,858)

All amounts relate to continuing operations

There were no recognised gains and losses for 2012 or 2011 other than those included in the profit and loss account

The company has not traded during the year. During this period, the company received no income and incurred no expenditure and therefore made neither profit or loss

There were no differences between historical cost profit and reported profit on ordinary activities for either year

**BALANCE SHEET**  
**AS AT 31 MAY 2012**

	Note	2012 £	2011 £
<b>NET ASSETS</b>		-	-
<b>CAPITAL AND RESERVES</b>			
Called up share capital	6	15,424,858	15,424,858
Profit and loss account		(15,424,858)	(15,424,858)
<b>SHAREHOLDERS' FUNDS</b>	7	-	-

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 13 May 2013

  
**S L Gurnea**  
 Director

The notes on pages 6 to 9 form part of these financial statements



---

## PRESTBURY WENTWORTH INTERMEDIATE LIMITED

---

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2012

---

#### 1. ACCOUNTING POLICIES

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements

##### 1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards

These financial statements have been prepared on a going concern basis, which assumes that the company will continue to meet its liabilities when they fall due, for the foreseeable future. The directors have prepared cash flow forecasts which indicate, subject to the matters noted below, that the company can continue as a going concern.

The company is a member of the group headed by Prestbury Wentworth Holdings Limited ("the group"). As at 31 May 2012, the balance of the group's bank loans drawn down under its credit facilities ("the facilities") was £495,442,646. The facilities, which are secured on the assets of the group, including all of its investment properties, are due to expire in October 2013. In order to continue as a going concern for the foreseeable future, the company requires either the term to expiry of the facilities to be extended, or for certain asset disposal milestones to be achieved by the group by October 2013, enabling at least a partial repayment of the loans, together with arrangements being entered into with one or more of the company's lenders to refinance any remaining balance due under the facilities, should this become necessary.

The directors of the group have commenced an asset disposal programme and an initial portfolio of 24 of the group's 211 investment properties are already being actively marketed by the group's engaged property agents. The directors of the group are also currently in constructive discussions with the company's main lender regarding various financing options, including but not limited to the extension of the terms of some of the facilities.

Having given due consideration to the current status of the asset disposal programme, the directors have a reasonable expectation that the requisite asset disposal milestones are capable of being achieved by October 2013.

While the directors have a reasonable expectation that suitable refinancing arrangements can be satisfactorily concluded by October 2013, should the need arise, there are, as yet, no binding agreements in place in this regard. The directors continue to monitor closely with the lenders the progress and results of the asset disposal programme. Accordingly, the directors have concluded that it is still appropriate to prepare the financial statements on a going concern basis.

The company is exempt by virtue of s400 of the Companies Act 2006 from the requirement to prepare group accounts. These financial statements present information about the company as an individual undertaking and not about its group. The consolidated financial statements of Prestbury Wentworth Holdings Limited, within which this company is included, can be obtained from the address given in note 9.

##### 1.2 Cash flow

The company, being a subsidiary undertaking where 90% or more of the voting rights are controlled within the group whose consolidated financial statements are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with FRS 1.

---

PRESTBURY WENTWORTH INTERMEDIATE LIMITED

---

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MAY 2012

---

1. ACCOUNTING POLICIES (continued)

1.3 Investments

Investments held as fixed assets are shown at cost less provision for impairment

2. AUDITORS' REMUNERATION

The auditors' remuneration is borne by a fellow group company. Fees for the audit of the company were £750 (2011 £750)

3. TAXATION

	2012 £	2011 £
UK corporation tax charge on loss for the year	-	-

**Factors affecting tax charge for the year**

The tax assessed for the year is the same as (2011 - higher than) the standard rate of corporation tax in the UK of 26% (2011 - 28%). The differences are explained below

	2012 £	2011 £
Loss on ordinary activities before tax	-	(15,424,858)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 26% (2011 - 28%)	-	(4,318,960)
<b>Effects of:</b>		
Write down of investments in group undertakings non-deductible	-	4,318,960
<b>Current tax charge for the year (see note above)</b>	-	-

---

**PRESTBURY WENTWORTH INTERMEDIATE LIMITED**

---

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MAY 2012**

---

**4. FIXED ASSET INVESTMENTS**

	<b>Investments in subsidiary undertakings £</b>
<b>Cost</b>	
At 1 June 2011 and 31 May 2012	<u>15,424,858</u>
<b>Provision</b>	
At 1 June 2011 and 31 May 2012	<u>15,424,858</u>
<b>Net book value</b>	
At 31 May 2012	<u><u>-</u></u>
At 31 May 2011	<u><u>-</u></u>

The provisions against subsidiary undertakings reflect the underlying financial position of the subsidiary undertakings at 31 May 2012

**5. PRINCIPAL SUBSIDIARIES**

The following company was a subsidiary undertaking at the end of the year

<b>Company name</b>	<b>Country of incorporation</b>	<b>Percentage Shareholding</b>	<b>Nature of business</b>
Prestbury Wentworth Portfolio Limited	England	100	Intermediate holding company

The above company owns 100% of the issued share capital of of ten property investment companies that are also incorporated in England and Wales

The undertaking listed above operates in the United Kingdom

**6. SHARE CAPITAL**

	<b>2012 £</b>	<b>2011 £</b>
<b>Allotted, called up and fully paid</b>		
15,424,858 ordinary shares of £1 each	<u>15,424,858</u>	<u>15,424,858</u>

---

**PRESTBURY WENTWORTH INTERMEDIATE LIMITED**

---

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MAY 2012**

---

**7. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS**

	2012	2011
	£	£
Opening shareholders' funds	-	15,424,858
Profit/(loss) for the year	-	(15,424,858)
	<hr/>	<hr/>
Closing shareholders' funds	-	-
	<hr/> <hr/>	<hr/> <hr/>

**8. RELATED PARTY TRANSACTIONS**

The company has taken advantage of the exemption available to wholly owned subsidiary undertakings under Financial Reporting Standard 8, "Related Party Transactions", not to disclose details of any transactions with entities that are included in the consolidated financial statements of Prestbury Wentworth Holdings Limited

**9. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY**

The company's immediate parent company is Prestbury Wentworth Acquisitions Limited. The company's ultimate parent company is Prestbury Wentworth Holdings Limited. Prestbury Wentworth Holdings Limited is a joint venture company incorporated in England and Wales and is not controlled by any one entity or individual. The consolidated accounts of this company are available to the public and may be obtained from the company secretary, Cavendish House, 18 Cavendish Square, London W1G 0PJ.

**10. CONTINGENT LIABILITIES**

The company, along with the other subsidiaries of the ultimate parent company, has entered into an agreement with the bankers of a fellow subsidiary company to cross-guarantee the bank loans made to that company. At 31 May 2012 these bank loans amounted to £495,442,646 (2011 £498,487,846).