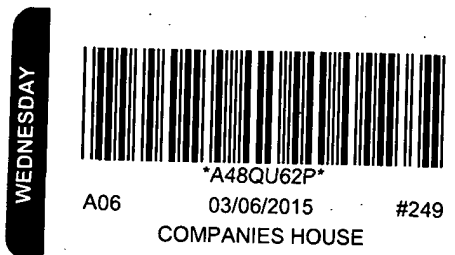


**REGISTERED NUMBER: 06346742 (England and Wales)**

**REPORT OF THE DIRECTORS AND  
FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2014  
FOR  
COUNTYWIDE HEATHCOTE LIMITED**



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for the year ended 30 September 2014**

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# **COUNTYWIDE HEATHCOTE LIMITED**

## **COMPANY INFORMATION** **for the year ended 30 September 2014**

**DIRECTORS:** A C Gallagher  
G H Gosling

**SECRETARY:** S A Burnett

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

**REGISTERED NUMBER:** 06346742 (England and Wales)

**INDEPENDENT AUDITORS:** Deloitte LLP  
Chartered Accountants and Statutory Auditors  
Birmingham  
United Kingdom

# **COUNTYWIDE HEATHCOTE LIMITED (REGISTERED NUMBER: 06346742)**

## **REPORT OF THE DIRECTORS for the year ended 30 September 2014**

The directors present their report with the financial statements of the company for the year ended 30 September 2014.

### **PRINCIPAL ACTIVITY**

The principal activity of the company in the year under review was that of property development. The company's principal activity changed during the previous year from property investment to property development.

### **DIRECTORS**

The directors shown below have held office during the whole of the period from 1 October 2013 to the date of this report.

A C Gallagher  
G H Gosling

### **GOING CONCERN**

The financial statements have been prepared on a going concern basis. In considering the appropriateness of the going concern assumption, the directors have taken into consideration the company's cash flow forecasts. The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future.

### **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 AUDITORS**

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

**REPORT OF THE DIRECTORS  
for the year ended 30 September 2014**

**AUDITORS**

Deloitte LLP were re-appointed as auditors during the year and have indicated their willingness to be re-appointed for another term. Appropriate arrangements have been put in place for them to be re-appointed as auditors in the absence of an Annual General Meeting.

The Report of the Directors has been prepared in accordance with the provisions applicable to companies entitled to small companies exemption under Section 415A of the Companies Act 2006, which also provides an exemption from the preparation of a strategic report.

**ON BEHALF OF THE BOARD:**

A handwritten signature in black ink, appearing to read 'G H Gosling', with a stylized flourish at the end.

G H Gosling - Director

10 December 2014

## **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF COUNTYWIDE HEATHCOTE LIMITED**

We have audited the financial statements of Countywide Heathcote Limited for the year ended 30 September 2014 which comprise the Profit and Loss Account, the Balance Sheet and related notes 1 to 15. 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 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 30 September 2014 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**

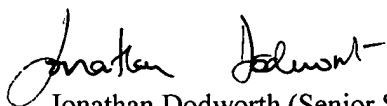
In our opinion the information given in the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements.

## **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF COUNTYWIDE HEATHCOTE 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 take advantage of the small companies' exemption from the requirement to prepare a Strategic Report or in preparing the Report of the Directors.



Jonathan Dodworth (Senior Statutory Auditor)  
for and on behalf of Deloitte LLP  
Chartered Accountants and Statutory Auditors  
Birmingham  
United Kingdom

10 December 2014

**COUNTYWIDE HEATHCOTE LIMITED (REGISTERED NUMBER: 06346742)**

**PROFIT AND LOSS ACCOUNT  
for the year ended 30 September 2014**

	Notes	30.9.14 £	30.9.13 £
<b>TURNOVER</b>		17,250,000	-
Cost of sales		<u>(16,717,326)</u>	<u>-</u>
<b>GROSS PROFIT</b>		532,674	-
Administrative expenses		<u>(7,606)</u>	<u>(1,513)</u>
<b>OPERATING PROFIT/(LOSS)</b>	3	525,068	(1,513)
Interest receivable and similar income	4	23,622	-
Interest payable and similar charges	5	<u>(63,306)</u>	<u>(46,171)</u>
<b>PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		485,384	(47,684)
Tax on profit/(loss) on ordinary activities	6	<u>(106,771)</u>	<u>(2,923,523)</u>
<b>PROFIT/(LOSS) FOR THE FINANCIAL YEAR</b>	13	<u><u>378,613</u></u>	<u><u>(2,971,207)</u></u>

**CONTINUING OPERATIONS**

All of the company's activities relate to continuing operations.

The notes form part of these financial statements



**COUNTYWIDE HEATHCOTE LIMITED (REGISTERED NUMBER: 06346742)**

**STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES  
for the year ended 30 September 2014**

	30.9.14 £	30.9.13 £
<b>PROFIT/(LOSS) FOR THE FINANCIAL YEAR</b>	378,613	(2,971,207)
Revaluation of the freehold investment property	-	<u>12,630,030</u>
<b>TOTAL RECOGNISED GAINS AND LOSSES RELATING TO THE YEAR</b>	<u>378,613</u>	<u>9,658,823</u>

**NOTE OF HISTORICAL COST PROFITS AND LOSSES  
for the year ended 30 September 2014**

	30.9.14 £	30.9.13 £
<b>REPORTED PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION</b>	485,384	(47,684)
Realisation of property revaluation gains of previous years	<u>12,630,030</u>	-
<b>HISTORICAL COST PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION</b>	<u>13,115,414</u>	<u>(47,684)</u>
<b>HISTORICAL COST PROFIT/(LOSS) FOR THE YEAR RETAINED AFTER TAXATION AND DIVIDENDS</b>	<u>7,508,643</u>	<u>(2,971,207)</u>

The notes form part of these financial statements

**COUNTYWIDE HEATHCOTE LIMITED (REGISTERED NUMBER: 06346742)****BALANCE SHEET**  
**30 September 2014**

	Notes	30.9.14 £	30.9.13 £
<b>CURRENT ASSETS</b>			
Stocks	8	-	15,772,695
Debtors	9	<u>4,999,264</u>	<u>-</u>
		4,999,264	15,772,695
<b>CREDITORS</b>			
Amounts falling due within one year	10	<u>(482,500)</u>	<u>(6,134,544)</u>
<b>NET CURRENT ASSETS</b>		<u>4,516,764</u>	<u>9,638,151</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>4,516,764</u>	<u>9,638,151</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	11	2	2
Revaluation reserve	12	-	12,630,030
Profit and loss account	12	<u>4,516,762</u>	<u>(2,991,881)</u>
<b>SHAREHOLDERS' FUNDS</b>	14	<u>4,516,764</u>	<u>9,638,151</u>

The financial statements were approved by the Board of Directors on 10 December 2014 and were signed on its behalf by:



G H Gosling - Director

**NOTES TO THE FINANCIAL STATEMENTS**  
**for the year ended 30 September 2014**

**1. ACCOUNTING POLICIES**

**Accounting convention**

The financial statements have been prepared on the historical cost basis, as modified by the revaluation of investment properties in accordance with applicable Accounting Standards in the United Kingdom. A summary of the more important accounting policies, which have been applied consistently, is set out below.

**Going concern**

The financial statements have been prepared on a going concern basis. In considering the appropriateness of the going concern assumption, the directors have taken into consideration the company's cash flow forecasts. The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future.

**Cash flow statement**

The company is a subsidiary of Gallagher Investments Holdco Limited and is included in the consolidated accounts of Gallagher Investments Holdco Limited, which are publicly available. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS1 (revised) - 'Cash flow statements'.

**Turnover**

Turnover represents net invoiced sales of goods, excluding value added tax.

**Stocks**

Work in progress is valued at the lower of cost and net realisable value.

Cost includes all direct expenditure and an appropriate proportion of fixed and variable overheads.

**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 or substantially enacted by the balance sheet date.

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. STAFF COSTS**

There were no direct staff costs for the year ended 30 September 2014 (2013: none).

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

	30.9.14 Number	30.9.13 Number
Directors	<u>2</u>	<u>2</u>

**NOTES TO THE FINANCIAL STATEMENTS - continued  
for the year ended 30 September 2014**

**3. OPERATING PROFIT/(LOSS)**

The operating profit (2013 - operating loss) is stated after charging:

	30.9.14	30.9.13
	£	£
Auditors' remuneration	<u>1,000</u>	<u>1,500</u>
Directors' remuneration	<u>-</u>	<u>-</u>

The Auditors' remuneration relates to fees payable to the Company's auditors for the audit of the Company's annual accounts. There were no non-audit services provided to this company in either period.

The directors are paid by Gallagher UK Limited, a company owned by the ultimate shareholder Mr A C Gallagher, and their emoluments are disclosed in the financial statements of that company. No recharge of directors' remuneration is made to this company.

**4. INTEREST RECEIVABLE AND SIMILAR INCOME**

	30.9.14	30.9.13
	£	£
Interest receivable on loans from group undertakings	<u>23,622</u>	<u>-</u>

**5. INTEREST PAYABLE AND SIMILAR CHARGES**

	30.9.14	30.9.13
	£	£
Interest payable on loans from group undertakings	<u>63,306</u>	<u>46,171</u>
	<u>63,306</u>	<u>46,171</u>

**6. TAXATION**

**Analysis of the tax charge**

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

	30.9.14	30.9.13
	£	£
Current tax:		
Group relief	<u>106,771</u>	<u>2,923,523</u>
Tax on profit/(loss) on ordinary activities	<u>106,771</u>	<u>2,923,523</u>

**NOTES TO THE FINANCIAL STATEMENTS - continued**  
**for the year ended 30 September 2014**

**6. TAXATION - continued**

The current corporation tax charge/(credit) differs from the standard UK corporation tax rate applied to the loss for the year. The differences are:

	30.9.14 £	30.9.13 £
Profit/(loss) on ordinary activities at the standard rate of 22% (2013: 23.5%)	106,771	(11,206)
Intra group transfer of capital gain	<u>-</u>	<u>2,934,729</u>
	<u>106,771</u>	<u>2,923,523</u>

Legislation reducing the main rate of corporation tax to 21% with effect from 1 April 2014 was substantively enacted on 17 July 2013. Accordingly, the current period tax charge has been provided for at an effective rate of 22% for the year ended 30 September 2014.

On 17 July 2013, legislation reducing the main rate of corporation tax to 20% from 1 April 2015 was enacted and therefore deferred tax assets and liabilities have been provided for at a rate of 20% in these financial statements.

**7. DIVIDENDS**

	30.9.14 £	30.9.13 £
Ordinary shares of £1 each		
Interim	<u>5,500,000</u>	<u>-</u>

**8. STOCKS**

	30.9.14 £	30.9.13 £
Work in progress	<u>-</u>	<u>15,772,695</u>

Work in progress reflects the fair value of the asset transferred during the prior year to stock, together with subsequent additions at cost.

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

	30.9.14 £	30.9.13 £
Trade debtors	4,312,500	-
Amounts owed by group undertakings	<u>686,764</u>	<u>-</u>
	<u>4,999,264</u>	<u>-</u>

**NOTES TO THE FINANCIAL STATEMENTS - continued**  
**for the year ended 30 September 2014**

**10. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	30.9.14	30.9.13
	£	£
Trade creditors	-	16,500
Amounts owed to group undertakings	-	6,094,284
Accruals and deferred income	482,500	23,760
	<u>482,500</u>	<u>6,134,544</u>

**11. CALLED UP SHARE CAPITAL**

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	30.9.14	30.9.13
			£	£
2	Ordinary	£1	<u>2</u>	<u>2</u>

**12. RESERVES**

	Profit and loss account	Revaluation reserve	Totals
	£	£	£
At 1 October 2013	(2,991,881)	12,630,030	9,638,149
Profit for the year	378,613	-	378,613
Transfer between reserves	12,630,030	(12,630,030)	-
Dividends	(5,500,000)	-	(5,500,000)
At 30 September 2014	<u>4,516,762</u>	<u>-</u>	<u>4,516,762</u>

The revaluation reserve reflects the fair value of the assets shown in stock at 30 September 2013 when it was transferred from fixed asset investments during the previous year.

**13. RELATED PARTY DISCLOSURES**

The company has taken advantage of the exemption in FRS 8 - 'Related party disclosures', not to disclose transactions with other group companies, as it is a wholly owned subsidiary within a consolidated group.

During the year the company incurred costs from Gallagher Projects Limited, a company in which Mr A C Gallagher is also a director. The costs totalled £94,667 (2013: £44,873) and the balance outstanding in creditors was £Nil (2013: £1,500).

There are no other related party disclosures to be made other than disclosed in these financial statements concerning the year ended 30 September 2014 (2013: None).

**COUNTYWIDE HEATHCOTE LIMITED (REGISTERED NUMBER: 06346742)**

**NOTES TO THE FINANCIAL STATEMENTS - continued  
for the year ended 30 September 2014**

**14. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS**

	30.9.14	30.9.13
	£	£
Profit/(loss) for the financial year	378,613	(2,971,207)
Dividends	<u>(5,500,000)</u>	<u>-</u>
	(5,121,387)	(2,971,207)
Other recognised gains and losses relating to the year (net)	<u>-</u>	<u>12,630,030</u>
<b>Net (reduction)/addition to shareholders' funds</b>	<b>(5,121,387)</b>	<b>9,658,823</b>
Opening shareholders' funds	<u>9,638,151</u>	<u>(20,672)</u>
<b>Closing shareholders' funds</b>	<b><u>4,516,764</u></b>	<b><u>9,638,151</u></b>

**15. CONTROLLING PARTY**

Countywide Heathcote Limited is a subsidiary of Gallagher Investments Holdco Limited (incorporated in England and Wales). The ultimate controlling party of the company is Mr A C Gallagher by virtue of his ownership of the entire share capital of the parent undertaking.