5068990

Breezeclip Limited

Report and Financial Statements
For the year ended 30 September 2006

Company information

Directors	M B Owen A R Lovelady W J T Barrow P W Bullivant M W McPherson
Secretary	A R Lovelady
Company number	5068990
Registered office	North House 17 North John Street Liverpool Merseyside L2 5EA
Auditors	Ernst & Young LLP Registered auditor 20 Chapel Street Liverpool L3 9AG

Directors' Report
For the year ended 30 September 2006

The directors present their report and the financial statements for the year ended 30 September 2006

Principal activities

The principal activity of the company during the year was property investment in the United Kingdom

Directors

The directors who served during the year were

M B Owen
A R Lovelady
W J T Barrow
P W Bullivant
M W McPherson

Provision of information to auditors

So far as each of the directors is aware at the time the report is approved

- there is no relevant audit information of which the company's auditors are unaware, and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information

The report of the directors has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies

This report was approved by the board on 27th July 2007 and signed on its behalf

A R Lovelady
Director

Statement of directors' responsibilities
For the year ended 30 September 2006

The directors are responsible for preparing the annual 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) The financial statements are required by law to 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 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 proper accounting records that 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 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

Independent Auditors' report to the members of Breezeclip Limited

We have audited the company's financial statements for the year ended 30 September 2006 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 10 These financial statements have been prepared under the accounting policies set out therein and the requirements of the Financial Reporting Standard for Smaller Entities

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985 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

The directors' responsibilities for preparing the financial statements in accordance with applicable United Kingdom law and 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)

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

Independent Auditors' report to the members of Breezeclip Limited

Opinion

In our opinion

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities, of the state of the company's affairs as at 30 September 2006 and of its loss for the year 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

Ernst & Young LLP

Ernst & Young LLP
Registered auditor
Liverpool

Date 30 July 2007

Profit and loss account
For the year ended 30 September 2006

	Note	2006 £000	2005 £000
Administrative expenses		(5)	(4)
Operating loss	2	(5)	(4)
Income from other fixed asset investments		15	(22)
Interest payable		(358)	(241)
Loss on ordinary activities before taxation		(348)	(267)
Tax on loss on ordinary activities	3	-	-
Loss on ordinary activities after taxation	9	(348)	(267)

The notes on pages 7 to 10 form part of these financial statements

Balance Sheet
As at 30 September 2006

	Note	£000	2006 £000	£000	2005 £000
Fixed assets					
Fixed asset investments	4		5,115		4,957
Current assets					
Debtors	5	-		1	
Creditors: *amounts falling due within one year*	6	(2)		(145)	
Net current liabilities			(2)		(144)
Total assets less current liabilities			5,113		4,813
Creditors: *amounts falling due after more than one year*	7		(5,810)		(5,162)
Net liabilities			(697)		(349)
Capital and Reserves					
Called up share capital	8		1		1
Profit and loss account	9		(698)		(350)
Shareholders' funds			(697)		(349)

The financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies and in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2005)

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 27 July 2007

A R Lovelady
Director

The notes on pages 7 to 10 form part of these financial statements

Notes to the financial statements
For the year ended 30 September 2006

1. Accounting policies

1 1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of investment properties, and in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2005) The true and fair override provisions of the Companies Act 1985 have been invoked, see "investment properties" below

1.2 Turnover
Turnover represents gross rents and charges receivable and is attributable to one continuing activity of property investment in the United Kingdom

1 3 Investment properties

Investment properties are accounted for in accordance with Financial Reporting Standard for Smaller Entities, as follows

(i) Investment properties are revalued annually and the aggregate surplus or deficit is transferred to a revaluation reserve, unless a deficit, or its reversal on an individual property is expected to be permanent, in which case it is recognised in the profit and loss account for the year The revaluation of investment properties takes into account the provisions of abstract 28 from the Urgent Issues Task Force where operating lease incentives apply to a particular investment property

(ii) No depreciation or amortisation is provided in respect of freehold investment properties and leasehold investment properties with over 20 years to run

Although the Companies Act would normally require the systematic annual depreciation of fixed assets, the directors believe that this policy of not providing depreciation or amortisation is necessary in order for the accounts to give a true and fair view, since the current value of investment properties, and changes in that current value, are of prime importance rather than a calculation of systematic annual depreciation Depreciation is only one of the many factors reflected in the annual valuation, and the amount which might otherwise have been shown cannot be separately identified or quantified

1.4 Deferred taxation
Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay tax in the future

Provision is made for tax on gains arising from the revaluation of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date

Notes to the financial statements
For the year ended 30 September 2006

2. Operating loss

The operating loss is stated after charging

	2006 £000	2005 £000
Auditors' remuneration	1	1

During the year, no director received any emoluments (2005 - £NIL)

3. Taxation

There is no liability based on the results for the year

Factors that may affect future tax charges

No asset has been recognised in respect of deferred tax of £59,000 (2005 £91,000) relating to tax losses carried forward

4. Fixed asset investments

	Fixed asset investments £000
Cost or valuation	
At 1 October 2005	5,017
Additions	143
At 30 September 2006	5,160
Impairment	
At 1 October 2005	60
Charge for the year	(15)
At 30 September 2006	45
Net book value	
At 30 September 2006	5,115
At 30 September 2005	4,957

The fixed asset investment comprises investor's equity accounts of £200 and loans of £5,158,951 to the Active Retail Rookery Fund and the Active Retail Antrim Fund, two limited partnerships in which the company is a limited partner The net book value of the investment at the year end represents the company's capital invested in the partnerships after taking into account its share of profits and losses

Notes to the financial statements
For the year ended 30 September 2006

5 Debtors

	2006 £000	2005 £000
Other debtors	-	1

6 Creditors: Amounts falling due within one year

	2006 £000	2005 £000
Other creditors	2	145

7. Creditors: Amounts falling due after more than one year

	2006 £000	2005 £000
Amounts owed to related undertakings	5,810	5,162

8 Share capital

	2006 £000	2005 £000
Authorised, allotted, called up and fully paid		
1,000 Ordinary Shares shares of £1 each	1	1

The authorised, allotted, called up and fully paid share capital shown above comprises 500 'A' ordinary shares and 500 'B' ordinary shares The 'A' and 'B' shares have equal rights

9. Reserves

	Profit and loss account £000
At 1 October 2005	(350)
Loss retained for the year	(348)
At 30 September 2006	(698)

Notes to the financial statements
For the year ended 30 September 2006

10 Related party transactions

A R Lovelady, M B Owen and P W Bullivant are directors of Ethel Austin Investment Properties Limited and Ethel Austin Properties Holdings Limited

At 30 September 2006, there were amounts of £2,905,000 (2005 2,581,000) due to both Ethel Austin Investment Properties Limited and Ethel Austin Properties Holdings Limited Interest paid on these loans amounted to £358,000 (2005 £241,000)