

Registration number 22906

The Owners of the Middlesbrough Estate Limited

Directors' report and financial statements

for the year ended 30 September 2005



The Owners of the Middlesbrough Estate Limited

Company information

Directors Andrew R Cunningham
 Rupert J Dickinson

Secretary Marie L Glanville

Company number 22906

Registered office Citygate
 St James' Boulevard
 Newcastle Upon Tyne
 NE1 4JE

Auditors PricewaterhouseCoopers LLP
 89 Sandyford Road
 Newcastle Upon Tyne
 NE1 8HW

Business address Citygate
 St James' Boulevard
 Newcastle Upon Tyne
 NE1 4JE

Bankers Barclays Bank Plc
 Barclays House
 71 Grey Street
 Newcastle Upon Tyne
 NE99 1JP

Solicitors Dickinson Dees
 St Ann's Wharf
 112 Quayside
 Newcastle Upon Tyne
 NE99 1SB

The Owners of the Middlesbrough Estate Limited

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The Owners of the Middlesbrough Estate Limited

Directors' report for the year ended 30 September 2005

The directors present their report and the financial statements for the year ended 30 September 2005.

Principal activity and review of the business

The principal activity of the company is an investment company.

Results and dividends

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

The directors do not recommend the payment of a dividend (2004: £nil).

Directors and their interests

The directors who served during the year are as stated below:

Andrew R Cunningham

Rupert J Dickinson

Geoffrey J Davis Resigned 18/01/2005

Sean A Slade Resigned 12/11/2004

The directors have no beneficial interest in the share capital of the company.

The beneficial interests of the following directors in the shares of the ultimate holding company, Grainger Trust plc, are shown in the annual report of Grainger Trust plc.

Andrew R Cunningham

Rupert J Dickinson

Sean A Slade

The beneficial interests of all other directors in the shares of the ultimate holding company, Grainger Trust plc, are shown in the annual report of Northumberland and Durham Property Trust Limited.

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 the affairs of the company and of the profit or loss of the company for that year. In preparing these the directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable 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 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.

The Owners of the Middlesbrough Estate Limited

**Directors' report
for the year ended 30 September 2005**

Independent Auditors

In accordance with Section 385 of the Companies Act 1985, a resolution proposing that PricewaterhouseCoopers LLP be reappointed as auditors of the company will be put to the Annual General Meeting.

This report was approved by the Board on 5 May 2006 and signed on its behalf by

Marie L Glanville
Secretary

A handwritten signature in black ink, appearing to read 'MLG', with a large, stylized loop at the bottom.

The Owners of the Middlesbrough Estate Limited

Independent auditors' report to the members of The Owners of the Middlesbrough Estate Limited

We have audited the financial statements of The Owners of the Middlesbrough Estate Limited for the year ended 30 September 2005 which comprise the profit and loss account, the balance sheet, the statement of accounting policies and the related notes. These financial statements have been prepared under the historical cost convention and the accounting policies set out therein.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the annual report and financial statements in accordance with applicable United Kingdom law and accounting standards 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 United Kingdom Auditing Standards issued by the Auditing Practices Board. 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 if, in our opinion, the directors' report is not consistent with the financial statements, if 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 transactions is not disclosed.

Basis of audit opinion

We conducted our audit in accordance with auditing standards 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 judgements 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.

The Owners of the Middlesbrough Estate Limited

Independent auditors' report to the shareholders of The Owners of the Middlesbrough Estate Limited

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 30 September 2005 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

A handwritten signature in black ink, appearing to read 'PricewaterhouseCoopers LLP', is written over the printed name of the firm.

PricewaterhouseCoopers LLP

Chartered Accountants & Registered Auditors

Newcastle Upon Tyne

5 May 2006

The Owners of the Middlesbrough Estate Limited

**Profit and loss account
for the year ended 30 September 2005**

	Notes	2005 £	2004 £
Turnover	2	-	10,234
Other income		-	10,234
Operating profit	3	-	10,234
Interest payable and similar charges	4	-	(14)
Profit on ordinary activities before taxation		-	10,220
Tax on profit on ordinary activities	5	-	(3,066)
Profit on ordinary activities after taxation		-	7,154
Retained profit for the year		-	7,154
Retained profit brought forward		205,634	198,480
Retained profit carried forward		205,634	205,634

There are no recognised gains or losses other than the profit for the above two financial years and therefore no separate statement of total recognised gains and losses has been presented.

There is no difference between the profit on ordinary activities before taxation and the retained profit for the financial years stated above, and their historical cost equivalents.

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

The Owners of the Middlesbrough Estate Limited

**Balance sheet
as at 30 September 2005**

		2005		2004	
	Notes	£	£	£	£
Fixed assets					
Investments	6		500		500
Current assets					
Debtors	7	1,891,680		1,893,213	
		<u>1,891,680</u>		<u>1,893,213</u>	
Creditors: amounts falling due within one year	8	<u>-</u>		<u>(1,533)</u>	
Net current assets			1,891,680		1,891,680
Net assets			<u>1,892,180</u>		<u>1,892,180</u>
Capital and reserves					
Called up share capital	9		496,752		496,752
Share premium account	10		600		600
Other reserves	10		1,189,194		1,189,194
Profit and loss account	10		<u>205,634</u>		<u>205,634</u>
Equity shareholders' funds	11		<u>1,892,180</u>		<u>1,892,180</u>

The financial statements were approved by the Board on 5 May 2006 and signed on its behalf by



Andrew R Cunningham
Director

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

The Owners of the Middlesbrough Estate Limited

Notes to the financial statements for the year ended 30 September 2005

1. Statement of accounting policies

The financial statements have been prepared 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.

1.1. Accounting convention

The financial statements have been prepared on the going concern basis, under the historical cost convention and in accordance with the Companies Act 1985.

The company has consistently applied all relevant accounting standards.

1.2. Cash Flow

The company is a wholly owned subsidiary of Grainger Trust plc and the cash flows of the company are included in the consolidated cash flow statement of Grainger Trust plc. Consequently, the company is exempt under the terms of Financial Reporting Standard No 1 (Revised 1996) from preparing a cash flow statement.

1.3. Turnover

Turnover comprises gross rentals, gross sale proceeds of trading properties and land, and sundry other income exclusive of VAT. Sales of properties are only accounted for when the cash proceeds are received in full or the company has entered into a legally binding undertaking.

1.4. Investments

Fixed asset investments are stated at cost less provision for impairment.

1.5. 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 more, or a right to pay less tax with the following exceptions:

Provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) 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. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold;

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.

The Owners of the Middlesbrough Estate Limited

Notes to the financial statements for the year ended 30 September 2005

..... continued

2. Turnover

The total turnover of the company for the year has been derived from its principal activity wholly undertaken in the UK as defined in the directors' report.

3. Operating profit

The audit fee has been included in the overall audit fee for the Grainger Trust group, which has been paid for by Grainger Trust plc.

There are no persons holding service contracts with the company. None of the directors received any remuneration from the company during the year, or in the previous period.

4. Interest payable and similar charges

	2005	2004
	£	£
On overdue tax	-	14

5. Tax on profit on ordinary activities

Analysis of charge in period	2005	2004
	£	£
Current tax		
UK corporation tax	-	3,066

Factors affecting tax charge for period

There is no difference between the tax assessed for the period and the standard rate of corporation tax in the UK (30%).

	2005	2004
	£	£
Profit on ordinary activities before taxation	-	10,220
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 30% (30 September 2004 : 30%)	-	3,066

Factors that may affect future tax charges

There are no factors that are expected to significantly affect the taxation charge in future periods.

The Owners of the Middlesbrough Estate Limited

**Notes to the financial statements
for the year ended 30 September 2005**

..... continued

6. Fixed asset investments	Other unlisted investments £	Total £
Cost		
At 1 October 2004		
At 30 September 2005	500	500
Net book values		
At 30 September 2005	500	500
At 30 September 2004	500	500

Investment comprise equity shares in a trade investment with a cost of £500 (2003: £500). The market value of the shares is greater than cost.

7. Debtors	2005 £	2004 £
Amounts owed by group undertakings	1,891,680	1,893,213

8. Creditors: amounts falling due within one year	2005 £	2004 £
Corporation tax	-	1,533

9. Share capital	2005 £	2004 £
Authorised		
500,000 Ordinary shares of 100p each	500,000	500,000
Allotted, called up and fully paid		
496,752 Ordinary shares of 100p each	496,752	496,752

The Owners of the Middlesbrough Estate Limited

**Notes to the financial statements
for the year ended 30 September 2005**

..... continued

10. Equity Reserves	Share premium account £	Profit and loss account £	Special reserve £	Total £
At 1 October 2004	600	205,634	1,189,194	1,395,428
At 30 September 2005	<u>600</u>	<u>205,634</u>	<u>1,189,194</u>	<u>1,395,428</u>

11. Reconciliation of movements in equity shareholders' funds	2005 £	2004 £
Profit for the year	-	7,154
Opening shareholders' funds	1,892,180	1,885,026
Closing shareholders' funds	<u>1,892,180</u>	<u>1,892,180</u>

12. Ultimate parent undertaking

The directors regard Grainger Trust plc, a company registered in England and Wales, as the ultimate controlling party, being the parent undertaking of the smallest and largest group to consolidate these financial statements. Copies of the parent's consolidated financial statements may be obtained from The Secretary, Grainger Trust plc, Citygate, St James' Boulevard, Newcastle upon Tyne, NE1 4JE.

13. Immediate parent

GIP Limited is the immediate controlling party and parent company by virtue of its 100% shareholding in the company.