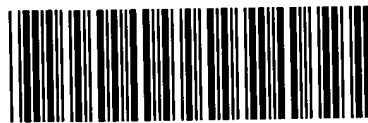


**PROVINCIAL & NORTHERN
PROPERTIES LIMITED**

Annual Report and Financial Statements

For the year ended 30 June 2015

MONDAY



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PROVINCIAL & NORTHERN PROPERTIES LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2015

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PROVINCIAL & NORTHERN PROPERTIES LIMITED

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

HN Moser
SP Baker
GD Beckett
MR Goldberg
GA Jennison (resigned 30 September 2015)

COMPANY SECRETARY

GD Beckett

REGISTERED OFFICE

Lake View
Lakeside
Cheadle
Cheshire
United Kingdom
SK8 3GW

PRINCIPAL BANKERS

The Royal Bank of Scotland plc
135 Bishopgate
London
EC2M 3UR

AUDITOR

Deloitte LLP
Chartered Accountants and Statutory Auditor
1 City Square Leeds
Leeds
LS1 2AL

PROVINCIAL & NORTHERN PROPERTIES LIMITED

DIRECTORS' REPORT

The directors present the annual report and the audited financial statements for the year ended 30 June 2015.

PRINCIPAL ACTIVITY, REVIEW OF BUSINESS AND FUTURE PROSPECTS

The company has not traded in the current or preceding year.

The company qualifies as small in accordance with the provisions of S382(3) of the Companies Act 2006 and is therefore exempt from the requirement to present an enhanced business review and from preparing a Strategic Report.

RESULTS AND DIVIDENDS

The audited financial statements for the year ended 30 June 2015 are set out on pages 5 to 8. The result for the year after tax was £nil (2014: £nil).

The directors do not recommend a dividend for the year (2014: £nil).

STATEMENT OF GOING CONCERN

The financial statements are prepared on a basis other than that of a going concern as the company has ceased to trade in the year ended 2014.

DIRECTORS

The directors of the company are set out on page 1.

DIRECTORS INDEMNITIES

The company has made qualifying third party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report.

AUDIT INFORMATION

In the case of each of the persons who are directors of the company at the date when this report is approved:

- as far as each of the directors is aware, there is no relevant audit information of which the company's auditor is unaware; and
- each of the directors has taken all the steps that he ought to have taken as a director to make himself aware of any audit information and to establish that the company's auditor is aware of that information.

This statement is given and should be interpreted in accordance with the provisions of S418(2) of the Companies Act 2006.

AUDITOR

A resolution to re-appoint Deloitte LLP as the company's auditor will be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors
and signed on behalf of the Board



GD Beckett

Company Secretary

28/10/2015

PROVINCIAL & NORTHERN PROPERTIES LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

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). 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; and
- 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PROVINCIAL & NORTHERN PROPERTIES LIMITED

We have audited the financial statements of Provincial & Northern Properties Limited for the year ended 30 June 2015 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 8. 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 auditor's 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 auditor

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

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 annual report 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 June 2015 and of its result 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.

Emphasis of matter – Financial statements prepared on an other than going concern basis

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosures made in note 1 to the financial statements, which explains that the financial statements have been prepared on a basis other than that of a going concern.


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.

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
- the directors were not entitled to take advantage of the small companies exemption from preparing a Strategic Report or in preparing the Directors' Report.


Peter Birch (Senior Statutory Auditor)
For and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
Manchester, United Kingdom
28 October 2015

PROVINCIAL & NORTHERN PROPERTIES LIMITED

PROFIT AND LOSS ACCOUNT

For the year ended 30 June 2015

	Note	2015 £	2014 £
Interest receivable and similar income		-	-
RESULT ON ORDINARY ACTIVITIES BEFORE TAXATION	3	-	-
Tax on result on ordinary activities		-	-
RETAINED RESULT FOR THE FINANCIAL YEAR		-	-

All activity has arisen from discontinued operations.

There were no recognised gains and losses in either year other than the result for that year shown above. Accordingly, a separate statement of total recognised gains and losses has not been presented.

PROVINCIAL & NORTHERN PROPERTIES LIMITED

BALANCE SHEET

As at 30 June 2015

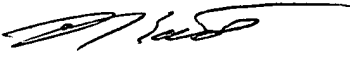
	Note	2015 £	2014 £
CURRENT ASSETS			
Cash at bank and in hand		<u>100</u>	<u>100</u>
NET ASSETS		<u>100</u>	<u>100</u>
CAPITAL AND RESERVES			
Called-up share capital	4	<u>100</u>	<u>100</u>
SHAREHOLDER'S FUNDS	5	<u>100</u>	<u>100</u>

These financial statements have been prepared in accordance with the special provisions applicable to companies subject to the small companies regime.

The financial statements of Provincial & Northern Properties Limited (Registered number 03100498) were approved and authorised for issue by the Board of Directors on 28/10/ 2015.

Company Registration No. 03100498

Signed on behalf of the Board of Directors


GD Beckett
Director


HN Moser
Director

PROVINCIAL & NORTHERN PROPERTIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2015

1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable law and United Kingdom accounting standards. The particular accounting policies adopted are described below. They have all been applied consistently throughout the current and prior year.

Accounting convention

As outlined in the Directors Report, at the year end the operations of the company were being managed down and have now ceased to trade. Therefore the financial statements have been prepared on a basis other than that of a going concern.

As permitted by FRS 1 (Revised 1996) "cash flow statements", the company has not produced a cash flow statement, as it is a wholly owned subsidiary undertaking of Jerrold Holdings Ltd which has produced consolidated financial statements that are publicly available.

Taxation

UK corporation tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

There are no recognised or unrecognised deferred tax assets or liabilities.

2. STAFF COSTS

The company had no employees and paid no directors' emoluments during either year.

Directors' emoluments are borne by a fellow subsidiary company of Jerrold Holdings Limited, Blemain Finance Limited.

3. RESULT ON ORDINARY ACTIVITIES BEFORE TAXATION

The audit fee of was borne by a fellow group undertaking.

4. CALLED UP SHARE CAPITAL

	2015 £	2014 £
Authorised, allotted, called-up and fully paid 100 ordinary shares of £1 each	100	100

5. RECONCILIATION OF SHAREHOLDER'S FUNDS

	2015 £	2014 £
Opening shareholder's funds	100	100
Closing shareholder's funds	100	100

6. CONTINGENT LIABILITY

As at 30 June 2015 the company's assets were subject to a fixed and floating charge in respect of £nil of bank borrowings of the group (2014: £35.0m) and £300m in respect of senior secured notes (2014: £200m).

PROVINCIAL & NORTHERN PROPERTIES LIMITED

7. RELATED PARTY TRANSACTIONS

As a wholly owned subsidiary undertaking of Jerrold Holdings Limited, the company has taken advantage of the exemption in FRS 8, "Related party disclosures" not to disclose transactions with other members of the group headed by Jerrold Holdings Ltd.

8. ULTIMATE PARENT COMPANY

The company is a wholly owned subsidiary undertaking of Jerrold Holdings Limited a company incorporated in Great Britain and registered in England and Wales.

The largest and smallest group of which Provincial & Northern Properties Limited is a member, and for which group financial statements are drawn up, is that headed by Jerrold Holdings Limited, whose principal place of business is at Lake View, Lakeside, Cheadle, Cheshire, SK8 3GW.

H.N. Moser, a director of Jerrold Holdings Limited, and members of his close family, control the company as a result of controlling directly or indirectly 70% of the voting rights of Jerrold Holdings Limited.