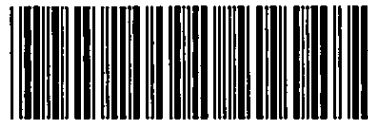


ANNINGTON FINANCE NO.2 LIMITED

Report and Financial Statements

31 March 2012

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ANNINGTON FINANCE NO.2 LIMITED

REPORT AND FINANCIAL STATEMENTS 2012

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ANNINGTON FINANCE NO.2 LIMITED

REPORT AND FINANCIAL STATEMENTS 2012

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

J B Chambers
J C Hopkins
N P Vaughan

SECRETARY

J B Chambers

REGISTERED OFFICE

1 James Street
London
W1U 1DR

SOLICITORS

Eversheds LLP
1 Callaghan Square
Cardiff
CF10 5BT

BANKERS

The Royal Bank of Scotland
London Corporate Service Centre
PO Box 39952
21/2 Devonshire Square
London
EC2M 4XJ

ANNINGTON FINANCE NO.2 LIMITED

DIRECTORS' REPORT

The directors present their annual report and the unaudited financial statements for the year ended 31 March 2012

The directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption

PRINCIPAL ACTIVITIES

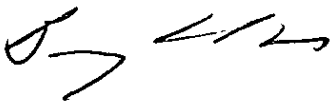
The company's principal purpose was to raise bank finance, the proceeds of which are lent to companies in the Annington Group. The company has been dormant within the meaning of Section 1169 of the Companies Act 2006 throughout the year. It is anticipated that the company will remain dormant for the foreseeable future.

DIRECTORS

The directors who served throughout the year were

J B Chambers
J C Hopkins
N P Vaughan

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



J B Chambers

Director

29 June 2012

ANNINGTON FINANCE NO.2 LIMITED

BALANCE SHEET 31 March 2012

	Note	2012 £'000	2011 £'000
CURRENT ASSETS			
Debtors - due within one year	4	70	70
NET ASSETS		<u>70</u>	<u>70</u>
CAPITAL AND RESERVES			
Called up share capital	5	-	-
Profit and loss account		70	70
SHAREHOLDERS' FUNDS		<u>70</u>	<u>70</u>

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

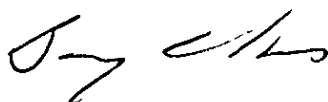
For the year ended 31 March 2012 the company was entitled to the exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies

The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476

The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts

The financial statements of Annington Finance No 2 Limited, registered number 3255740, were approved by the Board of Directors and authorised for issue on 29 June 2012

Signed on behalf of the Board of Directors



J B Chambers

Director

ANNINGTON FINANCE NO.2 LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 March 2012

1. ACCOUNTING POLICIES

The principal accounting policies are summarised below. They have been applied consistently throughout the year and preceding year.

Accounting convention

The financial statements are prepared under the historical cost convention, in accordance with applicable United Kingdom accounting standards.

Going concern

The Company is a dormant company and will continue as such for the foreseeable future. The Company's financial position is noted in the balance sheet. The directors' report on page 2 describes the principal activities of the Company.

As the Company is a dormant company, it has no day to day working capital requirements.

After making enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts.

2. PROFIT AND LOSS ACCOUNT

No profit and loss account is presented with these financial statements because the company has not received income, incurred expenditure or recognised any gains or losses during either the year under review or the preceding financial year. There have been no movements in shareholders' funds during the year under review or the preceding year.

3. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

No emoluments were payable to the directors, who were the only employees of the company in the current and preceding year.

4. DEBTORS

	2012 £'000	2011 £'000
Due within one year		
Amounts owed by group undertakings	70	70

Amounts owed by group undertakings are unsecured, non-interest bearing and have no fixed date for repayment.

5. CALLED UP SHARE CAPITAL

	2012 £	2011 £
Allotted, called up and fully paid		
2 ordinary shares of £1 each	2	2

ANNINGTON FINANCE NO.2 LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 March 2012

6. RELATED PARTY TRANSACTIONS

The cost of the annual return fee was borne by another group company, Annington Management Limited, without any right of reimbursement

7. PARENT COMPANY

Annington Homes Limited, a company incorporated in Great Britain, is the immediate parent company

Le Grand Annington Limited, a company incorporated in Great Britain, is the ultimate parent company and controlling party. Group accounts for both these companies are available on request from the registered office at 1 James Street, London W1U 1DR

Le Grand Annington Limited is the largest parent company and Annington Homes Limited is the smallest parent company of which the company is a member and for which group financial statements are drawn up

Nomura Investments (AH) Limited holds 75,636 warrants, exercisable at any time for shares in Annington Homes Limited. If these warrants were exercised by Nomura Investments (AH) Limited, this would dilute Le Grand Annington Limited's ownership to 52% of 1 share out of 75,637 shares issued by Annington Homes Limited

The warrants can be exercised at a price of £19,696 each. If the warrants are not exercised before 1 January 2015 the exercise price will increase to £21,666. Nomura Investments (AH) Limited does not have any other rights to take up shares in Annington Homes Limited