Report and Accounts

Period ended 31 March 2012 (9 month period from 25 June 2011 to 31 March 2012)

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Company number. 3625959

REPORT OF THE DIRECTORS for the period ended 31 March 2012

The directors submit their report and financial statements for the period ended 31 March 2012

Principal activities

The company is a wholly owned subsidiary of The British Land Company PLC and operates as a constituent of The British Land Company PLC group of companies (the "group") The company's principal activity is property investment in the United Kingdom ('UK')

Business review

As shown in the company's profit and loss account on page 5, the company's turnover has remained consistent with the prior period and profit before tax is £1,102,027 compared to a loss before tax of £625,167 in the prior period

Dividends of £nil (2011 £nil) were paid in the period Dividends paid are shown in note 11

The balance sheet on page 7 shows that the company's financial position at the period end is, in net asset terms, an increase on the prior period

The value of investment properties held as at 31 March 2012 increased by 0.3%, due to revaluation movements during the period then ended as shown in note 5 to the company's balance sheet

The performance of the group, which includes the company, is discussed in the group's annual report which does not form part of this report

Details of significant events since the balance sheet date, if any, are contained in note 15

During the period under review the company came under the ownership of The British Land Company PLC, as described in note 16

Risk management

This company is part of a large property investment group. As such, the fundamental underlying risks for this company are those of the property group as discussed below.

The company generates returns to shareholders through long-term investment decisions requiring the evaluation of opportunities arising in the following areas

- demand for space from occupiers against available supply.
- identification and execution of investment and development strategies which are value enhancing,
- availability of financing or refinancing at an acceptable cost,
- economic cycles, including their impact on tenant covenant guality, interest rates, inflation and property values,
- legislative changes, including planning consents and taxation,
- engagement of development contractors with strong covenants,
- key staff changes, and
- environmental and health and safety policies

These opportunities also represent risks, the most significant being change to the value of the property portfolio. This risk has high visibility to senior executives and is considered and managed on a continuous basis. Executives use their knowledge and experience to knowingly accept a measured degree of market risk.

The company's preference for prime assets and their secure long term contracted rental income, primarily with upward only rent review clauses, presents lower risks than many other property portfolios

The company is financed by a variable interest rate loan from its ultimate holding company and has no third party debt interest can be charged at nil% where the company is not active or where to do so would put the company in financial difficulty

The directors consider the company to be a going concern and the accounts are prepared on this basis. Details of this are shown in note 1 of the financial statements

REPORT OF THE DIRECTORS for the period ended 31 March 2012

Environment

Across the group, The British Land Company PLC recognises the importance of its environmental responsibilities, monitors its impact on the environment, and designs and implements policies to reduce any damage that might be caused by the group's activities. The company operates in accordance with group policies. The group's full corporate responsibility report is available online at www britishland com/crReport2012.

Directors

The directors who served during the period were

S M Barzyckı
C M J Forshaw
L M Bell
T A Roberts
C S A Maudsley
N M Webb

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 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,
- state whether applicable UK Accounting Standards have been followed, 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 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.

Payments policy

In the absence of dispute, amounts due to trade and other suppliers are settled as expeditiously as possible within their terms of payment. Payments are administered on a consistent basis throughout the group by The. British Land Company PLC whose suppliers' days outstanding at 31 March 2012 were 29 (2011) 29)

REPORT OF THE DIRECTORS for the period ended 31 March 2012

Disclosure of information to Auditor

Each of the persons who is a director at the date of approval of this report confirms that

(a) so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware, and (b) the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditor is aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006

Auditor

Deloitte LLP were appointed as the company's auditors during the period and a resolution to reappoint them will be proposed at the Annual General Meeting

This report was approved by the Board on 5 December 2012

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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BL Grenfell Limited (formerly Castlemore (Maidenhead) Limited) for the period ended 31 March 2012

We have audited the financial statements of BL Grenfell Limited (formerly Castlemore (Maidenhead) Limited) for the period ended 31 March 2012 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Total Recognised Gains and Losses and the related notes 1 to 16. 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. If we become aware of any apparent 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 31 March 2012 and of its profit for the period 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 Directors' Report for the financial period 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
- we have not received all the information and explanations we require for our audit

Andrew Swarbnck BA FCA (Senior Statutory Auditor)
For and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
Cambridge, UK

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PROFIT AND LOSS ACCOUNT for the period ended 31 March 2012

	Note	9 months ended 31 March 2012	9 months ended 24 June 2011
		£	£
Turnover		4 000 047	4 404 700
Rental income Fees and commissions		4,209,847	4,101,722
Total turnover		4,209,847	4,101,722
Cost of sales		(2,437)	-
Gross profit		4,207,410	4,101,722
Administrative expenses		(834,545)	(415,297)
Operating profit		3,372,865	3,686,425
Exceptional - Loan close out costs		-	(1,926,158)
Profit on disposal of properties		-	-
Profit on disposal of investments		-	-
Write up (down) of investments in subsidiaries		-	-
Dividends receivable		-	-
Profit on ordinary activities before interest		3,372,865	1,760,267
Interest receivable			
Group		-	-
Associated companies External - other		189	- 155
EXOTION STICE		103	100
Interest payable			
Group		(2,271,027)	-
Associated companies External - bank overdrafts and loans		_	(2,385,589)
- other loans		_	(2,303,303)
Profit (loss) on ordinary activities before taxation	2	1,102,027	(625,167)
Taxation	4	1,510,813	36,214
Profit (loss) for the financial period	11	2,612,840	(588,953)

Tumover and results are derived from continuing operations within the United Kingdom. The company has only one significant class of business, that of property investment in the United Kingdom ('UK')

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES for the period ended 31 March 2012

	9 months ended 31 March 2012 £	9 months ended 24 June 2011 £
Profit (loss) on ordinary activities after taxation	2,612,840	(588,953)
Unrealised surplus (deficit) on revaluation of investment properties	182,940	2,500,000
Total recognised gains and losses relating to the financial period	2,795,780	1,911,047

BALANCE SHEET

	Note	As at	31 March 2012 £	As a	t 24 June 2011 £
Fixed assets					
Investment properties	5		73,300,000		72,500,000
Investments	6		-		-
		_	73,300,000	_	72,500,000
Current assets					
Debtors - due within one year	7	5,680,891		1,572,446	
Cash and deposits		32,711		63,529	
		5,713,602		1,635,975	
Creditors due within one year	8	(74,008,765)		(70,143,132)	
Net current liabilities			(68,295,163)		(68,507,157)
Total assets less current liabilities		_	5,004,837	_	3,992,843
Provision for liabilities	9		-		(1,783,786)
Net assets		 -	5,004,837	=	2,209,057
Capital and reserves					
Called up share capital	10		2		2
Revaluation reserve	11		29,432,139		29,249,199
Profit and loss account	11		(24,427,304)		(27,040,144)
Shareholders' funds	11	=	5,004,837	=	2,209,057

The financial statements of BL Grenfell Limited (formerly Castlemore (Maidenhead) Limited), company number 3625959, were approved by the Board of Directors on 5 December 2012 and signed on its behalf by

J-m Vandevivere

Notes to the accounts for the period ended 31 March 2012

1 Accounting policies

The principal accounting policies adopted by the directors are summansed below. They have been applied consistently throughout the current and previous period.

These financial statements are designed to cover a wide variety of companies and circumstances. As a result some notes or some entries in the primary statements or the notes may not be relevant for this company and so may be left blank intentionally.

Accounting basis

The financial statements are prepared in accordance with applicable United Kingdom law and Accounting Standards and under the historical cost convention as modified by the revaluation of investment properties and other fixed asset investments

Where the company has subsidianes, it has taken advantage of the exemption from preparing consolidated financial statements afforded by Section 400 of the Companies Act 2006 because it is a wholly owned subsidiary of another company Group financial statements, which include the company, for The British Land Company PLC are publicly available (see note 16)

Basis of preparation

The balance sheet shows that the company has net current liabilities. However, the principal creditor is the ultimate parent company and the terms of the borrowing include the right of the subsidiary to request that the amount of the loan equal to any deficit be eliminated by converting the loan into share capital.

As a consequence of this the directors feel that the company can continue to trade for the foreseeable future and is well placed to manage its business risks successfully in the current economic climate. Accordingly, they believe the going concern basis is an appropriate one

Cash flow statement

The company is exempt under FRS 1 (Revised) from preparing a cash flow statement

Properties

Properties are externally valued on an open market basis at the balance sheet date. Investment and development properties are recorded at valuation. Any surplus or deficit ansing is transferred to revaluation reserve, unless a deficit is expected to be permanent, in which case it is charged to the profit and loss account. Disposals are recognised on completion profit on disposal is determined as the difference between sales proceeds and the carrying amount of the asset at the commencement of the accounting period plus additions in the period.

In accordance with Statement of Standard Accounting Practice 19, no depreciation is provided in respect of investment property. The directors consider that this accounting policy, which represents a departure from the statutory accounting rules, is necessary to provide a true and fair view. The financial effect of the departure from these rules cannot reasonably be quantified as 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. Where properties held for investment are appropriated to trading stock, they are transferred at market value.

A property ceases to be treated as a development on practical completion

In determining whether leases and related properties represent operating or finance leases, consideration is given to whether the tenant or landlord bears the risks and rewards of ownership

Notes to the accounts for the period ended 31 March 2012

1 Accounting policies (continued)

Investments

Fixed asset investments are stated at the lower of cost and the underlying net asset value of the investments

Taxation

Current tax is based on taxable profit for the year and is calculated using tax rates that have been enacted or substantively enacted. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are not taxable (or tax deductible).

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 that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements. A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Net rental income

Rental income is recognised on an accruals basis. A rent adjustment based on open market estimated rental value is recognised from the rent review date in relation to unsettled rent reviews. Where a rent free period is included in a lease, the rental income foregone is allocated evenly over the period from the date of lease commencement to the next rent review date. Rental income from fixed and minimum guaranteed rent reviews is recognised on a straight-line basis over the shorter of the entire lease term or the period to the first break option. Where such rental income is recognised ahead of the related cash flow, an adjustment is made to ensure the carrying value of the related property including the accrued rent does not exceed the external valuation.

Initial direct costs incurred in negotiating and arranging a new lease are amortised on a straight-line basis over the period from the date of lease commencement to the next rent review date

Where a lease incentive payment, including surrender premiums paid, does not enhance the value of a property, it is amortised on a straight-line basis over the period from the date of lease commencement to the next rent review date. Upon receipt of a surrender premium for the early determination of a lease, the profit, net of dilapidations and non-recoverable outgoings relating to the lease concerned is immediately reflected in income.

Notes to the accounts for the period ended 31 March 2012

2 Profit (loss) on ordinary activities before taxation

Auditor's remuneration

A notional charge of £1,240 per company is deemed payable to Deloitte LLP in respect of the audit of the financial statements Actual amounts payable to Deloitte LLP are paid at group level by The British Land Company PLC. In the prior period, the company was under a different ownership and audit fee arrangement. The audit fees for the prior period were £3,000.

No non-audit fees were paid to Deloitte LLP In the prior period, the company was under a different ownership and audit fee arrangement. The non-audit fees for the prior period were £1,000.

3 Staff costs

No director received any remuneration for services to the company in either period

Average number of employees, excluding directors, of the company during the period was nil (2011 - nil)

31 March 24 June 4 Taxation 2012 2011 £ £ **Current tax** UK corporation tax 272.973 Adjustments in respect of prior years Total current taxation charge (credit) 272,973 Deferred tax Ongination and reversal of timing differences (1,783,786)(36,214)Prior year items Total deferred tax charge (credit) (1,783,786)(36,214)

9 months

(1,510,813)

272,973

ended

9 months

ended

(36,214)

Tax reconciliation

Total taxation charge (credit)

Current tax charge (credit)

Profit (loss) on ordinary activities before taxation	1,102,027	(625,167)
Tax on profit (loss) on ordinary activities at UK corporation tax rate of 26% (2011 27%) Effects of	286,527	(168,795)
Capital allowances	(16,284)	(19,143)
(Income not taxable) expenses not deductible for tax purposes	2,730	187,938

Included in the tax charge is a net charge of £nil (2011 £nil) attributable to property sales

A sale of the investment property could give rise to a capital gains tax liability of £3 1m (24 June 2011 - £2 8m) This will only be provided when there is a binding obligation in place to sell the property

In March 2012, the UK Government announced a reduction in the standard rate of UK corporation tax to 24% effective 1 April 2012 and to 23% effective 1 April 2013. These rate reductions became substantively enacted in March 2012 and July 2012, respectively. The UK Government also proposed to further reduce the standard rate of the UK Corporation tax to 22% effective 1 April 2014, but this change has not yet been substantively enacted. The effect of these tax rate reductions on the deferred tax balance will be accounted for in the period in which the tax rate reductions are substantively enacted.

Notes to the accounts for the period ended 31 March 2012

5 Investment properties

	Development £	Freehold £	Long leasehold £	Short leasehold £	Total £
At valuation					
25 June 2011	-	72,500,000	•	-	72,500,000
Additions	-	617,060	-	-	617,060
Disposals	-	-	-	-	-
Revaluation surplus (deficit)	-	182,940	-	-	182,940
31 March 2012		73,300,000	<u> </u>	-	73,300,000
Analysis of cost and valuation 31 March 2012 Cost Revaluation	- -	43,867,861 29,432,139	- -	- -	43,867,861 29,432,139
Net book value		73,300,000		÷	73,300,000
25 June 2011 Cost Revaluation	-	43,250,801 29,249,199	- -	-	43,250,801 29,249,199
Net book value		72,500,000		<u>-</u>	72,500,000

Properties were valued as at 31 March 2012 by Knight Frank LLP on the basis of Market Value, in accordance with the RICS Valuation – Professional Standards 2012, Eighth Edition, published by The Royal Institution of Chartered Surveyors

Notes to the accounts for the period ended 31 March 2012

6 Investments

	Shares in	Other	
	subsidiaries	investments	Total
	£	£	£
At cost or underlying net asset value of investment			
25 June 2011	-	-	-
Additions	-	-	-
Disposals	-	-	-
Provision written-back (written-down)	-	-	-
31 March 2012		-	-
Provision for underlying net asset change			
25 June 2011	-	-	-
Provision written-back (written-down)	_	-	-
Disposals	-	-	_
31 March 2012		-	
At cost		-	
31 March 2012	<u>-</u>	<u> </u>	-
65.1 66. 1			
25 June 2011		-	-

Notes to the accounts for the period ended 31 March 2012

7 Debtors	2012	24 June 2011
	£	£
Current debtors (receivable within one year)		
Trade debtors	-	112,122
Amounts owed by group companies - current accounts	5,665,471	-
Amounts owed by associated companies - current accounts	-	-
Corporation tax	-	-
Other debtors	-	1,456,236
Prepayments and accrued income	15,420	4,088
	5,680,891	1,572,446

Included in prepayments and accrued income is an amount of £nil (2011 £nil), relating to lease incentives, and an amount of £nil (2011 £nil) relating to a fixed and guaranteed rent review debtor, which are amortised over the period to the next rent review which may be due after more than one year

8 Creditors due within one year	2012	24 June 2011
	£	£
Trade creditors	-	443,067
Amounts owed to group companies - current accounts	72,080,072	68,128,497
Amounts owed to associated companies - current accounts	-	-
Corporation tax	350,311	77,027
Other taxation and social security	268,655	177,722
Other creditors	-	-
Accruals and deferred income	1,309,727	1,316,819
	74,008,765	70,143,132

Amounts owed to fellow group companies are repayable on demand with interest being charged on balances outstanding at the ultimate parent company's weighted average cost of debt plus a margin while the subsidiary is active

Notes to the accounts for the period ended 31 March 2012

9 Provision for liabilities		
	2012	24 June 2011
Deferred tax	£	£
25 June 2011	1,783,786	1,820,000
Charged to the profit and loss account	(1,783,786)	(36,214)
31 March 2012		1,783,786
Deferred tax is provided as follows	2012	24 June 2011
	£	£
Accelerated capital allowances	•	1,783,786
		1,783,786

The deferred tax provision relates primarily to capital allowances claimed on plant and machinery within investment properties. During the current period, the company came under a new ownership structure as explained in note 16. The new owners became a REIT on 1 January 2007 and income and gains on qualifying assets have been exempt from taxation since this date. The intention is to enter all the activities of this company into the REIT, consequently the likelihood of paying tax at some stage in future is minimal and, the deferred tax provision has been released in full.

10 Share capital	2012	24 June 2011
	£	£
Issued share capital - allotted, called up and fully paid		
Ordinary Shares of £1 00 each Balance as at 24 June and as at 31 March 2 shares	2	2

Notes to the accounts for the period ended 31 March 2012

11 Reconciliation of movements in shareholders' funds and reserves

	Share capital £	Revaluation reserve £	Profit and loss account £	Total £
Opening shareholders' funds at 25 June 2011	2	29,249,199	(27,040,144)	2,209,057
Profit for the financial period	-	-	2,612,840	2,612,840
Dividends	•	•	-	-
Shares allotted in the period	-	-	-	-
Unrealised surplus (deficit) on revaluation of investment properties	-	182,940	•	182,940
Realisation of prior period revaluations	-	-	<u>-</u>	-
Closing shareholders' funds at 31 March 2012	2	29,432,139	(24,427,304)	5,004,837

Notes to the accounts for the period ended 31 March 2012

12 Capital commitments

The company had capital commitments contracted as at 31 March 2012 of £nil (24 June 2011 £nil)

13 Contingent liabilities

The company had no contingent liabilities as at as at 31 March 2012 (24 June 2011 £nil)

14 Related parties

The company has taken advantage of the exemption granted to wholly owned subsidiaries not to disclose transactions with group companies under the provisions of Financial Reporting Standard 8

15 Subsequent events

There have been no significant events since the period end

16 Immediate parent and ultimate holding company

The immediate parent company is BL (Maidenhead) Limited

Up to and including 24 June 2011, the ultimate holding company was Castlemore Holdings Limited, a company incorporated in England. On 25 June 2011, the ultimate parent company became The British Land Company PLC, a company registered in the United Kingdom, Copies of all sets of group accounts, which from 25 June 2011 include the results of the company, are available on request from British Land, York House, 45 Seymour Street, London, W1H 7LX