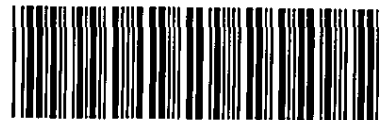


Registered No 4959947

REPORT AND FINANCIAL STATEMENTS
BRIXTON NORTHFIELDS (WEMBLEY) LIMITED
FOR THE YEAR ENDED 31 DECEMBER 2007

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COMPANIES HOUSE

BRIXTON NORTHFIELDS (WEMBLEY) LIMITED

Registered No 4959947

DIRECTORS

T C Wheeler BSc FRICS
S J Owen LLB FCA MCT
R Howell ACA
S N Wilbraham BA ACIS
A Whalley ACIS

(appointed 14 August 2007)
(resigned 17 April 2007)
(appointed 14 August 2007, resigned 14 March 2008)

SECRETARY

H F Silver
S N Wilbraham BA ACIS
A Whalley ACIS
R Howell ACA

(appointed 17 April 2007, resigned 14 August 2007)
(resigned 17 April 2007)
(appointed 14 August 2007, resigned 14 March 2008)
(appointed 14 March 2008)

AUDITORS

Ernst & Young LLP
1 More London Place
London
SE1 2AF

REGISTERED OFFICE

50 Berkeley Street
London
W1J 8BX

DIRECTORS' REPORT

The directors present their report and the audited financial statements for the year ended 31 December 2007

RESULTS AND DIVIDENDS

In the year ended 31 December 2007, the profit/(loss) after tax of the company was £84,020 (year ended 31 December 2006 profit/(loss) after tax of £2,000,000) A dividend of £84,020 was paid in the year ended 31 December 2007 (year ended 31 December 2006 £3,428,272)

PRINCIPAL ACTIVITIES AND REVIEW OF BUSINESS DEVELOPMENTS

The principal activity of the Company is investment in other group undertakings It is a wholly-owned subsidiary of Brixton Northfields (Wembley) Holdings Limited, a company registered in England and Wales

The Company is expected to remain a holding company for the foreseeable future The return on the Company's investment is dependent upon the overall return from its subsidiary undertakings

DIRECTORS

The directors holding office during the year ended 31 December 2007 and the present membership of the board is shown on page 1

The Company's Articles of Association do not require the directors to retire by rotation

Liability insurance cover for directors and officers of the Company was maintained during the year

DISCLOSURE OF INFORMATION TO THE AUDITORS

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware Having made enquires of fellow directors and the Company's auditor, each director has taken all steps that he/she is obliged to take as a director in order to have made himself/herself aware of any relevant audit information and to establish that the auditor is aware of that information

AUDITORS

Ernst & Young LLP have expressed their willingness to continue in office as auditor of the Company

ELECTIVE RESOLUTION

On 16 December 2004 the Company passed an elective resolution in accordance with s379 of the Companies Act 1985 In accordance with this resolution the Company is not required to lay reports and financial statements before the shareholders in general meeting, to hold an Annual General Meeting or to appoint auditors annually

By order of the board

R Howell ACA
Secretary



29 May 2008

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The following statement, which should be read in conjunction with the Independent Auditors' Report set out on page 4, is made with a view to distinguishing for shareholders the respective responsibilities of the Directors and the Auditors in relation to the financial statements

The Directors are required by company law to prepare financial statements for each financial year, which give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the results of the Company for the year

In preparing the financial statements the Directors have used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates, and have followed all applicable accounting standards. The financial statements have been prepared on a going concern basis

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy the financial position of the Company and which enable them to ensure that the financial statements comply with the Companies Act 1985. The Directors are also responsible for safeguarding the assets of the Company and for taking reasonable steps for the prevention and detection of fraud and other irregularities

INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF BRIXTON NORTHFIELDS (WEMBLEY) LIMITED

We have audited the company's financial statements for the year ended 31 December 2007 which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Note of Historical Cost Profits and Losses, the Balance Sheet and the related notes 1 to 12. These financial statements have been prepared under the accounting policies set out therein.

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.

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2007 and of its profit 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
Registered auditor
London

3 June 2008

BRIXTON NORTHFIELDS (WEMBLEY) LIMITED**PROFIT AND LOSS ACCOUNT**
for the year ended 31 December 2007

		2007	2006
	Notes	£	£
INCOME	2	-	2,000,000
EXCEPTIONAL LOSS ON DISPOSAL OF FIXED ASSETS		-	-
OTHER EXCEPTIONAL PROFIT/(LOSS)		-	-
PROFIT/(LOSS) BEFORE INTEREST		-	2,000,000
Net interest receivable/(payable) and similar charges	3	84,020	-
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION		84,020	2,000,000
Taxation	4	-	-
PROFIT/(LOSS) ON ORDINARY ACTIVITIES AFTER TAXATION		84,020	2,000,000
Dividends		(84,020)	(3,428,272)
RETAINED PROFIT/(LOSS) FOR THE YEAR		-	(1,428,272)
MOVEMENT IN RETAINED PROFIT/(LOSS)			
Opening balance		740,949	2,169,221
Retained profit/(loss) for the year		-	(1,428,272)
Realisation of revaluation reserve		-	-
At 31 December		740,949	740,949

The results in the profit and loss account relate to continuing operations

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
for the year ended 31 December 2007

	2007	2006
	£	£
Profit/(loss) for the year	84,020	2,000,000
Unrealised surplus/(deficit) on valuation of properties	-	-
Total recognised gains and losses for the year	84,020	2,000,000

NOTE OF HISTORICAL COST PROFITS AND LOSSES
Year ended 31 December 2007

	2007	2006
	£	£
Profit/(loss) on ordinary activities before taxation	84,020	2,000,000
Realisation of property revaluation surplus/(deficit) of previous years	-	-
Historical cost profit/(loss) on ordinary activities before taxation	84,020	2,000,000
Historical cost profit/(loss) for the year retained after taxation and dividends	-	(1,428,272)

BRIXTON NORTHFIELDS (WEMBLEY) LIMITED**BALANCE SHEET**

at 31 December 2007

		2007	2006
	Notes	£	£
FIXED ASSETS			
Investment in subsidiary undertakings	5	1	1
		1	1
CURRENT ASSETS			
DEBTORS	6	2,169,221	-
CREDITORS amounts falling due within one year		-	-
NET CURRENT ASSETS/(LIABILITIES)		2,169,221	-
TOTAL ASSETS LESS CURRENT LIABILITIES		2,169,222	1
CREDITORS: amounts falling due after more than one year			
Amount due to parent undertaking		(2,169,221)	-
Amounts due to associated group undertakings		-	-
Preference share liability	7	-	-
NET ASSETS/(LIABILITIES)		1	1
CAPITAL AND RESERVES			
Called up equity share capital	8	1	1
Realised capital reserve	9	(740,949)	(740,949)
Profit and loss account		740,949	740,949
EQUITY SHAREHOLDER'S FUNDS/(DEFICIT)		1	1

The financial statements were approved for issue by the Board of Directors on 29 May 2008


R Howell
Director

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31 December 2007

1. ACCOUNTING POLICIES

Accounting convention

The financial statements are prepared under the historical cost convention and in accordance with applicable accounting standards

Fundamental accounting concept

These financial statements have been prepared under the going concern basis as Brixton plc, the Company's parent undertaking has agreed to provide continuing support to the Company, at least twelve months after the date of approval by the Directors of the financial statements for the year ended 31 December 2007 subject to the Company remaining 100% owned by Brixton plc, to enable the Company to meet its liabilities as they fall due

Auditors' remuneration

Auditors' remuneration has been borne by Brixton plc. The fee attributable to the Company for the year ended 31 December 2007 was £1,000 (2006: £1,000). The Company is exempt from disclosing the auditors' fee for non-audit services since the ultimate parent company, Brixton plc, is required to make these disclosures in its consolidated financial statements.

Statement of cash flows

The Company has taken advantage of the exemption given in FRS1 (revised 1996) 'Cash Flow Statements', from preparing a cash flow statement on the basis that it is a wholly owned subsidiary of Brixton plc. The consolidated financial statements of Brixton plc are publicly available.

Financial instruments

The Company has taken advantage of the exemption given in FRS 29 'Financial Instruments Disclosures' with respect to disclosures as the group controls at least 90% of the Company's voting share capital, and the consolidated financial statements of Brixton plc, the ultimate parent undertaking are publicly available.

Related party transactions

The Company has taken advantage of the exception given in FRS 8, 'Related Party Disclosures' with respect to inter-group disclosures as the group controls at least 90% of the Company's voting share capital and that of associated group undertakings, and the consolidated financial statements of Brixton plc, the ultimate parent undertaking are publicly available.

Deferred tax

In accordance with FRS 19, deferred tax is provided in respect of all timing differences that have originated, but not reversed at the balance sheet date that may give rise to an obligation to pay more or less tax in the future. Deferred tax is measured on a non-discounted basis. Deferred tax is determined using tax rates that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31 December 2007

1. ACCOUNTING POLICIES continued

Investments

Investments are stated at cost less provision for impairment

Group financial statements

The Company is exempt under s228 of the Companies Act 1985 from preparing group financial statements because it has been included in the consolidated financial statements of Brixton plc. The information presented in these financial statements refers to the results of the Company only.

Accounting standards

All applicable accounting standards have been complied with.

2 INCOME

	2007	2006
	£	£
Dividends from subsidiary undertakings	-	2,000,000

The source and destination of income is the United Kingdom. The Company has one class of business.

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31 December 2007

3. NET INTEREST PAYABLE/(RECEIVABLE)

	2007 £	2006 £
Interest receivable from associated group undertakings	(84,020)	(1,920,464)
Third party interest payable	-	-
Interest charged by parent undertaking	-	-
Interest charged by associated undertakings	-	1,920,464
Preference share dividend payable	-	-
	(84,020)	-

4. TAXATION

	2007 £	2006 £
Total deferred tax	-	-
UK corporation tax	-	-
	-	-
Factors affecting the corporation tax charge for the year		
Tax charge/(credit) on profit/(loss) on ordinary activities at UK corporation tax rate of 30%	25,206	600,000
Effect of		
Losses surrendered to/(by) associated group undertakings	(25,206)	(600,000)
	-	-

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31 December 2007**5. INVESTMENT IN SUBSIDIARY UNDERTAKINGS**

	2007	2006
	£	£
At cost		
Opening book value	1	1
Disposals	-	-
Impairment write down	-	-
Book value at 31 December	1	1

At 31 December the Company had an investment in one £1 ordinary share, representing a 100% holding in the ordinary share capital of Brixton Northfields (Wembley 1) Limited, a property investment and development company

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31 December 2007

6. DEBTORS

	2007 £	2006 £
Amounts falling due within one year		
– other debtors	-	-
	-	-
Amounts falling due in more than one year		
– amounts due from parent undertaking	-	-
– amounts due from associated group undertakings	2,169,221	-
	2,169,221	-

7. PREFERENCE SHARE LIABILITY

Preference shares of £1 each

	2007 £	2006 £
Authorised	-	-
	-	-
Allotted, called up and fully paid	-	-

8. EQUITY SHARE CAPITAL

Ordinary shares of £1 each

	2007 £	2006 £
Authorised	100	100
	1	1
Allotted, called up and fully paid	-	-
At 1 January	1	1
Issued in the year	-	-
	1	1

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31 December 2007**9. REALISED CAPITAL RESERVE**

	2007	2006
	£	£
Balance at 1 January and 31 December	(740,949)	(740,949)

10. RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S FUNDS/(DEFICIT)

	2007	2006
	£	£
Profit/(loss) for the year	84,020	2,000,000
Dividends paid	(84,020)	(3,428,272)
	-	(1,428,272)
Issue of share capital	-	-
Other recognised gains and losses for the year	-	-
	-	(1,428,272)
Net addition/(reduction) to shareholder's funds	-	(1,428,272)
Opening shareholder's funds	1	1,428,273
	1	1
Closing shareholder's funds/(deficit)	1	1

11. ULTIMATE HOLDING COMPANY

The ultimate holding company is Brixton plc, a company registered in England and Wales

12. GROUP FINANCIAL STATEMENTS

The parent undertaking of the company for which group financial statements are drawn up and of which the Company is a member is Brixton plc. Copies of Brixton plc's financial statements can be obtained from 50 Berkeley Street, London W1J 8BX