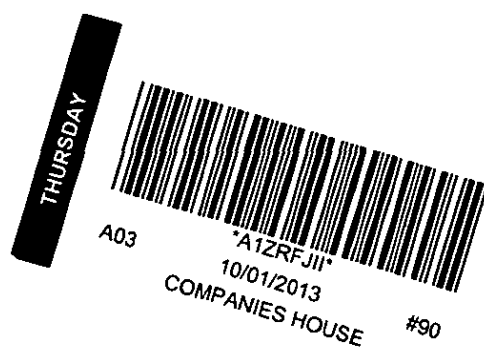


**Grainger Equity Release Management
Limited**

Financial statements

30 September 2012



Grainger Equity Release Management Limited

Financial statements

Year ended 30 September 2012

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Grainger Equity Release Management Limited

Officers and professional advisers

The board of directors

Andrew R Cunningham
Peter Q P Couch
Paul Barber
Nick P On
Nicholas M F Jopling
Mark Greenwood
Mark J Robson

Company secretary

Michael P Windle

Registered office

Citygate
St James' Boulevard
Newcastle Upon Tyne
NE1 4JE

Auditor

PricewaterhouseCoopers LLP
Chartered Accountants
& Statutory Auditor
89 Sandyford Road
Newcastle Upon Tyne
NE1 8HW

Bankers

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

Solicitors

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

Grainger Equity Release Management Limited

The directors' report

Year ended 30 September 2012

The directors have pleasure in presenting their report and the financial statements of the company for the year ended 30 September 2012

Principal activities

The principal activity of the company during the year was property management

Directors

The directors who served the company during the year were as follows

Andrew R Cunningham
Peter Q P Couch
Paul Barber
Nick P On
Nicholas M F Jopling
Mark Greenwood
Mark J Robson

Mark J Robson was appointed as a director on 6 September 2012

Directors' responsibilities

The directors are responsible for preparing the Directors' 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 year.

In preparing those financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- 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.

Grainger Equity Release Management Limited

The directors' report (*continued*)

Year ended 30 September 2012

In so far as the directors are aware

- there is no relevant audit information of which the company's auditor is unaware, and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information

Auditor

PricewaterhouseCoopers LLP are deemed to be re-appointed under section 487(2) of the Companies Act 2006

Small company provisions

This report has been prepared in accordance with the special provisions for small companies under Part 15 of the Companies Act 2006

Signed by order of the directors



Michael P Windle
Company Secretary

Approved by the directors on 18 December 2012

Grainger Equity Release Management Limited

Independent auditor's report to the shareholders of Grainger Equity Release Management Limited

Year ended 30 September 2012

We have audited the financial statements of Grainger Equity Release Management Limited for the year ended 30 September 2012 which comprise the Profit and Loss Account, Balance Sheet and the related notes. 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).

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out in the directors' report, 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.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, 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.

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 financial statements to identify material inconsistencies with the audited financial statements. 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 September 2012 and of its profit 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 Companies Act 2006

Grainger Equity Release Management Limited

Independent auditor's report to the shareholders of Grainger Equity Release Management Limited (continued)

Year ended 30 September 2012

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
- we have not received all the information and explanations we require for our audit, or

the directors were not entitled to prepare financial statements in accordance with the small company regime



Jonathan Greenaway (Senior Statutory Auditor)
For and on behalf of
PRICEWATERHOUSECOOPERS LLP
Chartered Accountants & Statutory Auditor

89 Sandford Road
Newcastle Upon Tyne
NE1 8HW

18 December 2012

Grainger Equity Release Management Limited

Profit and loss account

Year ended 30 September 2012

	Note	2012 £	2011 £
Turnover	2	6,084,881	5,172,521
Cost of sales		(4,793,675)	(3,792,587)
Gross profit		1,291,206	1,379,934
Operating profit	3	1,291,206	1,379,934
Interest receivable		57,032	33,026
Profit on ordinary activities before taxation		1,348,238	1,412,960
Tax on profit on ordinary activities	4	(337,060)	(381,499)
Profit for the financial year		1,011,178	1,031,461

All of the activities of the company are classed as continuing

Statement of total recognised gains and losses

There are no recognised gains or losses other than the profit of £1,011,178 attributable to the shareholders for the year ended 30 September 2012 (2011 - profit of £1,031,461)

The notes on pages 8 to 11 form part of these financial statements.

Grainger Equity Release Management Limited

Balance sheet

30 September 2012

	Note	2012 £	2011 £
Fixed assets			
Investments	6	<u>3,000</u>	<u>3,000</u>
Current assets			
Debtors	7	166,276	235,284
Cash at bank		<u>3,643,514</u>	<u>3,711,482</u>
		3,809,790	3,946,766
Creditors. Amounts falling due within one year	8	<u>(87,764)</u>	<u>(235,918)</u>
Net current assets		<u>3,722,026</u>	<u>3,710,848</u>
Total assets less current liabilities		<u>3,725,026</u>	<u>3,713,848</u>
Capital and reserves			
Called-up equity share capital	11	2,000,000	2,000,000
Profit and loss account	12	<u>1,725,026</u>	<u>1,713,848</u>
Shareholders' funds	13	<u>3,725,026</u>	<u>3,713,848</u>

These financial statements have been prepared in accordance with the special provisions for small companies under Part 15 of the Companies Act 2006

These financial statements were approved by the directors and authorised for issue on 18 December 2012, and are signed on their behalf by



Mark Greenwood
Director

Company Registration Number 05348582

The notes on pages 8 to 11 form part of these financial statements

Grainger Equity Release Management Limited

Notes to the financial statements

Year ended 30 September 2012

1 Accounting policies

Basis of accounting

The financial statements have been prepared under the historical cost convention, and in accordance with applicable UK accounting standards

The financial statements are prepared on the going concern basis in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom, which have been applied consistently throughout the year

Cash flow statement

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

Turnover

Turnover comprises management fees and sundry other income, exclusive of VAT. Management fees are recognised on an accruals basis

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 or to receive more tax, with the following exceptions

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

Group accounts

The financial statements contain information about Grainger Equity Release Management Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of the ultimate parent company, Grainger plc, a company registered in England and Wales

2 Turnover

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

Grainger Equity Release Management Limited

Notes to the financial statements

Year ended 30 September 2012

3 Operating profit

Operating profit is stated after charging

	2012 £	2011 £
Auditor's fees	<u>—</u>	<u>400</u>

Audit fees are statutory audit fees only and are borne by another Group company

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 year.

4 Taxation on ordinary activities

(a) Analysis of charge in the year

	2012 £	2011 £
Current tax		
UK Corporation tax based on the results for the year at 25% (2011 - 27%)	<u>337,060</u>	<u>381,499</u>
Total current tax	<u>337,060</u>	<u>381,499</u>

There is no unprovided deferred tax liability or unrecognised deferred tax asset in these financial statements.

(b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is the same as the standard rate of corporation tax in the UK of 25% (2011 - 27%).

	2012 £	2011 £
Profit on ordinary activities before taxation	<u>1,348,238</u>	<u>1,412,960</u>
Profit on ordinary activities by rate of tax	<u>337,060</u>	<u>381,499</u>
Total current tax (note 4(a))	<u>337,060</u>	<u>381,499</u>

(c) Factors that may affect future tax charges

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

5 Dividends

Equity dividends

	2012 £	2011 £
Paid during the year		
Dividends on equity shares	<u>1,000,000</u>	<u>—</u>

Grainger Equity Release Management Limited

Notes to the financial statements

Year ended 30 September 2012

6 Investments

Investment in
Limited
Liability
Partnerships
£

Cost

At 1 October 2011 and 30 September 2012

3,000

Net book value

At 30 September 2012 and 30 September 2011

3,000

Principal interests of the company

The company is the General Partner in the partnerships listed below

Homesafe Equity Release Limited Partnership
Grainger Home Reversions Limited Partnership
Grainger Treasury Property (2006) Limited Liability Partnership

7 Debtors

	2012 £	2011 £
Other debtors	<u>166,276</u>	<u>235,284</u>

8. Creditors Amounts falling due within one year

	2012 £	2011 £
Amounts owed to group undertakings	<u>87,764</u>	196,704
Other taxation	<u>—</u>	<u>39,214</u>
	<u>87,764</u>	<u>235,918</u>

The amount owed to group undertakings is unsecured, is repayable on demand, and does not bear interest

9 Contingencies

At 30 September 2012 the company, together with certain of its fellow subsidiaries, has guaranteed bank loans of £845,017,000 (2011 £1,026,999,000) of certain fellow subsidiaries by means of a legal charge over its assets and book debts. Details of the repayment profile of the bank loans are shown in the statutory financial statements of the ultimate parent undertaking, Grainger plc

10 Related party transactions

The company has taken advantage of the exemption available under Financial Reporting Standard No 8 and has not disclosed transactions with companies that are part of the Grainger plc group

During the year the company has charged management fees totalling £1,051,522 to Sovereign Reversions Limited, The Welfare Dwellings Trust Limited and Home & Capital Trust Limited, which are deemed to be related parties as defined by FRS8 by virtue of the company's ultimate parent company holding a 50% interest in their ultimate parent company, New Sovereign Reversions Limited. At 30 September 2012 £166,276 was outstanding in relation to these management fees

Grainger Equity Release Management Limited

Notes to the financial statements

Year ended 30 September 2012

11 Share capital

Authorised share capital.

	2012 £	2011 £
2,000,000 Ordinary shares of £1 each	<u>2,000,000</u>	<u>2,000,000</u>

Allotted, called up and fully paid

	2012 No	£	2011 No	£
2,000,000 Ordinary shares of £1 each	<u>2,000,000</u>	<u>2,000,000</u>	<u>2,000,000</u>	<u>2,000,000</u>

12 Profit and loss account

	2012 £	2011 £
Balance brought forward	1,713,848	682,387
Profit for the financial year	1,011,178	1,031,461
Equity dividends	(1,000,000)	—
Balance carried forward	<u>1,725,026</u>	<u>1,713,848</u>

13 Reconciliation of movements in shareholders' funds

	2012 £	2011 £
Profit for the financial year	1,011,178	1,031,461
Equity dividends	(1,000,000)	—
Net addition to shareholders' funds	11,178	1,031,461
Opening shareholders' funds	3,713,848	2,682,387
Closing shareholders' funds	<u>3,725,026</u>	<u>3,713,848</u>

14 Ultimate parent undertaking and controlling party

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

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