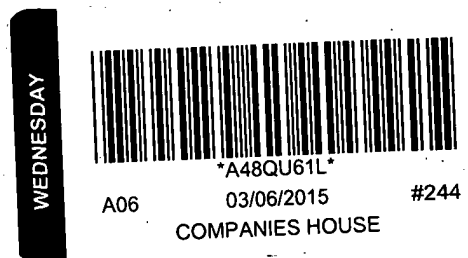


REGISTERED NUMBER: 05490933 (England and Wales)

**REPORT OF THE DIRECTORS AND
FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2014
FOR
ASHFLAME SOLIHULL LIMITED**



**CONTENTS OF THE FINANCIAL STATEMENTS
for the year ended 30 September 2014**

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ASHFLAME SOLIHULL LIMITED

COMPANY INFORMATION

for the year ended 30 September 2014

DIRECTORS:

A C Gallagher
G H Gosling

SECRETARY:

S A Burnett

REGISTERED OFFICE:

15 Hockley Court
Hockley Heath
Solihull
West Midlands
B94 6NW

REGISTERED NUMBER:

05490933 (England and Wales)

AUDITORS:

Deloitte LLP
Chartered Accountants and Statutory Auditors
Birmingham
United Kingdom

**REPORT OF THE DIRECTORS
for the year ended 30 September 2014**

The directors present their report with the financial statements of the company for the year ended 30 September 2014.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of property investment through a Limited Partnership structure.

During the year the Limited Partnership sold its underlying investment property.

DIVIDENDS

No dividends were paid in the year ended 30 September 2014 (2013: £Nil).

DIRECTORS

The directors shown below have held office during the whole of the period from 1 October 2013 to the date of this report.

A C Gallagher
G H Gosling

GOING CONCERN

Notwithstanding the fact that at 30 September 2014 the company had net current liabilities, net liabilities and made a loss for the year, the financial statements have been prepared on a going concern basis as the company has received confirmation of financial support from Countywide Developments Limited, its intermediate parent undertaking.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Report of the Directors 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 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.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

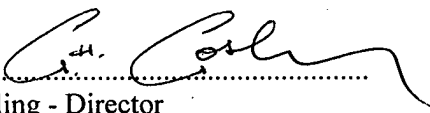
REPORT OF THE DIRECTORS
for the year ended 30 September 2014

AUDITORS

Deloitte LLP were re-appointed as auditors during the year and have indicated their willingness to be re-appointed for another term. Appropriate arrangements have been put in place for them to be re-appointed as auditors in the absence of an Annual General Meeting.

The Report of the Directors has been prepared in accordance with the provisions applicable to companies entitled to small companies exemption under Section 415A of the Companies Act 2006, which also provides an exemption from the preparation of a strategic report.

ON BEHALF OF THE BOARD:


.....
G H Gosling - Director

Date: 23 April 2015

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF ASHFLAME SOLIHULL LIMITED

We have audited the financial statements of Ashflame Solihull Limited for the year ended 30 September 2014 which comprise the Profit and Loss Account, the Balance Sheet and related notes 1 to 13. 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 a Report of the Auditors 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

As explained more fully in the Statement of Directors' Responsibilities set out on page two, 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 Report of the Directors 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 September 2014 and of its loss 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.

Opinion on other matter prescribed by the Companies Act 2006

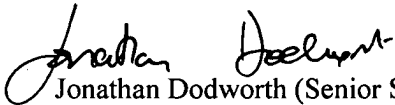
In our opinion the information given in the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements.

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF ASHFLAME SOLIHULL LIMITED

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 take advantage of the small companies' exemption from the requirement to prepare a Strategic Report or in preparing the Report of the Directors.



Jonathan Dodworth (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditors
Birmingham
United Kingdom.

Date: 30 April 2015

ASHFLAME SOLIHULL LIMITED (REGISTERED NUMBER: 05490933)

**PROFIT AND LOSS ACCOUNT
for the year ended 30 September 2014**

	Notes	30.9.14 £	30.9.13 £
TURNOVER		-	-
Administrative expenses		<u>(36,014)</u>	<u>(1,038)</u>
OPERATING LOSS	3	(36,014)	(1,038)
Interest payable and similar charges	4	<u>(44,088)</u>	<u>(53,443)</u>
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(80,102)	(54,481)
Tax on loss on ordinary activities	5	<u>-</u>	<u>23,912</u>
LOSS FOR THE FINANCIAL YEAR		<u>(80,102)</u>	<u>(30,569)</u>

CONTINUING OPERATIONS

All of the company's activities relate to continuing operations.

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the losses for the current year or previous year.

NOTE OF HISTORICAL COST PROFITS AND LOSSES

The difference between the results as disclosed in the profit and loss account and the results on an unmodified historical cost basis is not material.

ASHFLAME SOLIHULL LIMITED (REGISTERED NUMBER: 05490933)

BALANCE SHEET
30 September 2014

	Notes	30.9.14 £	30.9.13 £
CURRENT ASSETS			
Debtors	7	-	736,147
Cash at bank	-	<u>5</u>	<u>5</u>
		5	736,152
CREDITORS			
Amounts falling due within one year	8	<u>(1,519,351)</u>	<u>(2,175,396)</u>
NET CURRENT LIABILITIES		<u>(1,519,346)</u>	<u>(1,439,244)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>(1,519,346)</u>	<u>(1,439,244)</u>
CAPITAL AND RESERVES			
Called up share capital	9	2	2
Profit and loss account	10	<u>(1,519,348)</u>	<u>(1,439,246)</u>
SHAREHOLDERS' DEFICIT	12	<u>(1,519,346)</u>	<u>(1,439,244)</u>

The financial statements were approved by the Board of Directors on 23 April 2015 and were signed on its behalf by:

.....
G H Gosling - Director

The notes form part of these financial statements

**NOTES TO THE FINANCIAL STATEMENTS
for the year ended 30 September 2014**

1. ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention in accordance with applicable Accounting Standards in the United Kingdom. A summary of the more important accounting policies, which have been applied consistently in both periods, is set out below.

Going concern

Notwithstanding the fact that at 30 September 2014 the company had net current liabilities, net liabilities and made a loss for the year, the financial statements have been prepared on a going concern basis as the company has received confirmation of financial support from Countywide Developments Limited, its intermediate parent undertaking.

Consolidated accounts

Ashflame Solihull Limited is exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidated accounts as it and its subsidiary are included in the consolidated accounts of its parent undertaking, Countywide Developments Limited. The financial statements therefore contain information about Ashflame Solihull Limited as an individual company.

Limited partnerships

Where the company has an interest in a limited partnership, the company's share of the limited partnership's net profit is accounted for using the equity method. Its share of profit following acquisition is taken to the profit and loss account with a corresponding increase in the investment. This profit is not considered to be a distributable reserve until cash is received from the limited partnership. Tax arising on the share of the limited partnership's profits is borne directly by the members and is therefore accounted for in the company.

Cash flow statement

The company is a wholly-owned subsidiary of Gallagher Investments Holdco Limited and is included in the consolidated accounts of Gallagher Investments Holdco Limited, which are publicly available. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS1 (revised) - 'Cash flow statements'.

Taxation

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

Full provision is made on a non-discounted basis for deferred tax assets and liabilities arising due to timing differences between the recognition of gains and losses in the financial statements and their recognition in the tax computation at the current rate of tax. Deferred tax assets are only recognised when it is considered more likely than not that they will be realised.

**NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 30 September 2014**

2. STAFF COSTS

There were no direct staff costs for the year ended 30 September 2014 (2013: none).

The average monthly number of employees during the year was as follows:

	30.9.14 Number	30.9.13 Number
Directors	<u>2</u>	<u>2</u>

3. OPERATING LOSS

The operating loss is stated after charging:

	30.9.14 £	30.9.13 £
Auditors' remuneration	<u>750</u>	<u>1,000</u>
Directors' remuneration	<u>-</u>	<u>-</u>

The Auditors' remuneration relates to fees payable to the Company's auditors for the audit of the Company's annual accounts. There were no non-audit services provided to this company in either period.

The directors are paid by Gallagher UK Limited, a company owned by the ultimate shareholder Mr A C Gallagher, and their emoluments are disclosed in the financial statements of that company.

4. INTEREST PAYABLE AND SIMILAR CHARGES

	30.9.14 £	30.9.13 £
Interest payable on loans from group undertakings	<u>44,088</u>	<u>53,443</u>
	<u>44,088</u>	<u>53,443</u>

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 30 September 2014

5. TAXATION

Analysis of the tax credit

The tax credit on the loss on ordinary activities for the year was as follows:

	30.9.14	30.9.13
	£	£
Current tax:		
Group relief	-	(12,803)
Prior year corporation tax	-	(6,478)
Group relief prior year	-	(4,631)
	<u>-</u>	<u>(23,912)</u>
Tax on loss on ordinary activities	<u>-</u>	<u>(23,912)</u>

The current corporation tax credit differs from the standard UK corporation tax rate applied to the loss for the year. The differences are:

	30.9.14	30.9.13
	£	£
Loss on ordinary activities at the standard rate of 22% (2013: 23.5%)	(17,620)	(12,803)
Expenses not deductible for tax purposes	7,325	-
Prior year tax	-	(11,109)
Unrecognised losses carried forward	<u>10,295</u>	<u>-</u>
	<u>-</u>	<u>(23,912)</u>

The company has tax losses of £9,361 at 20% which are available to carry forward. The deferred tax debtor has not been recognised as the directors are uncertain when these losses will be utilised.

On 17 July 2013, legislation reducing the main rate of corporation tax to 21% from 1 April 2014 and 20% from 1 April 2015 was enacted and therefore deferred tax assets and liabilities have been provided for at a rate of 20% in these financial statements.

6. FIXED ASSET INVESTMENTS

	Investment in LP £
COST	
At 1 October 2013	
and 30 September 2014	<u>707,369</u>
PROVISIONS	
At 1 October 2013	
and 30 September 2014	<u>707,369</u>
NET BOOK VALUE	
At 30 September 2014	<u>-</u>
At 30 September 2013	<u>-</u>

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 30 September 2014

6. FIXED ASSET INVESTMENTS - continued

The company has a 30% investment in Otium Solihull LP. At the year end the company has fully provided against the investment in the LP as the directors believe there will be insufficient funds to repay the investment.

7. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	30.9.14 £	30.9.13 £
Amounts owed by joint venture LP	-	736,147
	<u>-</u>	<u>736,147</u>

8. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	30.9.14 £	30.9.13 £
Amounts owed to group undertakings	1,517,851	2,174,396
Accruals and deferred income	<u>1,500</u>	<u>1,000</u>
	<u>1,519,351</u>	<u>2,175,396</u>

9. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	30.9.14 £	30.9.13 £
2	Ordinary	£1	<u>2</u>	<u>2</u>

10. RESERVES

	Profit and loss account £
At 1 October 2013	(1,439,246)
Deficit for the year	<u>(80,102)</u>
At 30 September 2014	<u>(1,519,348)</u>

11. RELATED PARTY DISCLOSURES

At 30 September 2014, Ashflame Solihull owed £1,517,851 (2013: £2,174,396) to Countywide Developments Limited, its intermediate parent undertaking.

There are no other related party disclosures to be made concerning the year ended 30 September 2014 (2013: none).

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 30 September 2014

12. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	30.9.14	30.9.13
	£	£
Loss for the financial year	<u>(80,102)</u>	<u>(30,569)</u>
Net reduction of shareholders' funds	(80,102)	(30,569)
Opening shareholders' funds	<u>(1,439,244)</u>	<u>(1,408,675)</u>
Closing shareholders' funds	<u>(1,519,346)</u>	<u>(1,439,244)</u>

13. CONTROLLING PARTY

Ashflame Solihull Limited is a wholly owned subsidiary of Solihull Property Investments Limited, (incorporated in England and Wales). Solihull Property Investments Limited is controlled by Gallagher Investments Holdco Limited (incorporated in England and Wales).

The ultimate controlling party of the company is Mr A C Gallagher by virtue of his ownership of the entire share capital of Gallagher Investments Holdco Limited.