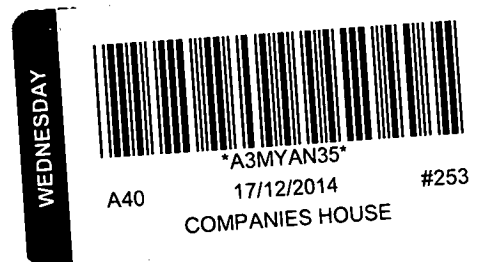


Litrose Investments Limited

**Directors' report and financial
statements**

Registered number 897216

31 July 2014



Directors' report

The directors present their directors' report and financial statements for the year ended 31 July 2014.

Principal activities

The principal activity of the Company is investment in land and the receipt of ground rents.

Results

The results for the year are set out on page 5.

The Company's profit for the financial year amounted to £18,654 (2013: £12,954).

Proposed dividend

The directors do not recommend the payment of a dividend (2013: £nil).

Directors

The directors who held office during the year and up to the date of this report were as follows:

JK Watson
RC St John Wilson
EF Ayres
KD Adey

Political and charitable contributions

The Company made no political or charitable donations or incurred any political expenditure during the year (2013: £nil).

Disclosure of information to the auditor

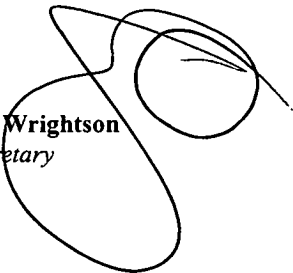
The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Auditor

KPMG Audit Plc resigned as auditor following the completion of the prior year audit pursuant to section 516 of the Companies Act 2006. Subsequently the directors appointed KPMG LLP as auditor of the Company. Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

By order of the board

GK Wrightson
Secretary



Seaton Burn House
Dudley Lane
Seaton Burn
Newcastle upon Tyne
NE13 6BE

13 October 2014

Statement of directors' responsibilities in respect of the directors' report and the financial statements

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 they have elected to prepare the financial statements in accordance with IFRSs as adopted by the EU 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 estimates that are reasonable and prudent;
- state whether they have been prepared in accordance with IFRSs as adopted by the EU; 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 the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



KPMG LLP

Quayside House
110 Quayside
Newcastle upon Tyne
NE1 3DX
United Kingdom

Independent auditor's report to the members of Litrose Investments Limited

We have audited the financial statements of Litrose Investments Limited for the year ended 31 July 2014 set out on pages 5 to 14. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the EU.

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 set out on page 2, 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

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

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 July 2014 and of its profit for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the EU; 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 year for which the financial statements are prepared is consistent with the financial statements.

Independent auditor's report to the members of Litrose Investments Limited *(continued)*

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.



Nick Plumb (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
Quayside House
110 Quayside
Newcastle Upon Tyne
NE1 3DX

13 October 2014

Income Statement
for the year ended 31 July 2014

	<i>Note</i>	2014 £	2013 £
Revenue	<i>1</i>	26,768	20,030
Cost of sales		(2,954)	(2,980)
Gross profit		23,814	17,050
Administrative expenses		(1,230)	(1,230)
Profit before taxation	<i>2,3</i>	22,584	15,820
Income tax expense	<i>4</i>	(3,930)	(2,866)
Profit for the year		18,654	12,954

Statement of Comprehensive Income
for the year ended 31 July 2014

During both the current and preceding financial year there has been no income, expenditure, gains or losses other than those recognised in the Income Statement.

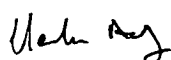
Statement of Changes in Equity
for the year ended 31 July 2014

	Share capital £	Retained earnings £	Total equity £
At 1 August 2012	2	253,815	253,817
Total comprehensive income for the period			
Profit for the financial year	-	12,954	12,954
Other comprehensive income	-	-	-
	<hr/>	<hr/>	<hr/>
Total comprehensive income for the period	-	12,954	12,954
Transactions with shareholders, recorded directly in equity	-	-	-
	<hr/>	<hr/>	<hr/>
Balance at 31 July 2013	2	266,769	266,771
Total comprehensive income for the period			
Profit for the financial year	-	18,654	18,654
Other comprehensive income	-	-	-
	<hr/>	<hr/>	<hr/>
Total comprehensive income for the period	-	18,654	18,654
Transactions with shareholders, recorded directly in equity	-	-	-
	<hr/>	<hr/>	<hr/>
Balance at 31 July 2014	2	285,423	285,425
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

Balance Sheet
at 31 July 2014

	<i>Note</i>	2014 £	2013 £
ASSETS			
Non-current assets			
Property, plant and equipment	5	100,366	100,366
Current assets			
Trade and other receivables	6	75,771	55,450
Cash and cash equivalents		115,789	120,027
Total assets		<u>291,926</u>	<u>275,843</u>
LIABILITIES			
Current liabilities			
Trade and other payables	7	1,984	5,323
Corporation tax payable		4,517	3,749
Total liabilities		<u>6,501</u>	<u>9,072</u>
Net assets		<u>285,425</u>	<u>266,771</u>
EQUITY			
Share capital	9	2	2
Retained earnings		285,423	266,769
Total equity		<u>285,425</u>	<u>266,771</u>

These financial statements were approved by the board of directors on 13 October 2014 and were signed on its behalf by:



KD Adey
Director

Company registered number: 897216

Cash Flow Statement
for the year ended 31 July 2014

<i>Notes</i>	2014 £	2013 £
Cash flows from operating activities		
Profit for the year	18,654	12,954
Profit on sale of property, plant and equipment	-	(1,330)
Income tax expense	3,930	2,866
Increase in trade and other receivables	(20,321)	(21,823)
(Decrease)/increase in trade and other payables	(3,339)	4,449
	<hr/>	<hr/>
Cash outflow from operations	(1,076)	(2,884)
Income tax paid	(3,162)	(3,307)
	<hr/>	<hr/>
Net cash outflow from operating activities	(4,238)	(6,191)
	<hr/>	<hr/>
Cash flow from investing activities		
Proceeds from sale of property	-	1,680
	<hr/>	<hr/>
Net cash inflow from investing activities	-	1,680
	<hr/>	<hr/>
Net decrease in cash and cash equivalents	(4,238)	(4,511)
Cash and cash equivalents at beginning of year	120,027	124,538
	<hr/>	<hr/>
Net cash and cash equivalents at end of year	<u>115,789</u>	<u>120,027</u>

Notes

(forming part of the financial statements)

1 Accounting policies

Basis of preparation

Litrose Investments Limited is a company incorporated and domiciled in the UK.

The financial statements have been prepared and approved by the directors in accordance with International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs") and have been prepared on a historical cost basis.

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

Effect of new standards and interpretations effective for the first time

The Company adopted the following standard during the current financial period:

- IFRS 13 'Fair Value Measurement'. The standard defines fair value and provides a single IFRS framework for measuring fair value. The adoption of this standard has not had a material effect on the Company's profit for the period or its equity.

The other standards and interpretations that are applicable for the first time in the Company's financial statements for the year ended 31 July 2014 have no effect on these financial statements.

Going concern

The Company is financed by ordinary shares, retained earnings and cash in hand. The Company is part of the Bellway p.l.c. group finance arrangements, details of which can be found in Bellway p.l.c.'s financial statements (see note 12) and therefore the director's assessment of the Company's going concern status includes reference to the wider group.

The Group's activities are financed principally by a combination of ordinary shares and bank borrowings less cash in hand. At 31 July 2014 the Group had net cash of £5.1 million having generated cash of £10.9 million during the year. The Group has operated within all of its banking covenants throughout the year. In addition, the Group had bank facilities of £300.0 million, expiring in tranches up to November 2018, with £270.0 million available for drawdown under such facilities at 31 July 2014.

The directors consider that the Group is well placed to manage business and financial risks in the current economic environment and have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Accordingly they continue to adopt the going concern basis in preparing these financial statements.

Classification of financial instruments issued by the Company

Financial instruments issued by the Company are treated as equity only to the extent that they meet the following two conditions:

- a) they include no contractual obligations upon the Company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Company; and
- b) where the instrument will or may be settled in the Company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

Notes (continued)

1 Accounting policies (continued)

Classification of financial instruments issued by the Company (continued)

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the Company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

Trade and other receivables

Trade and other receivables are stated at their fair value at the date of initial recognition and subsequently at amortised cost less allowances for impairment.

Trade and other payables

Trade payables on normal terms are not interest bearing and are stated at their nominal value.

Cash and cash equivalents

Cash and cash equivalents are defined as cash balances in hand and in the bank (including short-term cash deposits).

Contingent liabilities

Where the Company enters into financial guarantee contracts to guarantee the indebtedness of other companies within the Group, the Company considers these to be insurance arrangements, and accounts for them as such. In this respect, the Company treats the guarantee contract as a contingent liability until such time as it becomes probable that the Company will be required to make a payment under the guarantee.

Property, plant and equipment

Freehold land and ground rents are stated at cost and are reviewed annually for impairment. Impairment losses are recognised in the Income Statement.

Ground rents and freehold land are not depreciated.

Revenue

Revenue represents rents, ground rents receivable and income from retrospective consents, net of VAT, and arises in the UK. Revenue is recognised in the Income Statement on an accruals basis.

Finance income

Finance income relates to interest receivable on bank deposits and is recognised in the Income Statement as it accrues, using the effective interest rate method.

Dividends on shares presented within shareholders' funds

Dividends unpaid at the balance sheet date are only recognised as a liability at that date to the extent that they are appropriately authorised and are no longer at the discretion of the Company. Unpaid dividends that do not meet these criteria are disclosed in the notes to the financial statements.

Taxation

The charge for taxation is based on the result for the year and takes into account current and deferred taxation. The charge is recognised in the income statement except to the extent that it relates to items recognised in equity in which case it is recognised in equity.

Deferred taxation is provided for all temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised.

Notes (continued)

1 Accounting policies (continued)

Accounting estimates and judgements

There have been no significant estimates or judgements required in the preparation of the financial statements for the current year.

Standards and interpretations in issue but not yet effective

At the date of authorisation of these financial statements there were a number of standards and interpretations which were in issue and endorsed by the EU but not yet effective. These have not been applied in these financial statements and are not expected to have a material effect when adopted.

2 Auditor's remuneration

	2014 £	2013 £
<i>Included in operating profit is the following:</i>		
<i>Auditor's remuneration:</i>		
Audit of these financial statements	1,200	1,200

3 Employee information

No emoluments were paid by the Company to directors in either the current or preceding financial year. In addition, during those years, the Company employed no personnel other than the directors and incurred no staff costs.

4 Taxation

	2014 £	2013 £
<i>Current tax expense:</i>		
UK corporation tax	4,517	3,749
Adjustment in respect of prior year	(587)	(883)
	<u>3,930</u>	<u>2,866</u>

Reconciliation of effective tax rate

	2014 %	2014 £	2013 %	2013 £
Profit before taxation		22,584		15,820
Tax calculated at UK corporation tax rate	22.3	5,036	23.7	3,749
Adjustment in respect of prior year	(2.6)	(587)	(5.6)	(883)
Enhanced deductions	(2.3)	(519)	-	-
Total tax expense	17.4	<u>3,930</u>	18.1	<u>2,866</u>

Notes (continued)

4 Taxation (continued)

The corporation tax rate reduced from 24% to 23% with effect from 1 April 2013, and to 21% with effect from 1 April 2014. A further reduction to 20%, effective from 1 April 2015, will reduce the Company's current tax charge accordingly.

5 Property, plant and equipment

	Completed ground rents £	Freehold land £	Total £
<i>Cost</i>			
Cost at 1 August 2012, 1 August 2013 and 31 July 2014	30,332	70,034	100,366
	<u> </u>	<u> </u>	<u> </u>

Ground rents and freehold land are not depreciated.

6 Trade and other receivables

	2014 £	2013 £
Trade receivables	-	454
Prepayment and accrued income	10,938	12,806
Amounts owed by Group undertakings (note 11)	64,833	42,190
	<u> </u>	<u> </u>
	75,771	55,450
	<u> </u>	<u> </u>

All of the above amounts fall due within one year. None of the trade receivables are past their due dates (2013: *£nil*). The amounts owed by Group undertakings are recoverable on demand but have no due date.

7 Trade and other payables

	2014 £	2013 £
Accruals and deferred income	1,984	5,323
	<u> </u>	<u> </u>

Notes (continued)

8 Financial risk management

The Company's financial instruments predominantly comprise trade receivables, amounts owed by Group undertakings and trade payables that arise directly from its operations. The main objective of the Company's policy towards financial instruments is to maximise returns on the Company's cash balances, manage the Company's working capital requirements and finance the Company's ongoing operations.

Capital Management

The Company has significant cash in hand and at bank of £115,789 (2013: £120,027). The Company is part of the Group's banking arrangements and has access to an overdraft (see liquidity below).

Management of financial risk

The main risks associated with the Company's financial instruments have been identified as credit risk, interest rate risk, and liquidity risk. The Board is responsible for managing these risks and the policies adopted, which have remained largely unchanged during the year, are set out below.

Credit risk

In respect of trade receivables and other financial assets, the amounts presented in the balance sheet are stated after adjusting for any doubtful receivables, based on the judgement of management through using both previous experience and knowledge of the current position.

The Board considers the Company's exposure to credit risk to be acceptable and normal for an entity of its size given the industry in which it operates.

Interest rate risk

Interest rate risk reflects the Company's exposure to fluctuations in interest rates in the market. The risk arises because the Company's cash balances bear interest based on either LIBOR or at the bank's base rate.

For the year ended 31 July 2014 it is estimated that an increase of 1% in interest rates applying for the full year would increase the Company's profit before tax by £1,179 (2013: £1,223).

Liquidity risk

The Company finances its operations through a combination of cash in hand and at bank, share capital, reserves and retained earnings. The Company is party to group banking arrangements (see note 10) and as such has access to a Group overdraft facility. The Group manages its liquidity risk by monitoring existing facilities and cash flows against forecast requirements based on a two year rolling cash forecast.

Bellway p.l.c.'s banking arrangements outlined in its 2014 Annual Report and Accounts are considered to be adequate in terms of flexibility and liquidity for its medium-term cash flow needs therefore mitigating the Company's liquidity risk.

Financial assets and liabilities by category

	2014 £	2013 £
Loans and receivables	64,833	42,190
Cash and cash equivalents	115,789	120,027
	<hr/>	<hr/>
	180,622	162,217
	<hr/>	<hr/>

Notes (continued)

8 Financial risk management (continued)

Fair values

The carrying values of financial assets and liabilities are not materially different to their fair values.

9 Called up share capital

	2014	2013
	£	£
<i>Allotted, called up and fully paid</i>		
2 ordinary shares of £1 each	2	2
	<hr/>	<hr/>

10 Contingent liabilities

The Company is liable, jointly and severally with other members of the Group, under guarantees given to the Group's bankers in respect of overdrawn balances on Group bank accounts, and in respect of other overdrafts, loans and guarantees given by the banks to or on behalf of other Group undertakings. At 31 July 2014 there were Group bank overdrafts of £nil (2013: £nil) and loans of £30,000,000 (2013: £30,000,000). It is the directors' expectation that the possibility of cash outflows on these liabilities is considered minimal and no provision is required.

11 Related party disclosure

Key management personnel comprise the directors (note 3).

At 31 July 2014 Litrose Investments Limited was owed £64,833 (2013: £42,190) by Group subsidiary undertakings. The amount was for ground rents received on the company's behalf by Bellway Homes Limited, a subsidiary of Bellway p.l.c. which is the ultimate parent company of Litrose Investments Limited.

There are no transactions between the Company and other Group companies.

12 Ultimate parent company and parent company of larger group

The ultimate parent company and ultimate controlling party is Bellway p.l.c., a Company incorporated in England and Wales.

The only group in which the results of the Company are consolidated is that headed by Bellway p.l.c. Copies of the Bellway p.l.c. consolidated Group accounts can be obtained from the Company Secretary, Bellway p.l.c., Seaton Burn House, Dudley Lane, Seaton Burn, Newcastle upon Tyne, NE13 6BE.