

Registered Number 03936125

THORNFIELD PROPERTIES (LONDON) LIMITED

DIRECTORS' REPORT AND ACCOUNTS

Year ended 30 November 2009

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THORNFIELD PROPERTIES (LONDON) LIMITED

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THORNFIELD PROPERTIES (LONDON) LIMITED

Year ended 30 November 2009

Directors

J R Marcus (resigned 12 January 2010)
A Marcus (resigned 12 January 2010)
R J Chenery (appointed 12 January 2010)
N H Ferguson (appointed 12 January 2010)
R J Chenery (resigned 20 May 2010)
N H Ferguson (resigned 20 May 2010)
M DalBello (appointed 20 May 2010)
C M Castle (appointed 20 May 2010)
D Terpstra (appointed 20 May 2010)

Secretary

S A Brown (resigned 12 January 2010)
K&L Gates LLP (appointed 20 May 2010)
K&L Gates LLP (resigned 22 June 2010)
Gravitas Company Secretarial Services Ltd (appointed 22 June 2010)

Registered Office

110 Cannon Street
London
EC4N 6AR

Bankers

Bank of Scotland Plc
Gordon Street
Glasgow
G3 7RS

Auditors

KPMG LLP
15 Canada Square
London, E14 5GL

Solicitors

K&L Gates LLP
110 Cannon Street
London, EC4N 6AR

THORNFIELD PROPERTIES (LONDON) LIMITED

REPORT OF THE DIRECTORS

Year ended 30 November 2009

The directors present their report and accounts for the year ended 30 November 2009. The comparative period is 18 months to 30 November 2008.

Principal activities

Thornfield Properties (London) Limited ("TPLL"), a company incorporated in Great Britain, holds land interests in Smithfield, London EC1 comprising the General Market building and the Annex building which are collectively known as "Snowhill".

The Annex block is the southern most property within the site and comprises an island site bounded by Snow Hill to the south, Smithfield Street to the east and West Smithfield to the north.

The General Market is bounded by West Poultry Avenue, Charterhouse Street and Farringdon Road and comprises a number of former market buildings occupying a separate island site. The buildings are now largely vacant. There are four separate tenancies of retail units in the General Market and Thameslink are occupying the central area of the ground floor under a tenancy at will.

The company holds a separate long leasehold interest in a former NCP basement car park which extends underneath both the General Market and Annex sites. This was occupied in part by Thameslink and Crossrail under temporary leases until the end of 2009. Crossrail is now in occupation under the terms of an Agreement dated 2 August 2007 which grants them rights of occupation and use for the duration of the Crossrail project.

Results and dividends

The Company made a loss of £9,480,000 for the year (2008: £25,000,000). The directors do not recommend the payment of a dividend (2008: £nil).

An impairment charge of £27,087,000 (2008: £nil) was recognised on the property held for development in the year. A reversal of a previous provision against intercompany debtor of £19,521,000 was also made in the year (2008: £nil).

Review of the business and future developments

The company had incurred professional and other related costs in the current and prior periods in the working up of a development scheme and planning proposal. Under the terms of a separate Development agreement with City of London Corporation (freeholder), TPLL has the right to redevelop the building by Development Notice no later than 7 May 2020 which is sufficient to allow the Crossrail works to be completed.

THORNFIELD PROPERTIES (LONDON) LIMITED

REPORT OF THE DIRECTORS (continued)

Year ended 30 November 2009

A planning application for complete redevelopment of the site was submitted in 2007 to provide a 330,010 sq ft mixed use scheme. The split of uses provided for 250,882 sq ft office and 79,128 sq ft retail accommodation. The application was rejected following a public enquiry.

John McAslan and Partners were subsequently appointed as architects to work up proposals for an alternative scheme which was submitted to English Heritage in February 2010 and reviewed by the London Advisory Committee. The Company is currently considering the options available to it having regard to the feedback from the London Advisory Committee.

The Company was party to a credit agreement between the Company and Bank of Scotland plc (the "Bank") dated 18 October 2006 (the "Credit Agreement"). A number of events of default were outstanding under that Credit Agreement at the year end which would entitle the Bank to accelerate the debt owed under the Credit Agreement and otherwise take enforcement action against the Company and its assets. No such action was taken.

The Company was also a guarantor of a credit agreement between Thornfield Ventures Limited a fellow group company and Bank of Scotland plc (the "Bank") dated 31 January 2002 (the "Credit Agreement") and provided security over its assets in support of that guarantee. On the 5 January 2010, the Bank made demand for repayment of all amounts due under that Credit Agreement and that demand was not satisfied. Accordingly the Bank was entitled to make a claim under the Company's guarantee and, if that claim were not satisfied, take enforcement action against the Company and its assets. On 5 January Phil Bowers and Angus Martin were appointed Joint Administrators (Administrators) over the former group company Thornfield Ventures Limited.

On 20 May 2010 AIMCo RE Holdings (Luxembourg) 1 S.à r.l. acquired the debt from the bank and assigned the Bank of Scotland debt to Charterhouse Snowhill (Luxembourg) S.à r.l., a 100% subsidiary of AIMCo RE Holdings (Luxembourg) 1 S.à r.l. Also on the 20 May 2010 Snowhill RE (Luxembourg) S.à r.l. a 100% subsidiary of AIMCo RE Holdings (Luxembourg) 1 S.à r.l. acquired the company. The ultimate controlling party from this date is FREP Holdings Canada I Limited Partnership.

Prior to the acquisition of the company, the amounts of £5,404,284 owed to Thornfield Ventures Ltd, £105,579 owed to Thornfield Developments Limited and £4,594,671 owed to Thornfield Properties PLC all previous group companies, were converted in to Ordinary Shares in return for the release of the liabilities of the Company of all payments due in respect of the inter company balances.

Following the acquisition, a contribution of £21,374,538 in the form of a cash gift was received by BPP (Farringdon Road) Limited ("BPP"), a fellow group company, from London Charterhouse RE (Luxembourg) S.à r.l. a 100% subsidiary of AIMCo RE Holdings (Luxembourg) 1 S.à r.l. BPP has used these gifted funds to settle its liability to TPLL on 29 October 2010. TPLL has subsequently used this cash to settle part of its debt to Charterhouse Snowhill (Luxembourg) S.à r.l. Snowhill RE (Luxembourg) S.à r.l. gifted funds to TPLL of £27,725,462. TPLL used these gifted funds to pay off the majority of its remaining debt to Charterhouse Snowhill (Luxembourg) S.à r.l. on 2 November 2010.

THORNFIELD PROPERTIES (LONDON) LIMITED

REPORT OF THE DIRECTORS (continued)

Year ended 30 November 2009

Directors

The directors of the Company are set out on page 2, which includes those who held office throughout the year and any appointments, resignations and cessations since the year end

Registered office

The Company's registered office address is 110 Cannon Street, London, EC4N 6AR

Disclosure of information to auditors

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 auditors are unaware; and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information

Auditors

KPMG LLP was appointed as auditors during the year

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and KPMG LLP will therefore continue in office

On behalf of the Board



Clive Castle
Director

THORNFIELD PROPERTIES (LONDON) LIMITED

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 UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

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 estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, 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 proper 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 its 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.

THORNFIELD PROPERTIES (LONDON) LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF THORNFIELD PROPERTIES (LONDON) LIMITED

We have audited the financial statements of Thornfield Properties (London) Limited for the year ended 30 November 2009 set out on pages 9 to 17. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK 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 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

As explained more fully in the Directors' Responsibilities Statement set out on page 6, 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 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 (APB'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 APB's web-site at www.frc.org.uk/apb/scope/UKNP.

Qualified opinion on financial statements arising from limitation in audit scope

With respect to properties held for development having a carrying amount of £29,040,000 as at 30 November 2008, the audit evidence available to us was limited because the directors have not been able to provide evidence to support the recoverable amount at that date. As a result we have been unable to obtain sufficient appropriate audit evidence regarding the carrying amount of properties held for development as at 30 November 2008 and the amount of the impairment charge recognised in the year ended 30 November 2009. Any adjustments to these figures would have a consequential effect on the company's net liabilities at 30 November 2008 and on its loss for the periods ended 30 November 2009 and 2008. Because of the significance of this matter, we have been unable to form a view on the loss for the year ended 30 November 2009. The previous auditors were unable to form an opinion on the financial statements for the period ended 30 November 2008 with regard to the combined effect of this same limitation and a limitation over their work on the ability of the company to continue as a going concern.

Except for the financial effect solely on the comparative information for the year ended 30 November 2008 of such adjustments, if any, as might have been determined to be necessary had we been able to satisfy ourselves as to the carrying amount of properties held for development as at 30 November 2008, in our opinion the financial statements give a true and fair view of the state of the company's affairs as at 30 November 2009.

Because of the possible effect of the limitation in evidence available to us, we are unable to form an opinion as to whether the financial statements

- give a true and fair view of the company's loss for the year ended 30 November 2009,
- have been properly prepared in accordance with UK 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

Notwithstanding our qualified opinion on the financial statements, 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.



THORNFIELD PROPERTIES (LONDON) LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF THORNFIELD PROPERTIES (LONDON) LIMITED (continued)

Matters on which we are required to report by exception

In respect solely of the limitation on our work relating to properties held for development as at 30 November 2008

- we have not obtained all the information and explanations that we considered necessary for the purpose of our audit, and
- we were unable to determine whether adequate accounting records had been kept

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

- 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



WEJ Holland (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants

15 Canada Square
London E14 5GL
United Kingdom

19 November 2010

THORNFIELD PROPERTIES (LONDON) LIMITED

PROFIT AND LOSS ACCOUNT

Year ended 30 November 2009

	Note	12 months to 30 November 2009 £'000	18 months to 30 November 2008 £'000
Turnover	2	180	159
Cost of sales		(202)	(205)
		-----	-----
Gross loss		(22)	(46)
Administration expenses ¹		(7,853)	(21,721)
		-----	-----
Operating loss	3	(7,875)	(21,767)
Net interest payable	5	(1,605)	(3,233)
		-----	-----
Loss on ordinary activities before taxation		(9,480)	(25,000)
Taxation	6	-	-
		-----	-----
Loss for the financial year/ period	11	(9,480)	(25,000)
		=====	=====

¹ Includes impairment loss of £27,087,000 on properties under development (2008 £nil) and reversal of intercompany debt impairment of £19,521,000 (2008 provision of £19,521 000)

All activities derive from continuing operations.

There are no recognised gains or losses other than the loss of £9,480,000 attributable to the shareholders for the year ended 30 November 2009 (period to 30 November 2008. £25,000,000)

THORNFIELD PROPERTIES (LONDON) LIMITED

BALANCE SHEET

30 November 2009

	Note	2009		2008	
		£'000	£'000	£'000	£'000
Fixed assets					
Tangible assets	7		2,600		29,040
Current assets					
Debtors	8	20,784		20	
Cash and short term deposits		140		30	
		-----		-----	
		20,924		50	
Creditors: amounts falling due within one year	9	(60,389)		(56,475)	
		-----		-----	
Net current liabilities			(39,465)		(56,425)
			-----		-----
Total assets less current liabilities			(36,865)		(27,385)
			-----		-----
Net liabilities			(36,865)		(27,385)
			=====		=====
Capital and reserves					
Called up share capital	10		-		-
Retained earnings	11		(36,865)		(27,385)
			-----		-----
Equity shareholders' deficit	11		(36,865)		(27,385)
			=====		=====

The financial statements were approved by the Board of Directors on 19 November 2010

Signed on behalf of the Board of Directors by



Clive Castle

Director

Registered Number: 03936125

THORNFIELD PROPERTIES (LONDON) LIMITED

RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' DEFICIT

Year ended 30 November 2009

	<i>12 months to 30 November 2009 £'000</i>	<i>18 months to 30 November 2008 £'000</i>
Shareholders' deficit at beginning of year/period	(27,385)	(2,385)
Loss for the financial year/ period	(9,480)	(25,000)
Shareholders' deficit at end of year/period	<u>(36,865)</u>	<u>(27,385)</u>

THORNFIELD PROPERTIES (LONDON) LIMITED

NOTES TO THE ACCOUNTS

Year ended 30 November 2009

1. ACCOUNTING POLICIES

(a) Basis of accounting

Going concern

The financial statements have been prepared on the going concern basis notwithstanding net current liabilities at 30 November 2009 of £39,465,000, which the directors believe to be appropriate for the following reasons

As further explained in note 13 to the financial statements, subsequent to the balance sheet date, liabilities of £10,104,534 due to previous group companies were converted to ordinary shares. In addition, £21,374,538 has been received from BPP(Farringdon Road) Limited in settlement of its liability and a cash gift of £27,725,462 was received from Snowhill RE (Luxembourg) S à r.l , which has enabled the company to settle the majority of its liability of £50,000,000 due to its fellow subsidiary company Charterhouse Snowhill (Luxembourg) S à r.l. As a result of these transactions, the company is no longer in a net current liability position as at 2 November 2010.

Going forward, the company will be dependent for its working capital on funds provided to it by AIMCo RE Holdings (Luxembourg) l S à r l the current parent company who has indicated that for at least 12 months from the date of approval of these financial statements, it will continue to make available such funds as are needed by the company. In light of this and the company's forecast cash requirements for the period to December 2011 this should enable the company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment. As with any company placing reliance on other Group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason that it will not do so

(b) Cash flow statement

Under Financial Reporting Standard 1 the Company is exempt from the requirement to prepare a cash flow statement on the grounds that the company qualifies as a small company under the Companies Act 2006

(c) Related parties transactions

The Company has taken advantage of the exemption in FRS 8 'Related Party Disclosures' to dispense with the requirement to disclose transactions with group companies which are wholly owned within the group

(d) Fixed assets

All fixed assets are initially recorded at cost. Finance costs are not included in the cost of fixed assets. No depreciation is charged on assets in the course of construction. The

THORNFIELD PROPERTIES (LONDON) LIMITED

NOTES TO THE ACCOUNTS (continued)

Year ended 30 November 2009

carrying value of tangible fixed assets is reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable.

(e) 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. However 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 rate that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws or substantively enacted at the balance sheet date.

(f) Lease commitments

Rentals payable under operating leases are charged in the profit and loss account on a straight line basis over the lease term.

2 TURNOVER

Turnover, which is stated net of value added tax, represents amounts derived from rental income. Rental income is recognised in the profit and loss account on an accruals basis. Benefits to lessees in the form of rent-free periods and capital contributions are treated as a reduction in the overall return on the leases and, in accordance with UITF 28, *Operating lease incentives*, are recognised on a straight line basis over the shorter of the lease term or the period up to the initial rental review date. The resulting asset is reflected as a debtor in the balance sheet.

3 OPERATING LOSS

This is stated after charging

	<i>12 months to 30 November 2009</i>	<i>18 months to 30 November 2008</i>
	£'000	£'000
Auditors' remuneration	12	-
	=====	=====

The auditors' remuneration for the period ended 30 November 2008 was borne by a fellow group company and not recharged.

4 STAFF COSTS

No salaries or wages have been paid to the directors who are the only employees of the Company in either the current year or prior period.

THORNFIELD PROPERTIES (LONDON) LIMITED

NOTES TO THE ACCOUNTS (contained)

Year ended 30 November 2009

5 NET INTEREST PAYABLE

	<i>12 months to 30 November 2009</i>	<i>18 months to 30 November 2008</i>
	£	£
Bank interest payable	-	2
Interest received from group companies	-	2,236
Bank loan interest payable	(1,605)	(5,454)
Interest paid to group companies	-	(17)
Net interest payable	<u>(1,605)</u>	<u>(3,233)</u>
	=====	=====

6 TAX ON LOSS ON ORDINARY ACTIVITIES

(a) Tax on loss on ordinary activities

There is no current or deferred tax for the current year (18 month period ended 30 November 2008- £nil)

There is no deferred tax asset or liability in the balance sheet (18 month period ended 30 November 2008- £nil).

(b) Factors affecting current tax charge

The tax assessed on the loss on ordinary activities for the 12 months to 30 November 2009 is different to the standard rate of corporation tax in the UK of 28% (18 month period ended 30 November 2008 29 1%) The differences are reconciled below:

	<i>12 months to 30 November 2009</i>	<i>18 months to 30 November 2008</i>
	£000	£000
Loss on ordinary activities before taxation	(9,480)	(25,000)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 28% (30 November 2008 – 29 1%)	(2,654)	(7,275)
Unrecognised losses	536	1,594
Impairment loss	7,584	-
Provision (reversed)/made on intercompany debt	(5,466)	5,681
Total current tax	<u>-</u>	<u>-</u>
	=====	=====

THORNFIELD PROPERTIES (LONDON) LIMITED

NOTES TO THE ACCOUNTS (contained)

Year ended 30 November 2009

(c) Factors that may affect future tax charges

There are tax losses of £9,149,802 (18 month period ended 30 November 2008 - £7,235,784) available to carry forward against suitable future taxable profits. A deferred tax asset has not been recognised due to uncertainty as to when the losses will be utilised.

The Emergency Budget on 22 June 2010 announced that the UK corporation tax rate will reduce from 28% to 24% over a period of 4 years from 2011. The first reduction in the UK corporation tax rate from 28% to 27% was substantively enacted on 20 July 2010 and will be effective from 1 April 2011. This will reduce the company's potential future current tax charge accordingly. It has not yet been possible to quantify the full anticipated effect of the announced further 3% rate reduction, although this will further reduce the company's future current tax charge.

7 TANGIBLE FIXED ASSETS

	<i>Properties held for development</i> £'000
Cost at 30 November 2008	29,040
Additions	647
	<hr/>
At 30 November 2009	29,687
	<hr/>
Depreciation	
At 1 December 2008	-
Impairment loss in the year	(27,087)
	<hr/>
At 30 November 2009	(27,087)
	<hr/>
Net book value at 30 November 2009	2,600
	=====
Net book value at 30 November 2008	29,040
	=====

An impairment loss of £27,087,000 (2008: £nil) was recognised in the year to write the carrying amount of the property held for development down to its recoverable amount based on a formal external valuation of the property at the balance sheet date.

THORNFIELD PROPERTIES (LONDON) LIMITED

NOTES TO THE ACCOUNTS (contained)

Year ended 30 November 2009

8 DEBTORS

	<i>30 November 2009</i>	<i>30 November 2008</i>
	£'000	£'000
Trade debtors	1	19
Amounts owed by BPP (Farringdon Road) Limited	20,761	-
Other debtors and prepayments	22	1
	-----	-----
	20,784	20
	=====	=====

*A provision was made against the amount due from BPP (Farringdon Road) in the period ending 30 November 2008 (£19,521,000) which has been written back in the accounts in the year ending 30 November 2009. The liability was settled in full on 29 October 2010

9 CREDITORS

	<i>30 November 2009</i>	<i>30 November 2008</i>
	£'000	£'000
Amounts due within one year:		
Trade creditors	-	2
Accruals and deferred income	347	351
Amounts owed to Thornfield Ventures Ltd	5,345	2,403
Amounts owed to Thornfield Properties PLC	4,592	3,796
Amounts owed to Thornfield Developments Limited	105	-
Bank loan	50,000	49,923
	-----	-----
	60,389	56,475
	=====	=====

Please refer to note 13 regarding the post balance sheet event in regard to the bank loan

10. SHARE CAPITAL

	<i>Allotted, called up and fully paid</i>			
	<i>30 November 2009</i>		<i>30 November 2008</i>	
	No	£	No	£
Ordinary shares of £1 each	1	1	1	1
	=====	=====	=====	=====

THORNFIELD PROPERTIES (LONDON) LIMITED

NOTES TO THE ACCOUNTS (continued)

Year ended 30 November 2009

11 RECONCILIATION OF MOVEMENTS IN RESERVES

	<i>Share Capital*</i>	<i>Profit and loss account</i>	<i>Total share- holders' funds</i>
	£'000	£'000	£'000
At 30 November 2008	-	(27,385)	(27,385)
Loss for the year	-	(9,480)	(9,480)
	=====	=====	=====
Total shareholders deficit			
At 30 November 2009	-	(36,865)	(36,865)
	=====	=====	=====

* Less than £1,000

12 ULTIMATE CONTROLLING PARTY

At 30 November 2009 the ultimate controlling party was Thornfield Capital Limited

At the date of approval the ultimate controlling party is FREP Holdings Canada I Limited Partnership, a Canadian limited Partnership which holds investments on behalf of a number of limited partner pension clients. This is the highest and lowest level at which consolidated accounts are prepared. These accounts are not available to the public.

13 POST BALANCE SHEET EVENTS

The Company was party to a credit agreement between the Company and Bank of Scotland plc (the "Bank") dated 18 October 2006 (the "Credit Agreement"). A number of events of default were outstanding under that Credit Agreement at the year end which would entitle the Bank to accelerate the debt owed under the Credit Agreement and otherwise take enforcement action against the Company and its assets. No such action was taken.

The Company was also a guarantor of a credit agreement between Thornfield Ventures Limited a fellow group company and Bank of Scotland plc (the "Bank") dated 31 January 2002 (the "Credit Agreement") and provided security over its assets in support of that guarantee. On the 5 January 2010, the Bank made demand for repayment of all amounts due under that Credit Agreement and that demand was not satisfied. Accordingly the Bank was entitled to make a claim under the Company's guarantee and, if that claim were not satisfied, take enforcement action against the Company and its assets. On 5 January

THORNFIELD PROPERTIES (LONDON) LIMITED

NOTES TO THE ACCOUNTS (continued)

Year ended 30 November 2009

Phil Bowers and Angus Martin were appointed Joint Administrators (Administrators) over the former group company Thornfield Ventures Limited

On 20 May 2010 AIMCo RE Holdings (Luxembourg) 1 S.à r.l. acquired the debt from the bank and assigned the Bank of Scotland debt to Charterhouse Snowhill (Luxembourg) S à r l, a 100% subsidiary of AIMCo RE Holdings (Luxembourg) 1 S à r l. Also on the 20 May 2010 Snowhill RE (Luxembourg) S à r l a 100% subsidiary of AIMCo RE Holdings (Luxembourg) 1 S à r l acquired the company. The ultimate controlling party from this date is FREP Holdings Canada I Limited Partnership

Prior to the acquisition of the company, the amounts of £5,404,284 owed to Thornfield Ventures Ltd, £105,579 owed to Thornfield Developments Limited and £4,594,671 owed to Thornfield Properties PLC all previous group companies, were converted in to Ordinary Shares in return for the release of the liabilities of the Company of all payments due in respect of the inter company balances.

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