

THURSDAY

COMPANIES HOUSE

A3419JDT

A25 20/03/2014 #5

REGISTERED NUMBER OC351063

ACTON GARDENS LLP

ANNUAL REPORT AND FINANCIAL STATEMENTS

CONTENTS

	Page
Members' report	1
Independent auditors' report to the Members of Acton Gardens LLP	4
Profit and loss account	6
Balance sheet	7
Cash flow statement	8
Notes to the financial statements	9

ACTON GARDENS LLP

MEMBERS' REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2013

The Members present their report and the audited financial statements for Acton Gardens LLP (the "Partnership") for the year ended 30 September 2013

PRINCIPAL ACTIVITIES

The Partnership is a joint venture whose Designated Members are Countryside Properties (UK) Limited and Zest Homes Limited. The relevant percentage of each Members' interest is 50% respectively. Control is exercised pursuant to a Limited Liability Partnership Agreement dated 25 March 2011.

On 25 March 2011 the Partnership entered into a Development Agreement with Ealing Borough Council for the acquisition and re-development of circa 40 developable acres of land adjacent to Bollo Bridge Road, South Acton, Ealing.

Under the Project Management Administration and Accounting, Sales and Marketing and Regeneration Agreement dated 25 March 2011, Countryside Properties (Joint Ventures) Limited provides project management, administration and sales and marketing services and Zest Homes Limited provides regeneration services to the Partnership.

Countryside Properties (In Partnership) Limited provides design and build construction services to the Partnership for Phases 1 and 2 of the development under contracts dated 25 March 2011 and 10 October 2013 respectively.

REVIEW OF BUSINESS AND FUTURE ACTIVITIES

To be developed in up to 11 Phases, the development known as Acton Gardens will ultimately comprise up to 1,291 new private homes, 1,277 homes for rent and shared ownership through a Registered Provider and associated infrastructure and community facilities.

Construction of Phase 1 comprising 80 private and 87 units for rental/shared ownership commenced in June 2011. 77 private units legally completed during the year (2012 £Nil), with the remaining 3 private units being retained to be used as a sales and marketing suite for Phase 2.

79 completed new homes for rental/shared ownership were transferred to the Registered Provider, London & Quadrant Housing Trust in the year (2012 £Nil). It is anticipated that the remaining 8 homes will be built complete by November 2013.

On 5 September 2012 the Partnership secured outline planning consent for the development of Phases 3-11 and detailed planning consent for Phase 2 which will comprise 60 private homes and 46 affordable homes. Development of Phase 2 commenced in October 2013 with the first new homes of this Phase due by May 2015.

ACTON GARDENS LLP

MEMBERS' REPORT (Continued) FOR THE YEAR ENDED 30 SEPTEMBER 2013

REVIEW OF BUSINESS AND FUTURE ACTIVITIES (continued)

Trading results

The Partnership recorded a profit for the financial year before Members' allocation of £5,519,388 (2012 £239,992) which is reported in the profit and loss account on page 6

During the year the Partnership paid a distribution of £0 22m (2012 £Nil) to the Members in the Partnership ratio. A further distribution of £5 52m is proposed to be made in the Partnership ratio in November 2013.

Financing

Pursuant to the Limited Liability Partnership Agreement dated 25 March 2011 the Partnership had committed secured funding by way of non-interest-bearing loans of £Nil (2012 £9 08m) from the Members to finance the development at the balance sheet date.

The Members will continue to fund the future development activities of the Partnership for the foreseeable future, in accordance with the Agreement.

The Agreement makes provision for the working capital requirements of the Partnership in priority to Members' drawings and/or distributions and repayment of Members' Loans.

At 30 September 2013, amounts advanced to the Partnership by Designated Members were as disclosed below. These amounts are treated as equity for the purposes of these financial statements.

	2013 £m	2012 £m
Zest Homes Limited	-	4 54
Countryside Properties (UK) Limited	-	4 54
	<hr/>	<hr/>
	-	9 08
	<hr/>	<hr/>

Net increase in cash for the year was £6 36m (2012 £0 04m)

On 30 November 2012 the Partnership paid a distribution of £0 22m to the Members in the Partnership ratio in accordance with the terms of the Agreement. A further interim distribution of £5 52m was proposed and paid in the Partnership ratio on 29 November 2013 (Note 16).

GOING CONCERN

The Members have confirmed that they will continue to fund the Partnership's future cash requirements and as such it is considered that there is a reasonable expectation that the Partnership has adequate resources to continue in operational existence for the foreseeable future. For this reason, the Members continue to adopt the going concern basis in preparing the financial statements.

ACTON GARDENS LLP

MEMBERS' REPORT (Continued) FOR THE YEAR ENDED 30 SEPTEMBER 2013

MEMBERS' RESPONSIBILITIES STATEMENT IN RESPECT OF THE FINANCIAL STATEMENTS

The Members are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations

Company law as applied to limited liability partnerships by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 (the "Regulations") requires the Members to prepare financial statements for each financial year. Under that law the Members have prepared the Partnership financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law as applied to limited liability partnerships the members 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 Partnership and of the profit or loss of the Partnership for that period. In preparing these financial statements, the Members are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting 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

The Members are responsible for keeping adequate accounting records that are sufficient to show and explain the Partnership's transactions and disclose with reasonable accuracy at any time the financial position of the Partnership and enable them to ensure that the financial statements comply with the Companies Act 2006 as applied to limited liability partnerships by the Regulations. They are also responsible for safeguarding the assets of the Partnership and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

DISCLOSURE OF INFORMATION TO AUDITORS

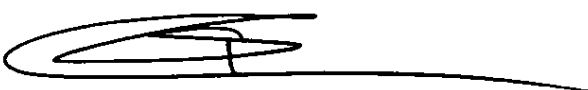
So far as the Members are aware, there is no relevant audit information of which the Partnership's auditors are not aware. The Members have taken all the relevant steps that they ought to have taken in their duty as a Member to make themselves aware of any relevant audit information and to establish that the Partnership's auditors are aware of that information.

The confirmation is given and should be interpreted in accordance with the provisions of Section 418 of the Companies Act 2006.

PricewaterhouseCoopers LLP have indicated their willingness to continue in office as independent auditors and accordingly they are deemed to be re-appointed as independent auditors for a further term.

The Members' Report has been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006, as modified by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008.

On behalf of



Countryside Properties (UK) Limited
Designated Member

5th February 2014

ACTON GARDENS LLP

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ACTON GARDENS LLP

We have audited the financial statements of Acton Gardens LLP for the year ended 30 September 2013 which comprise the Profit and Loss Account, the Balance Sheet, the Cash Flow Statement 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 MEMBERS AND AUDITORS

As explained more fully in the Members' Responsibilities Statement set out on page 3, the Members 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 Members of the Partnership as a body in accordance with the Companies Act 2006 as applied to limited liability partnerships by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 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 limited liability partnership's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the designated members, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Annual report 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 limited liability partnership's affairs as at 30 September 2013 and of its profit and cash flows 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 as applied to limited liability partnerships by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008

ACTON GARDENS LLP

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
ACTON GARDENS LLP (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 as applied to limited liability partnerships 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
- we have not received all the information and explanations we require for our audit



Christopher Burns (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London

5 February 2014

ACTON GARDENS LLP

PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 30 SEPTEMBER 2013

	Note	2013 £	2012 £
Turnover	1 & 14	28,300,946	6,351,577
Cost of sales		(22,703,396)	(6,033,998)
		<hr/>	<hr/>
Gross profit		5,597,550	317,579
Administrative expenses	2	(77,700)	(77,450)
		<hr/>	<hr/>
Operating profit	3 & 14	5,519,850	240,129
Interest payable and similar charges	4	(462)	(137)
		<hr/>	<hr/>
PROFIT FOR THE FINANCIAL YEAR AVAILABLE FOR DISCRETIONARY DIVISION AMONG MEMBERS	11	5,519,388	239,992
Members' discretionary profit allocation		(216,568)	-
		<hr/>	<hr/>
PROFIT FOR THE FINANCIAL YEAR AVAILABLE AFTER DISCRETIONARY DIVISION AMONG MEMBERS		5,302,820	239,992
		<hr/>	<hr/>

The profit for the financial years arise from continuing operations

There is no material difference between the profit on ordinary activities and the profit for the year stated above and their historical cash equivalents

There are no recognised gains and losses for the current year other than as stated in the profit and loss account and therefore no separate statement of recognised gains and losses has been presented

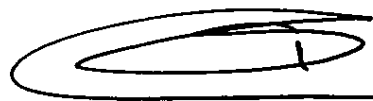
The notes on pages 9 to 15 form part of these financial statements

ACTON GARDENS LLP

BALANCE SHEET
AS AT 30 SEPTEMBER 2013

	Note	2013 £	2012 £
CURRENT ASSETS			
Stocks	5	3,123,605	10,302,679
Debtors	6	276,985	1,252,829
Cash at bank and in hand		6,432,893	71,800
		<u>9,833,483</u>	<u>11,627,308</u>
 CREDITORS amounts falling due within one year	 7	 <u>(3,975,850)</u>	 <u>(2,323,552)</u>
 NET CURRENT ASSETS		 <u>5,857,633</u>	 <u>9,303,756</u>
 CREDITORS amounts falling due after one year	 8	 <u>(338,245)</u>	 <u>-</u>
 NET ASSETS ATTRIBUTABLE TO MEMBERS		 <u>5,519,388</u>	 <u>9,303,756</u>
 REPRESENTED BY			
 MEMBERS' OTHER INTERESTS			
Members' capital	10	-	9,087,188
Members' other interest – other reserves classified as equity	9	<u>5,519,388</u>	<u>216,568</u>
 TOTAL MEMBERS' INTERESTS	 11	 <u>5,519,388</u>	 <u>9,303,756</u>

The financial statements on pages 6 to 15 were approved by the Members and were signed on their behalf by



Countryside Properties (UK) Limited
Designated Member

5th February 2014

Registered Number OC351063

ACTON GARDENS LLP

CASH FLOW STATEMENT
FOR THE YEAR ENDED 30 SEPTEMBER 2013

	Note	2013 £	2013 £	2012 £	2012 £
NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES	12		15,665,311		(5,941,982)
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE					
Interest paid	4	<u>(462)</u>		<u>(137)</u>	
NET CASH OUTFLOW FROM RETURNS ON INVESTMENTS AND SERVICING OF FINANCE			<u>(462)</u>		<u>(137)</u>
NET CASH INFLOW/(OUTFLOW) BEFORE FINANCING			15,664,849		(5,942,119)
FINANCING					
Transactions with Members and former Members					
(Decrease)/increase in Members' loans	11		(9,087,188)		5,980,436
Members' profit allocation	11		<u>(216,568)</u>		<u>-</u>
NET CASH (OUTFLOW)/INFLOW FROM FINANCING	13		<u>(9,303,756)</u>		<u>5,980,436</u>
INCREASE IN CASH IN THE YEAR	13		<u>6,361,093</u>		<u>38,317</u>

ACTON GARDENS LLP

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2013

1 ACCOUNTING POLICIES

Basis of preparation

These financial statements are prepared on the going concern basis, under the historical cost convention in accordance with applicable United Kingdom accounting standards, in accordance with the Companies Act 2006 (as applied to Limited Liability Partnerships) and the requirements of the Statement of Recommended Practice "Accounting by Limited Liability Partnerships" (issued March 2010)

The principal accounting policies of the Partnership which have been applied consistently in the current year are as follows

Turnover

Turnover comprises sales of properties where building has been completed and the property has been legally transferred to the purchaser and is included at the value of the total consideration receivable by the Partnership

In the case of long term building contracts, turnover includes amounts invoiced during the year for work certified as completed on the contract. Turnover on land is recognised when all material aspects of the contract have been completed

Stocks

Stocks are stated at the lower of cost and net realisable value. Cost comprises direct materials, direct labour costs and those overheads which have been incurred in bringing the stocks to their present location and condition. Net realisable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing and selling

Deferred income

Deferred income represents advance cash deposits for the purchase of properties which are recognised as turnover on completion of sale of the related properties

Gross profit/(loss)

Profit is taken on legal completion of each property sale or land disposal assuming all material aspects of the contract have been completed, except in the case of long-term building contracts where attributable profit is taken having regard to the proportion of the contract completed at the balance sheet date. Profit is taken at the anticipated margin for each development. Losses are taken to the profit and loss account when identified

Members' drawings and allocation of profits/(losses)

Members' drawings including the allocation of profits/(losses) and distributions to Members is pursuant to a Limited Liability Partnership Agreement dated 25 March 2011. The Agreement makes provision for the working capital requirements of the Partnership in priority to Members' drawings and/or distributions and repayment of Members' Loans. Unallocated profits/(losses) are included in the profit and loss account reserves within Members' Interests

Trade creditors

Trade creditors on normal terms are not interest-bearing and are stated at their nominal value

Taxation

The Partnership is not liable to taxation and any liability or benefit for taxation arising on profits or losses from the Partnership is borne by the Members

ACTON GARDENS LLP

NOTES TO THE FINANCIAL STATEMENTS (Continued) FOR THE YEAR ENDED 30 SEPTEMBER 2013

1 ACCOUNTING POLICIES (Continued)

Members' loans

The Members' loans have been classified as equity in accordance with Statement of Recommended Practice "Accounting by Limited Liability Partnerships" (issued March 2010)

Members' loans included within Members' Capital are repayable on demand and on the disposal of the underlying net assets of the Partnership and may therefore fall due after more than one year

Members' loans rank in priority to other unsecured creditors in the event of a winding up

2 ADMINISTRATIVE EXPENSES

	2013 £	2012 £
Audit services		
- Statutory audit	5,200	5,200
Tax services		
- Compliance services	2,500	2,250
Other services		
- Accountancy and administration	70,000	70,000
	<u>77,700</u>	<u>77,450</u>

3 OPERATING PROFIT

Members' remuneration paid by the Partnership in the year ended 30 September 2013 amounted to £Nil (2012 £Nil) The Partnership had no employees in the year (2012 None)

The Partnership is a Limited Liability Partnership The Designated Members at the balance sheet date are Zest Homes Limited and Countryside Properties (UK) Limited and their 'relevant percentage' (proportion of investment) is 50% respectively All Designated Members are represented on the Board of the Partnership

4 INTEREST PAYABLE AND SIMILAR CHARGES

	2013 £	2012 £
Other interest payable	462	137
	<u>462</u>	<u>137</u>

5 STOCKS

	2013 £	2012 £
Land	131,748	-
Development work in progress	2,991,857	10,302,679
	<u>3,123,605</u>	<u>10,302,679</u>

ACTON GARDENS LLP

NOTES TO THE FINANCIAL STATEMENTS (Continued)
FOR THE YEAR ENDED 30 SEPTEMBER 2013

6 DEBTORS

	2013 £	2012 £
Trade debtors	205,545	1,221,215
Other taxation	<u>71,440</u>	<u>31,614</u>
	<u>276,985</u>	<u>1,252,829</u>

Trade debtors include amounts due from related party undertakings as disclosed in Note 15

7 CREDITORS amounts falling due within one year

	2013 £	2012 £
Trade creditors	898,634	2,309,852
Accruals and deferred income	7,700	13,700
Land creditors	<u>3,069,516</u>	<u>-</u>
	<u>3,975,850</u>	<u>2,323,552</u>

Trade creditors include amounts due to related undertakings as disclosed in Note 15

8 CREDITORS amounts falling due after one year

	2013 £	2012 £
Trade creditors	<u>338,245</u>	<u>-</u>
	<u>338,245</u>	<u>-</u>

Trade creditors include amounts due to related undertakings as disclosed in Note 15

9 MEMBERS' OTHER INTERESTS – OTHER RESERVES CLASSIFIED AS EQUITY

	2013 £	2012 £
Profit attributable to each Member		
Zest Homes Limited	2,759,694	108,284
Countryside Properties (UK) Limited	<u>2,759,694</u>	<u>108,284</u>
	<u>5,519,388</u>	<u>216,568</u>

ACTON GARDENS LLP

NOTES TO THE FINANCIAL STATEMENTS (Continued)
FOR THE YEAR ENDED 30 SEPTEMBER 2013

10 MEMBERS' CAPITAL

	2013 £	2012 £
Zest Homes Limited	-	4,543,594
Countryside Properties (UK) Limited	-	4,543,594
	-	9,087,188

All Designated Members are represented on the Board of the Partnership. Each Designated Member has a voting right in their equity proportion on operational management. No Designated Member has ultimate control.

11 TOTAL MEMBERS' INTERESTS

	Members' Capital £	Profit and Loss Account £	Total £
Members' interests at 1 October 2012	9,087,188	216,568	9,303,756
Net repayments of capital in the financial year	(9,087,188)	-	(9,087,188)
Profit	-	5,519,388	5,519,388
for the financial year available for discretionary division among Members			
Members discretionary profit allocation in the year	-	(216,568)	(216,568)
Members' interests at 30 September 2013	-	5,519,388	5,519,388

12 RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES

	2013 £	2012 £
Operating profit	5,519,850	240,129
Decrease/(increase) in stocks	7,179,074	(7,543,189)
Decrease/(increase) in debtors	975,844	(927,967)
Increase in creditors	1,990,543	2,289,045
Net cash inflow/(outflow) from operating activities	15,665,311	(5,941,982)

ACTON GARDENS LLP

NOTES TO THE FINANCIAL STATEMENTS (Continued)
FOR THE YEAR ENDED 30 SEPTEMBER 2013

13 ANALYSIS OF CHANGES IN NET (DEBT)/FUNDS

	1 Oct 2012 £	Cash flow £	30 Sept 2013 £
Cash at bank and in hand	71,800	6,361,093	6,432,893
Members' loans due after more than one year	(9,087,188)	9,087,188	-
	<u>(9,015,388)</u>	<u>15,448,281</u>	<u>6,432,893</u>

RECONCILIATION OF NET CASH FLOW TO MOVEMENTS IN NET (DEBT)/FUNDS

	2013 £	2012 £
Increase in cash	6,361,093	38,317
Decrease/(increase) in debt	9,087,188	(5,980,436)
Movement in net cash/(debt)	15,448,281	(5,942,119)
Opening net debt	(9,015,388)	(3,073,269)
Closing net cash/(debt)	<u>6,432,893</u>	<u>(9,015,388)</u>

14 ANALYSIS BY ACTIVITY

	Turnover 2013 £	Turnover 2012 £	Operating Profit 2013 £	Operating Profit 2012 £
Speculative Housing	25,213,250	-	5,373,942	-
Design & Build Contracting	<u>3,087,696</u>	<u>6,351,577</u>	<u>145,908</u>	<u>240,129</u>
	<u>28,300,946</u>	<u>6,351,577</u>	<u>5,519,850</u>	<u>240,129</u>

All of the Partnership's turnover arises in the United Kingdom

The Partnership accounts for interest centrally and considers that any segmental apportionment of interest would not be meaningful

The net assets of Design and Build Contracting are immaterial compared to the Partnership's net assets and as such have not been separately disclosed

ACTON GARDENS LLP

NOTES TO THE FINANCIAL STATEMENTS (Continued) FOR THE YEAR ENDED 30 SEPTEMBER 2013

15 RELATED PARTY TRANSACTIONS

The Partnership is a joint venture whose Designated Members are Countryside Properties (UK) Limited and Zest Homes Limited. The relevant percentage of each Members' interest is 50% respectively. Control is exercised pursuant to a Limited Liability Partnership Agreement dated 25 March 2011.

Countryside Properties (Joint Ventures) Limited provides project management, administration and sales and marketing services to the Partnership under the Project Management, Administration & Accounting, Sales and Marketing and Regeneration Agreement dated 25 March 2011.

Countryside Properties (In Partnership) Limited provides Design and Build construction services for Phases 1 and 2 of the development under contracts dated 25 March 2011 and 10 October 2013 respectively.

Both Countryside Properties (Joint Ventures) Limited and Countryside Properties (In Partnership) Limited are wholly owned subsidiaries of Countryside Properties (UK) Limited and are considered to be related parties.

The Partnership has had the following transactions with related parties during the year:

Countryside Properties (UK) Limited and associates

	2013 £	2012 £
Legal, sales and marketing services	294,177	101,770
Project management fees	187,963	101,689
Accounting and administration services	70,000	70,000
Design and Build contracting	9,243,081	11,531,410
	<u>9,795,221</u>	<u>11,804,869</u>

Zest Homes Limited and associates

	2013 £	2012 £
Regeneration and marketing services	278,189	132,195
Design and Build contracting for affordable housing	3,087,696	6,404,158
	<u>3,365,885</u>	<u>6,536,353</u>

As at the balance sheet date, the following balances were owed by/to the Partnership to related parties in addition to the Members' loans disclosed in note 10:

Amounts due to Countryside Properties (UK) Limited and associates

	2013 £	2012 £
Legal services	3,510	-
Design and Build contracting	568,522	1,756,648
	<u>572,032</u>	<u>1,756,648</u>

ACTON GARDENS LLP

NOTES TO THE FINANCIAL STATEMENTS (Continued) FOR THE YEAR ENDED 30 SEPTEMBER 2013

15 RELATED PARTY TRANSACTIONS (Continued)

Amounts due from Zest Homes Limited and associates

	2013 £	2012 £
Design and Build contracting for affordable housing	<u>205,545</u>	<u>1,221,215</u>

16 POST BALANCE SHEET EVENT

In accordance with the terms of the Partnership Agreement, an Interim distribution of £5,519,388 was proposed and paid to the Members in the Partnership ratios on 29 November 2013

17 ULTIMATE PARENT UNDERTAKINGS AND CONTROLLING ENTITIES

The Partnership is a joint venture between Countryside Properties (UK) Limited and Zest Homes Limited

The ultimate parent company of Countryside Properties (UK) Limited in the United Kingdom is Copthorn Holdings Limited. The smallest group into which the Partnership is consolidated is Countryside Properties Plc Group. All companies are incorporated in the United Kingdom. Financial statements for the companies which comprise the Copthorn Holdings Limited Group are available from the Company Secretary, Countryside House, The Drive, Brentwood, Essex, CM13 3AT.

On 16 April 2013 the entire share capital of Copthorn Holdings Limited was acquired by OCM Luxembourg Coppice Holdco Sarl and existing Management. The ultimate parent company of OCM Luxembourg Coppice Holdco Sarl and the largest group into which the Company is consolidated is OCM Luxembourg Coppice Topco Sarl. All entities are incorporated in Luxembourg.

OCM Luxembourg Coppice Topco Sarl is owned by certain investment funds managed and advised by Oaktree Capital Management L.P., a global investment manager headquartered in Los Angeles, USA. By virtue of its ownership of Oaktree Capital Management L.P., the ultimate parent and controlling entity is considered to be Oaktree Capital Group LLC, an entity organised in the USA and listed on the New York Stock Exchange.

The ultimate parent undertaking and controlling entity of Zest Homes Limited is considered to be London & Quadrant Housing Trust. The smallest and the largest group into which the Partnership's results are consolidated is considered to be London & Quadrant Housing Trust. All entities are registered in the United Kingdom and financial statements for all entities can be obtained from London & Quadrant, One Kings Hall Mews, Lewisham, London SE13 5JQ.