

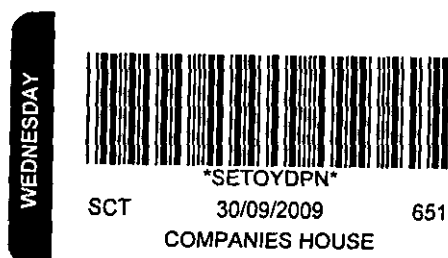
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Company Registration No. SC263072 (Scotland)

**THE ACTIVE RETAIL ROOKERY FUND (GENERAL PARTNER) LIMITED**

**DIRECTORS' REPORT AND  
FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 MARCH 2009**



***Saffery Champness***  
CHARTERED ACCOUNTANTS

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# **THE ACTIVE RETAIL ROOKERY FUND (GENERAL PARTNER) LIMITED**

## **COMPANY INFORMATION**

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<b>Directors</b>	M S Hunter R Phillips I R Watters
<b>Secretary</b>	H C Abram
<b>Company number</b>	SC263072
<b>Registered office</b>	17 Rutland Street Edinburgh EH1 2AE
<b>Auditors</b>	Saffery Champness Edinburgh Quay 133 Fountainbridge Edinburgh EH3 9BA
<b>Bankers</b>	Bank of Scotland 4th Floor New Uberior House 11 Earl Grey Street Edinburgh EH3 9BN
<b>Solicitors</b>	Morton Fraser 30 - 31 Queen Street Edinburgh EH2 1JX

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# THE ACTIVE RETAIL ROOKERY FUND (GENERAL PARTNER) LIMITED

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# **THE ACTIVE RETAIL ROOKERY FUND (GENERAL PARTNER) LIMITED**

## **DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2009**

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The directors present their report and financial statements for the year ended 31 March 2009.

### **Principal activities**

The principal activity of the company continued to be the management of property investments.

### **Directors**

The following directors have held office since 1 April 2008:

A R Lovelady	(Resigned 7 July 2009)
W J T Barrow	(Resigned 7 July 2009)
M S Hunter	
R Phillips	
I R Watters	

### **Auditors**

Saffery Champness were appointed auditors to the company and in accordance with section 487(2) of the Companies Act 2006, a resolution proposing that they be re-appointed will be put to the Annual General Meeting.

### **Statement of directors' responsibilities**

The directors are responsible for preparing 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). The financial statements are required by law to 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;
- 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 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 1985. 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.

**THE ACTIVE RETAIL ROOKERY FUND (GENERAL PARTNER) LIMITED**

**DIRECTORS' REPORT (continued)  
FOR THE YEAR ENDED 31 MARCH 2009**

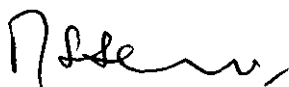
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**Statement of disclosure to auditors**

So far as each director is aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information.

This report has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

On behalf of the board



.....  
M S Hunter

Director

12/8/09  
.....

## **THE ACTIVE RETAIL ROOKERY FUND (GENERAL PARTNER) LIMITED**

### **INDEPENDENT AUDITORS' REPORT**

### **TO THE SHAREHOLDERS OF THE ACTIVE RETAIL ROOKERY FUND (GENERAL PARTNER) LIMITED**

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We have audited the financial statements on pages 5 to 10. These financial statements have been prepared in accordance with the accounting policies set out therein and the requirements of the Financial Reporting Standard for Smaller Entities (effective January 2007) .

#### **Respective responsibilities of the directors and auditors**

As described in the statement of directors' responsibilities on page 2, the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. 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.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the directors' report is consistent with the financial statements. We also report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the directors' report and consider the implications for our report if we become aware of any apparent misstatements within it.

#### **Basis of audit opinion**

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

**THE ACTIVE RETAIL ROOKERY FUND (GENERAL PARTNER) LIMITED**

**INDEPENDENT AUDITORS' REPORT (continued)**

**TO THE SHAREHOLDERS OF THE ACTIVE RETAIL ROOKERY FUND (GENERAL PARTNER) LIMITED**

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**Opinion**

In our opinion:

the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 March 2009 and of its loss for the year then ended; and

the financial statements have been properly prepared in accordance with the Companies Act 1985; and

the information given in the directors' report is consistent with the financial statements.

  
**Saffery Champness**

18 September 2009  
.....

Chartered Accountants  
**Registered Auditors**

Edinburgh Quay  
133 Fountainbridge  
Edinburgh  
EH3 9BA

**THE ACTIVE RETAIL ROOKERY FUND (GENERAL PARTNER) LIMITED**

**PROFIT AND LOSS ACCOUNT  
FOR THE YEAR ENDED 31 MARCH 2009**

		<b>Year ended 31 March 2009 £</b>	<b>Year ended 31 March 2008 £</b>
	<b>Notes</b>		
<b>Turnover</b>		153,449	185,691
Administrative expenses		(153,594)	(185,888)
<b>Operating loss</b>		(145)	(197)
Other interest receivable and similar income	<b>2</b>	145	197
<b>Loss on ordinary activities before taxation</b>		-	-
Tax on loss on ordinary activities	<b>3</b>	-	-
<b>Loss for the year</b>		-	-

The notes on pages 7 to 10 form part of these financial statements.

**THE ACTIVE RETAIL ROOKERY FUND (GENERAL PARTNER) LIMITED**

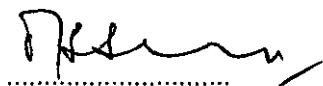
**BALANCE SHEET  
AS AT 31 MARCH 2009**

	Notes	2009 £	£	2008 £	£
<b>Fixed assets</b>					
Investments	4		10		10
<b>Current assets</b>					
Debtors	5	35,427		54,155	
Cash at bank and in hand		4,181		1,186	
		<u>39,608</u>		<u>55,341</u>	
<b>Creditors: amounts falling due within one year</b>	6	<u>(39,616)</u>		<u>(55,349)</u>	
<b>Net current liabilities</b>			<u>(8)</u>		<u>(8)</u>
<b>Total assets less current liabilities</b>			<u>2</u>		<u>2</u>
<b>Capital and reserves</b>					
Called up share capital	7		<u>2</u>		<u>2</u>
<b>Shareholders' funds</b>			<u>2</u>		<u>2</u>

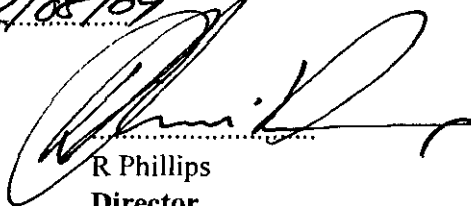
These financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies and with the Financial Reporting Standard for Smaller Entities (effective January 2007).

The notes on pages 7 to 10 form part of these financial statements.

Approved by the Board for issue on 12/08/09



M S Hunter  
Director



R Phillips  
Director

Company Registration No. SC263072

# THE ACTIVE RETAIL ROOKERY FUND (GENERAL PARTNER) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2009

---

### 1 Accounting policies

#### 1.1 Accounting convention

The financial statements are prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2007).

#### 1.2 Compliance with accounting standards

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently (except as otherwise stated).

#### 1.3 Turnover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts.

#### 1.4 Investments

Fixed asset investments are stated at cost less provision for diminution in value.

2 Investment income	2009 £	2008 £
Bank interest	145	197
	<u>145</u>	<u>197</u>

### 3 Taxation

On the basis of these financial statements no provision has been made for corporation tax.

# THE ACTIVE RETAIL ROOKERY FUND (GENERAL PARTNER) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 31 MARCH 2009

### 4 Fixed asset investments

	Unlisted investments £
<b>Cost</b>	
At 1 April 2008 & at 31 March 2009	10
<b>Net book value</b>	
At 31 March 2009	10
At 31 March 2008	10

The company is a partner in a limited partnership, The Active Retail Rookery Fund. The registered office of this limited partnership is 30-31 Queen Street, Edinburgh, EH2 1JX.

The financial statements of The Active Retail Rookery Fund have been appended to these financial statements in accordance with the terms of The Partnerships and Unlimited Companies (Accounts) (Amendment) Regulations 2005.

5 Debtors	31 March 2009 £	31 March 2008 £
Trade debtors	35,307	54,153
Other debtors	120	2
	<u>35,427</u>	<u>54,155</u>

6 Creditors: amounts falling due within one year	31 March 2009 £	31 March 2008 £
Trade creditors	17,938	54,153
Other creditors	21,678	1,196
	<u>39,616</u>	<u>55,349</u>

**THE ACTIVE RETAIL ROOKERY FUND (GENERAL PARTNER) LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS (continued)  
FOR THE YEAR ENDED 31 MARCH 2009**

<b>7 Share capital</b>	<b>31 March 2009 £</b>	<b>31 March 2008 £</b>
<b>Authorised</b>		
50,000 A Ordinary Shares of £1 each	50,000	50,000
50,000 B Ordinary Shares of £1 each	50,000	50,000
	<u>100,000</u>	<u>100,000</u>
<b>Allotted, called up and fully paid</b>		
1 A Ordinary share of £1 each	1	1
1 B Ordinary share of £1 each	1	1
	<u>2</u>	<u>2</u>

**8 Control**

The directors do not consider there to be one controlling party.

# THE ACTIVE RETAIL ROOKERY FUND (GENERAL PARTNER) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 31 MARCH 2009

### 9 Related party transactions

	Year ended 31 March 2009 £	Year ended 31 March 2008 £
Management fees paid to:		
Hunter Property Fund Management Limited	72,994	89,480
Centenary Investments Limited	72,994	89,480
Expenses reimbursed to:		
Hunter Property Fund Management Limited	2,168	1,815
Centenary Investments Limited	5,422	4,904
Received from The Active Retail Rookery Fund:		
Management fees	146,278	178,960
Expenses reimbursed	7,171	6,731
The balances due to/(from) related parties at the year end were as follows:		
Hunter Property Fund Management Limited	17,938	26,272
Centenary Investments Limited	-	27,881
The Active Retail Rookery Fund	(28,983)	(52,957)

M S Hunter, a director of the company, is also a director of Hunter Property Fund Management Limited.

R Phillips, a director of the company, is also a director of Centenary Investments Limited.

The Active Retail Rookery Fund (General Partner) Limited is a partner in The Active Retail Rookery Fund.



Registration No. SL005173 (Scotland)

**THE ACTIVE RETAIL ROOKERY FUND**  
**FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 MARCH 2009**

***Saffery Champness***  
CHARTERED ACCOUNTANTS

## THE ACTIVE RETAIL ROOKERY FUND

### PARTNERSHIP INFORMATION

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<b>Partners</b>	Active Retail Fund Breezeclip Limited Active Retail Rookery Fund (General Partner) Limited
<b>Registered number</b>	SL005173
<b>Portfolio managers</b>	Hunter Property Fund Management Limited 17 Rutland Street Edinburgh EH1 2AE
<b>Special asset managers</b>	Centenary Investments Limited Greybrook House 28 Brook Street London W1K 5DH
<b>Property managers</b>	DTZ 48 Warwick Street London W1B 5NL
<b>Auditors</b>	Saffery Champness Edinburgh Quay 133 Fountainbridge Edinburgh EH3 9BA
<b>Solicitors</b>	Morton Fraser 30-31 Queen Street Edinburgh EH2 1JX  Forsters 31 Hill Street London W1J 5LS
<b>Valuers</b>	Cushman & Wakefield 43/45 Portman Square London W1A 3BG

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## THE ACTIVE RETAIL ROOKERY FUND

### PARTNERSHIP INFORMATION

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#### Operator

PIInvests  
Suite 101A  
3 Whitehall Court  
London  
SW1A 2EL

#### Bankers

Bank of Scotland  
4th Floor  
New Ueberior House  
11 Earl Grey Street  
Edinburgh  
EH3 9BN

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# **THE ACTIVE RETAIL ROOKERY FUND**

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Profit and loss account	5
Statement of total recognised gains and losses	6
Balance sheet	7
Notes to the financial statements	8 - 13

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## **THE ACTIVE RETAIL ROOKERY FUND**

### **PARTNERS' REPORT FOR THE YEAR ENDED 31 MARCH 2009**

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The partners' report and financial statements for the year ended 31 March 2009.

#### **Principal activities**

The principal activity of the limited partnership continued to be that of the management and redevelopment of commercial properties.

#### **Review of the business**

The partners consider the retained profit for the year ended 31 March 2009 to be satisfactory.

#### **Legislation**

In accordance with the terms of The Partnerships and Unlimited Companies (Accounts) (Amendment) Regulations 2005 these financial statements have been prepared in accordance with the disclosure requirements of the Companies Act 1985. References throughout these financial statements to the Companies Act 1985 apply as if the limited partnership were a company of similar size and nature.

#### **Partners**

A list of the partners of The Active Retail Rookery Fund can be found within these financial statements.

Each partner has committed loans to the partnership in addition to their equity investment. These loans form the basis of partners' respective profit and loss shares and are repayable in priority to equity.

#### **Auditors**

Saffery Champness have expressed their willingness to remain in office as auditors of the limited partnership.

#### **Partners' responsibilities**

Company law requires the partners to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the limited partnership and of the profit or loss of the limited partnership for that period. In preparing those financial statements, the partners are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the limited partnership will continue in business.

The partners are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the limited partnership and to enable partners to ensure that the financial statements comply with the Companies Act 1985. Partners are also responsible for safeguarding the assets of the limited partnership and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

## THE ACTIVE RETAIL ROOKERY FUND

### **PARTNERS' REPORT (continued) FOR THE YEAR ENDED 31 MARCH 2009**

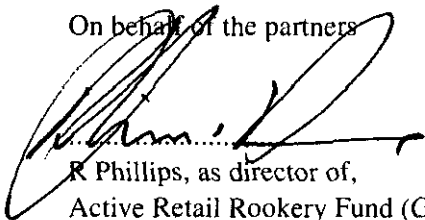
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#### **Statement of disclosure to auditor**

So far as the partners are aware, there is no relevant audit information of which the partnership's auditors are unaware. Additionally, the partners have taken all the necessary steps that they ought to have taken as partners in order to make themselves aware of all relevant audit information and to establish that the partnership's auditors are aware of that information.

This report has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

On behalf of the partners



R Phillips, as director of,  
Active Retail Rookery Fund (General Partner) Limited  
Partner

12/8/09

## **THE ACTIVE RETAIL ROOKERY FUND**

### **INDEPENDENT AUDITORS' REPORT TO THE PARTNERS OF THE ACTIVE RETAIL ROOKERY FUND**

---

We have audited the financial statements on pages 5 to 13. These financial statements have been prepared in accordance with the accounting policies set out therein and the requirements of the Financial Reporting Standard for Smaller Entities (effective January 2007) .

#### **Respective responsibilities of the partners and auditors**

As described in the statement of partners' responsibilities on page 1, the partners are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

This report is made solely to the partners, as a body, in accordance with Section 235 of the Companies Act 1985, as required by regulation 4 of the Partnerships and Unlimited Companies (Accounts) Regulations 1993 as amended by the Partnerships and Unlimited Companies (Accounts) (Amendment) Regulation 2005. Our audit work has been undertaken so that we might state to the partners 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 partnership and the partners as a body, for our audit work, for this report, or for the opinions we have formed.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985 applied to them as required by the Partnerships and Unlimited Companies (Accounts) (Amendment) Regulations 2005. We also report to you whether in our opinion the information given in the partners' report is consistent with the financial statements. We also report to you if, in our opinion, the partnership has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding partners remuneration and transactions with the partnership is not disclosed.

#### **Basis of audit opinion**

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the partners in the preparation of the financial statements, and of whether the accounting policies are appropriate to the partnership's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

## THE ACTIVE RETAIL ROOKERY FUND

### INDEPENDENT AUDITORS' REPORT (continued) TO THE PARTNERS OF THE ACTIVE RETAIL ROOKERY FUND

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#### Opinion

In our opinion the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice applicable to smaller entities, of the state of the partnership's affairs as at 31 March 2009 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

#### Emphasis of matter

In forming our opinion on the financial statements, which is not qualified, we have considered the adequacy of the disclosures made in note 1 to the financial statements concerning the partnership's ability to continue as a going concern. The partnership is in ongoing discussions with its bankers regarding the continued availability of its bank loan facilities. The outcome of these discussions is uncertain. This together with the other matters explained in note 1 to the financial statements indicate the existence of a material uncertainty which may cast significant doubt on the partnership's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the trust were unable to continue as a going concern.



Saffery Champness

Chartered Accountants  
Registered Auditors

18 September 2009

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Edinburgh Quay  
133 Fountainbridge  
Edinburgh  
EH3 9BA

# THE ACTIVE RETAIL ROOKERY FUND

## PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2009

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		2009	2008
	Notes	£	£
Turnover		2,319,167	1,984,409
Administrative expenses		(1,194,609)	(1,060,262)
Operating profit	2	1,124,558	924,147
Other interest receivable and similar income	3	36,645	56,132
Interest payable and similar charges		(874,834)	(905,486)
Retained profit for the year	12	286,369	74,793

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The notes on pages 8 to 13 form part of these financial statements.

**THE ACTIVE RETAIL ROOKERY FUND**

**STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES  
FOR THE YEAR ENDED 31 MARCH 2009**

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	<b>2009</b>	<b>2008</b>
	<b>£</b>	<b>£</b>
<b>Profit for the financial year</b>	286,369	74,793
Unrealised deficit on revaluation of properties	(7,736,016)	(477,358)
Provision for performance fee	459,283	256,880
<b>Total recognised losses relating to the year</b>	<u>(6,990,364)</u>	<u>(145,685)</u>

# THE ACTIVE RETAIL ROOKERY FUND

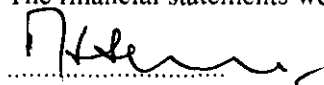
## BALANCE SHEET AS AT 31 MARCH 2009

	Notes	2009 £	£	2008 £	£
<b>Fixed assets</b>					
Tangible assets	4	16,115,000		23,700,000	
<b>Current assets</b>					
Debtors	5	314,760		362,448	
Cash at bank and in hand		828,362		553,800	
		<u>1,143,122</u>		<u>916,248</u>	
<b>Creditors: amounts falling due within one year</b>	6	(13,792,507)		(950,986)	
<b>Net current liabilities</b>		(12,649,385)		(34,738)	
<b>Total assets less current liabilities</b>		<u>3,465,615</u>		<u>23,665,262</u>	
<b>Creditors: amounts falling due after more than one year</b>	7	-		(12,750,000)	
<b>Provisions for liabilities and charges</b>	8	-		(459,283)	
		<u>3,465,615</u>		<u>10,455,979</u>	
<b>Capital and reserves</b>					
Partners' equity accounts	9	210		210	
Partners' loan accounts	10	5,499,800		5,499,800	
Partners' capital gains accounts	11	(2,860,479)		4,416,254	
Partners' current accounts	12	826,084		539,715	
<b>Partners' funds</b>		<u>3,465,615</u>		<u>10,455,979</u>	

These financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies and with the Financial Reporting Standard for Smaller Entities (effective January 2007).

The notes on pages 8 to 13 form part of these financial statements.

The financial statements were approved by the partners on 12/08/09



M S Hunter, as director of,  
The Active Retail Rookery Fund (General Partner) Limited  
Partner

## THE ACTIVE RETAIL ROOKERY FUND

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2009

---

#### **1 Accounting policies**

##### **1.1 Accounting convention**

The financial statements are prepared under the historical cost convention modified to include the revaluation of freehold land and buildings and in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2007).

The partnership has net current liabilities of £12,649,385 (2008: £34,738) as at 31 March 2009. The partners are confident that the Bank of Scotland will continue to support the partnership in the short-term with a view to enabling the partnership to continue to meet its debts as they fall due for payment. The net sum payable to the bank at the year-end was £11,973,564 (2008: £12,196,200).

All bank loans have been reallocated to creditors due within one year in accordance with FRS25.

The financial statements are prepared on a going concern basis which the partners believe to be appropriate in the current circumstances. The partnership is funded primarily through bank loans which are subject to financial covenants and other conditions, all of which have been breached. The partnership is in discussions with the Bank of Scotland in relation to these facilities and covenants and the partners believe that a remedy can be achieved, which will allow the partnership to continue to meet its liabilities as they fall due. However, there can be no certainty in relation to these matters. Should the partnership fail to reach agreement with its bankers there would be significant doubt over its ability to continue as a going concern.

##### **1.2 Compliance with accounting standards**

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently (except as otherwise stated).

##### **1.3 Turnover**

Turnover represents amounts receivable for goods and services net of VAT.

##### **1.4 Tangible fixed assets and depreciation**

Tangible fixed assets include investment properties professionally valued by Chartered Surveyors on an open market value basis.

Investment properties are included in the balance sheet at their open market value. Depreciation is provided only on those investment properties which are leasehold and where the unexpired lease term is less than 20 years.

Although this accounting policy is in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2007), it is a departure from the general requirement of the Companies Act 1985 for all tangible assets to be depreciated. In the opinion of the directors compliance with the standard is necessary for the financial statements to give a true and fair view. Depreciation or amortisation is only one of many factors reflected in the annual valuation and the amount of this which might otherwise have been charged cannot be separately identified or quantified.

# THE ACTIVE RETAIL ROOKERY FUND

## NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 31 MARCH 2009

2	Operating profit	2009 £	2008 £
	Operating profit is stated after charging:		
	Auditors' remuneration	4,570	5,150

3	Investment income	2009 £	2008 £
	Bank interest	36,645	56,062
	Other interest	-	70
		36,645	56,132

4	Tangible fixed assets	Investment properties £
	<b>Cost or valuation</b>	
	At 1 April 2008	23,700,000
	Additions	151,016
	Revaluation (note 11)	(7,736,016)
	At 31 March 2009	16,115,000

Investment properties were revalued as at 31 March 2009 by Cushman & Wakefield, Real Estate Consultants on an open market value basis. All properties are leasehold and no depreciation is provided in respect of these properties.

On an historical cost basis these would have been included at an original cost of £18,975,479 (2008: £18,824,463).

5	Debtors	2009 £	2008 £
	Trade debtors	301,014	275,312
	Prepayments	6,434	6,593
	Other debtors	7,312	80,543
	Loan due from Baronsgate Estates Unit Trust	55,000	-
	Less provision for bad and doubtful debts	(55,000)	-
		314,760	362,448

# THE ACTIVE RETAIL ROOKERY FUND

## NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 31 MARCH 2009

<b>6 Creditors: amounts falling due within one year</b>	<b>2009</b>	<b>2008</b>
	<b>£</b>	<b>£</b>
Bank loans and overdrafts	12,801,926	-
Trade creditors	112,282	147,575
Taxation and social security	80,588	74,463
Other creditors	797,711	728,948
	<u>13,792,507</u>	<u>950,986</u>

<b>7 Creditors: amounts falling due after more than one year</b>	<b>2009</b>	<b>2008</b>
	<b>£</b>	<b>£</b>
Bank loans	-	12,750,000
	<u>-</u>	<u>12,750,000</u>
<b>Analysis of loans</b>		
Wholly repayable within five years	12,801,926	12,750,000
Included in current liabilities	(12,801,926)	-
	<u>-</u>	<u>12,750,000</u>

The loans are secured by a first legal charge over the Rookery Centre, Newmarket, and are repayable on the disposal of the investment property.

<b>8 Provisions for liabilities and charges</b>	<b>Provision for performance fees</b>
	<b>£</b>
Balance at 1 April 2008	459,283
Capital gains account (note 11)	(459,283)
	<u>-</u>
Balance at 31 March 2009	<u>-</u>

# THE ACTIVE RETAIL ROOKERY FUND

## NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 31 MARCH 2009

### 9 Partners' equity accounts

	At 31 March 2009 £	At 31 March 2008 £
Active Retail Fund	100	100
Breezeclip Limited	100	100
Active Retail Rookery Fund (General Partner) Limited	10	10
	<u>210</u>	<u>210</u>

### 10 Partners' loan accounts

	At 1 April 2008 & 31 March 2009 £
Active Retail Fund	2,749,900
Breezeclip Limited	2,749,900
Active Retail Rookery Fund (General Partner) Limited	-
	<u>5,499,800</u>

Each partner has committed the above noted loans to the limited partnership.

### 11 Partners' capital gains accounts

	At 1 April 2008 £	Unrealised loss on revaluation £	Provision for performance fee £	At 31 March 2009 £
Active Retail Fund	2,208,127	(3,868,008)	229,642	(1,430,239)
Breezeclip Limited	2,208,127	(3,868,008)	229,641	(1,430,240)
Active Retail Rookery Fund (General Partner) Limited	-	-	-	-
	<u>4,416,254</u>	<u>(7,736,016)</u>	<u>459,283</u>	<u>(2,860,479)</u>

## THE ACTIVE RETAIL ROOKERY FUND

### NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 31 MARCH 2009

#### 12 Partners' current accounts

	At 1 April 2008 £	Share of Profit £	At 31 March 2009 £
Active Retail Fund	269,857	143,185	413,042
Breezeclip Limited	269,858	143,184	413,042
Active Retail Rookery Fund (General Partner) Limited	-	-	-
	<u>539,715</u>	<u>286,369</u>	<u>826,084</u>

Profits are shared amongst the partners on the basis of their committed loans.

#### 13 Capital commitments

2009 £	2008 £
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At 31 March 2009 the company had capital commitments as follows:

Contracted for but not provided in the financial statements	32,487	-
	<u>32,487</u>	<u>-</u>

#### 14 Control

There is no controlling party in the opinion of the partners.

## THE ACTIVE RETAIL ROOKERY FUND

### NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 31 MARCH 2009

#### 15 Related party transactions

	2009 £	2008 £
The limited partnership entered into the following related party transactions, which are disclosed as amounts paid/(received):		
The Active Retail Rookery Fund (General Partner) Limited		
Management services	146,278	178,959
Travel expenses	7,171	7,552
	<u>          </u>	<u>          </u>
Baronsgate Estates Unit Trust		
Loan advanced	55,000	-
	<u>          </u>	<u>          </u>
There were balances due from/(to) related parties at the year end as follows:		
Baronsgate Estates Unit Trust	55,000	-
The Active Retail Rookery Fund (General Partner) Limited	(28,982)	(52,957)
	<u>          </u>	<u>          </u>

A bad and doubtful debt provision has been made for the full amount relating to Baronsgate Estates Unit Trust.

The Active Retail Rookery Fund (General Partner) Limited is the general partner in the limited partnership.

The Active Retail Fund holds both The Active Retail Rookery Fund and The Active Retail Antrim Fund as an investment. The Active Retail Antrim Fund holds Baronsgate Estates Unit Trust as an investment.