

TRIPLEX LLOYD PROPERTY DEVELOPMENTS LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 25 JANUARY 1998

(REGISTERED IN ENGLAND AND WALES NO. 32352)



TRIPLEX LLOYD PROPERTY DEVELOPMENTS LIMITED

DIRECTORS' REPORT

The directors present their report and the financial statements for the period from 1 April 1997 to 25 January 1998.

Activities, business review and future developments

The company's activity is that of a property developer.

On 23 January 1998 the Company became a subsidiary of DONCASTERS plc following an agreed public offer for Triplex Lloyd plc. DONCASTERS plc announced its intention to dispose of the property interests of Triplex Lloyd plc which includes this company.

Results and dividends

The loss for the financial period amounted to £13,793 (1997: £398,273 profit). No dividend was paid during the period (1997: £nil).

Directors and directors' interests

The directors who served during the period are as follows:

S Ford
R Richmond

R Richmond is a director of the immediate holding company, Triplex Lloyd plc, and his interests are shown in the accounts of that company.

The interests of S Ford in the ordinary shares of Triplex Lloyd plc are as follows:

1984 Executive Share Option Scheme	<u>1 April 1997</u>	<u>Granted</u>	<u>Exercised</u>	<u>25 January 1998</u>
	Options	Options	Options	Options
S Ford	4,361	-	-	4,361
1994 Executive Share Option Scheme	<u>1 April 1997</u>	<u>Granted</u>	<u>Exercised</u>	<u>25 January 1998</u>
	Options	Options	Options	Options
S Ford	35,000	-	-	35,000

Following the acquisition of Triplex Lloyd plc, DONCASTERS plc made an offer to acquire all the above share options.

By order of the Board
R RICHMOND - Director



Registered office:
Quayside House
Rounds Green Road
Oldbury
West Midlands
B69 2DH
16 April 1998

TRIPLEX LLOYD PROPERTY DEVELOPMENTS LIMITED

DIRECTORS' RESPONSIBILITIES IN RELATION TO
THE FINANCIAL STATEMENTS

The following statement, which should be read in conjunction with the auditors' statement of auditors' responsibilities set out on page 3, is made with a view to distinguishing for shareholders the respective responsibilities of the directors and of the auditors in relation to the financial statements.

The directors are required by the Companies Act 1985 to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company as at the end of the financial year and of the profit or loss for the financial year.

The directors consider that in preparing the financial statements, the company has used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgments and estimates, and that all accounting standards which they consider to be applicable have been followed. The directors are required to use a going concern basis in preparing the financial statements unless this is inappropriate.

The directors have responsibility for ensuring that the company keeps accounting records which disclose with reasonable accuracy the financial position of the company and which enable them to ensure that the financial statements comply with the Companies Act 1985.

The directors have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and to detect fraud and other irregularities.

AUDITORS' REPORT TO THE MEMBERS OF
TRIPLEX LLOYD PROPERTY DEVELOPMENTS LIMITED

We have audited the financial statements on pages 4 to 11 which have been prepared under the historical cost convention, as modified by the revaluation of certain stocks and the accounting policies set out on pages 7 and 8.

Respective responsibilities of directors and auditors

As described on page 2 the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

Basis of opinion

We conducted our audit in accordance with Auditing Standards 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.

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 25 January 1998 and of its loss for the period then ended and have been properly prepared in accordance with the Companies Act 1985.


Price Waterhouse

Chartered Accountants & Registered Auditors
16 April 1998

Birmingham

TRIPLEX LLOYD PROPERTY DEVELOPMENTS LIMITED

PROFIT AND LOSS ACCOUNT
FOR THE PERIOD ENDED 25 JANUARY 1998

	<u>Note</u>	Period ended 25 January 1998 <u>£</u>	Year ended 31 March 1997 <u>£</u>
TURNOVER	2	-	2,805,676
Cost of sales		-	<u>(2,280,676)</u>
GROSS PROFIT		-	525,000
Administrative expenses		(16,856)	(121,652)
Other operating income		-	<u>184,628</u>
Operating (loss)/profit from continuing operations		(16,856)	587,976
Interest receivable		<u>3,272</u>	<u>6,461</u>
(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	3	(13,584)	594,437
Tax on (loss)/profit on ordinary activities	4	<u>(209)</u>	<u>(196,164)</u>
(LOSS)/PROFIT FOR THE FINANCIAL PERIOD		(13,793)	398,273
Dividends - paid		-	-
TRANSFER (FROM)/TO RESERVES		<u>(13,793)</u>	<u>398,273</u>

The above results arise entirely from the continuing property development activities.

The notes on pages 7 to 11 form part of these financial statements.

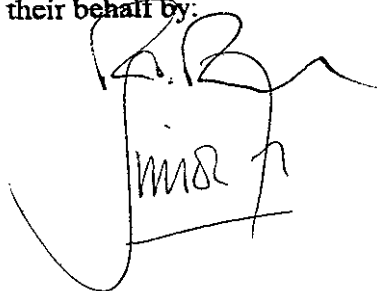
Movements on reserves are set out in note 11 on page 10 of these financial statements.

TRIPLEX LLOYD PROPERTY DEVELOPMENTS LIMITED
BALANCE SHEET
AT 25 JANUARY 1998

	<u>Note</u>	<u>25 January 1998</u>	<u>31 March 1997</u>
		<u>£</u>	<u>£</u>
FIXED ASSETS			
Investments	5	292,123	292,123
CURRENT ASSETS			
Stocks	6	2,017,897	2,004,569
Debtors	7	4,632,629	5,473,702
		<u>6,650,526</u>	<u>7,478,271</u>
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	8	<u>(338,892)</u>	<u>(1,152,844)</u>
NET CURRENT ASSETS		<u>6,311,634</u>	<u>6,325,427</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>6,603,757</u>	<u>6,617,550</u>
CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR	9	<u>(1,462,305)</u>	<u>(1,462,305)</u>
NET ASSETS		<u>5,141,452</u>	<u>5,155,245</u>
CAPITAL AND RESERVES			
Called up share capital	10	2,085,240	2,085,240
Revaluation reserve	11	797,000	797,000
Profit and loss account	11	<u>2,259,212</u>	<u>2,273,005</u>
Shareholders' funds attributable to equity interests		<u>5,141,452</u>	<u>5,155,245</u>

The notes on pages 7 to 11 form part of these financial statements.

These financial statements were approved by the Board of directors on 16 April 1998 and signed on their behalf by:



R RICHMOND)
S FORD)

DIRECTORS

TRIPLEX LLOYD PROPERTY DEVELOPMENTS LIMITED

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
FOR THE PERIOD ENDED 25 JANUARY 1998

There is no difference between the profit for the financial period and the total recognised gains for the period ended 25 January 1998 and year ended 31 March 1997.

NOTE OF HISTORICAL COST PROFITS AND LOSSES
FOR THE PERIOD ENDED 25 JANUARY 1998

There is no difference between the profit for the financial period and historical cost profits for the period ended 25 January 1998 and year ended 31 March 1997.

RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS'
FUNDS FOR THE PERIOD ENDED 25 JANUARY 1998

	Period ended 25 January 1998 £	Year ended 31 March 1997 £
(Loss)/profit for the financial period	(13,793)	398,273
Dividends	-	-
Movements in period to 25 January 1998	(13,793)	398,273
Shareholders' funds at 31 March 1997	<u>5,155,245</u>	<u>4,756,972</u>
Shareholders' funds at 25 January 1998	<u>5,141,452</u>	<u>5,155,245</u>

TRIPLEX LLOYD PROPERTY DEVELOPMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 25 JANUARY 1998

1. Accounting policies

(a) Basis of accounting

The financial statements have been prepared under the historical cost convention as modified by the valuation of certain stocks (see note (c) below) and in accordance with applicable accounting standards.

(b) Turnover

Turnover represents the value of developments sold, work done and services rendered, excluding value added tax.

(c) Stocks

Certain property, which is being redeveloped prior to its sale, was previously classified as fixed assets. This property was reclassified as stock during the year ended 31 March 1994 at its then net book value, which included prior years revaluation surplus. This treatment is a departure from the requirements of the Companies Act 1985 which requires current assets to be included in the accounts at the lower of their purchase price and net realisable value. The directors considered that no profit should have been created nor loss avoided by reclassifying the property and had therefore adopted the treatment in order that the accounts give a true and fair view.

Had the prescribed treatment been applied the carrying value of the development property would be reduced by £797,000 and the revaluation reserve, amounting to £797,000 would have been eliminated. Other development properties are stated at cost.

The directors are of the opinion that the estimated net realisable value of the development properties is not less than its book value.

(d) Grants

Grants received are credited to deferred income when the conditions for their receipt have been fulfilled and are recognised in the profit and loss account upon the disposal of the assets to which they relate.

(e) Deferred taxation

Provision is made under the liability method for taxation deferred because of timing differences only to the extent that it is probable that an actual liability will crystallise.

TRIPLEX LLOYD PROPERTY DEVELOPMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 25 JANUARY 1998
(continued)

(f) Cash flow statement

A consolidated cash flow statement prepared in accordance with Financial Reporting Standard 1 (Revised) is included in the financial statements of Triplex Lloyd plc.

2. Turnover

The whole of the company's turnover arose in the United Kingdom.

3. Profit on ordinary activities before taxation

Profit on ordinary activities before taxation is stated after charging:

	1998	1997
	<u>£</u>	<u>£</u>
Auditors remuneration	NIL	4,000

Non-audit fees payable to the auditors amounted to £nil (1997: £nil).

4. Tax on (loss)/profit on ordinary activities

	1998	1997
	<u>£</u>	<u>£</u>
Corporation tax at 31% (1997: 33%)	-	196,164
Adjustment in respect of prior years	<u>209</u>	<u>-</u>
	<u>209</u>	<u>196,164</u>

5. Investments

	<u>Cost</u>	<u>Provision</u>	<u>Net book value</u>
	<u>£</u>	<u>£</u>	<u>£</u>
Shares in unlisted, wholly owned subsidiary undertakings			
At 31 March 1997 and 25 January 1998	<u>502,121</u>	<u>(382,048)</u>	<u>120,073</u>
Shares in unlisted associated undertaking			
At 31 March 1997 and 25 January 1998	<u>172,221</u>	<u>(171)</u>	<u>172,050</u>
Net book value			
25 January 1998	<u>674,342</u>	<u>(382,219)</u>	<u>292,123</u>
31 March 1997	<u>674,342</u>	<u>(382,219)</u>	<u>292,123</u>

TRIPLEX LLOYD PROPERTY DEVELOPMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 25 JANUARY 1998

(continued)

5. Investments (continued)

The investments, all of which are incorporated in Great Britain and registered in England and Wales are:

Subsidiary undertakings:

Triplex Properties Limited	- non-trading
Alcester Street Properties Limited	- non-trading
Hopecar Limited	- non-trading
E C & J Keay Limited	- non-trading
Deritend Properties Limited	- non-trading

Associated undertakings (50% owned):

Hale Property Developments Limited	- property development
Park Lane Property Developments Limited	- property development

All shares held are ordinary shares, other than Park Lane Property Developments Limited which comprise 'A' ordinary shares and preference shares (100% held) and 'B' ordinary shares (none held).

In the opinion of the directors the value of the investments in subsidiary and associated undertakings is not less than the value at which it is included in the balance sheet.

The company does not prepare Group accounts because it is a wholly-owned subsidiary of a company incorporated in Great Britain (see note 12).

6. Stocks

	<u>1998</u>	<u>1997</u>
	<u>£</u>	<u>£</u>
Development properties	<u>2,017,897</u>	<u>2,004,569</u>

7. Debtors

	<u>1998</u>	<u>1997</u>
	<u>£</u>	<u>£</u>
Trade debtors	-	75,104
Amounts owed by group undertakings	4,570,951	5,253,199
Other debtors	61,678	145,399
	<u>4,632,629</u>	<u>5,473,702</u>

TRIPLEX LLOYD PROPERTY DEVELOPMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 25 JANUARY 1998

(continued)

8.	<u>Creditors: amounts falling due within one year</u>	<u>1998</u> <u>£</u>	<u>1997</u> <u>£</u>
	Trade creditors	20,756	628,885
	Amounts owed to subsidiary undertakings	250,008	250,008
	Corporation tax	-	196,164
	Accruals and deferred income	3,646	-
	Other creditors	64,482	77,787
		<u>338,892</u>	<u>1,152,844</u>
9.	<u>Creditors: amounts falling due after more than one year</u>	<u>1998</u> <u>£</u>	<u>1997</u> <u>£</u>
	Accruals and deferred income (capital grants)	<u>1,462,305</u>	<u>1,462,305</u>
10.	<u>Share capital</u>	<u>1998</u> <u>£</u>	<u>1997</u> <u>£</u>
	Authorised:		
	4,170,480 stock units of 50p each	2,085,240	2,085,240
	829,520 shares of 50p each	<u>414,760</u>	<u>414,760</u>
		<u>2,500,000</u>	<u>2,500,000</u>
	Allotted, called up and fully paid		
	4,170,480 stock units of 50 pence each	<u>2,085,240</u>	<u>2,085,240</u>
11.	<u>Reserves</u>		
		<u>Revaluation</u> <u>reserve</u> <u>£</u>	<u>Profit and</u> <u>loss account</u> <u>£</u>
	At 1 April 1997	797,000	2,273,005
	Transfer to reserves	-	(13,793)
	At 25 January 1998	<u>797,000</u>	<u>2,259,212</u>

TRIPLEX LLOYD PROPERTY DEVELOPMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 25 JANUARY 1998

(continued)

12. Related Party Disclosure

The company is controlled by Triplex Lloyd Properties PLC, its immediate holding company. The ultimate holding company is DONCASTERS plc, a company incorporated in Great Britain and registered in England and Wales.

The consolidated financial statements of DONCASTERS plc are available to the public and may be obtained from 28-30 Derby Road, Melbourne, Derbyshire DE73 1FE. Accordingly, as permitted by FRS 8 Related Party Disclosure, the company is not required to disclose transactions with group companies qualifying as related parties.

The results of the company are consolidated into the financial statements of Triplex Lloyd plc.

13. Contingent liabilities

The company has given guarantees amounting to approximately £121,000 (1997: £188,000) in the ordinary course of business.