

**BERISFORD PROPERTY DEVELOPMENTS LIMITED**

**REPORT AND FINANCIAL STATEMENTS  
FOR THE 52 WEEKS ENDED 27 SEPTEMBER 1997**

Registered no: 493522



**REPORT OF THE DIRECTORS**

The Directors present their report and the audited financial statements for the 52 weeks ended 27 September 1997.

**Principal activity and review of business**

The Company continues to trade as a property developer.

No deficit or surplus arose from the Directors' valuation of the development property held as at 27 September 1997.

**Results and dividend**

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

The Directors do not recommend that a dividend be paid (1996 - £Nil).

**Directors**

The Directors who held office throughout the period and to date (except as noted below) are as follows:

S & W Berisford Limited  
A J Bowkett  
G B Cuthbertson  
Berisford (Overseas) Limited

The Directors had no interests in the shares of the Company as at 27 September 1997. The interests of the Directors in office at 27 September 1997 in shares of other companies in the Berisford Group are set out in Note 13 to the accounts. Other than as shown in Note 13 the Directors had no interests in other group companies.

The interest of A J Bowkett in the shares of the ultimate parent company, Berisford plc, is disclosed in the accounts of that company.

**REPORT OF THE DIRECTORS (continued)****Directors (continued)**

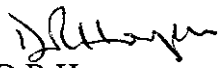
The interests of the remaining Directors in office at 27 September 1997 in the ordinary shares of the ultimate parent company are as follows:

	<u>At 27 September 1997</u>			<u>At 1 October 1996</u>		
	Executive Share Option Scheme	SAYE Share Option Scheme	Ordinary Shares	Executive Share Option Scheme	SAYE Share Option Scheme	Ordinary Shares
G B Cuthbertson	321,963	25,402	NIL	271,963	23,814	NIL
Berisford (Overseas) Ltd	NIL	NIL	NIL	NIL	NIL	NIL
S & W Berisford Ltd	NIL	NIL	NIL	NIL	NIL	NIL

**Auditors**

The Company has passed an elective resolution to dispense with the obligation to reappoint auditors annually in accordance with Section 386 of the Companies Act 1985.

BY ORDER OF THE BOARD

  
D R Hooper  
Secretary  
Number One  
Baker Street  
London  
W1M 1AA

**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

Company law requires the Directors to prepare financial statements for each financial year which 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 those 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 a 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 which disclose with reasonable accuracy at any time the financial position of the Company and to 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.

**REPORT OF THE AUDITORS TO THE MEMBERS  
OF BERISFORD PROPERTY DEVELOPMENTS LIMITED**

We have audited the financial statements on pages 5 to 11 which have been prepared under the accounting policies set out on page 7.

**Respective responsibilities of directors and auditors**

As described on page 3 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.

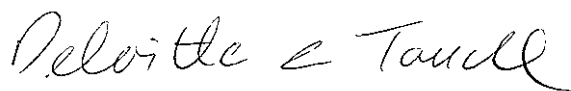
**Basis of opinion**

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 at 27 September 1997 and of its profit for the 52 weeks then ended and have been properly prepared in accordance with the Companies Act 1985.



Deloitte & Touche  
Chartered Accountants and Registered Auditors  
Hill House  
1 Little New Street  
London  
EC4A 3TR

24 July 1998

**PROFIT AND LOSS ACCOUNT**  
**52 Weeks Ended 27 September 1997**

	<u>Notes</u>	52 weeks ended 27 Sept. 1997 £'000	52 weeks ended 28 Sept. 1996 £'000
<b>Turnover - Continuing operations</b>		1,525	761
Cost of sales		(750)	-
<b>Gross profit</b>		<u>775</u>	<u>761</u>
Net operating overheads	2	(591)	(64)
<b>Operating profit - continuing operations</b>		<u>184</u>	<u>697</u>
Net interest payable	3	(139)	(139)
<b>Profit on ordinary activities before taxation</b>	4	<u>45</u>	<u>558</u>
Tax on profit on ordinary activities	5	-	-
<b>Profit on ordinary activities after taxation</b>		<u>45</u>	<u>558</u>
Dividend received		-	17
Deficit brought forward		(37,623)	(38,198)
<b>Deficit carried forward</b>		<u>(37,578)</u>	<u>(37,623)</u>

The Company has no recognised gains or losses for the current period or preceding year other than those included in the profit and loss account above, and therefore no separate statement of total recognised gains and losses has been presented. There has been no movement in shareholder's funds other than the result for the period.

There is no difference between the profit on ordinary activities before taxation and the profit for the period stated above, and their historical cost equivalents.

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

## BALANCE SHEET

As at 27 September 1997

	Notes	As at 27 Sept. 1997 £'000	As at 28 Sept. 1996 £'000
<b>Fixed Assets</b>			
Investments	6	1	1
<b>Current assets</b>			
Stock - development work in progress		2,005	2,755
Debtors	7	850	823
Cash at bank and in hand		1,536	142
		4,391	3,720
<b>Creditors: amounts falling due within one year</b>	8	(3,626)	(3,000)
<b>Net current assets</b>		765	720
<b>Total assets less current liabilities</b>		766	721
<b>Capital and reserves</b>			
Called up share capital	9	38,344	38,344
Profit and loss account		(37,578)	(37,623)
<b>Equity shareholders' funds</b>		766	721

The financial statements on pages 5 to 11 were approved by the Directors on 2 July 1998 and signed on their behalf by:



Director

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

**NOTES TO THE FINANCIAL STATEMENTS**  
**for the 52 weeks ended 27 September 1997****1. ACCOUNTING POLICIES**

The financial statements have been prepared in accordance with applicable Accounting Standards in the United Kingdom. A summary of the major accounting policies, which have been applied consistently, is set out below:

**Accounting convention**

These financial statements are prepared under the historical cost convention.

**Consolidated financial statements**

In accordance with S228 of the Companies Act 1985, the Company is exempt from the requirement to prepare group accounts, being wholly owned by another company incorporated in Great Britain.

**Turnover**

Turnover is the invoiced value of sales excluding value added tax.

Profit is taken when the unconditional contract for the sale of a development has been exchanged.

**Stock**

Stock and work in progress are stated at the lower of cost and net realisable value. Net realisable value represents the Directors' valuation at 27 September 1997.

**Cash flow**

A cash flow statement, as required by FRS1 (Revised), has not been prepared, as the Company is a wholly owned subsidiary of a company incorporated in Great Britain and the consolidated accounts of the Group include a cash flow statement in the form prescribed in FRS1 (Revised).

**Investments**

Investments are stated at cost, except where there is evidence of a long term diminution in value of an investment, in which case the investment is stated at the diminished value.



**NOTES TO THE FINANCIAL STATEMENTS (continued)**  
**for the 52 weeks ended 27 September 1997**

2. NET OPERATING OVERHEADS	52 weeks ended 27 Sept. 1997 £'000	52 weeks ended 28 Sept. 1996 £'000
Administration expenses	-	(3)
Utilisation of provisions	-	3
Other operating income	43	39
Development costs written off	(634)	(103)
	<u>(591)</u>	<u>(64)</u>

None of the Directors received any remuneration in respect of their services to the Company (1996 : £Nil). The Company had no employees other than the Directors (1996 nil).

3. NET INTEREST PAYABLE	52 weeks ended 27 Sept. 1997 £'000	52 weeks ended 28 Sept. 1996 £'000
Interest not payable by instalments: - Group companies	139	139

4. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	52 weeks ended 27 Sept. 1997 £'000	52 weeks ended 28 Sept. 1996 £'000
Is arrived at after charging: Auditors' remuneration	3	3
and after crediting: Rent receivable	43	39

**5. TAX ON PROFIT ON ORDINARY ACTIVITIES**

There is no tax charge for the period (1996: £Nil) due to the availability of tax losses in the Company.

**NOTES TO THE FINANCIAL STATEMENTS (continued)**  
**for the 52 weeks ended 27 September 1997**

<b>6. FIXED ASSETS - INVESTMENTS</b>	<b>52 weeks ended 27 Sept. 1997</b>	<b>52 weeks ended 28 Sept. 1996</b>
	<b>£'000</b>	<b>£'000</b>
Investment in subsidiaries: Cost as at 1 October 1996 & 27 September 1997	1	1

The principal subsidiary is:

	<u>Incorporated</u> <u>In</u>	<u>Percentage</u> <u>Held</u>	<u>Activity</u>
Berisford-Charter Residential Limited	United Kingdom	100%	Property Development

<b>7. DEBTORS</b>	<b>52 weeks ended 27 Sept. 1997</b>	<b>52 weeks ended 28 Sept. 1996</b>
	<b>£'000</b>	<b>£'000</b>
Amounts owed by fellow subsidiary undertaking	800	800
Other debtors	50	23
	850	823

<b>8. CREDITORS - AMOUNTS FALLING DUE WITHIN ONE YEAR</b>	<b>52 weeks ended 27 Sept. 1997</b>	<b>52 weeks ended 28 Sept. 1996</b>
	<b>£'000</b>	<b>£'000</b>
Amounts owed to fellow subsidiary undertakings	2,694	2,224
Amounts owed to subsidiary undertakings	678	698
Amount owed to ultimate parent company	9	-
Trade creditors	204	-
Accruals	41	78
	3,626	3,000

**NOTES TO THE FINANCIAL STATEMENTS (continued)**  
**for the 52 weeks ended 27 September 1997**

9. SHARE CAPITAL	27 Sept. 1997 £'000	28 Sept. 1996 £'000
Authorised:		
40,000,000 Ordinary shares of £1 each	40,000	40,000
Allotted, called up and fully paid:		
38,343,713 Ordinary shares of £1 each	38,344	38,344

**10. CONTINGENT LIABILITY**

There is a contingent liability in respect of the cross guarantee, given by the Company, together with other members of the Berisford Group, in favour of Barclays Bank PLC. At 27 September 1997 The Berisford Group had net deposits with Barclays Bank PLC.

**11. ULTIMATE PARENT COMPANY**

The ultimate controlling entity is Berisford plc, a company incorporated in England and Wales. The immediate controlling entity is Berisford Property Group Limited, a company incorporated in England and Wales. Copies of the Financial Statements of Berisford plc can be obtained from the secretary at Number One, Baker Street, London, W1M 1AA.

**12. TRANSACTIONS WITH RELATED PARTIES**

The Company has taken advantage of the exemption granted by paragraph 3(c) of FRS8 - "Related Party Disclosures" - not to disclose transactions with entities which are part of Berisford plc, as the consolidated financial statements, in which the Company is included, are publicly available.

**NOTES TO THE FINANCIAL STATEMENTS (continued)**  
**for the 52 weeks ended 27 September 1997**

**13. DIRECTORS INTERESTS IN OTHER BERISFORD GROUP COMPANIES**

	Nominal value of Ordinary Shares Held	Number 27 Sept. 1997	of shares 29 Sept. 1996 or date of appointment
Interests of Berisford (Overseas) Limited in:			
Berisford (Jersey) Limited	£1	103,492	103,492
S&W Berisford Limited (non beneficial)	£1	1	1
Turner Curzon Limited (non beneficial)	5p	1	1
Non beneficial interests of S&W Berisford Limited in:			
Berisford Bristar Investments Limited	£1	46,240,001	46,240,001
Berisford Bristar Limited	£1	275,481	275,481
Berisford - Charter Residential Limited	£1	1	1
Berisford Holdings Limited	£1	1	1
Berisford Industries Limited	£1	1	1
Berisford International Limited	£1	1	1
Berisford Investments Limited	50p	1,001	1,001
Berisford (Overseas) Limited	£1	1	1
Berisford Property Group Limited	£1	1	1
Berisford Treasury Limited	£1	1	1
Berisford (UK) Limited	£1	1	1
Bristar Trading Limited	£1	1	-
Bristar Trading Overseas Limited	£1	1	1
Craneheath Limited	£1	1	1
Garland Catering Equipment Limited	£1	1	-
J. H. Rayner (Cocoa) Limited	£1	1	1
J. H. Rayner (Mincing Lane) Limited	£1	2	2
Kitchen Ventilation Services Limited	£1	2	2
Magnet Limited	£1	1	1
Manston Limited	US\$1	1	1
Steamhammer Limited	£1	1	1
Turner Curzon Limited	5p	6	6