

PEEL SECURITIES (S.W.) LIMITED

**REPORTS AND ACCOUNTS
FOR THE YEAR ENDED 31ST MARCH 2000**

COMPANY NUMBER 564105



PEEL SECURITIES (S.W.) LIMITED

DIRECTORS AND REGISTERED OFFICE

Directors: John Whittaker
Robert E. Hough, D.L., LL.B
Peter A. Scott, F.C.C.A.
Paul P. Wainscott, A.C.I.S.

Secretary: Paul P. Wainscott, A.C.I.S.

**Registered Office
and Head Office:** Peel Dome
The Trafford Centre
Manchester
M17 8PL

Registered Number: 564105

PEEL SECURITIES (S.W.) LIMITED

**REPORT OF THE DIRECTORS
for the year ended 31st March 2000**

The directors submit their report together with the financial statements of the company for the ended 31st March 2000.

Activities and Business Prospects

The company has not traded during the financial year. The directors expect the company to remain dormant for the foreseeable future.

Directors and their Interests in Shares

The directors who held office during the financial year were:

J. Whittaker
R.E. Hough
P.A. Scott
P.P. Wainscott

None of the above directors held any interests in shares of the company during the financial year. The above directors are directors of the intermediate holding company, Peel Holdings p.l.c., in whose accounts their beneficial interests in shares of that company, companies within the Peel Holdings p.l.c. group and the ultimate holding company, Tokenhouse Holdings Limited, are disclosed.

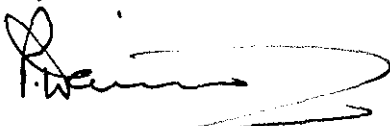
Directors' Responsibilities

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;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which 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.

By Order of the Board



P.P. Wainscott
Secretary

1st June 2000

PEEL SECURITIES (S.W.) LIMITED

PROFIT AND LOSS ACCOUNT
for the year ended 31st March 2000

	Note	2000 £	1999 £
Dividends on equity share capital	2	-	(448,209)
Absorbed loss for the financial year transferred from reserves		<u>-</u>	<u>(448,209)</u>

All the above results derive from continuing activities and there were no acquisitions in the year.

There are no recognised gains and losses or other movements in shareholders funds other than the result for the year. There is no material difference between the results as reported and on a historical cost basis.

The statements of accounting policies and the notes on pages 5 and 6 form an integral part of these financial statements.

PEEL SECURITIES (S.W.) LIMITED

BALANCE SHEET

as at 31st March 2000

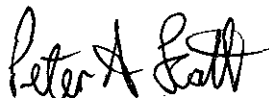
	Note	2000 £	1999 £
Current assets			
Debtors	4	<u>2,938,250</u>	<u>2,938,250</u>
Financed by			
Capital and reserves			
Called up share capital	5	20,000	20,000
Other reserve	6	2,301,859	2,150,739
Profit and loss account		616,391	767,511
Shareholders' funds		<u>2,938,250</u>	<u>2,938,250</u>
Analysis of shareholders' funds		2,928,250	2,928,250
Equity		10,000	10,000
Non-equity		<u>2,938,250</u>	<u>2,938,250</u>

The company is dormant, and pursuant to Section 250 of the Companies Act 1985 it was resolved that the company should not produce audited financial statements.

The financial statements on pages 3 to 6 were approved by the board of directors on 1st June 2000 and signed on its behalf by

P.A. Scott

Director



The statement of accounting policies and the notes on pages 5 and 6 form an integral part of these financial statements.

PEEL SECURITIES (S.W.) LIMITED

NOTES TO THE ACCOUNTS

for the year ended 31st March 2000

1. Accounting Policies

Accounting Convention

The financial statements have been prepared under the historical cost convention as modified by the revaluation of fixed asset investment policies and in accordance with applicable accounting standards.

Related Party Disclosures

The company has taken advantage of the exemption in paragraph 3(c) of Financial Reporting Standard No.8 'Related Party Disclosures' and has not disclosed details of transactions with fellow wholly-owned undertakings within the Peel Holdings plc group of companies.

Cash Flow Statement

The financial statements do not include a cash flow statement as the company is a wholly owned subsidiary undertaking of the Peel Holdings p.l.c. group of companies.

Peel Holdings p.l.c. is a company incorporated and registered in England which produces group financial statements in accordance with the Companies Act 1985, which include a consolidated group cash flow statement.

2. Dividends

	2000 £	1999 £
Equity share capital:		
Ordinary of £ Nil per share (1999: £44.82p)	-	448,209

3. Particulars of Staff and Directors' Emoluments

The company has no employees other than the directors. No directors received any emoluments for their services to the company in the year (1999:£Nil).

4. Debtors

	2000 £	1999 £
Amounts owed by group undertakings	2,938,250	2,938,250

PEEL SECURITIES (S.W.) LIMITED

NOTES TO THE ACCOUNTS

for the year ended 31st March 2000 (continued)

5. Called up Share Capital

	2000	1999
	£	£
Authorised allotted and fully paid:		
10,000 Ordinary shares of £1 each	10,000	10,000
10,000 Deferred shares of £1 each	10,000	10,000
	<u>20,000</u>	<u>20,000</u>

The holders of the deferred shares have the right on winding-up to the return of capital paid or credited as paid after (a) the return of capital paid up in respect of all other classes of shares in the company not expressed to rank after the deferred shares, (b) after any accumulated arrears of dividend on any preference share then in issue and entitled to claim such arrears upon a winding-up, and (c) after the payment of a further £100 per £1 of share capital paid up on the ordinary shares for the time being in issue.

6. Reserves

	Other Reserves	Profit and Loss Account
	£	£
At 1st April 1999	2,150,739	767,511
Realised revaluation deficit on disposal of fixed asset investment properties	151,120	(151,120)
At 31st March 2000	<u>2,301,859</u>	<u>616,391</u>

The other reserves of the company are non-distributable and arise in respect of unrealised intra-group profits on disposals of fixed asset investment properties as a consequence of group re-organisations in prior years.

7. Ultimate Holding Company

The ultimate holding company is Tokenhouse Holdings Limited, a company incorporated in Guernsey.

The largest group of undertakings, of which the company is a member, that prepares group accounts is headed by Peel Holdings p.l.c. which is registered in England. Its group accounts are available from the Company Secretary at Peel Dome, The Trafford Centre, Manchester M17 8PL.