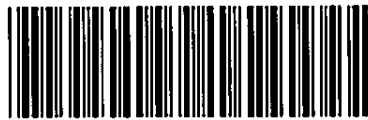


Company Registration No. 00944771 (England and Wales)

PEEL PROPERTIES (S.W.) LIMITED
DIRECTORS' REPORT AND UNAUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2009

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PEEL PROPERTIES (S.W.) LIMITED

COMPANY INFORMATION

Directors

J Whittaker
Paul Wainscott A.C.I.S.
Peter Hosker LL.B
Neil Lees A.C.I.S.
Steven Underwood A.C.A. (Appointed 16 February 2009)

Secretary

Neil Lees A.C.I.S.

Company number

00944771

Registered office

Peel Dome
The Trafford Centre
Manchester
M17 8PL

PEEL PROPERTIES (S.W.) LIMITED

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PEEL PROPERTIES (S.W.) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2009

The directors present their report and financial statements for the year ended 31 March 2009. The company is dormant and has not traded during the year.

Directors

Except where stated, the following directors have held office since 1 April 2008:

J Whittaker

P. A. Scott

(Resigned 31 March 2009)

Paul Wainscott A.C.I.S.

Peter Hosker LL.B

Neil Lees A.C.I.S.

Andrew Simpson

(Appointed 16 February 2009 and resigned 9 October 2009)

Steven Underwood A.C.A.

(Appointed 16 February 2009)

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 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;
- 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.

On behalf of the board



16 December 2009

PEEL PROPERTIES (S.W.) LIMITED

BALANCE SHEET

AS AT 31 MARCH 2009

	Notes	2009 £	2008 £
Fixed assets			
Investments	3	25,102	25,102
Current assets			
Debtors	4	21,631,329	21,631,329
Total assets less current liabilities		<u>21,656,431</u>	<u>21,656,431</u>
Capital and reserves			
Called up share capital	5	500,000	500,000
Other reserves	6	5,775,033	5,775,033
Profit and loss account	6	15,381,398	15,381,398
Shareholders' funds		<u>21,656,431</u>	<u>21,656,431</u>

In preparing these financial statements:

- (a) The directors are of the opinion that the company is entitled to the exemption from audit conferred by section 249AA(1) of the Companies Act 1985;
- (b) No notice has been deposited under section 249B(2) of the Companies Act 1985, and
- (c) The directors acknowledge their responsibilities for:
 - (i) ensuring that the company keeps accounting records which comply with section 221 of the Companies Act 1985, and
 - (ii) preparing accounts 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 its profit or loss for the financial year in accordance with the requirements of section 226, and which otherwise comply with the requirements of this Act relating to accounts, so far as applicable to the company.

Approved by the Board and authorised for issue on 16 December 2009



Director

PEEL PROPERTIES (S.W.) 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.

As permitted by Financial Reporting Standard No. 1 (revised) "Cash Flow Statements", the company has not prepared a cash flow statement as the company is a wholly owned subsidiary undertaking of the Peel Holdings Land and Property (UK) Limited group of companies. Peel Holdings Land and Property (UK) Limited is a company incorporated and registered in England and Wales which produces group financial statements in accordance with the Companies Act 1985, which include a consolidated group cash flow statement.

1.2 Compliance with accounting standards

The financial statements are prepared in accordance with applicable United Kingdom Law and Accounting Standards, which have been applied consistently throughout the year and preceding year.

As the company has remained dormant throughout the financial year, there have been no profit and losses or other gains or losses during the year. Consequently, a Statement of Total Recognised Gains and Losses, a Note of Historical Cost Profits and Losses and a Reconciliation of Movements in Shareholder' Funds as required by the Financial Reporting Standard No. 3 are not applicable and have not been included within the financial statements.

1.3 Investments

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

2 Profit and Loss Account

The company has remained dormant throughout the financial year. Consequently, the company has no profit and loss account.

PEEL PROPERTIES (S.W.) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2009

3 Fixed asset investments

	Shares in group undertakings and participating interests £
Cost	
At 1 April 2008 & at 31 March 2009	25,104
Provisions for diminution in value	
At 1 April 2008 & at 31 March 2009	2
Net book value	
At 31 March 2009	25,102
At 31 March 2008	25,102

4 Debtors	2009 £	2008 £
Amounts owed by group undertakings	21,631,329	21,631,329

5 Share capital	2009 £	2008 £
Authorised		
500,000 Ordinary shares of £1 each	500,000	500,000
Allotted, called up and fully paid		
500,000 Ordinary shares of £1 each	500,000	500,000

PEEL PROPERTIES (S.W.) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2009

6 Statement of movements on reserves

	Other reserves (see below) £	Profit and loss account £
Balance at 1 April 2008	5,775,033	15,381,398
Balance at 31 March 2009	5,775,033	15,381,398

Other reserves

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

7 Employees

The company has no employees other than directors. No directors received any emoluments for their services to the company in the year (2008: £nil).

8 Control

The ultimate holding company in the period to 31 March 2009 was Tokenhouse Limited, a company incorporated in the Isle of Man. Tokenhouse Limited is controlled by the 1997 Billown Settlement Trust.

The largest group of companies, of which the company is a member, that produces consolidated accounts is Tokenhouse Holdings (IOM) Limited, a company incorporated in the Isle of Man.

The smallest group of companies, of which the company is a member, that produces consolidated accounts, is Peel Holdings (Land and Property) Limited, a company incorporated in England. Its Group accounts are available from the Company Secretary, Peel Dome, The Trafford Centre, Manchester, M17 8PL.

9 Related party transactions

The company has taken advantage of the exemption in Financial Reporting Standard Number 8 from the requirement to disclose transactions with group companies on the grounds that consolidated financial statements are prepared by the ultimate parent company.