FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2002 FOR HARVINGTON PROPERTIES LIMITED AND SUBSIDIARY UNDERTAKINGS

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CONTENTS OF THE FINANCIAL STATEMENTS for the Year Ended 30 September 2002

	Page
Company Information	1
Report of the Directors	2
Report of the Independent Auditors	4
Consolidated Profit and Loss Account	5
Consolidated Balance Sheet	6
Company Balance Sheet	7
Consolidated Cash Flow Statement	8
Notes to the Consolidated Cash Flow Statement	9
Notes to the Financial Statements	11

COMPANY INFORMATION for the Year Ended 30 September 2002

DIRECTORS:

I P Fitter ACA R I Harrington S L Massey I K Ganney

SECRETARY:

LP Fitter ACA

REGISTERED OFFICE:

417 Finchley Road Hampstead

London NW3 6HJ

REGISTERED NUMBER:

2069071 (England and Wales)

AUDITORS:

Stern & Company Chartered Accountants & Registered Auditors 12-15 Hanger Green

London W5 3AY

REPORT OF THE DIRECTORS for the Year Ended 30 September 2002

The directors present their report with the financial statements of the company and the group for the year ended 30 September 2002.

PRINCIPAL ACTIVITIES

The principal activities of the group in the year under review were those of property development and investment.

REVIEW OF BUSINESS

The results for the year and financial position of the company and the group are as shown in the annexed financial statements.

DIVIDENDS

No interim dividends were paid during the year ended 30 September 2002.

The directors recommend final dividends per share as follows:

Ordinary £1 shares	£12
A Ordinary £1 shares	NIL
B Ordinary £1 shares	NIL
C Ordinary £1 shares	NIL

The total distribution of dividends for the year ended 30 September 2002 will be £20,004.

DIRECTORS

The directors during the year under review were:

I P Fitter ACA R I Harrington

S L Massey I K Ganney

The beneficial interests of the directors holding office on 30 September 2002 in the issued share capital of the company were as follows:

Ordinary £1 shares	30.9.02	1.10.01
I P Fitter ACA	1,667	1,667
R I Harrington	-	-
S L Massey	-	-
I K Ganney	-	-
A Ordinary £1 shares		
I P Fitter ACA	5,000	5,000
R I Harrington	-	-
S L Massey	-	-
I K Ganney	-	-
B Ordinary £1 shares		
I P Fitter ACA	-	-
R I Harrington	4,250	4,250
S L Massey	-	-
I K Ganney	750	750

REPORT OF THE DIRECTORS for the Year Ended 30 September 2002

C Ordinary £1 shares

I P Fitter ACA	-	-
R I Harrington	-	-
S L Massey	4,250	4,250
I K Ganney	750	750

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 the group and of the profit or loss of the group 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 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 the group 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

AUDITORS

The auditors, Stern & Company, will be proposed for re-appointment in accordance with Section 385 of the Companies Act 1985.

ON BEHALF OF THE BOARD:

I P Fitter ACA - SECRETARY

Dated: 29 April 2003

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF HARVINGTON PROPERTIES LIMITED AND SUBSID

We have audited the financial statements of Harvington Properties Limited and Subsid for the year ended 30 September 2002 on pages five to nineteen. These financial statements have been prepared under the historical cost convention (as modified by the revaluation of certain fixed assets) and the accounting policies set out therein.

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.

Respective responsibilities of directors and auditors

As described on page three the company's directors are responsible for the preparation of financial statements in accordance with applicable law and United Kingdom Accounting Standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

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 if, in our opinion, the Report of the Directors is not consistent with the financial statements, if 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 Report of the Directors 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 United Kingdom 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 affairs of the company and the group as at 30 September 2002 and of the profit of the group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Stern & Company Chartered Accountants & Registered Auditors 12-15 Hanger Green London

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Dated: 30 April 2003.

Page 4

CONSOLIDATED PROFIT AND LOSS ACCOUNT for the Year Ended 30 September 2002

		2002	2001
	Notes	£	£
TURNOVER		751,924	2,010,356
Cost of sales		166,522	1,525,379
GROSS PROFIT		585,402	484,977
Administrative expenses		252,624	173,323
		332,778	311,654
Other operating income		384,917	312,460
OPERATING PROFIT	3	717,695	624,114
Interest receivable and similar income		40,990	113,502
		758,685	737,616
Interest payable and similar charges	4	37,500	37,500
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		721,185	700,116
Tax on profit on ordinary activities	5	34,873	50,861
PROFIT FOR THE FINANCIAL YEAR AFTER TAXATION		686,312	649,255
Dividends	7	20,004	135,027
RETAINED PROFIT FOR THE YEAR FOR GROUP	THE	<u>£666,308</u>	£514,228

CONTINUING OPERATIONS

None of the group's activities were acquired or discontinued during the current and previous years.

TOTAL RECOGNISED GAINS AND LOSSES

The group has no recognised gains or losses other than the profits for the current and previous years.

CONSOLIDATED BALANCE SHEET 30 September 2002

		2002	<u> </u>	2001	
ELVED A COPTO	Notes	£	£	£	£
FIXED ASSETS Tangible assets	8		529,221		533,670
Investments	9		2,747,717		2,849,199
1117 03111101113	,				2,017,177
			3,276,938		3,382,869
CURRENT ASSETS					
Stocks	10	3,517,471		3,647,030	
Debtors	11	178,245		137,736	
Cash at bank		1,694,303		856,895	
		5,390,019		4,641,661	
CREDITORS	10	007.000		0/0.170	
Amounts falling due within one year	12	237,082		260,170	
NET CURRENT ASSETS			5,152,937		4,381,491
TOTAL ASSETS LESS CURRENT LIABILITIES			8,429,875		7,764,360
CREDITORS Amounts falling due after more than	one				
year	13		<u>2,448,295</u>		2,449,088
			£5,981,580		£5,315,272
CAPITAL AND RESERVES					
Called up share capital	15		16,667		16,667
Share premium	16		220,594		220,594
Revaluation reserve	16		725,970		773,260
Profit and loss account	16		5,018,349		4,304,751
SHAREHOLDERS' FUNDS	19		£5,981,580		£5,315,272

ON BEHALF OF THE BOARD:

R. Karrugton
Mr R I Harrington - DIRECTOR

Approved by the Board on 29 April 2003

COMPANY BALANCE SHEET 30 September 2002

		2002	2	2001	
TIVED ASSESSMENT	Notes	£	£	£	£
FIXED ASSETS Tangible assets	8		529,221		533,670
Investments	9		2,747,962		2,849,444
1117 0311310(1113	,		2,1-71,102		2,047,444
			3,277,183		3,383,114
CURRENT ASSETS					
Stocks	10	3,279,148		3,432,840	
Debtors	11	158,620		137,233	
Cash at bank		404,964		204,720	
		3,842,732		3,774,793	
CREDITORS Amounts falling due within one year	12	2,098,197		2,209,666	
Amounts raining abe within one year	12	2,076,177		2,207,000	
NET CURRENT ASSETS			1,744,535		1,565,127
TOTAL ASSETS LESS CURRENT LIABILITIES			5,021,718		4,948,241
CREDITORS Amounts falling due after more than	one				
year	13		2,448,295		2,449,088
			£2,573,423		£2,499,153
			_ 		
CAPITAL AND RESERVES					
Called up share capital	15		16,667		16,667
Share premium	16		220,594		220,594
Revaluation reserve	16		725,970		773,260
Profit and loss account	16		1,610,192		1,488,632
SHAREHOLDERS' FUNDS	19		£2,573,423		£2,499,153

ON BEHALF OF THE BOARD:

R. Harrington - DIRECTOR

Approved by the Board on ... 29 April 2003

CASH FLOW STATEMENT for the Year Ended 30 September 2002

				200	
	Notes	£	£	£	£
Net cash inflow/(outflow) from operating activities	1		744,851		(1,366,058)
Returns on investments and servicing of finance	2		3,490		76,002
Taxation			(50,148)		(34,705)
Capital expenditure and financial investment	2		159,219		(1,298,526)
Equity dividends paid			(20,004)		(135,027)
			837,408		(2,758,314)
Financing	2				1,950,000
Increase/(Decrease) in cash in the peri	od		<u>£837,408</u>		£(808,314)
Reconciliation of net cash flow to movement in net debt	3				
Increase/(Decrease) in cash in the period Cash inflow from increase in		837,408		(808,314)	
debt				(1,950,000)	
Change in net debt resulting from cash flows			837,408		(2,758,314)
Movement in net debt in the period Net (debt)/funds at 1 October			837,408 (1,093,105)		(2,758,314) 1,665,209
Net debt at 30 September			£(255,697)		£(1,093,105)

2.

NOTES TO THE CASH FLOW STATEMENT for the Year Ended 30 September 2002

1. RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES

	2002 £	2001 £
Operating profit Depreciation charges Profit on disposal of fixed assets	717,695 9,044 (62,332)	624,114 8,865 (122,359)
(Decrease)/Increase in stocks Increase in debtors (Decrease)/Increase in creditors	129,559 (40,509) <u>(8,606</u>)	(1,965,279) (66,243) <u>154,844</u>
Net cash inflow/(outflow) from operating activities	744,851	(1,366,058)
ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT		
	2002 £	2001 £
Returns on investments and servicing of finance Interest received Interest paid	40,990 (37,500)	113,502 (37,500)
Net cash inflow for returns on investments and servicing of finance	<u>3,490</u>	76,002
Capital expenditure and financial investment Purchase of tangible fixed assets Purchase of fixed asset investments Sale of fixed asset investments Revaluation gain realised	(4,595) (20,711) 184,525	(5,110) (1,535,620) 317,869 <u>(75,665</u>)
Net cash inflow/(outflow) for capital expenditure and financial investment	<u>159,219</u>	(1,298,526)
Financing New loans in year		1,950,000
Net cash inflow from financing		1,950,000

NOTES TO THE CASH FLOW STATEMENT for the Year Ended 30 September 2002

3. ANALYSIS OF CHANGES IN NET DEBT

ANALIGIO OF CHANGES IN REF PER			
	At 1.10.01 £	Cash flow £	At 30.9.02 £
Net cash: Cash at bank	856,895	837,408	1,694,303
	856,895	837,408	1,694,303
Debt: Debts falling due			
after one year	(1,950,000)	.	(1,950,000)
	(1,950,000)		(1,950,000)
Total	(1,093,105)	837,408	(255,697)

NOTES TO THE FINANCIAL STATEMENTS for the Year Ended 30 September 2002

1. ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention as modified by the revaluation of certain assets.

Turnover

Turnover represents net invoiced sales of goods, excluding value added tax.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Freehold property

- 1% on cost

Fixtures and fittings

- 15% on reducing balance

Motor vehicles

- 25% on cost

Computer equipment

- 33% on cost

Stocks

Work in progress is valued at the lower of cost and net realisable value.

Cost includes all direct expenditure and an appropriate proportion of fixed and variable overheads.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Hire purchase and leasing commitments

Rentals paid under operating leases are charged to the profit and loss account as incurred.

2. STAFF COSTS

Wages and salaries Social security costs	2002 £ 122,124 14,325	2001 £ 174,600 20,688
The average monthly number of employees during the year was as follows:	2002	2001
Administration (inc. Directors)	5	5

3. OPERATING PROFIT

The operating profit is stated after charging/(crediting):

2002	2001
£	£
792	1,066
9,044	8,865
(62,332)	(122,359)
880,11	9,494
100,000	155,000
	£ 792 9,044 (62,332) 11,088

NOTES TO THE FINANCIAL STATEMENTS for the Year Ended 30 September 2002

4.	INTEREST PAYABLE AND S	SIMILAR CHARGES
----	------------------------	-----------------

	2002	2001
	£	£
Other interest	<u>37,500</u>	37,500

5. TAXATION

Analysis of the tax charge

The tax charge on the profit on ordinary activities for the year was as follows:

The tax charge on the profit on ordinary activities for the year was as for	2002 £	2001 £
Current tax: UK corporation tax Over-provision in prior years	35,586 (71 <u>3</u>)	50,861
Total current tax	34,873	50,861
Tax on profit on ordinary activities	<u>34,873</u>	50,861

6. PROFIT OF PARENT COMPANY

As permitted by Section 230 of the Companies Act 1985, the profit and loss account of the parent company is not presented as part of these financial statements. The parent company's profit for the financial year was £94,274 (2001 - £114,770).

7. DIVIDENDS

	2002 £	2001 £
Equity shares: Final	20,004	135,027

NOTES TO THE FINANCIAL STATEMENTS for the Year Ended 30 September 2002

8. TANGIBLE FIXED ASSETS

\sim	-		-
		w	

Group		Fixtures			
	Freehold property £	and fittings £	Motor vehicles £	Computer equipment £	Totals £
COST OR VALUATION: At 1 October 2001	524,439	47,390	37,540	655	610,024
Additions		4,595			4,595
At 30 September 2002	524,439	51,985	37,540	655	614,619
DEPRECIATION:					
At 1 October 2001	10,488	28,108	37,540	218	76,354
Charge for year	5,244	3,582		218	9,044
At 30 September 2002	15,732	31,690	37,540	436	85,398
NET BOOK VALUE:					
At 30 September 2002	508,707	20,295		219	<u>529,221</u>
At 30 September 2001	513,951	19,282		<u>437</u>	533,670
Cost or valuation at 30 Septeml	per 2002 is represe	ented by:			
		Fixtures			
	Freehold	and	Motor	Computer	
	property	fittings	vehicles	equipment	Totals
	£	£	£	£	£
Valuation in 2002	270,000		-	-	270,000
Cost	254,439	51,985	37,540	655	344,619
	524,439	51,985	37,540	655	614,619

If Freehold Property had not been revalued it would have been included at the following historical cost:

Cost	2002 £ 254,439	2001 £
Aggregate depreciation	30,528	

The freehold property was valued on an open market basis on 30 September 2002 by Mr I P Fitter, Chartered Accountant.

NOTES TO THE FINANCIAL STATEMENTS for the Year Ended 30 September 2002

8. TANGIBLE FIXED ASSETS - continued

		Fixtures			
	Freehold property £	and fittings £	Motor vehicles £	Computer equipment £	Totals £
COST OR VALUATION:	*	£.	2	aL.	*
At 1 October 2001	524,439	47,390	37,540	655	610,024
Additions		4,595			4,595
At 30 September 2002	524,439	51,985	_37,540	655	614,619
DEPRECIATION:					
At 1 October 2001	10,488	28,108	37,540	218	76,354
Charge for year	5,244	3,582		218	9,044
At 30 September 2002	15,732	31,690	37,540	436	85,398
NET BOOK VALUE:					
At 30 September 2002	508,707	20,295		219	529,221
At 30 September 2001	513,951	19,282	-	<u>437</u>	533,670
Cost or valuation at 30 Sep	tember 2002 is represe	ented by:			
		Fixtures			
	Freehold	and	Motor	Computer	
	property	fittings	vehicles	equipment	Totals
	£	£	£	£	£
Valuation in 2002	270,000	-	-	-	270,000
Cost	254,439	<u>51,985</u>	<u>37,540</u>	655	344,619
	524,439	51,985	37,540	<u>655</u>	614,619

If Freehold Property had not been revalued it would have been included at the following historical cost:

	2002 £	2001 £
Cost	<u>254,439</u>	254,439
Aggregate depreciation	30,528	27,984

The freehold property was valued on an open market basis on 30 September 2002 by Mr I P Fitter, Chartered Accountant.

NOTES TO THE FINANCIAL STATEMENTS for the Year Ended 30 September 2002

9. FIXED ASSET INVESTMENTS

LIVED W22EL INAE2IWEM12	
Group	Unlisted investments
COST OR VALUATION: At 1 October 2001 Addition Disposal	2,849,199 20,711 (122,193)
At 30 September 2002	2,747,717
NET BOOK VALUE: At 30 September 2002	2,747,717
At 30 September 2001	2,849,199
Cost or valuation at 30 September 2002 is represented by:	
Valuation in 2002 Cost	Unlisted investments £ 461,076 2,286,641 2,747,717
If fixed asset investments had not been revalued they would have been included at the following t	nistorical cost:

	2002	2001
	£	£
Cost	2,286,641	2,341,078

Fixed asset investments were valued on an open market basis on 30 September 2002 by Mr I P Fitter, Chartered Accountant.

Company

Company	Unlisted investments £
COST OR VALUATION: At 1 October 2001 Addition Disposal	2,849,444 20,711
At 30 September 2002	2,747,962
NET BOOK VALUE: At 30 September 2002	2,747,962
At 30 September 2001	2,849,444

NOTES TO THE FINANCIAL STATEMENTS for the Year Ended 30 September 2002

9. FIXED ASSET INVESTMENTS - continued

Company

Cost or valuation at 30 September 2002 is represented by:

 Unlisted investments

 £

 Valuation in 2002
 461,076

 Cost
 2,286,886

 2,747,962

If fixed asset investments had not been revalued they would have been included at the following historical cost:

2002 2001 £ £ Cost 2,286,886 2,341,078

Fixed asset investments were valued on an open market basis on 30 September 2002 by Mr I P Fitter, Chartered Accountant.

The group or the company's investments at the balance sheet date in the share capital of companies include the following:

Subsidiaries

Village Green plc

Nature of business: Property Development

 Class of shares:
 holding

 £0.25 Ordinary Shares
 100.00

 £1.00 Preference Shares
 100.00

Harvington Properties (Wales) Limited

Nature of business: Nominee Company

Class of shares: %

**Class of shares: holding \$1.00 Ordinary Shares \$50.00

There are no results to disclose as the company acts only as a nominee for Harvington Properties (Wales) Limited.

In the opinion of the Director, Mr I P Fitter, Chartered Accountant, the market value of the investment property was £2,747,717 at the balance sheet date.

These investment properties have been accounted for under SSAP 19. SSAP 19 permits non-depreciation in respect of these properties. This policy represents a departure from the Companies Act 1985 in order to give a true and fair view. If the properties were depreciated, the charge for the year would amount to £27,477 (2001: £28,492).

NOTES TO THE FINANCIAL STATEMENTS for the Year Ended 30 September 2002

10.	STOCKS						
			Group		Company		
		2002	2001	2002	2001		
	NA (- 1	£	£	£	£		
	Work-in-progress	3,517,471	3,647,030	3,279,148	3,432,840		
11.	DEBTORS: AMOUNTS FALLING DUE WITHIN ONE Y	EAR					
		Gro	oup	Com	pany		
		2002	2001	2002	2001		
		£	£	£	£		
	Other debtors	99,056	68,006	79,431	67,503		
	Prepayments and accrued income	79,189	69,730	79,189	69,730		
		178,245	137,736	158,620	137,233		
12.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE	YEAR					
		Group		Company			
		2002	2001	2002	2001		
		£	£	£	£		
	Taxation	35,586	50,861	28,886	30,000		
	Social security and other taxes	64,939	12,265	64,939	12,265		
	Accruals & deferred income	136,557	197,044	124,150	188,547		
	Subsidiary undertaking			1,880,222	1,978,854		
		237,082	260,170	2,098,197	2,209,666		
13.	CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR						
		Gre	oup	Company			
		2002	2001	2002	2001		
		£	£	£	£		
	Bank loans (see note 14)	1,950,000	1,950,000	1,950,000	1,950,000		
	Other creditors	<u>498,295</u>	499,088	498,295	499,088		
		2,448,295	2,449,088	2,448,295	2,449,088		
14.	LOANS						
	An analysis of the maturity of loans is given belo	ow:					
		Gr	Group		Company		
		2002	2001	2002	2001		
		£	£	£	£		
	Amounts falling due between two and five year						
	Bank loans - 2-5 years	1,950,000	1,950,000	1,950,000	1,950,000		

NOTES TO THE FINANCIAL STATEMENTS for the Year Ended 30 September 2002

15. CALLED UP SHARE CAPITAL

16.

Authorised:					
Number:	Class:		Nominal value:	2002 £	2001 £
1,667	Ordinary		£1	1,667	1,667
5,000	A Ordinary		£1	5,000	5,000
5,000	B Ordinary		£1	5,000	5,000
5,000	C Ordinary		£1	5,000	5,000
				16,667	16,667
Allotted issued	d and fully paid:				
Number:	Class:		Nominal	2002	2001
			value:	£	£
	~ "				
1,667 5,000	Ordinary		£1 £1	1,667	1,667
5,000	A Ordinary B Ordinary		£l	5,000 5,000	5,000 5,000
5,000	C Ordinary		£1	5,000	5,000
	·			<u></u>	
				16,667	16,667
All shares rank	pari passu.				
RESERVES					
Group					
		Profit			
		and loss	Share	Revaluation	T - 1 - 1-
		account £	premium £	reserve £	Totals £
At 1 October 2	2001	4,304,751	220,594	773,260	5,298,605
Retained profi		666,308	-	-	666,308
	evaluation reserve	47,290	-	-	47,290
Revaluation re	serve transter			(47,290)	(47,290)
At 30 Septemb	per 2002	5,018,349	220,594	725,970	5,964,913
Company					
		Profit			
		and loss	Share	Revaluation	
		account	premium	reserve	Totals
At 1 October 2	2001	£ 1,488,632	£ 220,594	£ 773,260	£ 2,482,486
Retained profi		74,270	22 0,374 -	//3,Z0U -	2,462,466 74,270
	evaluation reserve	47,290	-	-	47,290
	fit and loss account			(47,290)	(47,290)
At 30 Septemb	per 2002	1,610,192	220,594	<u>725,970</u>	2,556,756