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Company Number: 2424275

SALMON DEVELOPMENTS PLC

FINANCIAL STATEMENTS

31 DECEMBER 2001





River House 6 Walnut Tree Park Walnut Tree Close Guildford Surrey GU1 4TW

DIRECTORS AND OFFICERS

DIRECTORS

D J Stewart

R F Henderson

S K Kuntze

R A Martin

P A Pollard

K P Stoodley

SECRETARY

P A Pollard

REGISTERED OFFICE

46 Mount Street London W1K 2HH

AUDITORS

Bessler Hendrie Chartered Accountants River House 6 Walnut Tree Park Walnut Tree Close Guildford Surrey GU1 4TW

DIRECTORS' REPORT

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The directors submit their report and the financial statements of the Group for the year ended 31 December 2001.

PRINCIPAL ACTIVITIES

The Group carries on business as property developers and dealers.

REVIEW OF THE BUSINESS

The directors are satisfied with the continued level of business and profitability of its associated company Salmon Harvester Properties Limited and its subsidiary companies.

RESULTS AND DIVIDENDS

The trading profit for the year after taxation was £523,016 (2000: £2,907,071).

The directors do not recommend the payment of a final dividend on the ordinary shares. Dividends totalling £Nil (2000: £1,500,000) were paid to preference and ordinary shareholders in the year. The retained profit of £523,016 (2000: £1,407,071) was transferred to reserves.

DIRECTORS

The following directors have held office since 1 January 2001:-

C P Oliver	(resigned 4 January 2002)
D R J Baird	(resigned 4 January 2002)
D J Stewart	
R F Henderson	
S K Kuntze	
R A Martin	(resigned 25 July 2001, appointed 5 January 2002)
P A Pollard	(appointed 5 January 2002)
K P Stoodley	(appointed 2 January 2001)

DIRECTORS' INTERESTS IN SHARES

Directors' interests in the shares of the company, including beneficial interests, were as follows:-

	Share Category	31 December 2001	1 January 2001
C P Oliver	'A' Preference	25,000	25,000
	'A' Ordinary	350	350
DR J Baird	'B' Preference	25,000	25,000
	'B' Ordinary	380	380
D J Stewart	'C' Ordinary	220	220
R F Henderson	'D' Ordinary	50	50

DIRECTORS' REPORT (continued)

POLITICAL AND CHARITABLE CONTRIBUTIONS

The group made £375 (2000: £1,943) of charitable donations during the year.

POST BALANCE SHEEET EVENTS

At an Extraordinary General Meeting of the company on 4 January 2002, the following Special Resolutions were passed:

That the company purchase share capital with a nominal value of £50,730 from the shareholders for cancellation; consisting of the following:

25,000 "A" Preference Shares, 350 "A" Ordinary Shares, 25,000 "B" Preference Shares and 380 "B" Ordinary Shares for a total consideration of £5,312,248.

That the company change the Articles of Association so that the Authorised Share Capital of the company of £51,000 was reclassified into the following shares:

50,000 Ordinary Shares of £1, 730 Preference Shares of £1 and 270 Participating Preference Ordinary Shares of £1.

The company's former ordinary "C" and "D" shares of £1 were re-designated Participating Preference Ordinary Shares of £1.

The 730 Preference Shares of £1 were allotted at par value. The 50,000 Ordinary Shares of £1, were allotted partly-paid at 25p per share.

All the Special Resolutions were passed at the meeting and the Company Secretary was instructed to lodge the appropriate forms to reflect the above changes at Companies House. It was noted that a net transfer of £37,500 from profit and loss account to capital redemption reserve was required to reflect the nominal value of the share capital purchased by the company for cancellation and the subsequent allotment of new share capital which raised £13,230.

CREDITORS PAYMENT POLICY

Trade creditors are settled in accordance with their agreed payment terms.

AUDITORS

A resolution to re-appoint Bessler Hendrie, Chartered Accountants, who were appointed during the year, will be put to the members at the Annual General Meeting.

By order of the Board

P A Pollard

Secretary

29 May 2002

DIRECTORS' RESPONSIBILITIES IN THE PREPARATION OF FINANCIAL STATEMENTS

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:

- a. select suitable accounting policies and then apply them consistently;
- b. make judgements and estimates that are reasonable and prudent;
- c. 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 to enable them to ensure that the financial statements comply with the requirements of 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.

AUDITORS' REPORT TO THE MEMBERS OF SALMON DEVELOPMENTS PLC

We have audited the financial statements on pages 6 to 18.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

As described on page 4 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 affairs of the company and the group at 31 December 2001 and of the profit and cash flows for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Registered Auditor Chartered Accountants River House

Bessler Herdrie

6 Walnut Tree Park Walnut Tree Close

Guildford

Surrey GU1 4TW

29 May 2002

CONSOLIDATED PROFIT AND LOSS ACCOUNT for the year ended 31 December 2001

	Notes	2001	2	000
TURNOVER		10,779,679	27,6	600,709
Less: Share of associate		(9,280,198)	(26,2	58,476)
GROUP TURNOVER		1,499,481	1,3	42,233
Cost of sales		(231,775)	(7	794,537)
GROSS PROFIT		1,267,706	5	 547,696
Other operating income	2	766,109	7	792,631
		2,033,815	1,3	340,327
Administrative expenses		(2,281,403)	(2,4	177,530)
OPERATING LOSS	3	(247,588)	(1,1	137,203)
Share of associate's operating profit		670,116	5,6	696,356
Interest receivable	4	354,246	2	264,381
Interest payable	5	(65,681)	,	(10,271)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		711,093	4,8	813,263
Taxation	7	(188,077)	(1,9	906,192)
PROFIT FOR THE FINANCIAL YEAR		523,016	2,9	907,071
Dividends	8		(1,5	500,000)
RETAINED PROFIT FOR THE YEAR	9, 18	£ 523,016	£ 1,4	407,071

The Group has no recognised gains or losses other than the results for the year as set out above.

All of the activities of the Group are classed as continuing.

CONSOLIDATED BALANCE SHEET

31 December 2001

	Notes		2001		2000
FIXED ASSETS					
Intangible assets	10		-		-
Tangible assets	11		14,063		15,407
Investments	12	_	2,251,744	_	3,051,513
			2,265,807		3,066,920
CURRENT ASSETS					
Work in progress	13		-		196,551
Debtors	14		91,465		3,857,965
Cash at bank		_	5,762,455		1,215,621
			5,853,920		5,270,137
CREDITORS		-			
Amounts falling due within one year	15	_	425,811		1,203,657
NET CURRENT ASSETS			5,428,109		4,066,480
TOTAL ASSETS LESS CURRENT LIABILITIES		£	7,693,916	£	7,133,400
CAPITAL AND RESERVES					
Called up share capital	17		51,000		13,500
Profit and loss account	18		7,466,667		6,943,651
Revaluation reserve	19		176,249		176,249
SHAREHOLDERS' FUNDS	23	£	7,693,916	£	7,133,400

Approved by the Board on 29 May 2002

R F Henderson

D J Stewart

BALANCE SHEET31 December 2001

	Notes		2001		2000
FIXED ASSETS					
Tangible assets	11		14,063		15,407
Investments	12	_	2,352,553		3,152,553
			2,366,616		3,167,960
CURRENT ASSETS		•			
Debtors	14		85,327		3,474,664
Cash at bank		_	5,653,281		1,073,444
			5,738,608		4,548,108
CREDITORS		•	<u> </u>		
Amounts falling due within one year	15		669,141		1,457,871
NET CURRENT ASSETS		-	5,069,467		3,090,237
TOTAL ASSETS LESS CURRENT LIABILITIES		£	7,436,083	£	6,258,197
CAPITAL AND RESERVES Called up share capital	17		51,000		13,500
Profit and loss account	17		7,208,834		6,068,448
Revaluation reserve	19		176,249		176,249
SHAREHOLDERS' FUNDS		£	7,436,083	£	6,258,197

Approved by the Board on 29 May 2002

Director

R F Henderson D J Stewart

Director

CONSOLIDATED CASH FLOW STATEMENT for the year ended 31 December 2001

Ī	Notes			2001				2000
NET CASH INFLOW FROM OPERATING ACTIVITIES	21			3,535,919				(1,277,840)
Income received from associate				554,696				2,269,063
RETURNS ON INVESTMENT AND SERVICING OF FINANCE								
Interest received		166,712				141,646		
Interest paid		(7,158)				(97)		
Dividend Paid		-				(1,500,000)		
NET CASH OUTFLOW FROM RETURNS ON INVESTMENT AND SERVICING OF FINANCE	_	.		159,554	-			(1,358,451)
TAXATION				(554,985)				(455,658)
CAPITAL EXPENDITURE								
Payments to acquire fixed assets				(13,908)				(5,007)
ACQUISITIONS AND DISPOSALS								
Loan from/(to) associate Redemption of loan by associated compa	nny			- 800,000				250,000
NET CASH INFLOW BEFORE FINANCING			_	4,481,276			,	(577,893)
FINANCING								-
Call on Preference Shares			_	37,500			,	
NET (DECREASE)/INCREASE IN C.	ASH		£	4,518,776			£	(577,893)
ANALYSIS OF NET DEBT			_					
				1 January 2001		Cashflow	3	1 December 2001
Cash in hand				1,215,621		4,546,834		5,762,455
Debt due within one year				-		(28,058)		(28,058)
			£ =	1,215,621	£	4,518,776	£	5,734,397

Financial statements for the year ended 31 December 2001

ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The financial statements have been prepared under the historical cost convention, as modified by the revaluation of a fixed asset investment, and comply with all applicable accounting standards.

BASIS OF CONSOLIDATION

The group financial statements comprise a consolidation of the financial statements of the holding company and its subsidiary undertakings (subsidiaries) for the year ended 31 December 2001.

An associated undertaking (associate) is included in the group financial statements on the equity accounting basis.

In accordance with Section 230 of the Companies Act 1985, the company has elected not to present its own profit and loss account.

TURNOVER

Turnover represents the invoiced value of goods and services supplied and the value of long term contract work done, and is stated exclusive of VAT.

LONG TERM CONTRACTS

Turnover on long-term contracts is recognised according to the nature of the contract and the stage reached in the contract by reference to the value of work done. A prudent estimate of the profit attributable to work completed is recognised once the outcome of the contract can be assessed with reasonable certainty. Work in progress is stated at the lower of cost and net realisable value. The costs on development projects not yet taken to the profit and loss account, less foreseeable losses and payments on account, are shown in work in progress.

INTANGIBLE FIXED ASSETS

This represents goodwill arising upon the acquisition of subsidiaries. It has been amortised to the profit and loss account over its estimated useful life, in accordance with the provisions of FRS 10. In the opinion of the directors the goodwill arising in the year has no useful life and has been written off in the year.

DEPRECIATION

This is calculated so as to write off the cost of the relevant tangible fixed assets over their expected useful lives, at the following annual rates:

Office equipment

250/

Computer equipment

33.3%

CAPITAL INSTRUMENTS

Capital instruments are accounted for in accordance with the principles of FRS4 and are classified as equity share capital, non equity share capital or debt, as appropriate.

1. TURNOVER AND LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION

The turnover and profit before tax is attributable to the one principal activity of the company.

2.	OTHER OPERATING INCOME		2001		2000
٠.	Rent		16,109		42,631
	Other		750,000		750,000
		-		-	
		£ =	766,109	£	792,631
3.	OPERATING PROFIT				
	The operating profit is stated after charging:				
	Auditors' remuneration		14,736		14,375
	Depreciation and other amounts written off		15,252		7,733
	tangible fixed assets Goodwill written off		32,346		7,947
	Operating lease charges:		, -		,
	Equipment		4,482		5,624
	Other	=	-	=	45,000
4.	INTEREST RECEIVABLE				
	Bank interest		174,415		140,063
	Other interest	-	2,597	_	1,583
			177,012		141,646
	Share of associate	_	177,234	-	122,735
		£	354,246	£	264,381
5.	INTEREST PAYABLE	=		=	
	Loans and bank overdraft wholly repayable within				
	five years		7,158		97
	Share of associate	_	58,523		10,174
		£	65,681	£	10,271
		=		: =	

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2001

6. EMPLOYEES

The average weekly number of persons (including directors) employed by the company during the year was:

daring the your way.	2001 No		2000 No
Management	8		8
Administration	10		10
	18		18
Staff costs for the above persons:	£		£
Wages and salaries	1,063,874		1,023,377
Social security costs	135,851		115,610
Pension contributions	49,144		92,000
£	1,248,869	£	1,230,987
DIRECTORS' REMUNERATION		•	
Emoluments	733,430		576,705
Money purchase pension contributions	49,144	_	92,000
Aggregate emoluments £	782,574	£	668,705
One director had retirement benefits accruing under a money pure Highest paid director	chase scheme	(2000: or	ne)
Emoluments Money purchase pension contributions	197,875	_	247,757
£	197,875	£	247,757
		-	

In addition to the emoluments shown above three (2000: two) of the directors received management fees totalling £102,228 (2000: £912,602) in companies under their control (see Note 20).

7. TAXATION

Based on the profit for the year:

UK Corporation tax payable at 30% (2000: 30%) (Over)/underprovided in earlier years Share of associate		(3,850) 8,131 183,796	667,494 (2,823) 1,241,521
	£	188,077	£ 1,906,192

A matter affecting the level of the tax charge is explained in Note 16.

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2001

1,500,000 1,500,000 1,149,237 134,505 123,329 1,407,071
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134,505 123,329
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134,505 123,329
123,329
1,407,071
<u>-</u>
7,947
(7,947)
; -
Total
83,158
13,908
(38,704)
58,362
67,751
15,252
(38,704)
44,299
£ 14,063
£ 15,407
£

INVESTMENTS				Share of	
		Shares in associate	Loan to associate	profit of associate	Total
		£	£	£	£
Group					
1 January 2001		2,000,000	800,000	251,513	3,051,513
Additions		-	-	231	231
Disposals			(800,000)	-	(800,000)
31 December 2001		2,000,000	<u>.</u>	251,744	2,251,744
	Shares in subsidiaries	Shares in associate	Loans to subsidiary	Loans to associate	Total
	£	£	£	£	£
Company					
1 January 2001	53	2,000,000	352,500	800,000	3,152,553
Additions	-	-	-	-	-
Disposals	-	-	_	(800,000)	(800,000)
Write down	-		-	<u>-</u>	
31 December 2001	53	2,000,000	352,500	-	2,352,553
					

The subsidiaries and associate, all of which are registered in England, are as follows:

Name	Percentage shareholding %	Ac	etivi	ty
Salmon Harvester Properties Limited	50	Property deve	elop	er
Salmon Investments and Developments Limited	100	Property deve	elop	er
Salmon Properties Limited (formerly SD Marston Ltd)	100	Non-trader		
Salcim Limited	100	Non-trader		
		2001		2000
Group share of associate's fixed assets	£	165	£	162
Group share of associate's current assets	£	20,391,859	£	26,925,092
Group share of associate's liabilities falling due:			: =	<u></u>
- within one year	£	18,240,280	£	24,273,900
- after more than one year	£	-	£	400,000

		2	001			20)00
		Group		Company		Group	Company
13 STOCKS							
Work in progress	£	-	£	-	£	196,551	£ <u>-</u>
14. DEBTORS Trade debtors Amounts due from subsidiary Amounts owed from associated company Other debtors Corporation tax Other taxes Prepayments and accrued income	£	11,058 - 10,921 1,408 7,740 18,799 41,539 91,465	£ : =	4,920 - 10,921 1,408 7,740 18,799 41,539 85,327	£	43,039 - 2,887,722 908,282 - 1,013 17,909 3,857,965	16,989 543,762 2,887,722 8,282 - 17,909 £ 3,474,664
15. CREDITORS Bank overdraft Trade creditors Amounts owed to subsidiaries Social security and other taxes Other creditors Accruals Corporation tax	£	28,058 13,679 - 159,655 39,245 181,284 3,890 425,811	£	28,058 10,548 345,057 76,224 39,245 170,009	£	31,638 - 58,897 - 566,268 546,854 1,203,657	13,055 320,003 58,897 - 525,983 539,933

16. CONTINGENCIES

Additional consideration, up to a maximum of £856,288 is potentially payable by the company to the previous owner of a subsidiary, the level of which is dependent upon the future taxable profits generated by the subsidiary.

17.	SHARE CAPITAL	2001		2000
	Authorised and allotted			
	25,000 'A' Cumulative preference shares of £1 each	25,000		25,000
	25,000 'B' Cumulative preference shares of £1 each	25,000		25,000
	350 'A' Ordinary shares of £1 each	350		350
	380 'B' Ordinary shares of £1 each	380		380
	220 'C' Ordinary shares of £1 each	220		220
	50 'D' Ordinary shares of £1 each	50		50
	£	51,000	£	51,000
	Issued:	-	=	
	25,000 'A' Cumulative preference shares of £1 each (2000: 25p paid)	25,000		6,250
	25,000 'B' Cumulative preference shares of £1 each (2000: 25p paid)	25,000		6,250
	350 'A' Ordinary shares of £1 each	350		350
	380 'B' Ordinary shares of £1 each	380		380
	220 'C' Ordinary shares of £1 each	220		220
	50 'D' Ordinary shares of £1 each	50	_	50
	£	51,000	£	13,500

Non equity shares

The interests of the preference shareholders have been classified as non equity. Their rights include entitlement to receive profits realised on certain of the group's developments as defined in the Articles of Association. To the extent that such profits are available for distribution, but remain retained within the company, the preference shareholders are entitled to 8% of such amounts. Except in restricted circumstances, the shares do not carry an entitlement to vote at a general meeting.

18. PROFIT AND LOSS ACCOUNT	Group	Company
1 January 2001	6,943,651	6,068,448
Profit for the year	523,016	1,140,386
31 December 2001	£ 7,466,667	£ 7,208,834
	2001	2000
19. REVALUATION RESERVE		
1 January 2001 and 31 December 2001	£ 176,249	£ 176,249

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2001

20. RELATED PARTY TRANSACTIONS

The group and the company has taken advantage of the exemptions provided by Financial Reporting Standard 8 and has not reported transactions and balances with other group companies that are eliminated upon consolidation. During the year, Salmon Developments Plc entered into the following transactions with its associated undertaking Salmon Harvester Properties Limited:

	2001	2000	
	£	£	
Project management fees earned	306,291	135,301	
Contribution to management costs	750,000	765,110	

At the year end the group was owed £10,921 (2000: £2,887,722) by Salmon Harvester Properties Limited.

During the year Salmon Developments Plc entered into transactions with the following related parties:

•	-	•
A company controlled by Mr C P Oliver:		
Management fees payable to Salmon Properties Limited	57,500	394,789
A company controlled by Mr D R J Baird:		
Management fees payable to Adna Limited	29,728	517,813
Rent charges to Adna Limited	30,000	40,000
A company controlled by Mr D J Stewart:		
Management fees payable to Hookwood House Estates Limited	15,000	-
All of the above fees are included within directors emoluments disclosed in note 5.		
Professional fees paid to the chartered accountancy practice of Mr D W Waddington.	382,921	131,876

A property was purchased by Salmon Properties Limited, a company owned by C P Oliver, from a wholly owned group company at a price of £5,665. This valuation was the market value determined by the directors of the company.

	2001	2000
21. RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES		
Operating loss	(247,588)	(1,137,203)
Depreciation charges	15,252	7,733
Goodwill amortised	32,346	7,947
Decrease in stock	196,551	495,996
Decrease/(increase) in debtors	3,774,240	(734,312)
(Decrease)/increase in creditors	(234,882)	81,999
	£ 3.535.919	£ (1.277.840)

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2001

			2001		2000
22	RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET DEBT Increase/(decrease) in cash		4,517,419		(577,893)
	Cash outflow from decrease in debt		-		-
	Movement in net cash in year	-	4,517,419	_	(577,893)
	Net cash/debt at start of year		1,215,621		1,793,514
	Net cash at end of year	£	1,215,621	£	1,793,514
23.	RECONCILIATION OF MOVEMENTS IN	_			
	SHAREHOLDERS' FUNDS Profit for the financial year		523,016		2,907,071
	Dividends Call on part paid share capital	_	37,500	_	(1,500,000)
			560,516		1,407,071
	Opening shareholders' funds	_	7,133,400	_	5,726,329
	Closing shareholders' funds	£	7,693,916	£	7,133,400
24.	FINANCIAL COMMITMENTS Operating leases The group has annual commitments expiring as follows:				
	Land and buildings: Within two to five years	_	106,685	_	102,000
	Other: Within one year In two to five years	:	2,324	<u>.</u>	1,637 3,984
25.	DEFERRED TAX Company and Group				
	The total potential liability, none of which has been provided in these financial satements, is as follows:				
	Revaluation of investment	£	52,875	£	52,875

26. ULTIMATE CONTROLLING PARTY

There is no single ultimate controlling party of the group.