Report of the Directors and

Financial Statements for the Year Ended 31st December 2005

<u>for</u>

Salmon Harvester Properties Limited

A57 *AXKOLEXB* 85 COMPANIES HOUSE 27/04/2006

Contents of the Financial Statements for the Year Ended 31st December 2005

	Page
Company Information	1
Report of the Directors	2
Report of the Independent Auditors	4
Profit and Loss Account	5
Balance Sheet	6
Cash Flow Statement	7
Notes to the Cash Flow Statement	8
Notes to the Financial Statements	9
Trading and Profit and Loss Account	17

Company Information for the Year Ended 31st December 2005

DIRECTORS:

A M Cummins R A Martin D J Stewart R Henderson K Arif R M Topps P Hughes

SECRETARY: Miss S E Cooper

REGISTERED OFFICE: Tiddington Road

Stratford-upon-Avon Warwickshire

CV37 7BJ

REGISTERED NUMBER: 2921283

BUSINESS ADDRESS: 46 Mount Street

Mayfair London W1K 2HH (020 7499 4378)

AUDITORS: Meyer Williams

Chartered Accountants & Registered Auditors Queen Alexandra House

2 Bluecoats Avenue

Hertford Hertfordshire SG14 1PB

Report of the Directors for the Year Ended 31st December 2005

The directors present their report with the financial statements of the company for the year ended 31st December 2005.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of property development.

REVIEW OF BUSINESS

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

DIVIDENDS

No interim dividends were paid during the year ended 31st December 2005.

The directors recommend final dividends per share as follows:

'A' ordinary 1p shares £3.13609
'B' ordinary 1p shares £0.78402

The total distribution of dividends for the year ended 31st December 2005 will be £784,024.

DIRECTORS

The directors during the year under review were:

A M Cummins

R A Martin

D J Stewart

R Henderson

K Arif

R M Topps

P Hughes was appointed director on 27th January 2006.

The directors holding office at 31st December 2005 did not hold any beneficial interest in the issued share capital of the company at 1st January 2005 or 31st December 2005.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice.

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;
- 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 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.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 234ZA of the Companies Act 1985) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Report of the Directors for the Year Ended 31st December 2005

AUDITORS

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

ON BEHALF OF THE BOARD:

Miss S E Cooper - Secretary

10th March 2006

Report of the Independent Auditors to the Shareholders of Salmon Harvester Properties Limited

We have audited the financial statements of Salmon Harvester Properties Limited for the year ended 31st December 2005 on pages five to seventeen. These financial statements have been prepared under 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 two 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 International Standards on Auditing (UK and Ireland).

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 other transactions 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 International Standards on Auditing (UK and Ireland) 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, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as 231st December 2005 and of its profit for the year then ended; and

- Have been properly prepared in accordance with the Companies Act 1985.

Meyer Williams

Chartered Accountants

& Registered Auditors

Queen Alexandra House

2 Bluecoats Avenue

Hertford

Hertfordshire

SG14 1PB

10th March 2006

Profit and Loss Account for the Year Ended 31st December 2005

	Notes	31.12.05 £	31.12.04 £
TURNOVER		19,669,862	21,005,292
Cost of sales		(20,851,703)	(20,522,660)
GROSS (LOSS)/PROFIT		(1,181,841)	482,632
Administrative expenses		(115,901)	(101,950)
		(1,297,742)	380,682
Other operating income	2	1,655,802	202,217
OPERATING PROFIT	4	358,060	582,899
Interest receivable and similar income	5	178,963	604,267
		537,023	1,187,166
Interest payable and similar charges	6	<u>(79)</u>	(66)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	S	536,944	1,187,100
Tax on profit on ordinary activities	7	333,192	(316,069)
PROFIT FOR THE FINANCIAL YEAR AFTER TAXATION	3	870,136	871,031
PROFIT FOR THE YEAR		870,136	871,031

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current year or previous year.

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profits for the current year or previous year.

Balance Sheet 31st December 2005

		31.12.05		31.12.04	
	Notes	£	£	£	£
FIXED ASSETS					
Investments	9		322		322
CURRENT ASSETS					
Stocks	10	20,235,132		7,242,277	
Debtors	11	1,486,916		6,015,966	
Cash at bank		400,366		2,153,309	
		22,122,414		15,411,552	
CREDITORS					
Amounts falling due within one year	12	17,553,781		10,929,031	
NET CURRENT ASSETS			4,568,633		4,482,521
TOTAL ASSETS LESS CURRENT					
LIABILITIES			4,568,955		4,482,843
CAPITAL AND RESERVES					
Called up share capital	15		4,000		4,000
Share premium	16		3,796,000		3,796,000
Capital redemption reserve	16		200,000		200,000
Profit and loss account	16		568,955		482,843
SHAREHOLDERS' FUNDS	19		4,568,955		4,482,843

ON BEHALF OF THE BOARD:

R F Henderson - Director

A M Cummins - Director

Approved by the Board on 10th March 2006.

Cash Flow Statement for the Year Ended 31st December 2005

		31.12	2.05	31.12	31.12.04	
	Notes	£	£	£	£	
Net cash (outflow)/inflow	•		(0.0 <i>(5.</i> 300)		10 145 729	
from operating activities	1		(8,065,288)		10,145,738	
Returns on investments and						
servicing of finance	2		178,884		604,201	
Taxation			(14,494)		70,672	
			(7,900,898)		10,820,611	
Financing	2		6,147,955		(8,816,930)	
_						
(Decrease)/Increase in cash in the per	riod		<u>(1,752,943</u>)		2,003,681	
Reconciliation of net eash flow to movement in net debt	3					
to movement at net debt	,					
(Decrease)/Increase		// === 0.45		2 202 (21		
in cash in the period Cash (inflow)/outflow		(1,752,943)		2,003,681		
from (increase)/decrease in debt		(6,147,955)		8,816,930		
Change in net debt resulting from cash flows			(7,900,898)		10,820,611	
					. 0,020,011	
Movement in net debt in the period			(7,900,898)		10,820,611	
Net debt at 1st January			(6,213,715)		(17,034,326)	
Net debt at 31st December			(14,114,613)		_(6,213,715)	

Notes to the Cash Flow Statement for the Year Ended 31st December 2005

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

			31.12.05 £	31.12.04 £
	Operating profit (Increase)/Decrease in stocks Decrease in debtors Increase in creditors		358,060 (12,992,855) 4,689,729 (120,222)	582,899 6,634,499 1,155,705 1,772,635
	Net cash (outflow)/inflow from operating activities		(8,065,288)	10,145,738
2.	ANALYSIS OF CASH FLOWS FOR HEADINGS NETT	ED IN THE CAS	SH FLOW STAT	rement
			31.12.05 £	31.12.04 £
	Returns on investments and servicing of finance interest received interest paid		178,963 (79)	604,267 (66)
	Net cash inflow for returns on investments and servicing	of finance	178,884	604,201
	Financing Increase/(decrease) in amounts owed to NFUM		6,147,955	(8,816,930)
	Net cash inflow/(outflow) from financing		6,147,955	(8,816,930)
3.	ANALYSIS OF CHANGES IN NET DEBT			
		At 1.1.05	Cash flow	At 31.12.05 £
	Net eash: Cash at bank	2,153,309	(1,752,943)	400,366
		2,153,309	(1,752,943)	400,366
	Debt: Debts falling due			
	within one year	(8,367,024)	(6,147,955)	(14,514,979)
		(8,367,024)	(6,147,955)	(14,514,979)
	Total	(6,213,715)	(7,900,898)	(14,114,613)

Notes to the Financial Statements for the Year Ended 31st December 2005

1. ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

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.

Stocks and work in progress

Stock is stated at the lower of cost and net realisable value. Cost for this purpose comprises the cost to the company of acquiring the land, construction and other development costs including interest.

Work in progress is stated at the lower of cost and net realisable value. Work in progress includes costs, including interest incurred on various sites on behalf of the owner of those sites and which will be reimbursed in due course.

Deferred tax

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

Consolidation

The company has taken advantage of the exemption conferred by Section 228 of the Companies Act 1985 not to prepare group accounts because the group headed by the company is included within the consolidated accounts of a larger group with an EU parent, namely, The National Farmers Union Mutual Insurance Society Limited (NFUM). Copies of group accounts can be obtained from the NFUM registered office.

These financial statements present information about the company as an individual undertaking.

Investments

Investments are included at cost less provisions required for diminution in value.

Rental income

In accordance with Statement of Standard Accounting Practice No. 21, rental income receivable under the terms of a lease has been accrued evenly over the period of the lease.

2. OTHER OPERATING INCOME

	31.12.05 £	31,12.04 £
Rents received	132,183	202,217
Dividends receivable	1,523,619	
	1,655,802	202,217

STAFF COSTS

There were no staff costs for the year ended 31st December 2005 nor for the year ended 31st December 2004.

The average monthly number of employees during the year who are all directors was as follows:

	31.12.05	31.12.04
Administration	6	6

Notes to the Financial Statements - continued for the Year Ended 31st December 2005

4. **OPERATING PROFIT**

The c	merating	profit	is	stated	after	charging:
THUC	peranng	Prom	10	starea	HI LCI	Changing.

	Auditors' remuneration	31.12.05 £ 19,000	31.12.04 £ 20,400
	Directors' emoluments		-
5.	INTEREST RECEIVABLE AND SIMILAR INCOME		
	Interest from subsidiary company Interest from associated company Bank interest Other interest	31.12.05 £ 81,920 96,591 452 178,963	31.12.04 £ 510,848 66,907 19,800 6,712 604,267
6.	INTEREST PAYABLE AND SIMILAR CHARGES	31.12.05 £	31.12.04 £
	Bank interest	<u>79</u>	66
	NFUM loan interest (see note 10) is included within cost of sales in the profit and	loss account.	
7.	TAXATION		
	Analysis of the tax credit/(charge) The tax credit/(charge) on the profit on ordinary activities for the year was as follows:	ws: 31.12.05 £	31.12.04 £
	Current tax: UK corporation tax Over provision in respect of previous year Amount receivable from a subsidiary in respect of group relief surrendered	154,705 13,286 148,000	(187,007) 66,242
	Total current tax	315,991	(120,765)
	Deferred tax: Deferred tax Overprovision in previous year Total deferred tax	17,201 17,201	(134,256) (61,048) (195,304)
	Tax on profit on ordinary activities	333,192	(316,069)

Notes to the Financial Statements - continued for the Year Ended 31st December 2005

7. TAXATION - continued

Factors affecting the tax (credit)/charge

The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The difference is explained below:

	31.12.05 £	31.12.04 £
Profit on ordinary activities before tax	536,944	1,187,100
Profit on ordinary activities multiplied by the standard rate of corporation tax		
in the UK of 30% (2004 - 30%)	(161,083)	(356,130)
Effects of:		
Expenses not allowed for tax purposes	-	(20,072)
Utilisation of losses	-	134,256
Overprovision in respect of previous year	13,286	66,242
Other timing differences	6,703	51,749
Marginal relief	-	3,190
Non-taxable group dividends	457,086	
Current tax credit/(charge)	315,992	(120,765)

The company has losses of £442,163 (2004: £442,163) available to be carried forward and offset against future trading profits.

A deferred tax asset relating to the losses has been included in the financial statements as set out in note 11.

8. **DIVIDENDS**

	31.12.05	31.12.04
	£	£
Equity shares:		
'A' ordinary shares of 1p each		
Final	627,219	-
'B' ordinary shares of 1p cach		
Final	156,805	-
	_ 	
	784,024	~

Notes to the Financial Statements - continued for the Year Ended 31st December 2005

9. FIXED ASSET INVESTMENTS

Investments	were	as	follows:
mivesuments	WUL	as	tonowa.

	31.12.05 £	31.12.04 £
Shares in group undertakings Shares in associated company	2 320	2 320
	322	322

Shares in subsidiary undertakings:

Salmon Harvester Properties (Orbital A3) Limited

Nature of business: Dormant

% holding
Class of shares:

£) ordinary 100

Forsters Shelfco 175 Limited - ceased trading 30th June 2005

Nature of business: Property trading and development

Class of shares:
£1 ordinary 100

SHP (Shrewsbury) Limited - ceased trading 30th June 2005 Nature of business: Property trading and development

% holding Class of shares:

Shares in associated company:

£1 ordinary

FSH Airport (Edinburgh) Services Limited

Nature of business: property trading and development

Class of shares:
£1 ordinary 50

 Company information:
 30.6.05 30.6.05 30.6.04

 £
 £
 £

 Aggregate capital and reserves
 (1,159,827) (813,629)

 (Loss) for the year
 (346,198) (247,465)

100

Notes to the Financial Statements - continued for the Year Ended 31st December 2005

10.

STOCKS

10.	STOCKS	24 42 07	21.12.04
		31.12.05	31.12.04
		£	£
	Land and buildings in the course of	17,568,842	5,307,826
	development	2,666,290	1,934,451
	Work in progress	2,000,270	1,55 1, 151
		20,235,132	7,242,277
	An amount of £422,375 (2004: £2,006,556) of interest paid or payable to the	NFUM and relati	ng to completed
	projects has been expended in the year.		
	projects had been improved by		
11.	DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		31.12.05	31.12.04
		£	£
	Trade debtors	54,384	1,032,115
	Other debtors	197,018	740,294
	Amounts owed by NFUM	044.550	3,228,800
	Amounts owed by associated company	944,770	887,269
	Corporation tax	154,705 132,649	11,227 115,448
	Deferred tax asset	3,390	813
	Prepayments and accrued income		615
		1,486,916	6,015,966
		1,100,510	0,0.5,500
	Deferred tax asset		
	Deterred tax asset		
		31.12.)5 31.12.04
	Trading losses carried forward	132,6	115,448
			
		115 4	. 210.752
	Balance brought forward	115,4	
	Deferred tax debited/(credited) in the Profit and Loss Account	17,2	(193,304)
	Balance carried forward	132,6	19 115,448
	Balance carried forward	132,0	115,140
12.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		31.12.05	31.12.04
		£	£
	Other loans (see note 13)	14,514,979	8,367,024
	Trade creditors	1,216,301	121,529
	Corporation tax	-	187,007
	Social security and other taxes	-	1,583,577
	Proposed dividends	784,024	-
	Amounts owed to associated undertakings	322	322
	Amounts owed to subsidiary undertakings	469,615	199,784
	Accruals and deferred income	568,540	469,788
		17 552 701	10.020.021
		17,553,781	<u>10,929,031</u>

Notes to the Financial Statements - continued for the Year Ended 31st December 2005

13. LOANS

An analysis of the maturity of loans is given below:

	31.12.05	31,12,04
	£	£
Amounts falling due within one year or on demand:		
Amounts owed to NFUM	14,514,979	<u>8,367,024</u>

14. SECURED DEBTS

The following secured debts are included within creditors:

	31.12.05	31.12.04
	£	£
Amounts owed to NFUM	14,514,979	8,367,024

The amounts owed to NFUM include a loan secured by a first legal mortgage on all freehold and leasehold property owned by the company and included in work in progress. The loan has no fixed repayment terms and is, therefore, treated as due within one year. Interest is charged at a rate of 2.5% above base rate.

15. CALLED UP SHARE CAPITAL

Authorised: Number:	Class:	Nominal value:	31.12.05 £	31.12.04 £
200,000	'A' ordinary	1p	2,000	2,000
200,000	'B' ordinary	1p	2,000	2,000
200,000	'C' ordinary	£1	200,000	200,000
800,000	'D' ordinary	£1	800,000	800,000
			1,004,000	1,004,000
Allotted, issu	ied and fully paid:			
Number:	Class:	Nominal value:	31.12.05 £	31.12.04 £
200,000	'A' ordinary	1p	2,000	2,000
200,000	'B' ordinary	1p	2,000	2,000
			4,000	4,000

The 'A' shares owned by NFUM have a right to 80%, and the 'B' shares owned by Salmon Developments plc to 20%, of distributable profit. They rank equally in respect of voting rights. On a winding up of the company the holders of 'A' shares have a right to repayment of capital to rank pari passu with the holders of 'B' shares.

Notes to the Financial Statements - continued for the Year Ended 31st December 2005

16. RESERVES

	Profit and loss	Share	Capital redemption	
	account	premium	reserve	Totals
	£	£	£	£
At 1st January 2005	482,843	3,796,000	200,000	4,478,843
Retained profit for the year	870,136	-	-	870,136
Dividends	(784,024)			(784,024)
At 31st December 2005	568,955	3,796,000	200,000	4,564,955

17. CONTINGENT LIABILITIES

The company is subject to the normal post-sales contingencies attaching to a property developer.

18. RELATED PARTY DISCLOSURES

The National Farmers Union Mutual Insurance Group (the parent undertaking)	31.12.05 £	31.12.04 £
Included within work in progress Interest capitalised Property acquired from NFUM Included within debtors	4,500,000	1,019,809
Amounts owed by NFUM Other debtors Included within creditors	10,100	3,228,800 10,100
Amounts owed to NFUM Included within turnover Included within cost of sales	14,514,978 18,781,328	8,367,024 13,564,276
Interest payable Included within creditors Dividends proposed to NFUM	422,575 627,219	2,006,556
Included within dividends payable Dividends payable to NFUM	627,219	-
Salmon Developments plc (an undertaking with a 50% interest in the company)		
Included within cost of sales Management charges Project management fees	750,000 470,414	750,000
Included within creditors Dividends proposed to Salmon Developments ple Accruals and deferred income Included within dividends payable	156,805 470,414	-
Dividends payable to Salmon Developments plc Included within work in progress Project management fces	156,805 80,900	36,000

Notes to the Financial Statements - continued for the Year Ended 31st December 2005

18. RELATED PARTY DISCLOSURES - continued

Forsters Shelfco 175 Limited (a subsidiary undertaking)	31.12.05 £	31.12.04 £
Included within debtors Other debtors	2	2
Included within creditors	2	2
Amounts owed to subsidiary undertaking	5,464	199,784
Included within other income	·	,
Interest receivable	-	510,848
Dividend receivable	95,267	-
SHP (Shrewsbury) Limited		
(a subsidiary undertaking)		
Included within taxation in profit and loss account		
Amounts receivable in respect of group relief surrendered	148,000	_
, incoming record and a support of group retter barrenas and	. 10,000	
Included within creditors		
Amounts owed to subsidiary undertaking	464,151	-
FSH Airport (Edinburgh) Services Limited		
(a company in which Salmon Harvester Properties Limited has a participating	interest)	
Included within debtors	944,770	887,269
Amounts owed by associated company Included within creditors	944,770	007,209
Amounts owed to associated company	322	322
Included within administrative expenses		~
Provision for bad debts	81,920	66,907
Included within other income	·	
Interest receivable	81,920	66,907

All transactions are undertaken on normal commercial terms. No interest is payable or receivable on amounts owed to or by related parties except for the following balances:

Amounts owed to NFUM

Amounts owed by Forsters Shelfco 175 Limited

Amounts owed by FSH Airport (Edinburgh) Services Limited

19. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	31.12.05 €	31.12.04 £
Profit for the financial year Dividends	870,136 (784,024)	871,031
Net addition to shareholders' funds Opening shareholders' funds	86,112 4,482,843	871,031 3,611,812
Closing shareholders' funds	4,568,955	4,482,843
Equity interests	4,568,955	4,482,843

20. ULTIMATE PARENT COMPANY AND CONTROLLING PARTY

The directors regard NFUM, a company registered in England and Wales, as the ultimate parent company. NFUM have a 50% interest in the equity capital of the company and may exercise their control by virtue of a majority on the board of directors. No single party has had ultimate control of the company in the current or previous years.

<u>Trading and Profit and Loss Account</u> for the Year Ended 31st December 2005

	31.12.05		31.12.04	
	£	£	£	£
Sales		19,669,862		21,005,292
Cost of sales Opening work in progress Purchases	8,888,041 32,198,794		13,876,776 15,533,925	
Closing work in progress	41,086,835 (20,235,132)	(20,851,703)	29,410,701 (8,888,041)	(20,522,660)
GROSS (LOSS)/PROFIT		(1,181,841)		482,632
Other income Rents received Dividends receivable Interest receivable	132,183 1,523,619 178,963	1,834,765	202,217 - 604,267	806,484
		652,924		1,289,116
Expenditure Marketing Searches Sundry expenses Auditors' remuneration Bad debts	11,726 469 1,859 19,000 81,920	(114,974)	9,838 180 3,726 20,400 66,907	(101,051)
		537,950		1,188,065
Finance costs Bank charges Bank interest	927 79	(1,006)	899 66	(965)
NET PROFIT		536,944		1,187,100