

# **CLUBLIGHT DEVELOPMENTS LIMITED**

**ABBREVIATED ACCOUNTS**

**31 DECEMBER 2004**



# CLUBLIGHT DEVELOPMENTS LIMITED

## ABBREVIATED ACCOUNTS

YEAR ENDED 31 DECEMBER 2004

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# CLUBLIGHT DEVELOPMENTS LIMITED

## OFFICERS AND PROFESSIONAL ADVISERS

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### THE BOARD OF DIRECTORS

J F Fay

### COMPANY SECRETARY

R Riches

### REGISTERED OFFICE

Kings Park House  
22 Kings Park Road  
Southampton  
Hampshire  
SO15 2UF

### AUDITORS

Menzies  
Chartered Accountants  
& Registered Auditors  
Fairfield House  
Kingston Crescent  
Portsmouth  
PO2 8AA

### BANKERS

National Westminster Bank Plc  
52 West Street  
Fareham  
Hampshire  
PO16 0JX

### SOLICITORS

Coffin Mew & Clover  
Kings Park House  
22 Kings Park Road  
Southampton  
Hampshire  
SO15 2UF

# CLUBLIGHT DEVELOPMENTS LIMITED

## THE DIRECTOR'S REPORT

YEAR ENDED 31 DECEMBER 2004

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The director has pleasure in presenting his report and the financial statements of the company for the year ended 31 December 2004.

### PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the company during the year continued to be that of property development.

The director considers the results for the year to be satisfactory.

### RESULTS AND DIVIDENDS

The trading results for the year and the company's financial position at the end of the year are shown in the attached financial statements.

The director has not recommended a dividend.

### DIRECTOR

The director who served the company during the year was as follows:

J F Fay

J F Fay is a discretionary beneficiary of the Heathcote Discretionary Trust. The trust holds the entire share capital of Heathcote Investments Inc, a company incorporated in Panama. Heathcote Investments Inc holds all of the company's issued share capital.

### DIRECTOR'S RESPONSIBILITIES

Company law requires the director 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 year.

In preparing those financial statements, the director is required to select suitable accounting policies, as described on page 7, and then apply them on a consistent basis, making judgements and estimates that are prudent and reasonable. The director must also prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

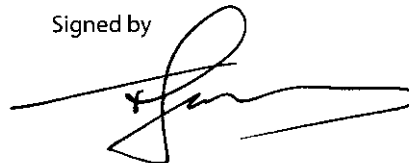
The director is responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable him to ensure that the financial statements comply with the Companies Act 1985. The director is also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

### AUDITORS

A resolution to re-appoint Menzies as auditors for the ensuing year will be proposed at the annual general meeting in accordance with section 385 of the Companies Act 1985.

Registered office:  
Kings Park House  
22 Kings Park Road  
Southampton  
Hampshire  
SO15 2UF

Signed by



J F Fay  
Director

Approved by the director on 7.12.05

# CLUBLIGHT DEVELOPMENTS LIMITED

## INDEPENDENT AUDITORS' REPORT TO THE COMPANY

### PURSUANT TO SECTION 247B OF THE COMPANIES ACT 1985

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We have examined the abbreviated accounts on pages 4 to 10, together with the financial statements of the company for the year ended 31 December 2004 prepared under Section 226 of the Companies Act 1985.

This report is made solely to the company, in accordance with Section 247B of the Companies Act 1985. Our work has been undertaken so that we might state to the company those matters we are required to state to it in a special 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 for our audit work, for this report, or for the opinions we have formed.

#### RESPECTIVE RESPONSIBILITIES OF THE DIRECTOR AND THE AUDITORS

The director is responsible for preparing the abbreviated accounts in accordance with Section 246A of the Companies Act 1985. It is our responsibility to form an independent opinion as to whether the company is entitled to deliver abbreviated accounts prepared in accordance with Section 246A(3) of the Act to the Registrar of Companies and whether the accounts to be delivered are properly prepared in accordance with those provisions and report our opinion to you.

#### BASIS OF OPINION

We have carried out the procedures we consider necessary to confirm, by reference to the financial statements, that the company is entitled to deliver abbreviated accounts and that the abbreviated accounts to be delivered are properly prepared. The scope of our work for the purpose of this report did not include examining or dealing with events after the date of our report on the financial statements.

#### OPINION

In our opinion the company is entitled to deliver abbreviated accounts prepared in accordance with Section 246A(3) of the Act, and the abbreviated accounts on pages 4 to 10 are properly prepared in accordance with those provisions.

Fairfield House  
Kingston Crescent  
Portsmouth  
PO2 8AA

8/12/05

*Menzies*

MENZIES  
Chartered Accountants  
& Registered Auditors

# CLUBLIGHT DEVELOPMENTS LIMITED

## ABBREVIATED PROFIT AND LOSS ACCOUNT

YEAR ENDED 31 DECEMBER 2004

	Note	2004 £	2003 £
<b>GROSS PROFIT</b>		594,236	1,228,849
Administrative expenses		17,384	171,679
<b>OPERATING PROFIT</b>	2	576,852	1,057,170
Interest receivable		7,051	1,770
Interest payable and similar charges	5	(15,526)	(77,745)
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		568,377	981,195
Tax on profit on ordinary activities	6	170,513	294,405
<b>RETAINED PROFIT FOR THE FINANCIAL YEAR</b>		397,864	686,790

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

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

The notes on pages 7 to 10 form part of these abbreviated accounts.

# CLUBLIGHT DEVELOPMENTS LIMITED

## ABBREVIATED BALANCE SHEET

31 DECEMBER 2004

	Note	2004 £	£	2003 £	£
<b>FIXED ASSETS</b>					
Investments	7		5,656		5,656
<b>CURRENT ASSETS</b>					
Stocks	8	5,122,791		4,204,725	
Debtors	9	2,118,088		1,709,168	
Cash at bank		14,864		294,847	
		<u>7,255,743</u>		<u>6,208,740</u>	
<b>CREDITORS: Amounts falling due within one year</b>	10	<u>4,511,180</u>		<u>3,862,041</u>	
<b>NET CURRENT ASSETS</b>			2,744,563		2,346,699
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			<u>2,750,219</u>		<u>2,352,355</u>
<b>CAPITAL AND RESERVES</b>					
Called-up equity share capital	11		2		2
Profit and loss account	12		2,750,217		2,352,353
<b>SHAREHOLDERS' FUNDS</b>	13		<u>2,750,219</u>		<u>2,352,355</u>

These abbreviated financial statements have been prepared in accordance with the special provisions for medium-sized companies under Part VII of the Companies Act 1985.

These abbreviated accounts were approved and signed by the director on 7.12.05

J F Fay

The notes on pages 7 to 10 form part of these abbreviated accounts.

# CLUBLIGHT DEVELOPMENTS LIMITED

## CASH FLOW STATEMENT

YEAR ENDED 31 DECEMBER 2004

	2004		2003	
	£	£	£	£
<b>NET CASH OUTFLOW FROM OPERATING ACTIVITIES</b>		(475,113)		(1,945,562)
<b>RETURNS ON INVESTMENTS AND SERVICING OF FINANCE</b>				
Interest received	7,051		1,770	
Interest paid	(15,526)		(77,745)	
<b>NET CASH OUTFLOW FROM RETURNS ON INVESTMENTS AND SERVICING OF FINANCE</b>		(8,475)		(75,975)
<b>TAXATION</b>		(294,358)		(1,014,457)
<b>ACQUISITIONS AND DISPOSALS</b>				
Acquisition of shares in group undertakings	-		(5,656)	
<b>NET CASH OUTFLOW FROM ACQUISITIONS AND DISPOSALS</b>		-		(5,656)
<b>CASH OUTFLOW BEFORE FINANCING</b>		(777,946)		(3,041,650)
<b>FINANCING</b>				
Increase in bank loans	497,963		3,240,949	
<b>NET CASH INFLOW FROM FINANCING</b>		497,963		3,240,949
<b>(DECREASE)/INCREASE IN CASH</b>		(279,983)		199,299

### RECONCILIATION OF OPERATING PROFIT TO NET CASH OUTFLOW FROM OPERATING ACTIVITIES

	2004		2003	
	£	£	£	£
Operating profit	576,852		1,057,170	
Increase in stocks	(918,066)		(1,624,937)	
Increase in debtors	(408,920)		(1,432,035)	
Increase in creditors	275,021		54,240	
Net cash outflow from operating activities	(475,113)		(1,945,562)	

### RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET DEBT

	2004		2003	
	£	£	£	£
(Decrease)/increase in cash in the period	(279,983)		199,299	
Net cash (inflow) from bank loans	(497,963)		(3,240,949)	
		(777,946)		(3,041,650)
Change in net debt	14	(777,946)		(3,041,650)
Net debt at 1 January 2004	14	(2,947,404)		94,246
Net debt at 31 December 2004	14	(3,725,350)		(2,947,404)

The notes on pages 7 to 10 form part of these abbreviated accounts.

# CLUBLIGHT DEVELOPMENTS LIMITED

## NOTES TO THE ABBREVIATED ACCOUNTS

YEAR ENDED 31 DECEMBER 2004

### 1. ACCOUNTING POLICIES

#### Basis of accounting

The financial statements have been prepared under the historical cost convention.

#### Consolidation

In the opinion of the director, the company and its subsidiary undertakings comprise a medium-sized group. The company has therefore taken advantage of the exemption provided by Section 248 of the Companies Act 1985 not to prepare group accounts.

#### Turnover

The turnover shown in the profit and loss account represents amounts invoiced during the year, exclusive of Value Added Tax.

#### Fixed assets

All fixed assets are initially recorded at cost.

#### Work in progress

Work in progress is valued on the basis of direct costs plus attributable overheads based on normal level of activity. Provision is made for any foreseeable losses where appropriate. No element of profit is included in the valuation of work in progress.

#### Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences are taken into account in arriving at the operating profit.

### 2. OPERATING PROFIT

Operating profit is stated after charging/(crediting):

	2004 £	2003 £
Auditors' remuneration		
- as auditors	4,000	4,000
Net profit on foreign currency translation	(24)	(6,409)

### 3. PARTICULARS OF EMPLOYEES

The average number of staff employed by the company during the financial year amounted to:

	2004 No	2003 No
Number of management staff	1	1

The aggregate payroll costs of the above were:

	2004 £	2003 £
Wages and salaries	-	85,000
Social security costs	-	11,727
	-	96,727

# CLUBLIGHT DEVELOPMENTS LIMITED

## NOTES TO THE ABBREVIATED ACCOUNTS

YEAR ENDED 31 DECEMBER 2004

### 4. DIRECTOR'S EMOLUMENTS

The director's aggregate emoluments in respect of qualifying services were:

	2004 £	2003 £
Emoluments receivable	—	85,000

### 5. INTEREST PAYABLE AND SIMILAR CHARGES

	2004 £	2003 £
Interest payable on bank borrowing	759	51,202
Other similar charges payable	14,767	26,543
	<u>15,526</u>	<u>77,745</u>

### 6. TAXATION ON ORDINARY ACTIVITIES

#### (a) Analysis of charge in the year

	2004 £	2003 £
Current tax:		
UK Corporation tax based on the results for the year at 30% (2003 - 30%)	170,513	294,358
Over/under provision in prior year	—	47
Total current tax	<u>170,513</u>	<u>294,405</u>

#### (b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is the same as the standard rate of corporation tax in the UK of 30% (2003 - 30%).

	2004 £	2003 £
Profit on ordinary activities before taxation	568,377	981,195
Profit/(loss) on ordinary activities by rate of tax	170,513	294,358
Sundry tax adjusting items	—	47
Total current tax (note 6(a))	<u>170,513</u>	<u>294,405</u>

### 7. INVESTMENTS

	Investment in Subsidiary £
<b>COST</b>	
At 1 January 2004 and 31 December 2004	<u>5,656</u>
<b>NET BOOK VALUE</b>	
At 31 December 2004	<u>5,656</u>
At 31 December 2003	<u>5,656</u>

# CLUBLIGHT DEVELOPMENTS LIMITED

## NOTES TO THE ABBREVIATED ACCOUNTS

YEAR ENDED 31 DECEMBER 2004

### 7. INVESTMENTS *(continued)*

The above relates to a 100% shareholding in Sarl Mont Vert Realite, a company registered in France.

	2004 £	2003 £
<b>Aggregate capital and reserves</b>		
Sarl Mont Vert Realite	5,849	5,466
<b>Profit and (loss) for the year</b>		
Sarl Mont Vert Realite	472	(206)

Under the provision of section 248 of the Companies Act 1985 the company is exempt from preparing consolidated accounts and has not done so, therefore the accounts show information about the company as an individual entity.

### 8. STOCKS

	2004 £	2003 £
Work in progress	5,122,791	4,204,725

Work in progress includes capitalised interest amounting to 212,563 (2003 - £42,117) and development loan fees capitalised amounting to £18,550 (2003 - £nil).

### 9. DEBTORS

	2004 £	2003 £
Amounts owed by group undertakings	1,111,445	694,774
Other debtors	1,006,643	1,014,394
	<u>2,118,088</u>	<u>1,709,168</u>

The amounts owed by group undertakings comprise the following loans:

	2004 £	2003 £
Enclosure Limited	59,936	56,674
Sarl Mont Vert Realite	1,051,509	638,100

### 10. CREDITORS: Amounts falling due within one year

	2004 £	2003 £
Bank loans and overdrafts	3,740,214	3,242,251
Trade creditors	34,956	58,752
Amounts owed to group undertakings	550,000	50,000
Corporation tax	170,513	294,358
Other taxation and social security	-	45,730
Directors current accounts	13,497	79,650
Accruals and deferred income	2,000	91,300
	<u>4,511,180</u>	<u>3,862,041</u>

The amount due to group undertakings relates to a loan from Heathcote Investments Inc to the company.

The following liabilities disclosed under creditors falling due within one year are secured by the company:

	2004 £	2003 £
Bank loans and overdrafts	<u>3,740,214</u>	<u>3,242,251</u>

Bank borrowing is secured over the company's assets.

# CLUBLIGHT DEVELOPMENTS LIMITED

## NOTES TO THE ABBREVIATED ACCOUNTS

YEAR ENDED 31 DECEMBER 2004

### 11. SHARE CAPITAL

#### Authorised share capital:

	2004 £	2003 £
1,000 Ordinary shares of £1 each	1,000	1,000

#### Allotted, called up and fully paid:

	2004 No	£	2003 No	£
Ordinary shares of £1 each	2	2	2	2

### 12. PROFIT AND LOSS ACCOUNT

	2004 £	2003 £
Balance brought forward	2,352,353	1,665,563
Retained profit for the financial year	397,864	686,790
Balance carried forward	2,750,217	2,352,353

### 13. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2004 £	2003 £
Profit for the financial year	397,864	686,790
Opening shareholders' equity funds	2,352,355	1,665,565
Closing shareholders' equity funds	2,750,219	2,352,355

### 14. NOTES TO THE STATEMENT OF CASH FLOWS

#### ANALYSIS OF CHANGES IN NET DEBT

	At 1 Jan 2004 £	Cash flows £	At 31 Dec 2004 £
Net cash:			
Cash in hand and at bank	294,847	(279,983)	14,864
Debt:			
Debt due within 1 year	(3,242,251)	(497,963)	(3,740,214)
Net debt	(2,947,404)	(777,946)	(3,725,350)

### 15. ULTIMATE PARENT COMPANY

The company's immediate and ultimate parent undertaking is Heathcote Investments Inc, a company incorporated in Panama. Heathcote Investments Inc holds the entire issued share capital of the company.