

MILLER / CTP (FAREHAM) LIMITED

Directors' report and financial statements

For the year ended 31 December 2006

Registered number 04018553

WEDNESDAY



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Directors' report

The directors have pleasure in submitting their report together with the financial statements of the company for the year ended 31 December 2006

Principal activities

The principal activity of the company is that of property development

Business review

The net loss after providing for taxation amounted to £2,709 (2005 profit £1,692,779)

Directors

The directors of the company during the year were

P H Miller
G Illingworth
D J Topham
A Sutherland
M Wood
J M Jackson

The directors had no interests in shares of the company during the year

Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information 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 to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information

Elective Resolution

An Elective Resolution was signed by the members on 1 April 2002 to dispense with the following legal requirements

The holding of AGMs, the laying of accounts and reports before the company AGM, and the obligation of appointing auditors annually

By order of the board



P J Smyth

Secretary

17 August 2007

Statement of directors' responsibilities in respect of the Directors' Report and the financial statements

The directors are responsible for preparing the Directors' Report and 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 they have elected to prepare the financial statements in accordance with UK Accounting Standards.

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 these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- 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 its financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Independent auditors' report to the members of Miller/CTP (Fareham) Limited

We have audited the financial statements of Miller/CTP (Fareham) Limited for the year ended 31 December 2006 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. 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 auditor's 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 in the Statement of Directors' Responsibilities on page 2, the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

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 whether in our opinion the information given in the Directors' Report is consistent with the financial statements. In addition, we report to you if, in our opinion, 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 Directors' Report 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 judgments 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 UK Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2006 and of its loss for the year then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the Directors' Report is consistent with the financial statements.


KPMG LLP
Chartered Accountants
Registered Auditor
Edinburgh

Date

27 August 2007

Profit and loss account
 For the year ended 31st December 2006

| | Note | 2006 £ | 2005 £ |
|---|------|----------------|------------------|
| Turnover | 2 | - | 19,554,485 |
| Cost of sales | | - | (15,854,627) |
| Gross profit | | <u>-</u> | <u>3,699,858</u> |
| Administrative expenses | | (2,709) | (805,311) |
| Operating (loss)/profit | | <u>(2,709)</u> | <u>2,894,547</u> |
| Interest payable | 5 | - | (433,434) |
| (Loss)/profit on ordinary activities before Taxation | | <u>(2,709)</u> | <u>2,461,113</u> |
| Tax on profit on ordinary activities | 6 | - | (768,334) |
| (Loss)/ profit for the year | 11 | <u>(2,709)</u> | <u>1,692,779</u> |

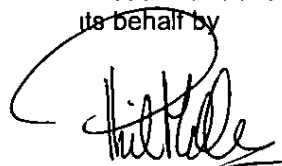
There are no recognised gains or losses other than the (loss)/profit for the year

The (loss)/profit for the year has been derived from continuing activities

Balance sheet
at 31 December 2006

| | Notes | 2006 £ | 2005 £ |
|--|-------|-----------|-------------|
| Current assets | | | |
| Debtors | 7 | 244,970 | 1,281,849 |
| Cash at bank | | 245,063 | 325,405 |
| | | <hr/> | <hr/> |
| | | 490,033 | 1,607,254 |
| Creditors amounts falling due within one year | 9 | (230,988) | (1,345,500) |
| | | <hr/> | <hr/> |
| Net assets | | 259,045 | 261,754 |
| | | <hr/> | <hr/> |
| Capital and reserves | | | |
| Called up share capital | 10 | 100 | 100 |
| Profit and loss account | 11 | 258,945 | 261,654 |
| | | <hr/> | <hr/> |
| Shareholders' funds | 12 | 259,045 | 261,754 |
| | | <hr/> | <hr/> |

These financial statements were approved by the board of directors on 17 August 2007 and were signed on its behalf by



PH Miller
Director



DJ Topham
Director

Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material to the company's financial statements

Basis of preparation

The financial statements have been prepared in accordance with applicable Accounting Standards and under the historical cost accounting rules

Cash flow statement

Under Financial Reporting Standard 1 the company is exempt from the requirement to prepare a cash flow statement on the grounds of its size

Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred or accelerated because of timing differences between the treatment of certain items for taxation and accounting purposes. Deferred tax is recognised, without discounting in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19

2 Turnover

Turnover comprises income received from property developments which arises entirely in the United Kingdom, exclusive of value added tax

| 3 Loss on ordinary activities before taxation | 2006 £ | 2005 £ |
|---|-----------|-----------|
| <i>This is stated after charging</i> | | |
| Auditors' remuneration | | |
| Audit | 1,500 | 2,030 |
| Other services | 1,000 | 1,165 |
| | <hr/> | <hr/> |

4 Remuneration of directors

There were no emoluments paid to directors during the year

Notes (cont'd)

5 Interest payable

| | 2006 £ | 2005 £ |
|--------------------|-----------|-----------|
| Bank loan interest | - | 433,434 |
| | <hr/> | <hr/> |
| | - | 433,434 |
| | <hr/> | <hr/> |

6 Taxation

| | 2006 £ | 2005 £ |
|---|-----------|-----------|
| Analysis of charge in period | | |
| UK Corporation tax | | |
| Current tax on income for the period | - | 451,585 |
| Deferred tax (see note 8) | | |
| Origination/reversal of timing differences | - | 316,749 |
| | <hr/> | <hr/> |
| Tax on (loss)/profit on ordinary activities | - | 768,334 |
| | <hr/> | <hr/> |

Factors affecting the tax charge for the current period

Current tax for the period differs from the standard rate of corporation tax the UK 30% (2005 30%) The differences are explained below

| | 2006 £ | 2005 £ |
|---|-----------|-----------|
| Current tax reconciliation | | |
| (Loss)/profit on ordinary activities before tax | (2,709) | 2,461,113 |
| | <hr/> | <hr/> |
| Current tax at 30% (2005 30%) | (813) | 738,334 |
| Effects of | | |
| Tax losses utilised | - | (316,749) |
| Expenses not deductible for tax purposes | - | 30,000 |
| Tax losses carried forward | 813 | - |
| | <hr/> | <hr/> |
| Total current tax charge (see above) | - | 451,585 |
| | <hr/> | <hr/> |

Notes (cont'd)

7 Debtors

| | 2006 | 2005 |
|--------------------------------|----------------|-------------|
| | £ | £ |
| Trade debtors | - | 1,038,103 |
| Other debtors | 60,705 | 61,740 |
| Other taxes | 2,259 | - |
| Prepayments and accrued income | 182,006 | 182,006 |
| | <hr/> | <hr/> |
| | 244,970 | 1,281,849 |
| | <hr/> | <hr/> |

8 Deferred Tax

| | 2006 | 2005 |
|--|-------------|-------------|
| | £ | £ |
| At beginning of year | - | 609,481 |
| Credit/charge to profit and loss account | - | (316,749) |
| Consortium relief recovered | - | (292,732) |
| | <hr/> | <hr/> |
| At end of year | - | - |
| | <hr/> | <hr/> |

9 Creditors. amounts falling due within one year

| | 2006 | 2005 |
|------------------------------|----------------|-------------|
| | £ | £ |
| Trade creditors | 92,216 | 611 |
| Accruals | 13,446 | 4,205 |
| Taxation and social security | - | 562,013 |
| Other creditors | 125,326 | 778,671 |
| | <hr/> | <hr/> |
| | 230,988 | 1,345,500 |
| | <hr/> | <hr/> |

Notes (cont'd)

10 Share capital

| | 2006 £ | 2005 £ |
|---|------------|------------|
| <i>Authorised, allotted, called up and fully paid</i> | | |
| Ordinary 'A' shares of £1 each | 50 | 50 |
| Ordinary 'B' shares of £1 each | 50 | 50 |
| | <u>100</u> | <u>100</u> |

The 'A' and 'B' shares rank pari passu in all respects

11 Profit and loss account

| | 2006 £ | 2005 £ |
|----------------------------|----------------|----------------|
| At beginning of year | 261,654 | (1,422,123) |
| (Loss)/profit for the year | (2,709) | 1,692,779 |
| Dividend paid | - | (9,002) |
| | <u>258,945</u> | <u>261,654</u> |
| At end of year | | |

12 Reconciliation of movement in shareholders' funds

| | 2006 £ | 2005 £ |
|--|-----------------------|-----------------------|
| (Loss)/profit for the financial year | (2,709) | 1,692,779 |
| Dividend paid | - | (9,002) |
| | <u>(2,709)</u> | <u>1,683,777</u> |
| Net (reduction)/addition to shareholders' funds | | |
| Opening surplus/(deficit) in shareholders' funds | 261,754 | (1,422,023) |
| Closing shareholders' funds | <u>259,045</u> | <u>261,754</u> |

13 Related party disclosures

The company is jointly controlled by The Miller Group Limited and CTP Limited