

**GREYCOAT MOOR HOUSE LP LIMITED**  
**DIRECTORS' REPORT AND ACCOUNTS**  
**FOR THE YEAR ENDED 30 JUNE 2005**

**Company No. 4137909 (England and Wales)**



## **GREYCOAT MOOR HOUSE LP LIMITED**

### **COMPANY INFORMATION**

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<b>Directors</b>	PA Thornton CN Strickland MA Poole AM Craven
<b>Secretary</b>	NC Brown
<b>Company Number</b>	4137909
<b>Registered Office</b>	9 Savoy Street London WC2E 7EG
<b>Auditors</b>	Baker Tilly 2 Bloomsbury Street London WC1B 3ST

# **GREYCOAT MOOR HOUSE LP LIMITED**

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# **GREYCOAT MOOR HOUSE LP LIMITED**

## **DIRECTORS' REPORT**

FOR THE YEAR ENDED 30 JUNE 2005

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The directors present their report together with the audited accounts for the year ended 30 June 2005.

### **Principal Activities, Review of Business and Future Developments**

The principal activity was property investment.

The Company held a beneficial interest of one third in The Moor House Limited Partnership.

During the year, the company transferred its interest in The Moor House Limited Partnership to two fellow subsidiary undertakings and realised a profit of £6,144,675 against the carrying value of the investment at 30 June 2004.

The Company's principal activity is expected to continue in the future.

### **Results and Dividends**

The company's profit on ordinary activities before and after taxation was £5,794,467 (2004: loss £2,492,542).

The directors are unable to recommend a final dividend (2004: £nil).

### **Directors**

The directors who served during the year and subsequent to that date were:

PA Thornton  
C Strickland  
MA Poole  
AM Craven

None of the directors had any interest in the share capital of the company during the year. Messrs PA Thornton, C Strickland, MA Poole and AM Craven are also directors of Greycoat Estates Limited, which was the ultimate parent undertaking at 30 June 2005, in whose accounts their interests in the share capital of that company and other group undertakings are shown.

# **GREYCOAT MOOR HOUSE LP LIMITED**

## **DIRECTORS' REPORT**

FOR THE YEAR ENDED 30 JUNE 2005

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### **Directors' Responsibilities**

Company law requires the directors to prepare accounts for each financial year which give a true and fair view of the state of the company's affairs and of the profit or loss for that year. In preparing these accounts the directors:

- 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 accounts; and
- Prepare the accounts 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 enable them to ensure that the accounts 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.

### **Auditors**

Ernst & Young resigned as the company's auditor and have been replaced by Baker Tilly who will be re-appointed as the company's auditor in accordance with the elective resolution passed by the company under section 386 Companies Act 1985.



M A Poole, Director  
14 September 2006

**INDEPENDENT AUDITORS' REPORT  
TO THE MEMBERS OF GREYCOAT MOOR HOUSE LP LIMITED**

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We have audited the financial statements on pages 4 to 10.

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**

The directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards are set out in the Statement of Directors' Responsibilities.

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 Directors' Report 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 other information contained in the Annual Report, and consider whether it is consistent with the audited financial statements. This other information comprises only the Directors' Report. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

**Basis of audit 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 the company's affairs at 30 June 2005 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



BAKER TILLY  
Registered Auditor  
Chartered Accountants  
2 Bloomsbury Street  
London WC1B 3ST

14 September 2006

## GREYCOAT MOOR HOUSE LP LIMITED

### PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 30 JUNE 2005

	Notes	Year ended 30 June 2005 £	Year ended 30 June 2004 £
Profit on sale of fixed asset investments	4	6,144,675	-
Provision against fixed asset investments		-	(1,774,966)
Provision against amounts due from fellow subsidiary undertakings		-	(13,958)
Operating Profit (Loss)		6,144,675	(1,788,924)
Finance Costs	2	(350,208)	(781,780)
Interest Receivable		-	78,162
Profit (Loss) from ordinary activities before taxation		5,794,467	(2,492,542)
Taxation	3	-	-
Retained profit (loss) for the year		5,794,467	(2,492,542)
Retained loss brought forward		(14,798,072)	(12,305,530)
Retained loss carried forward		(9,003,605)	(14,798,072)

### Statement of Total Recognised Gains and Losses

There were no recognised gains or losses in 2005 or 2004 other than those included in the profit and loss account.

The notes on pages 6 to 10 form part of these accounts.

# GREYCOAT MOOR HOUSE LP LIMITED

## BALANCE SHEET

AS AT 30 JUNE 2005

	Notes	£	30 June 2005 £	£	30 June 2004 £
<b>Fixed Assets</b>					
Investments	4		-		11,445,606
<b>Current Assets</b>					
Debtors	5	2		2	
Cash at bank		1,000		1,000	
		<u>1,002</u>		<u>1,002</u>	
<b>Creditors: Amounts Falling Due Within One Year</b>	6	(172,502)		-	
			(171,500)		1,002
<b>Net current (liabilities)/assets</b>			<u>(171,500)</u>		<u>1,002</u>
<b>Creditors: Amounts Falling Due After More Than One Year</b>	7		(8,832,103)		(26,244,678)
<b>Total Assets Less Current Liabilities</b>			<u>(9,003,603)</u>		<u>(14,798,070)</u>
<b>Capital and Reserves</b>					
Share capital	8		2		2
Profit and loss account			(9,003,605)		(14,798,072)
<b>Equity Shareholders' Funds</b>	9		<u>(9,003,603)</u>		<u>(14,798,070)</u>

These accounts were approved by the board on 14 September 2006 and signed on its behalf.

MA Poole  
Director

The notes on pages 6 to 10 form part of these accounts.



**GREYCOAT MOOR HOUSE LP LIMITED**

**NOTES TO THE ACCOUNTS**

**FOR THE YEAR ENDED 30 JUNE 2005**

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**1 Accounting Policies**

**Basis of Accounting**

The accounts have been prepared under the historical cost accounting convention and comply with the Companies Act 1985. The accounts are prepared in accordance with applicable accounting standards.

The accounts have been prepared on the going concern basis because the ultimate holding company, Greycoat Estates Ltd, and a fellow subsidiary undertakings have confirmed that they will continue to support the company by agreeing not to demand repayment of amounts owed to them for a period until at least 12 months from the date of approval by the directors of these accounts.

**Investments**

Investments are included at cost less amounts written off. Profits or losses arising from disposals of fixed asset investments are treated as part of the result from ordinary activities.

**Deferred Taxation**

Deferred tax is provided in full on timing differences which result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in tax computations in periods different from those in which they are included in the accounts. Deferred tax is not provided on timing differences arising from the revaluation of tangible fixed assets where there is no commitment to sell the asset. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

**2 Finance Costs**

	Year ended 30 June 2005 £	Year ended 30 June 2004 £
Interest payable to related party undertaking (note 11)	350,208	781,780

# GREYCOAT MOOR HOUSE LP LIMITED

## NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 30 JUNE 2005

### 3 Taxation

There is no tax charge for the year (2004: £nil). There is no provision, or additional potential liability, for deferred taxation in respect of the company.

Year ended 30 June 2005	Year ended 30 June 2004
£	£

#### Factors affecting tax charge for the year

The tax assessed for the period is lower than the standard rate of corporation tax in the UK (30%). The differences are explained below:

Profit (Loss) on ordinary activities before tax	5,794,467	(2,492,542)
Profit (Loss) on ordinary activities multiplied by the standard rate of corporation tax in the UK of 30% (2004: 30%)	1,738,340	(747,763)
Expenses not deductible for tax purposes	-	536,677
Profit on disposal to group undertakings	(1,843,403)	-
Share of income less expenses in The Moor House Limited Partnership	(154,291)	(317,669)
Losses available for surrender to other group companies or to carry forward to future years	259,354	528,755
Current tax charge for the year	-	-

#### Factors that may affect future tax charges

At 30 June 2005, the company had tax losses of approximately £4,400,000 (2004: £3,500,000) available to carry forward to future years. A deferred tax asset of £1,320,000 (2004: £1,050,000) has not been recognised in the financial statements due to the uncertainty as to the timing of future profits.

# GREYCOAT MOOR HOUSE LP LIMITED

## NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 30 JUNE 2005

### 4 Fixed Asset Investments

	Share of Joint Ventures
	£
At cost less provisions	
At 1 July 2004	11,445,606
Disposal	(11,445,606)
At 30 June 2005	-

The company owned a beneficial interest of one third in The Moor House Limited Partnership. The Partnership is involved in property investment and development and has a financial year end of 31 December. During the year, the company accounted for income of £nil from this investment.

During the year, the company transferred its interest in The Moor House Limited Partnership to two fellow subsidiaries for a total consideration of £18,000,002 realising a profit on disposal, after deduction of selling costs, of £6,144,675.

### 5 Debtors

	30 June 2005	30 June 2004
	£	£
Amounts due from immediate parent undertaking	2	2

### 6 Creditors: Amounts falling due within one year

	30 June 2005	30 June 2004
	£	£
Amounts due to Greycoat Management Limited	172,502	-

### 7 Creditors: Amounts Falling Due After More Than One Year

	30 June 2005	30 June 2004
	£	£
Amounts due to Greycoat Management and Finance Ltd	-	14,853,999
Amounts due to Greycoat Estates Ltd	8,832,103	11,390,679
	8,832,103	26,244,678

During the year, part of the amounts owed to Greycoat Management and Finance Limited were repaid and the balance assigned to Greycoat Estates Limited as explained in note 11.

The amounts due to Greycoat Estates Limited is an interest free loan due for repayment on 31 December 2010.

# GREYCOAT MOOR HOUSE LP LIMITED

## NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 30 JUNE 2005

### 8 Share Capital

	30 June 2005 £	30 June 2004 £
<b>Authorised Equity Shares</b>		
100 Ordinary shares of £1 each	100	100
<b>Allotted, Issued, and Fully Paid Equity Shares</b>		
2 Ordinary shares of £1 each	2	2

### 9 Reconciliation of Equity Shareholders' Funds

	30 June 2005 £	30 June 2004 £
Profit (Loss) for the year	5,794,467	(2,492,542)
Increase (Decrease) in equity shareholders' funds	5,794,467	(2,492,542)
Equity Shareholders' funds brought forward	(14,798,070)	(12,305,528)
Equity Shareholders' funds carried forward	(9,003,603)	(14,798,070)

### 10 Immediate and Ultimate Parent Undertaking

The company's immediate and ultimate parent undertaking and controlling party at 30 June 2005 was Greycoat Estates Limited, registered in England and Wales.

## GREYCOAT MOOR HOUSE LP LIMITED

### NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 30 JUNE 2005

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#### 11 Transactions with Related Parties

During the year, Greycoat Management Limited paid expenses of £172,502 on behalf of the company. This balance was outstanding as at 30 June 2005 (2004: £nil).

As at 30 June 2004, Greycoat Moor House LP Limited owed Greycoat Management and Finance Limited £14,853,999. During the year, interest was charged on the loan of £350,208 (2004: £781,780) and a loan repayment of £11,531,817 was made to Greycoat Management and Finance Limited. This reduced the loan to £3,672,391 which was then assigned by Greycoat Management and Finance Limited to Greycoat Estates Limited, hence as at 30 June 2005, there was no balance between Greycoat Moor House LP Limited and Greycoat Management and Finance Limited.

During the year ended 30 June 2005, the company paid £6,268,184 to Greycoat Estates Limited as partial repayment of a loan and received £37,217 on behalf of Greycoat Estates Limited. Also during the year and as noted above, £3,672,391 owed to Greycoat Management and Finance Limited was assigned from the company to Greycoat Estates Limited. As at 30 June 2005, the company owed Greycoat Estates Limited £8,832,103 (2004: £11,390,679).

As explained in note 4, during the year, the company transferred 50% of its interest in The Moor House Limited Partnership to each of Precis (2435) Limited and Precis (2436) Limited for initial consideration of £9,000,001 and deferred contingent consideration of up to £1,500,000 due from each company.

Greycoat Management Limited is a fellow subsidiary of Greycoat Estates Limited. Precis (2435) Limited and Precis (2436) Limited were fellow subsidiaries of Greycoat Estates Limited at the date of the transaction, but they were subsequently sold by Greycoat Estates Limited. Greycoat Management and Finance Limited was a fellow subsidiary of Greycoat Estates Limited as at 30 June 2004. Greycoat Management and Finance Limited is currently in liquidation.

Related party transactions have not been disclosed for the comparative year as during that year the majority of the group's subsidiaries were put into liquidation and to provide this information would be impractical.