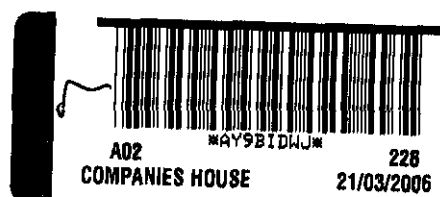


Patrick Properties (Winsford) Limited

Directors' report and financial
statements

Registered number 4603100

30 September 2005



Contents

Directors' report	1
Statement of directors' responsibilities	2
Report of the independent auditors to the members of Patrick Properties (Winsford) Limited	3
Profit and loss account	4
Balance sheet	5
Reconciliation of movements in shareholders' funds	6
Notes	7

Directors' report

The directors present their annual report and the audited financial statements for the year ended 30 September 2005.

Principal activities

During 2004 the purpose of the company was to develop and sell real estate and property investment. During 2005 the company transferred its assets to a related company, Patrick Properties Holdings Limited.

Business review

During the year the company made a profit before taxation of £500.

The directors do not recommend the payment of a dividend.

Directors and directors' interests

The directors who held office during the year were as follows:

B G Kennedy
A M Dickman

The directors who held office at the end of the financial year had the following interests in the ordinary shares of the company according to the register of directors' interests:

	Interest at end of year	Interest at start of year
B G Kennedy	-	19
A M Dickman	-	1

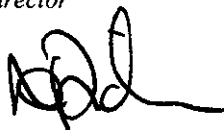
According to the register of directors' interests, no rights to subscribe for shares in or debentures of the company were granted to any of the directors or their immediate families, or exercised by them, during the financial year.

Auditors

In accordance with Section 384 of the Companies Act 1985, a resolution for the re-appointment of KPMG LLP as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

By order of the board

A M Dickman
Director



Ground Floor
Cypress House
3 Grove Avenue
Wilmslow
Cheshire
SK9 5EG

Statement of directors' responsibilities

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 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 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.



KPMG LLP

St James' Square
Manchester
M2 6DS
United Kingdom

Report of the independent auditors to the members of Patrick Properties (Winsford) Limited

We have audited the financial statements on pages 4 to 11.

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 are responsible for preparing the directors' report and, as described on page 2, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

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.

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 as at 30 September 2005 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



KPMG LLP

Chartered Accountants
Registered Auditor

1/3/2006

Profit and loss account
for the year ended 30 September 2005

	<i>Note</i>	2005 £	2004 £
Turnover from discontinued operations		500	1,044,500
Cost of sales		-	(725,156)
		<hr/>	<hr/>
Gross profit		500	319,344
Administrative expenses		-	(68,385)
		<hr/>	<hr/>
Operating profit from discontinued operations	<i>2-4</i>	500	250,959
Interest receivable	<i>5</i>	-	975
Interest payable and similar charges	<i>6</i>	-	(35,346)
		<hr/>	<hr/>
Profit on ordinary activities before taxation		500	216,588
Tax on profit on ordinary activities	<i>7</i>	-	(65,138)
		<hr/>	<hr/>
Profit on ordinary activities after taxation and retained for the financial year		500	151,450
		<hr/>	<hr/>

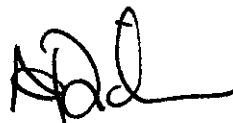
A statement of recognised gains and losses has not been prepared as all recognised gains and losses are included in the above profit and loss account.

Balance sheet
at 30 September 2005

	<i>Note</i>	2005		2004	
		£	£	£	£
Current assets					
Debtors	8	32,396		111,332	
Cash at bank and in hand		-		435,213	
		<hr/>		<hr/>	
		32,396		546,545	
Creditors: amounts falling due within one year	9	-		(514,649)	
		<hr/>		<hr/>	
Net current assets			32,396		31,896
			<hr/>		<hr/>
Net assets			32,396		31,896
			<hr/>		<hr/>
Capital and reserves					
Called up share capital	10	20		20	
Profit and loss account	11	32,376		31,876	
		<hr/>		<hr/>	
Equity shareholders' funds			32,396		31,896
			<hr/>		<hr/>

These financial statements were approved by the board of directors on 1 March 2006 and were signed on its behalf by:

A M Dickman
 Director



Reconciliation of movements in shareholders' funds
for the year ended 30 September 2005

	2005 £	2004 £
Profit for the financial year	500	151,450
New share capital subscribed	-	17
	<hr/>	<hr/>
Net addition to shareholders' funds	500	151,467
Opening shareholders' funds	31,896	(119,571)
	<hr/>	<hr/>
Closing shareholders' funds	32,396	31,896
	<hr/>	<hr/>

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 in relation 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.

As the company is a wholly owned subsidiary of Patrick Properties Holdings Limited, the company has taken advantage of the exemption contained in Financial Reporting Standard 8 and has therefore not disclosed transactions or balances with entities which form part of the group. The consolidated financial statements of Patrick Properties Holdings Limited, within which this company is included can be obtained from the address given in note 14.

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.

Turnover

Turnover relates to proceeds from sale of property and to rental income and is recognised on the sale of the investment property and on an accruals basis for rental income.

Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred 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 Financial Reporting Standard 19.

Post retirement benefits

The company contributes to a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The amount charged to the profit and loss account represents the contributions payable to the scheme in respect of the accounting year.

2 Profit on ordinary activities before taxation

	2005 £	2004 £
<i>Profit on ordinary activities before taxation is stated after charging</i>		
Auditors' remuneration:		
Audit	-	2,500
Other services	-	500
	<hr/>	<hr/>

Notes (continued)

3 Remuneration of directors

	2005 £	2004 £
Directors' emoluments	-	16,335

The company contributes to a directors' personal pension scheme. The pension cost charge for the year represents contributions payable by the company to this fund and amounted to £nil (2004: £1,071).

4 Staff numbers and costs

The average number of persons employed by the company (including directors) during the year, analysed by category, was as follows:

	Number of employees	
	2005	2004
Administration and selling	2	4

The aggregate payroll costs of these persons were as follows:

	2005 £	2004 £
Wages and salaries	-	16,766
Social security costs	-	2,131
Other pension costs	-	1,071
	-	19,968

5 Interest receivable

	2005 £	2004 £
Bank interest receivable	-	975

6 Interest payable and similar charges

	2005 £	2004 £
Interest payable on bank loans	-	3,947
Interest payable on other loans	-	31,399
	-	35,346

Notes (continued)

7 Taxation

Analysis of charge in period

	2005		2004	
	£	£	£	£
<i>UK corporation tax</i>				
Current tax on income for the year	-		15,175	
	<hr/>		<hr/>	
Total current tax		-		15,175
<i>Deferred tax</i>				
Origination/reversal of timing differences	-		49,963	
	<hr/>		<hr/>	
Total deferred tax		-		49,963
		<hr/>		<hr/>
Tax on profit on ordinary activities		-		65,138
		<hr/>		<hr/>

Factors affecting the tax charge for the current year

The current tax charge for the year is lower (2004: lower) than the standard rate of corporation tax in the UK of 30%. The differences are explained below:

	2005	2004
	£	£
<i>Current tax reconciliation</i>		
Profit on ordinary activities before tax	500	216,588
	<hr/>	<hr/>
Current tax at 30% (2004: 30%)	150	64,976
<i>Effects of:</i>		
Expenses not deductible for tax purposes	-	162
Creation of losses during the year	-	(237)
Short term timing differences	-	(687)
Utilisation of losses during the year	-	(49,039)
Group relief	(150)	-
	<hr/>	<hr/>
Total current tax charge (see above)	-	15,175
	<hr/>	<hr/>

Factors that may affect future current and total tax charges

The company expects its effective tax rate in future years to be similar to the standard rate of corporation tax in the UK.

Notes (continued)

8 Debtors

	2005 £	2004 £
Trade debtors	-	104,625
Other debtors	32,396	-
Deferred tax (see below)	-	712
Called up share capital not paid	-	17
Prepayments	-	5,978
	<u>32,396</u>	<u>111,332</u>

Deferred taxation £

Asset at beginning of year	712
Transfer to associated company	(712)
	<u>-</u>
Asset at end of year	<u>-</u>

The elements of deferred taxation are as follows:

	2005 £	2004 £
Accelerated capital allowances	-	712
	<u>-</u>	<u>712</u>

9 Creditors: amounts falling due within one year

	2005 £	2004 £
Other loans	-	266,184
Other creditors and accruals	-	233,290
Corporation tax	-	15,175
	<u>-</u>	<u>514,649</u>

10 Called up share capital

	2005 £	2004 £
<i>Authorised</i>		
Equity: 100,000 ordinary shares of £1 each	100,000	100,000
<i>Allotted, called up and fully paid</i>		
Equity: 20 ordinary shares of £1 each	20	20

Notes (continued)

11 Profit and loss reserve

	Profit and loss account £
At beginning of year	31,876
Retained profit for the year	500
	<hr/>
At end of year	32,376
	<hr/>

12 Pension costs

The company operates a deferred contribution pension scheme. The pension cost charge for the year represents contributions payable by the company to the scheme and amounted to £nil (2004: £1,071).

There were no outstanding or prepaid contributions at either the beginning or end of the financial year.

13 Related party transactions

On 6 April 2005, Patrick Properties Holdings Limited acquired the entire issued share capital of Patrick Properties (Winsford) Limited. Prior to this date, all the trade and assets of Patrick Properties (Winsford) Limited had been transferred, at net book value, to Patrick Properties Holdings Limited, creating an inter company balance of £32,396.

14 Ultimate parent company and parent undertaking of a larger group of which the company is a member

The company is a subsidiary of Patrick Properties Holdings Limited, incorporated in England and Wales.

The largest group in which the results of the company are consolidated is that headed by Patrick Properties Holdings Limited. The consolidated accounts of this company are available to the public and may be obtained from Ground Floor, Cypress House, 3 Grove Avenue, Wilmslow, Cheshire SK9 5EG. No other group accounts include the results of the company.