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Company Registration No. 505059 (British Virgin Islands) FC25976/BR8206 (England & Wales)

DELANCEY REAL ESTATE PARTNERS LIMITED DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2010

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COMPANY INFORMATION

Directors

R Katz

J W J Ritblat P J Goswell C B Wagman

Company numbers

505059

British Virgin Islands

FC25976

England & Wales

BR8206

Registered office

Craigmuir Chambers

PO Box 71 Road Town Tortola

British Virgin Islands

Auditors

Ernst & Young LLP

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London SE1 2AF

Business address

Lansdowne House

Berkeley Square

London W1J 6ER

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DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2010

The directors present their report and financial statements for the year ended 31 March 2010

Principal activities, review of the business and principal risks and uncertainties

The principal activity of the group is that of the provision of advisory services to real estate companies

The results for the year and the financial position at the year end were considered satisfactory by the directors who expect continued growth in the forseeable future

The group's operations are affected by fluctuations in UK interest rates, the UK property market and the UK financial climate in general. The directors believe that the quality and breadth of its clients' portfolios largely protects the group from such movements.

Key performance indicators

The group's key financial performance indicators are

Tumover - decreased by £6,331,178 (26%) during the year, primarily due to a decrease in the number of management agreements entered into by the group

Net assets - decreased by £2,705,738 (41%) - this is due to distributions made being greater than the profit for the financial year

Results and dividends

The profit for the financial year amounted to £2,590,933 (2009 £6,982,656)

An ordinary dividend of £5,296,671 was paid during the year

Future developments

The directors are pursuing a broad range of opportunities

Directors

The following directors have held office since 1 April 2009

R Katz

J W J Ritblat

P J Goswell

C B Wagman

Charitable donations

During the year the group made the following contributions

	2010	2009
	£	3
Child welfare	24,500	15,000
Social welfare	9,750	3,500
Arts	2,780	-
Charities aiding other disabilities or illnesses	750	3,700
Cancer charities	-	2,000
Other	2,000	100
	39,780	24,300

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2010

Disclosure of information to auditors

In so far as the directors are aware

- to the best of their knowledge and belief, there is no information relevant to the preparation of their report of which the auditors are not aware, and
- the directors have taken all the steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of this information

Ernst & Young LLP were appointed auditors to the company and a resolution proposing that they be reappointed will be put to the Annual General Meeting

On behalf of the board

JW J Ritblat
Director

2s August 2010

STATEMENT OF DIRECTORS' RESPONSIBILITIES FOR THE YEAR ENDED 31 MARCH 2010

Good practice 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 group and the company and of the profit or loss of the group and 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, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group or 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 group and the company. They are also responsible for safeguarding the assets of the group and the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT FOR THE YEAR ENDED 31 MARCH 2010

We have audited the group's and the company's financial statements for the year ended 31 March 2010 which comprise the Group Profit and Loss Account, the Group Statement of Total Recognised Gains and Losses, the Group and Company Balance Sheets, the Group Cash Flow Statement and Notes to the Group Cash Flow Statement, and the related notes 1 to 19 These financial statements have been prepared in accordance with the accounting policies set out therein

This report is made solely to the company's members, as a body, as required by the company's Memorandum and Articles of Association. 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 the directors and auditors

The directors' responsibilities for the preparation of the financial statements are set out in the Statement of Directors' Responsibilities

Our responsibility is to audit the financial statements in accordance with 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 whether the information given in the Directors' Report is consistent with the financial statements

We also report to you if, in our opinion, the Company has not kept proper accounting records, if we have not received all of 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 judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the group's and 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

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 group's and the company's affairs as at 31 March 2010 and of the group's profit for the year then ended,
- the information given in the Directors' Report is consistent with the financial statements

Ernst & Young LLP London & Argn 2010

GROUP PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2010

	Notes	2010 £	2009 £
Turnover Group and share of joint ventures Less: share of joint ventures turnover		19,721,077 (1,977,948)	26,494,376 (2,420,069)
Group turnover	2	17,743,129	24,074,307
Administrative expenses		(15,675,878)	(15,955,276)
Operating profit	3	2,067,251	8,119,031
Share of operating profit in joint ventures		1,499,635	1,645,322
Loss on disposal of fixed assets		-	(7,087)
Profit on ordinary activities before interest		3,566,886	9,757,266
Interest receivable and similar income Interest payable and similar charges	4 5	101,084 (2,245)	106,059 (5,515)
Profit on ordinary activities before taxation		3,665,724	9,857,810
Tax on profit on ordinary activities	6	(1,074,791)	(2,875,154)
Profit for the financial year		2,590,933	6,982,656

The profit and loss account has been prepared on the basis that all operations are continuing operations

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

There are no recognised gains and losses other than those passing through the profit and loss account

BALANCE SHEETS AT 31 MARCH 2010

		Group		Compar	pany	
		2010	2009	2010	2009	
	Notes	£	£	£	3	
Fixed assets						
Tangible assets	8	1,117,036	1,236,316	-	-	
Investments in joint ventures Share of gross assets	r	932,469	967,077			
Share of gross assets Share of gross liabilities	i	(770,508)	(820,659)		-	
Chare of gross habilities	Ĺ	161,961	146,418		<u>-</u> _	
Investments	9	367,650	87,650	7	7	
		1,646,647	1,470,384	7	7	
Current assets						
Debtors	10	844,037	5,819,262	12,051	12,051	
Cash at bank and in hand		8,291,039	15,729,812	4,974	6,996	
		9,135,076	21,549,074	17,025	19,047	
Creditors: amounts falling due						
within one year	11	(6,937,804)	(16,441,801)	(7)	(1,476)	
Net current assets		2,197,272	5,107,273	17,018	17,571	
Total assets less current liabilities	3	3,843,919	6,577,657	17,025	17,578	
Provisions for liabilities	12	(10,000)	(38,000)	-	-	
Net assets		3,833,919	6,539,657	17,025	17,578	
Capital and reserves						
Called up share capital	13	12,051	12,051	12,051	12,051	
Profit and loss account	14	3,821,868	6,527,606	4,974	5,527	
Shareholder's funds	15	3,833,919	6,539,657	17,025	17,578	

The financial statements were approved by the Board on 25 August 20,0.

JW J Ritblat Director

Company Registration Numbers - 505059 (British Virgin Islands), FC25976 / BR8206 (England & Wales)

GROUP CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2010

	201 £	0	200 £	9 £
Net cash (outflow)/inflow from operating activities		(924,054)		5,242,262
Returns on investments and servicing of finance				
Interest received Interest paid Dividends received from joint ventures	101,084 (2,245) 1,065,000		98,559 (5,515) 1,100,000	
Net cash inflow for returns on investments and servicing of finance		1,163,839		1,193,044
Taxation		(1,872,128)		(1,560,000)
Capital expenditure and financial investment Payments to acquire tangible assets Payments to acquire investments Receipts from disposals of tangible fixed assets	(209,759) (300,000) -		(231,486) (13,280) 800	
Net cash outflow for capital expenditure		(509,759)		(243,966)
Equity dividends paid		(5,296,671)		(5,262,359)
Decrease in cash in the year		(7,438,773)		(631,019)

NOTES TO THE GROUP CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2010

1 Reconciliation of operating profit/(loss) to net cash inflow/(outflow) from operating activities		2010 £	2009 £
Operating profit Depreciation of tangible fixed assets Provision for diminution in value of investments Decrease/(increase) in debtors (Decrease)/increase in creditors		2,067,251 329,039 20,000 5,087,968 (8,428,312)	8,119,031 331,390 - (4,063,806) 855,647
Net cash inflow/(outflow) from operating activities		(924,054)	5,242,262
2 Analysis of net funds	1 April 2009 £	Cash flow £	31 March 2010 £
Net cash Cash at bank and ın hand	15,729,812	(7,438,773)	8,291,039
Net funds	15,729,812	(7,438,773)	8,291,039
3 Reconciliation of net cash flow to movement in net funds		2010 £	2009 £
Decrease in cash in the year		(7,438,773)	(631,019)
Movement in net funds in the year Opening net funds		(7,438,773) 15,729,812	(631,019) 16,360,831
Closing net funds		8,291,039	15,729,812

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2010

1 Accounting policies

1.1 Basis of preparation

The financial statements are prepared under the historical cost convention

The financial statements are prepared in accordance with applicable accounting standards

12 Basis of consolidation

The group financial statements consolidate the financial statements of the company and its subsidiary undertakings drawn up to 31 March each year

The results of subsidiaries acquired or sold during the year are included in the profit and loss account from, or up to, the date control passes. No profit and loss account is presented for the company

Entities in which the group holds an interest on a long term basis and are jointly controlled by the group and one or more joint ventures under a contractual arrangement are treated as joint ventures. In the group financial statements, joint ventures are accounted for using the gross equity method.

13 Turnover

Turnover represents fees receivable for services provided, net of VAT

1.4 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less accumulated depreciation. Depreciation is calculated on a straight-line basis so as to write-off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows.

Fixtures, fittings & equipment (excl various artwork) - over 5 years

Artwork (included in F,F&E) - no depreciation

Motor vehicles - over 5 years

The carrying value of tangible fixed assets are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable

1.5 Operating leases

Rentals payable under operating leases are charged in the profit and loss account on a straight line basis over the lease term. Lease incentives are recognised over the shorter of the lease term and the period to the date of the next rent review.

16 Investments

Fixed asset investments are stated at cost less provision for diminution in value

The carrying values of investments are reviewed for impairment if events or changes in circumstances indicate the carrying value may not be recoverable

1.7 Pensions

The group operates a defined contribution pension scheme. The pension costs charged in the financial statements represent the contributions payable by the group during the year.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2010

1 Accounting policies (continued)

1.8 Taxation

The charge for taxation is based on the profit or loss 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 in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax, with the following exceptions

- provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold,
- deferred tax assets are recognised only to the extent that the director considers that it is more likely than not that there will be suitable profits from which the future reversal of the underlying timing differences can be deducted

Deferred tax is measured on an undiscounted basis at the rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date

1.9 Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to the profit and loss account.

2 Turnover

The total turnover of the group for the period has been derived from its principal activity wholly undertaken in the United Kingdom

3 Operating profit

	, •	2010	2009
	Operating profit is stated after charging	3	£
	Depreciation of tangible fixed assets	220.020	221 200
	Provision for diminution in value of investments	329,039	331,390
		20,000	
	Loss on foreign exchange transactions	892	1,839
	Operating lease rentals	428,110	365,209
	Auditors' remuneration	23,500	26,500
	Remuneration of auditors for taxation fees, compliance	2,500	5,000
4	Interest receivable	2010	2009
		3	£
	Bank interest receivable	25,223	98,559
	Other interest receivable	75,861	
	Interest receivable from joint ventures	-	7,500
		101,084	106,059

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2010

5	Interest payable	2010 £	2009 £
	Bank interest	2,245	5,515
		2,245	5,515
6	Taxation	2010 £	2009 £
	UK corporation tax UK corporation tax Adjustments in respect of prior periods	692,498 (8,799)	2,393,501
	Share of tax in joint ventures	419,092	508,653
	Current tax charge	1,102,791	2,902,154
	Deferred tax		
	Deferred tax credit (note 11)	(28,000)	(27,000)
		1,074,791	2,875,154
	Factors affecting the current tax charge Profit on ordinary activities before taxation Profit on ordinary activities before taxation multiplied by basic rate of UK corporation tax of 28% (2009–28%)	3,665,724	9,857,810
	Effects of Non deductible expenses Depreciation in excess of capital allowances Adjustments in respect of previous periods Effects of different rates of tax Other tax adjustments	43,070 42,905 (8,799) - (788)	55,261 41,334 42,180 (490) 3,682
		76,388	141,967
	Current tax charge	1,102,791	2,902,154
7	Dividends	2010 £	2009 £
	Ordinary interim paid	5,296,671	5,262,359

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2010

Cost A1 1 April 2009 A1 31 March 2010 Depreciation A1 31 March 2010 A1 31	8	Tangible fixed assets		_	
Cost					
Cost At 1 April 2009 Additions At 31 March 2010 At 31 March 2009 At 31 March 2009 Additions At 31 March 2010			fittings &	Motor	
Cost At 1 April 2009 Additions At 31 March 2010 At 31 March 2009 At 31 March 2009 Additions At 31 March 2010			equipment	vehicles	Total
At 1 April 2009 Additions 209,759 Additions 209,759 At 31 March 2010 At 31 March 2010 At 1 April 2009 At 1 April 2009 At 31 March 2010 At 31 March 2009 At 31 March 2010				£	£
Additions 209,759 - 209,759 At 31 March 2010 2,132,765 193,927 2,326,692 Depreciation At 1 April 2009 (810,751) (69,866) (880,617) Charge for the year (290,254) (38,785) (329,039) At 31 March 2010 (1,101,005) (108,651) (1,209,656) Net book value At 31 March 2010 1,031,760 85,276 1,117,036 At 31 March 2009 1,112,255 124,061 1,236,316 9 Fixed asset investment Unlisted investments Group Cost At 1 April 2009 Additions 10,000 Additions 300,000 Additions 300,000 At 31 March 2010 410,000 Provisions for diminution in value At 1 April 2009 Provided during the year (20,000) At 31 March 2010 (42,350) Net book value At 31 March 2010 367,650					
At 31 March 2010 2,132,765 193,927 2,326,692 Depreciation At 1 April 2009 (810,751) (69,866) (880,617) Charge for the year (290,254) (38,785) (329,039) At 31 March 2010 (1,101,005) (108,651) (1,209,656) Net book value At 31 March 2010 1,031,760 85,276 1,117,036 At 31 March 2009 1,112,255 124,061 1,236,316 9 Fixed asset investment Group Cost At 1 April 2009 Additions 300,000 At 31 March 2010 410,000 Provisions for diminution in value At 1 April 2009 Provided during the year (22,350) Provided during the year (20,000) At 31 March 2010 (42,350) Net book value At 31 March 2010 367,650				193,927	
Depreciation		Additions	209,759	-	209,759
At 1 April 2009 Charge for the year (290,254) (38,785) (329,039) At 31 March 2010 (1,101,005) (108,651) (1,209,656) Net book value At 31 March 2010 1,031,760 85,276 1,117,036 At 31 March 2009 1,112,255 124,061 1,236,316 Unlisted investments Group Cost At 1 April 2009 Additions At 31 March 2010 At 31 March 2010 Provisions for diminution in value At 1 April 2009 At 31 March 2010		At 31 March 2010	2,132,765	193,927	2,326,692
Charge for the year (290,254) (38,785) (329,039) At 31 March 2010 (1,101,005) (108,651) (1,209,656) Net book value At 31 March 2010 1,031,760 85,276 1,117,036 At 31 March 2009 1,112,255 124,061 1,236,316 9 Fixed asset investment Group Cost At 1 April 2009 Additions 300,000 At 31 March 2010 410,000 Provisions for diminution in value At 1 April 2009 At 31 March 2010 (22,350) Provided during the year (20,000) At 31 March 2010 (42,350) Net book value At 31 March 2010 367,650		Depreciation			
At 31 March 2010 (1,101,005) (108,651) (1,209,656) Net book value At 31 March 2010 1,031,760 85,276 1,117,036 At 31 March 2009 1,112,255 124,061 1,236,316 9 Fixed asset investment Group Cost At 1 April 2009 Additions 300,000 At 31 March 2010 410,000 Provisions for diminution in value At 1 April 2009 At 31 March 2010 (22,350) Provided during the year (20,000) Net book value At 31 March 2010 367,650		At 1 April 2009	(810,751)	(69,866)	(880,617)
Net book value 1,031,760 85,276 1,117,036 At 31 March 2009 1,112,255 124,061 1,236,316 9 Fixed asset investment Unlisted investments Group Cost At 1 April 2009 110,000 Additions 300,000 At 31 March 2010 410,000 Provisions for diminution in value At 1 April 2009 (22,350) Provided during the year (20,000) At 31 March 2010 (42,350) Net book value At 31 March 2010 367,650		Charge for the year	(290,254)	(38,785)	(329,039)
At 31 March 2010 1,031,760 85,276 1,117,036 At 31 March 2009 1,112,255 124,061 1,236,316 9 Fixed asset investment Group Cost At 1 April 2009 Additions 110,000 At 31 March 2010 410,000 Provisions for diminution in value At 1 April 2009 Provided during the year (20,000) At 31 March 2010 (42,350) Net book value At 31 March 2010 367,650		At 31 March 2010	(1,101,005)	(108,651)	(1,209,656)
At 31 March 2009 1,112,255 124,061 1,236,316 9 Fixed asset investment Group Cost At 1 April 2009 Additions 300,000 At 31 March 2010 410,000 Provisions for diminution in value At 1 April 2009 Provided during the year (22,350) Provided during the year (20,000) At 31 March 2010 (42,350) Net book value At 31 March 2010 367,650		Net book value			
9 Fixed asset investment Group Cost At 1 April 2009 Additions At 31 March 2010 Provisions for diminution in value At 1 April 2009 Provided during the year At 31 March 2010 Net book value At 31 March 2010 Net book value At 31 March 2010 Service of the provision of the prov		At 31 March 2010	1,031,760	85,276	1,117,036
## Cost Cost At 1 April 2009 Additions 300,000 Additions 300,000 At 31 March 2010 ## At 1 April 2009 Provisions for diminution in value At 1 April 2009 (22,350) Provided during the year (20,000) At 31 March 2010 ## At 31 March		At 31 March 2009	1,112,255	124,061	1,236,316
Group Cost At 1 April 2009 110,000 Additions 300,000 At 31 March 2010 410,000 Provisions for diminution in value At 1 April 2009 (22,350) Provided during the year (20,000) At 31 March 2010 (42,350) Net book value At 31 March 2010 367,650	9	Fixed asset investment			Unlisted
Cost At 1 April 2009 110,000 Additions 300,000 At 31 March 2010 410,000 Provisions for diminution in value At 1 April 2009 (22,350) Provided during the year (20,000) At 31 March 2010 (42,350) Net book value At 31 March 2010 367,650					3
At 1 April 2009 Additions 300,000 At 31 March 2010 Provisions for diminution in value At 1 April 2009 Provided during the year At 31 March 2010 (22,350) Provided during the year (20,000) At 31 March 2010 (42,350) Net book value At 31 March 2010 367,650		•			
Additions 300,000 At 31 March 2010 410,000 Provisions for diminution in value At 1 April 2009 Provided during the year (20,000) At 31 March 2010 (42,350) Net book value At 31 March 2010 367,650					
At 31 March 2010 Provisions for diminution in value At 1 April 2009 Provided during the year (22,350) At 31 March 2010 Net book value At 31 March 2010 At 31 March 2010 At 31 March 2010 At 31 March 2010					
Provisions for diminution in value At 1 April 2009 Provided during the year At 31 March 2010 Net book value At 31 March 2010 Net book value At 31 March 2010 367,650		Additions			300,000
At 1 April 2009 Provided during the year (22,350) At 31 March 2010 (42,350) Net book value At 31 March 2010 367,650		At 31 March 2010			410,000
Provided during the year (20,000) At 31 March 2010 (42,350) Net book value At 31 March 2010 367,650					
Provided during the year (20,000) At 31 March 2010 (42,350) Net book value At 31 March 2010 367,650		At 1 April 2009			(22,350)
Net book value At 31 March 2010 367,650		Provided during the year			(20,000)
At 31 March 2010 367,650		At 31 March 2010			(42,350)
At 31 March 2009 87,650		At 31 March 2010			367,650
		At 31 March 2009			87,650

Unlisted investments comprise investments in companies engaged in management services and property investment

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2010

9 Fixed asset investment

(continued)

Share in group undertakings e

Company Cost

At 1 April 2009 & 31 March 2010

7

The principal subsidiaries of which the company holds 100% of the issued ordinary share capital are as follows

Subsidiary undertakings

Cortx Ltd
Crescent Builders and Estates Ltd
Delancey Associates Ltd
Delancey Developments Ltd

Delancey Estate Agents Ltd Delancey Estates Ltd Delancey Grooup Ltd

Delancey Ltd

Delancey Properties Ltd

Delancey Real Estate Asset Management Group Ltd Delancey Real Estate Asset Management Ltd Delancey Real Estate Investment Management Ltd

Delancey Retail Ltd

DV3 Ltd DV4 Ltd DV5 Ltd DV6 Ltd DV7 Ltd Equation Ltd

Five Oaks City Ltd

Five Oaks Developments Ltd Five Oaks Investments Ltd Five Oaks Properties Ltd Freehold Portfolios Estates Ltd Freehold Portfolios Management Ltd

Metro Shopping Estates Ltd

Metro Shopping Ltd

Metro Shopping Management Ltd Metro Shopping Plaza Ltd Milner Group Properties Ltd

Mount Provincial Developments Ltd Portsmouth Advisory Services Ltd Speciality Shops Developments Ltd Speciality Shops Ltd

Speciality Shops Ltd

Speciality Shops Management Ltd

Tribeca UK Ltd

The company holds shares directly in Delancey Real Estate Asset Management Ltd and Delancey Real Estate Investment Management Ltd All other shares in subsidiaries are held directly by Delancey Real Estate Asset Management Ltd

All subsidiaries are incorporated in England and Wales Delancey Real Estate Asset Management Ltd provides advisory services to real estate companies. All other subsidiaries were domaint throughout the year

The company holds a 50% interest in the following companies

Joint ventures

Metro Shopping Fund GP Ltd

Metro Shopping Fund Management Ltd

Metro Shopping Fund GP Ltd and Metro Shopping Fund Management Ltd are incorporated in Jersey and England and Wales respectively Both companies provide services to property companies

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2010

9	Fixed asset investment				(continued)
	Additional disclosures are given in respect of thresholds under FRS 9 'Associates and Join	f Metro Shopping l nt Ventures', as fol	Fund Management llows	Ltd, which exceed	s certain 25%
				2010	2009
	Turnover			£ 1,972,500	£ 2,352,500
	Profit before tax Taxation			1,480,000 (414,500)	1,606,500 (492,000)
	Profit after tax			1,065,500	1,114,500
	Current assets			926,000	888,500
	Liabilities due within one year			(769,000)	(732,000)
	Share of net assets			157,000	156,500
10	Debtors	Gro	•	Compa	
		2010 £	2009 £	2010 £	2009
	Trade debtors	253,048	4,974,065	L ,	2
	Called up share capital not paid	12,051	12,051	12,051	12,051
	Corporation tax	112,744	•	-	-
	Other debtors	77,702	305,258	-	-
	Prepayments and accrued income	388,492	527,888	-	
		844,037	5,819,262	12,051	12,051
11	Creditors amounts falling due within	Gro	un.	Compa	nnv
• •	one year	2010	2009	2010	2009
	•	3	£	3	3
	Trade creditors	233,142	284,147	•	-
	Amounts owed to subsidiary undertakings		•	7	7
	Corporation tax	-	1,075,685	-	1,469
	Other taxes and social security costs	597,460	911,977	-	-
	Other creditors	163,161	1,855,199	-	-
	Accruals and deferred income	5,944,041	12,314,793	-	•
		6,937,804	16,441,801	7	1,476

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2010

12	Provisions for liabilities		Deferred tax
			liability £
	Balance at 1 April 2009		38,000
	Release to the profit and loss account		(28,000)
	Balance at 31 March 2010		10,000
	The deferred tax liability is made up as follows		
		2010	2009
		£	£
	Capital allowances in advance of depreciation	10,000	38,000
13	Share capital	2010	2009
		£	£
	Allotted, called up and unpaid		
	6,150 'A' ordinary shares of £1 each	6,150	6,150
	3,186 'B' ordinary shares of £1 each	3,186	3,186
	1,714 'C' ordinary shares of £1 each 1,000 'D' ordinary shares of £1 each	1,714 1,000	1,714 1,000
	1 'E' ordinary share of £1	1,000	1,000
		12,051	12,051

The 'A', 'D' and 'E' ordinary shares carry no right to vote except pursuant to a meeting to vary class rights

Each of the 'B' and 'C' ordinary shares carry the right to one vote per share, except that no 'C' share shall entitle the holder thereof to vote on any resolution in connection with the appointment or removal of a B director and no 'B' share shall entitle the holder thereof to vote on any resolution in connection with the appointment or removal of a C director

The 'B' and 'C' shares have the right to participate pan passu with one another in the assets of the company

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2010

14	Statement of movements on profit and loss account		Profit and loss account
	Group		_
	Balance at 1 April 2009		6,527,606
	Retained loss for the year		(2,705,738)
	Balance at 31 March 2010		3,821,868
	Company		
	Balance at 1 April 2009		5,527
	Retained loss for the year		(553)
	Balance at 31 March 2010		4,974
15	Reconciliation of movements in shareholders' funds	2010 £	2009 £
	Group		
	Profit for the financial year	2,590,933	6,982,656
	Dividends	(5,296,671)	(5,262,359)
	Net (depletion in)/addition to shareholders' funds	(2,705,738)	1,720,297
	Opening shareholders' funds	6,539,657	4,819,360
	Closing shareholders' funds	3,833,919	6,539,657
	Company		
	(Loss)/profit for the financial year	(553)	5,527
	Net (depletion in)/addition to shareholders' funds	(553)	5,527
	Opening shareholders' funds	17,578	12,051
	Closing shareholders' funds	17,025	17,578
			

16 Financial commitments

At 31 March 2010 the group had annual commitments under non-cancellable operating leases as follows

	Land and bui	Land and buildings	
	2010	2009	
Commendate	£	£	
Expiry date Between two and five years	570.632	504,234	
	1	,	

Company pension contributions to money purchase schemes

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2010

,	Directors' emoluments	2010	2009
		£	9
	Emoluments for qualifying services	7,857,995	7,797,076
	Company pension contributions to money purchase schemes	220,000	220,000
		8,077,995	8,017,076
	The number of directors for whom retirement benefits are accruing under	money purchase per	-
	The number of directors for whom retirement benefits are accruing under amounted to 2 (2009 2)	money purchase per	-
	•		-
	amounted to 2 (2009 2)		-
	amounted to 2 (2009 2)	t paid director	nsion schemes

120,000

3,810,097

120,000

3,833,203

18 Employees

Number of employees

The average monthly number of employees (including directors) during the year was

	2010 Number	2009 Number
Administrative	39	39
Employment costs		
	2010	2009
	£	£
Wages and salaries	11,260,904	11,083,558
Social security costs	1,415,272	1,405,978
Other pension costs	473,239	525,485
	13,149,415	13,015,021
		

19 Control

The ultimate controlling party is J W J Ritblat