PALISADE PROPERTIES PLC FINANCIAL STATEMENTS 31 OCTOBER 2007



BOWER + SMITH

Chartered Accountants & Registered Auditor 6 Rubislaw Place Aberdeen AB10 1XN

FINANCIAL STATEMENTS

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OFFICERS AND PROFESSIONAL ADVISERS

The board of directors Alan B Wilson

Paul F Doherty Pamela J Doherty

Company secretary Pauli & Williamsons

Registered office 22 Dunblane Street

Glasgow G4 0HJ

Auditor Bower + Smith

Chartered Accountants & Registered Auditor 6 Rubislaw Place

Aberdeen AB10 1XN

Bankers Bank of Scotland

39 Albyn Place Aberdeen AB10 1YN

THE DIRECTORS' REPORT

YEAR ENDED 31 OCTOBER 2007

The directors have pleasure in presenting their report and the financial statements of the company for the year ended 31 October 2007.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the company during the year was property development.

The directors consider that the company traded satisfactorily during the year.

RESULTS AND DIVIDENDS

The loss for the year amounted to £70,893. The directors have not recommended a dividend.

DIRECTORS

The directors who served the company during the year were as follows:

Alan B Wilson Paul F Doherty Pamela J Doherty

Pamela J Doherty was appointed as a director on 7 September 2007.

POLICY ON THE PAYMENT OF CREDITORS

It is the policy of the company to pay all verified accounts within agreed settlement terms. The average period taken to pay suppliers was 22 days (2006 - 28 days).

DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Annual 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 the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 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 UK 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 that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements 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.

THE DIRECTORS' REPORT (continued)

YEAR ENDED 31 OCTOBER 2007

In so far as the directors are aware:

- there is no relevant audit information of which the company's auditor is unaware; and
- the directors have taken all 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 that information.

DONATIONS

During the year the company made the following contributions:

	2007 £	2006 £
Charitable	550	775
Political	500	
The aggregate figure for political donations is made up as follows	:	
Donations to Scottish Labour party	500	_

AUDITOR

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

Registered office: 22 Dunblane Street Glasgow G4 0HJ Signed on behalf of the directors

Alan B Wilson

Director

Approved by the directors on 18 January 2010

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF PALISADE PROPERTIES PLC

YEAR ENDED 31 OCTOBER 2007

We have audited the financial statements of Palisade Properties plc for the year ended 31 October 2007 which comprise the Profit and Loss Account, Balance Sheet, Cash Flow Statement and the related notes. These financial statements have been prepared on the basis of the accounting policies set out therein.

This report is made solely to the company's shareholders, 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 shareholders 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 shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITOR

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) 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 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 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.

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF PALISADE PROPERTIES PLC (continued)

YEAR ENDED 31 OCTOBER 2007

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 company's affairs as at 31 October 2007 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.

BOWER + SMITH

Chartered Accountants & Registered Auditor

6 Rubislaw Place Aberdeen AB10 1XN

18 January 2010

PROFIT AND LOSS ACCOUNT

YEAR ENDED 31 OCTOBER 2007

	Note	2007 £	2006 £
TURNOVER	2	2,210,461	1,166,150
Cost of sales		(195,406)	30,323
GROSS PROFIT		2,405,867	1,135,827
Administrative expenses Other operating income	4	2,513,670 (4,704)	873,002
OPERATING (LOSS)/PROFIT	5	(103,099)	262,825
Interest receivable Interest payable and similar charges	8	91,118 (58,912)	6,201 (30,625)
(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATIO	N	(70,893)	238,401
Tax on (loss)/profit on ordinary activities	9	-	79,226
(LOSS)/PROFIT FOR THE FINANCIAL YEAR		(70,893)	159,175

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 10 to 17 form part of these financial statements.

BALANCE SHEET

31 OCTOBER 2007

	2007			2006	
	Note	£	£	£	
FIXED ASSETS Tangible assets	10		4,228	151,826	
CURRENT ASSETS					
Stocks	11	248,124			
Debtors	12	677,101		709,415	
Cash at bank		338,887		1,131,537	
·		1,264,112		1,840,952	
CREDITORS: Amounts falling due within one year	r 13	584,089		1,237,634	
NET CURRENT ASSETS			680,023	603,318	
TOTAL ASSETS LESS CURRENT LIABILITIES			684,251	755,144	
CAPITAL AND RESERVES					
Called-up equity share capital	17		50,000	50,000	
Profit and loss account	18		634,251	705,144	
SHAREHOLDERS' FUNDS	19		684,251	755,144	

These financial statements were approved by the directors and authorised for issue on 18 January 2010, and are signed on their behalf by:

ALAN B WILSON

Director

Company Registration Number: SC157989

CASH FLOW STATEMENT

YEAR ENDED 31 OCTOBER 2007

	Note	2007 £	£	2006 £
NET CASH (OUTFLOW)/INFLOW FROM OPERATINACTIVITIES	IG		(677,863)	1,151,699
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE	20		32,206	(24,424)
TAXATION			(52,255)	(160,862)
CAPITAL EXPENDITURE AND FINANCIAL INVESTMENT	20		156,136	(1,102)
CASH (OUTFLOW)/INFLOW BEFORE FINANCING			(541,776)	965,311
FINANCING Repayment of bank loans		(250,874)		(20,297)
NET CASH OUTFLOW FROM FINANCING			(250,874)	(20,297)
(DECREASE)/INCREASE IN CASH			(792,650)	945,014
RECONCILIATION OF OPERATING (LOSS)/PROFI (OUTFLOW)/INFLOW FROM OPERATING ACTIVIT	T TO NE	ET CASH		
			2007 £	2006 £
Operating (loss)/profit Depreciation Profit on disposal of fixed assets			(103,099) 3,269 (11,807)	262,825 9,355 –
Increase in stocks (Increase)/decrease in debtors (Decrease)/increase in creditors Decrease in provision against debtor balance			(248,124) (13,125) (300,273) (4,704)	225,914 653,605
Net cash (outflow)/inflow from operating activities			(677,863)	1,151,699
RECONCILIATION OF NET CASH FLOW TO MOV	EMENT	IN NET FUNDS	;	
		2007 £	£	2006 £
(Decrease)/increase in cash in the period		(792,650)		945,014
Net cash outflow from bank loans		250,874	(544.770)	20,297
Change in net funds			(541,776) (541,776)	965,311 965,311
Net funds at 1 November 2006			880,663	(84,648)
Net funds at 31 October 2007			338,887	880,663

The notes on pages 10 to 17 form part of these financial statements.

CASH FLOW STATEMENT (continued)

ANALYSIS OF CHANGES IN NET FUNDS	At 1 Nov 2006 £	Cash flows	At 31 Oct 2007 £
Net cash: Cash in hand and at bank	1,131,537	(792,650)	338,887
Debt: Debt due within 1 year	(250,874)	250,874	
Net funds	880,663	(541,776)	338,887

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 OCTOBER 2007

1. ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

Turnover

Turnover represents amounts received or receivable for services provided stated net of Value Added Tax.

Fixed assets

All fixed assets are initially recorded at cost.

Depreciation

Depreciation is calculated so as to write off the cost of an asset over the useful economic life of that asset as follows:

Fixtures & Fittings

25% per annum straight line

Work in progress

Work in progress is valued on the basis of direct costs. Provision is made for foreseeable losses where appropriate. No element of profit is included in the valuation of work in progress.

Operating lease agreements

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease.

Deferred taxation

Deferred taxation is provided using the liability method on all timing differences which are expected to reverse in the future without being replaced, calculated on an undiscounted basis at the rate at which it is anticipated the timing differences will reverse. Deferred taxation assets are only recognised if recovery without replacement by equivalent debit balances is reasonably certain.

Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 OCTOBER 2007

1. ACCOUNTING POLICIES (continued)

Employee benefit trusts

The company has established trusts for the benefit of employees and certain of their dependents. Monies held in these trusts are held by independent trustees and managed at their discretion.

Where the company retains future economic benefit from, and has de facto control of the assets and liabilities of the trust, they are accounted for as assets and liabilities of the company until the earlier of the date that an allocation of trust funds to employees in respect of past services is declared and the date that assets of the trust vest in identified individuals.

Where monies held in a trust fund are determined by the company on the basis of employees' past services to the business and the company can obtain no future economic benefit from those monies, such monies, whether in the trust or accrued for by the company are charged to the profit and loss account in the period to which they relate.

2. TURNOVER

	2007	2006
	£	£
Management fees Expenses recovered	2,010,461 200,000	116,615 . -
	2,210,461	116,615

3. COST OF SALES

During the year the company received planning permission for a site. Costs totalling £198,954 which had been incurred in previous years but which had been written off because they were in excess of the value of the site without planning permission have been included in the work in progress valuation and credited to cost of sales during the current year.

4. OTHER OPERATING INCOME

	Reverse provision against loan	2007 £ 4,704	2006 £
5.	OPERATING (LOSS)/PROFIT		
	Operating (loss)/profit is stated after charging/(crediting):		
		2007 £	2006 £
	Depreciation of owned fixed assets	3,269	9,355
	Profit on disposal of fixed assets	(11,807)	-
	Auditor's remuneration		
	- as auditor	5,800	4,500
	- for other services	2,300	500
	Operating lease costs:		
	- Other	14,937	1,200

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 OCTOBER 2007

Auditor's fees

The fees charged by	he auditor can be	further analysed unde	r the following	headings for
services rendered:				****

30111030 10.1103/03.	2007 £	2006 £
Audit	3,000 1,800	4,000 —
Accountancy Taxation	500	500
	5,300	4,500

6. PARTICULARS OF EMPLOYEES

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

	2007 No	2006 No
Number of administrative staff	8	8
The aggregate payroll costs of the above were:		
	2007 £	2006 £
Wages and salaries Social security costs	2,195,858 20,236	711,292 22,244
·	2,216,094	733,536

7. DIRECTORS' EMOLUMENTS

8.

The directors' aggregate empluments in respect of qualifying services were:

The directors' aggregate emoluments in respect of qualifying service	s weie.	
	2007 £	2006 £
Emoluments receivable	2,077,000	572,000
Emoluments of highest paid director:	2007 £	2006 £
Total emoluments (excluding pension contributions)	1,036,000	286,000
INTEREST PAYABLE AND SIMILAR CHARGES		
Interest payable on bank borrowing Interest on directors loans Interest on overdue tax	2007 £ 7,896 50,226 790	2006 £ 17,138 10,874 2,613
	58,912	30,625

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 OCTOBER 2007

9. TAXATION ON ORDINARY ACTIVITIES

(a) Analysis of charge in the year

	2007 £	2006 £
Current tax:		
UK Corporation tax based on the results for the year at 20% (2006 - 30%) Over/under provision in prior year Total current tax	<u>:</u>	79,257 1,936 81,193
Deferred tax:		
Origination and reversal of timing differences Tax on (loss)/profit on ordinary activities	-	(1,967) 79,226

(b) Factors affecting current tax charge

The tax assessed on the (loss)/profit on ordinary activities for the year is higher than the standard rate of corporation tax in the UK of 20% (2006 - 30%).

	2007 £	2006 £
(Loss)/profit on ordinary activities before taxation	(70,893)	238,401
(Loss)/profit on ordinary activities by rate of tax	(14,179)	71,520
Expenses not deductible for tax purposes	2,064	7,601
Capital allowances in excess of depreciation	654	2,452
Gain on sale of fixed assets	(930)	-
Losses carried forward	13,332	-
Provision against loan not deductible for tax purposes	(941)	-
Other differences	`	(2,316)
Prior year adjustment	-	1,936
		81,193
Total current tax (note 9(a))		01,100

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 OCTOBER 2007

10. TANGIBLE FIXED ASSETS

		Heritable Property £	Fixtures & Fittings £	Total £
	COST At 1 November 2006 Additions Disposals	158,938 - (158,938)	28,913 1,904 —	187,851 1,904 (158,938)
	At 31 October 2007		30,817	30,817
	DEPRECIATION At 1 November 2006 Charge for the year On disposals At 31 October 2007	12,705 - (12,705) -	23,320 3,269 ————————————————————————————————————	36,025 3,269 (12,705) 26,589
	NET BOOK VALUE At 31 October 2007 At 31 October 2006	 146,233	4,228 5,593	4,228 151,826
11.	STOCKS		***************************************	
	Work in progress		2007 £ 248,124	2006 £
12.	DEBTORS			
	Other debtors Tax recoverable Directors Current Account		2007 £ 609,534 67,567 — 677,101	2006 £ 579,107 117,710 12,598 709,415

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 OCTOBER 2007

13. CREDITORS: Amounts falling due within one year

	2007	2006
	£	£
Bank loans	_	250,874
Trade creditors	351,667	9,137
Other creditors including taxation and social security:		
Corporation tax	-	102,398
Other taxation and social security	5,849	35,316
Other creditors	159,035	839,909
Directors current accounts	67,538	-
	584,089	1,237,634

The Bank of Scotland holds a bond and floating charge over the whole of the assets of the company. The Bank of Scotland also holds cross guarantees between Palisade Properties plc, Palisade Properties (Holdings) Limited and other companies in which the directors have an interest.

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

oompany.	2007	2006
	£	£
Bank loans	_	250,874
Dalik Gdila		
BANKIOAN		
DANK LAYAN		

14. BANK LOAN

Creditors include finance capital which is due for repayment as follows:

2007
£
£

Amounts repayable:
In one year or less or on demand

250,874

15. COMMITMENTS UNDER OPERATING LEASES

At 31 October 2007 the company had annual commitments under non-cancellable operating leases as set out below.

	2007		2006	
	Land and buildings £	Other Items £	Land and buildings £	Other Items £
Operating leases which expire: Within 1 year	-	1,200	_	1,200
Within 2 to 5 years	14,500		-	-
•	14,500	1,200		1,200

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 OCTOBER 2007

16. RELATED PARTY TRANSACTIONS

During the period the company had transactions with Palisade Properties (Holdings) Limited, Palisade Properties (Crow Road) Limited and Palisade Properties (Glasgow) Limited all of which are owned by the directors. The company also had transactions with Palisade Estates Limited, a company in which the directors have interests, and with Palisade Properties (Oban) Limited, a subsidiary of Palisade Properties (Holdings) Limited. At the year end date the various companies referred to above owed the following amounts to Palisade Properties plc:-

2001	
£	£
2,865	19,494
(123,082)	71,334
36,205	(243,966)
327,694	286,185
(1)	83,574
	£ 2,865 (123,082) 36,205 327,694

The above balance with Palisade Properties (Holdings) Limited is stated net of a provision for £39,243 (2006 £43,947).

During the year the company received management charges from related parties as follows:-

	2007	2000
	£	£
Palisade Properties (Holdings) Limited	10,000	-
Palisade Properties (Glasgow) Limited	740,000	400,000
Palisade Estates Limited	1,195,000	50,000
Palisade Properties (Oban) Limited	65,461	_

Palisade Properties plc has a management agreement to provide estate management and planning advice services for some offshore trusts which Elmford Limited, a nominee company, holds title to land for. Alan Wilson has an interest in some of these trusts. At 31 October 2007 Elmford Limited owed the company £nii (2006 - £113,301). Turnover with Elmford Limited during the period amounted to £nii (2006 - £172,120).

During the year Palisade Properties (Holdings) Limited charged the company £37,833 (2006 - £nil) for services in the ordinary course of business.

During the year the company paid interest of £50,226 (2006 - £10,874)to Alan Wilson. Interest was paid at a variable rate of interest on sums advanced by him. At 31 October 2007 the company owed Alan Wilson £67,538 (2006 - £nil).

In November 2006 the company sold its heritable property to Paul Doherty for £160,000. The property was then rented back from him. The rent payable for the year was £13,737 (2006 - £nil).

The maximum amount owed to the company during the year by Paul Doherty was £12,598. At 31 October 2007 Pamela Doherty owed the company £170 (2006 - £170). The maximum amount she owed to the company was £170.

17. SHARE CAPITAL

Authorised share capital:

	2007	2006
	£	£
50,000 Ordinary shares of £1 each	50,000	50,000

NOTES TO THE FINANCIAL STATEMENTS

17. SHARE CAPITAL (continu

	Allotted, called up and fully paid:				
		2007	_	2006	•
	Ordinary shares of £1 each	No 50,000	£ 50,000	No 50,000	£ 50,000
18.	RESERVES				
				Profi	t and loss account £
	Balance brought forward Loss for the year				705,144 (70,893)
	Balance carried forward				634,251
19.	RECONCILIATION OF MOVEMENTS IN SH	HAREHOLDE	RS' FUNDS		
				2007 £	2006 £
	(Loss)/Profit for the financial year Opening shareholders' funds			(70,893) 755,144	159,175 595,969
	Closing shareholders' funds			684,251	755,144
20.	NOTES TO THE CASH FLOW STATEMEN	τ			
	RETURNS ON INVESTMENTS AND SERV	ICING OF FII	NANCE		
	Interest received			2007 £ 91,118 (58,912)	2006 £ 6,201 (30,625)
	Interest paid Net cash inflow/(outflow) from returns on inv	estments and	d servicina	(30,312)	
	of finance			32,206	(24,424)
	CAPITAL EXPENDITURE				
		٠		2007 £	2006 £
	Payments to acquire tangible fixed assets Receipts from sale of fixed assets			(1,904) 158,040	(1,102)
	Net cash inflow/(outflow) from capital expen	diture		156,136	(1,102)

MANAGEMENT INFORMATION
YEAR ENDED 31 OCTOBER 2007

The following pages do not form part of the statutory financial statements which are the subject of the independent auditor's report on pages 4 to 5.

DETAILED PROFIT AND LOSS ACCOUNT

	2007 £	£	2006 £
TURNOVER Management fees Expenses recovered		2,010,461 200,000	1,166,150 —
		2,210,461	1,166,150
Cost of sales		(195,406)	30,323
GROSS PROFIT		2,405,867	1,135,827
OVERHEADS Wages and salaries Employers national insurance contributions Rent Light and heat Insurance Motor expenses Travel Telephone Office expenses Repairs Printing and stationery Sundry expenses Entertaining Legal and professional fees Auditors remuneration Depreciation Profit on disposal of fixed assets Bank charges	2,195,858 20,236 14,937 673 663 6,549 1,365 6,570 6,150 1,250 3,253 15,886 624 242,092 5,800 3,269 (11,807) 302		711,292 22,244 1,200 387 1,419 4,540 1,607 6,144 6,228 3,182 2,337 21,250 8,530 68,519 4,500 9,355
		2,513,670	873,002
OTHER OPERATING INCOME Reverse provision against loan		4,704	262,825
OPERATING (LOSS)/PROFIT		(103,099)	262,825
Bank interest receivable		91,118	6,201
		(11,981)	269,026
Interest payable and similar charges		(58,912)	(30,625)
(LOSS)/PROFIT ON ORDINARY ACTIVITIES		(70,893)	238,401

NOTES TO THE DETAILED PROFIT AND LOSS ACCOUNT

	2007 £	2006 £
INTEREST RECEIVABLE Bank interest receivable	91,118	6,201
INTEREST PAYABLE AND SIMILAR CHARGES Bank interest payable Interest on directors loans Interest on overdue tax	7,896 50,226 790	17,138 10,874 2,613
	58,912	30,625