RAVENSEFT INDUSTRIAL ESTATES LIMITED
REPORT AND FINANCIAL STATEMENTS
31 MARCH 1999



REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 MARCH 1999

The directors submit their report with the financial statements for the year to 31 March 1999.

RESULTS FOR THE YEAR AND DIVIDEND

The results are set out in the Profit and Loss Account on page 7.

An interim dividend of £7,875 was paid during the year and the directors now recommend the payment of a final dividend of £19,117,233 making a total of £19,125,108 for the year.

PRINCIPAL ACTIVITIES AND PROPERTY PORTFOLIO REVIEW

During the year the Company has continued its business of industrial and warehouse property investment and development throughout the United Kingdom. There will be no change in the Company's principle activities in the foreseeable future.

The Company is improving the 7.7m sq ft (715,350 sq m) portfolio through land acquisition, development and sales. During the year the construction of 415,300 sq ft (38,580 sq m) of warehouse and industrial accommodation was completed.

At Banbury the Company developed and let 240,000 sq ft (22,300 sq m) in two high bay warehouses. A further 65,000 sq ft (6,040 sq m) warehouse was completed in May. This 22.8 acre estate adjacent to Junction 11, M40 now comprises some 403,900 sq ft (37,520 sq m).

At Centurion Park, Tamworth the Company has built and is marketing a second high bay warehouse of 141,800 sq ft (13,170 sq m). This estate comprises 262,900 sq ft (24,420 sq m) on 13.2 acres adjacent to Junction 10, M42.

The Company's three-unit scheme of 33,500 sq ft (3,110 sq m) in Pump Lane, Hayes, Middlesex is complete with two units let and the remaining 7,450 sq ft (690 sq m) agreed to be let subject to concluding legal documentation.

The Company took advantage of the stronger investment market in this sector to dispose of a number of secondary properties totalling 448,000 sq ft (41,620 sq m). These were located in the Glasgow suburbs, Weston-super-Mare, Caldicot, Horwich, Chester and Uxbridge.

Excluding properties under development, voids represented 3.9% by value at 31 March.

In a joint venture with Gazeley Properties Limited, options are held on some 300 acres at Milton Keynes, adjacent to the M1 motorway and the Company is in active discussion with the local authority to develop this land.

The Company appreciates the need to respond to customer requirements for shorter leases and greater flexibility in the provision of space. There are some encouraging indications that rents can be varied to reflect a range of lease options.

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 MARCH 1999

Rental growth in this sector is likely to remain limited, although the Company anticipates increases in areas of strong economic activity and restricted land supply.

MILLENNIUM AND EURO ISSUES

The Company is continuing with its programme of activities to achieve compliance with year 2000 requirements. Its objective is to ensure that its business continues without interruption during the millennium period.

Regular reports are made to the Board and the Computer Steering Committee so that all senior levels of the Company are kept fully informed of the scope of the exercise. Staff are also briefed on the importance of giving priority to this issue.

As a result of the initiatives of the Company, and following specific checks and tests, it is satisfied that the internal computer systems will be year 2000 compliant in time.

The review of building services within the Company's properties is also well advanced. The Company has completed surveys and risk assessments and expects to complete mock millennium testing of systems, where necessary, this summer. The Company has advised the tenants of those properties which are let on full repairing terms of the potential problems and requested their confirmation that measures are being taken to deal with the matter. The Company has also contacted its key suppliers and trading partners to seek assurances that they will continue to provide uninterrupted service during the millennium period and will monitor the situation.

The Company appreciates the importance of the year 2000 problem and considers that it has taken all reasonable steps to mitigate its likely effects. Despite this, there can be no assurances that the steps taken will eliminate all the problems associated with the year change. The Company is therefore preparing contingency plans, which will comprise arrangements required to be in place at or around the millennium date, to deal with any problems that may arise from unexpected events.

The working party appointed within the Company to investigate the likely impact of the euro on its business continues to monitor the latest developments. It commissioned a report on the implementation of the euro within the business and is ready to take the appropriate action if the Government commits the United Kingdom to entry to the European Economic and Monetary Union.

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 MARCH 1999

DIRECTORS

The following were directors during the year:

J Maynard (Managing Director)
I J Henderson, BSc FRICS
M R Griffiths, FRICS
K Redshaw, BSc FRICS
R D S Nevett, FRICS
D P Wynne, BSc ARICS (appointed 1 April 1999)

The interests of the directors in the shares of the Company were nil throughout the year.

I J Henderson, M R Griffiths and K Redshaw are directors of Land Securities PLC, the ultimate parent company, and their interests in that company are shown in its Report and Financial Statements for the year ended 31 March 1999. The ultimate parent company's registers of directors' share and debenture interests and holdings of options, which are open to inspection at its registered office, contain full details of their shareholdings and share options.

The beneficial interests of the other directors in the shares of Land Securities PLC and their holdings of options over shares in that company are as set out below and on page 4.

Interest in Ordinary Shares	31 March 1999	31 March 1998
J Maynard	22,323	21,591
R D S Nevett	10,332	7,609

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 MARCH 1999 (CONTINUED)

DIRECTORS (continued)

Options over Ordinary Shares

		Granted during year	ıring year		Exercised	Exercised during year			Options at 31 March 1999
•						Market			
	No. of				Exercise	Price on		Exercise	
	Options at		Grant		Price	exercise		Price	
	1 April 1998	No.	Price	No.	(bence)	(bence)	No.	(bence)	Exercisable Dates
J Mavnard	11.250	1		1			11,250	618.6	8/1997 - 8/2004
	3,422	•		1	:		3,422	504.0	7/2000
R D S Nevett	5,649	ı		2,168	415.0	775.0	3,481	\$60.0 *	7/2002 - 7/2004

* weighted average exercise price

The range of the closing middle market prices for Land Securities shares during the year was 701.5p to 1078p. The middle market price at 31 March 1999 was 820 p.

Two directors exercised options during the year. The highest paid director did not exercise options during the year.

No options lapsed during the year.

The share options are held under the 1984 Executive Share Option Scheme, except for those shown in bold which are held under the 1983 and 1993 Savings Related Share Option Schemes. The executive share option scheme expired on 24 April 1995.

Options granted under the savings related schemes are exercisable at prices between 504p and 672p after five or seven years from the date of grant.

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 MARCH 1999

DIRECTORS' RESPONSIBILITIES

The directors are required by company law to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company as at the end of the financial year and of its profit or loss for that period and comply with the Companies Act 1985.

The directors are responsible for ensuring that applicable accounting standards have been followed and that suitable accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates, have been used in the preparation of the financial statements.

It is also the responsibility of the directors to 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 also responsible for maintaining proper accounting records so as to enable them to comply with company law. The directors have general responsibilities for safeguarding the assets of the Company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

AUDITORS

During the year the auditors, Price Waterhouse, merged with Coopers and Lybrand forming a new firm PricewaterhouseCoopers. As a consequence of this merger Price Waterhouse resigned as auditors on 20 July 1998 and PricewaterhouseCoopers were appointed in their place. PricewaterhouseCoopers have expressed their willingness to continue in office and a resolution will be proposed for their reappointment at the Annual General Meeting.

Registered Office 5 Strand London WC2N 5AF

By Order of the Board

P M Dudgeon Secretary

26 May 1999

Registered in England and Wales Company No. 444531

AUDITORS' REPORT TO THE MEMBERS OF RAVENSEFT INDUSTRIAL ESTATES LIMITED

We have audited the financial statements on pages 7 to 16.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the Annual Report including, as described on page 5, the financial statements. Our responsibilities, as independent auditors, are established by statute, the Auditing Practices Board and 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. 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 is not disclosed.

We read the other information contained in the Annual Report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements.

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 the 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 31 March 1999 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Price waterhouse Coopers

PricewaterhouseCoopers
Chartered Accountants and Registered Auditors
London

26 May 1999

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 1999

	Notes	<u>1999</u> £	<u>1998</u> £
GROSS PROPERTY INCOME	2	32,349,440	32,159,031
	=		
NET RENTAL INCOME	2	30,715,007	30,370,623
Property management and administration expenses	3	(2,354,853)	(2,145,739)
OPERATING PROFIT	•	28,360,154	28,224,884
Profit on sales/transfers of properties		666,603	258,836
PROFIT ON ORDINARY ACTIVITIES BEFORE INTEREST AND TAXATION	-	29,026,757	28,483,720
Interest receivable	4	23,005	32,256
Interest payable	5	(2,927,663)	(8,924,833)
	-		
Revenue profit		25,455,496	19,332,307
Profit on sales/transfers of properties		666,603	258,836
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		26,122,099	19,591,143
Taxation on:			
Revenue profit		(6,957,709)	(4,603,399)
Sales/transfers of properties		(39,282)	(18,101)
Taxation	6	(6,996,991)	(4,621,500)
PROFIT ON ORDINARY ACTIVITIES	· ·	-	
AFTER TAXATION		19,125,108	14,969,643
Equity dividend	7	(19,125,108)	(14,969,643)
RETAINED PROFIT FOR THE FINANCIAL YEAR	-		
BALANCE BROUGHT FORWARD		1,282,837	1,282,837
BALANCE CARRIED FORWARD	-	1,282,837	1,282,837
	=	<u> </u>	

All income was derived from the United Kingdom from continuing operations. No operations were discontinued during the year.

The notes on pages 10 to 16 form an integral part of these financial statements.

BALANCE SHEET - 31 MARCH 1999

FIXED ASSETS	Notes	<u>1999</u> £	<u>1998</u> £
FIXED ASSETS			
Tangible assets			
Properties	8	400,384,500	374,152,000
CURRENT ASSETS			
Debtors falling due within one year Debtors falling due after one year	9 9	3,868,722 528,400	3,477,873 368,822
CREDITORS falling due within one year	10	(68,734,261)	(60,413,613)
NET CURRENT LIABILITIES	=	(64,337,139)	(56,566,918)
TOTAL ASSETS LESS CURRENT LIABILITIES	-	336,047,361	317,585,082
CREDITORS falling due after more than one year	11	(2,841)	(2,841)
	-	336,044,520	317,582,241
CAPITAL AND RESERVES	=		
Called up share capital	12	200,563,333	200,563,333
Share premium account	13	59,916	59,916
Revaluation reserve	13	81,678,958	66,823,020
Other reserves	13	52,459,476	48,853,135
Profit and loss account	13	1,282,837	1,282,837
EQUITY SHAREHOLDERS' FUNDS	-	336,044,520	317,582,241

DIRECTORS

I J Henderson

K Redshaw

The financial statements on pages 7 to 16 were approved by the directors on 26 May 1999

OTHER PRIMARY STATEMENTS FOR THE YEAR ENDED 31 MARCH 1999

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES	<u>1999</u> £	<u>1998</u> £
Profit on ordinary activities after taxation (page 7) Unrealised surplus on valuation of properties (Note 13)	19,125,108 18,462,279	14,969,643 39,312,666
Total gains and losses recognised since last financial statements	37,587,387	54,282,309
NOTE OF HISTORICAL COST PROFITS AND LOSSES		
Profit on ordinary activities before taxation (page 7) Valuation surplus/(deficit) of previous years realised on	26,122,099	19,591,143
sales/transfers of properties (Note 13)	3,606,341	(517,740)
Historical cost profit on ordinary activities before taxation Taxation (Note 6) Equity dividend (page 7)	29,728,440 (6,996,991) (19,125,108)	19,073,403 (4,621,500) (14,969,643)
Retained historical cost profit/(loss) for the year	3,606,341	(517,740)
RECONCILIATION OF MOVEMENTS IN EQUITY SHAREHOLDERS'	FUNDS	
Profit on ordinary activities after taxation (page 7) Equity dividends (page 7)	19,125,108 (19,125,108)	14,969,643 (14,969,643)
Retained profit for the financial year (page 7) Unrealised surplus on valuation of properties (Note 13)	18,462,279	39,312,666
Issue of ordinary shares	18,462,279	39,312,666 200,000,000
Opening equity shareholders' funds	18,462,279 317,582,241	239,312,666 78,269,575
Closing equity shareholders' funds	336,044,520	317,582,241

NOTES TO THE FINANCIAL STATEMENTS - 31 MARCH 1999

1. ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost convention modified by the revaluation of properties and in accordance with applicable accounting standards. Compliance with SSAP 19 "Accounting for Investment Properties" requires departure from the requirements of the Companies Act 1985 relating to depreciation and amortisation. An explanation of this departure is given in (d).

The significant accounting policies adopted by the Company are set out below.

a) Profit and loss account and other primary statements

The profit on ordinary activities before taxation is arrived at after taking into account income and outgoings on all properties, including those under development and, in accordance with FRS3 "Reporting and Financial Performance", profits and losses on sales of properties calculated by comparing net sales proceeds with book values.

Realised surpluses and deficits relating to previous years on properties sold during the year are taken to other reserves.

Unrealised capital surpluses and deficits arising on valuation of properties are taken to revaluation reserve.

b) Taxation

Tax on capital gains arising on sales of properties is charged against the profits realised.

No provision has been made for taxation which would become payable under present legislation in the event of future sales of the properties at the amounts at which they are stated in the financial statements. However an estimate of the potential liability is shown in Note 6.

c) Properties

Properties are included in the financial statements at open market values based on the latest professional valuation. At 31 March 1999 a valuation was carried out by Knight Frank. The valuation included all properties for which there were unconditional contracts to purchase but excluded those for which there were unconditional contracts for sale.

Additions to properties include costs of a capital nature only; interest and other costs in respect of developments and refurbishments are treated as revenue expenditure and written off as incurred.

NOTES TO THE FINANCIAL STATEMENTS - 31 MARCH 1999

d) Depreciation and amortisation

In accordance with SSAP 19, no depreciation or amortisation is provided in respect of freehold or leasehold properties held on leases having more than 20 years unexpired. This departure from the requirements of the Companies Act 1985, for all properties to be depreciated, is, in the opinion of the directors, necessary for the financial statements to give a true and fair view in accordance with applicable accounting standards, as properties are included in the financial statements at their open market value.

The effect of depreciation and amortisation on value is already reflected annually in the valuation of properties and the amount attributed to this factor by the valuers cannot reasonably be separately identified or quantified. Had the provisions of the Act been followed, net assets would not have been affected but revenue profits would have been reduced for this and earlier years.

2.	NET RENTAL INCOME	<u>1999</u> £	<u>1998</u> £
	Rental income Service charges and other recoveries	30,886,605 1,462,835	30,743,046 1,415,985
	Gross property income	32,349,440	32,159,031
	Ground rents payable Other property outgoings	(481) (1,633,952)	(1,543) (1,786,865)
		(1,634,433)	(1,788,408)
		30,715,007	30,370,623

Other property outgoings are costs incurred in the direct maintenance and upkeep of investment properties. Void costs, which include those relating to empty properties pending redevelopment and refurbishment, costs of investigating potential development schemes which are not proceeded with, and costs in respect of housekeepers and outside staff directly responsible for property services, are also included.

3. PROPERTY MANAGEMENT AND ADMINISTRATION EXPENSES

Property management and administration expenses consist of all costs of managing the portfolio, together with costs of rent reviews and renewals, relettings of properties and management services as explained in Note (a) below. No staff costs or overheads are capitalised.

NOTES TO THE FINANCIAL STATEMENTS - 31 MARCH 1999

a) Management services

The Company had no employees during the year. Management services were provided to the Company throughout the period by Land Securities Properties Limited, which is a group undertaking.

b) Directors' emoluments

The directors of the Company receive emoluments from Land Securities Properties Limited for their services to the Group. These emoluments consist of a basic salary, profit related pay and a bonus of 5 - 5 1/2% of salary payable under the annual bonus scheme, pension contribution, car and medical benefits, the value of shares allotted under the 1989 Land Securities Profit Sharing Scheme and cash receivable under the Land Securities long term incentive plan. The proportion of their emoluments which relates to the management of the affairs of the Company amounts to approximately £108,000 (1998: £94,000).

c) Auditors' remuneration

The Group's auditors' remuneration is borne by Land Securities Properties Limited. The proportion of the remuneration which relates to the Company amounts to £9,765 (1998: £9,450).

No fees (1998: £Nil) were paid to the auditors during the year in respect of non-audit work.

4. INTEREST RECEIVABLE

4.	INTEREST RECEIVABLE	<u>1999</u>	<u>1998</u>
	Sundry	£ 23,005	£ 32,256
5.	INTEREST PAYABLE	1000	1009
	On amount owed to a group undertaking	1999 £ 2,927,663	1998 £ 8,924,833

٠.

NOTES TO THE FINANCIAL STATEMENTS - 31 MARCH 1999

6.	TAXATION	<u>1999</u>	<u>1998</u>
	The taxation charge is made up as follows:	£	£
	Revenue profit at the Corporation Tax rate of 31%		
	(1998: 31%)	7,891,204	5,993,015
	Tax allowances on expenditure relating to properties	(981,624)	(1,378,277)
	Other adjustments	(2,442)	(2,305)
		6,907,138	4,612,433
	Adjustments relating to previous years	50,571	(9,034)
	Taxation on revenue profit	6,957,709	4,603,399
	Taxation arising on sales/transfers of properties	39,282	18,101
		6,996,991	4,621,500

The amount of tax on capital gains which would become payable in the event of sales of the properties at the amounts at which they are stated in Note 8 is in the region of £11,000,000 (1998: £7,000,000).

7. EQUITY DIVIDENDS

<u>1999</u>	<u>1998</u>
£	£
7,875	7,438
19,117,233	14,962,205
19,125,108	14,969,643
	7,875 19,117,233

NOTES TO THE FINANCIAL STATEMENTS - 31 MARCH 1999

8. PROPERTIES

9.

	Freehold	Leasehold over 50 years to run	Leasehold under 50 years to run	Total
	£	£	£	£
At 1 April 1998: at				
valuation	369,992,000	4,105,000	55,000	374,152,000
Additions	17,230,079	853	-	17,230,932
Transfer to group	((25.711)			((25.711)
undertakings	(635,711)	-	-	(635,711)
Transfer from a group	1 079 242			1 070 242
undertaking Sales	1,978,342	-	· -	1,978,342
Sales	(10,803,342)	-	-	(10,803,342)
•	377,761,368	4,105,853	55,000	381,922,221
Unrealised surplus on	•		·	
valuation	18,133,132	324,147	5,000	18,462,279
At 31 March 1999: at valuation	395,894,500	4,430,000	60,000	400,384,500
DEBTORS				
Falling due within one year				
raning and within one year			1999	1998
			£	£
Trade debtors			1,949,038	1,814,597
Capital debtors			360,610	539,295
Other debtors			1,014,022	765,296
Prepayments and accrued	income		545,052	358,685
		_	3,868,722	3,477,873
Falling due after more tha	n one year			
Capital debtors			528,400	368,822

NOTES TO THE FINANCIAL STATEMENTS - 31 MARCH 1999

10.	CREDITORS falling due wi	thin one year			
	orestrone minigato //	ann one your		1999	1998
				£	£
	Capital creditors			836,215	85,002
	Amount owed to a group t	undertaking		33,721,389	32,728,904
	Taxation			6,828,442	4,512,556
	Proposed dividend			19,117,233	14,962,205
	Other creditors			644,210	734,584
	Accruals			7,586,772	7,390,362
				68,734,261	60,413,613
	The amount owed to a gro	oup undertaking has	s no fixed repa	yment date.	
11.	CREDITORS falling due	after more than one	e year		
				<u>1999</u> £	1998 f
	Deferred income			2,841	2,841
12.	called up share cap	ITAL	n the balance s	heet 1999 £	1998 £
	Authorised, allotted and for 1,002,816,664 Ordinary S	V 1	. "	200,563,333	200,563,333
13.	RESERVES		adulation Name and a		
		Share			Profit
		Premium	Revaluation	Other	and Loss
		Account	Reserve	Reserves	Account
		£	£	£	£
	At 1 April 1998 Unrealised surplus on valuation of	. 59,916	66,823,020	48,853,135	1,282,837
	properties (Note 8) Realised on sales/ transfers of	-	18,462,279	-	•
	properties	-	(3,606,341)	3,606,341	-
	At 31 March 1999	59,916	81,678,958	52,459,476	1,282,837

NOTES TO THE FINANCIAL STATEMENTS - 31 MARCH 1999

14. COMMITMENTS FOR FUTURE CAPITAL EXPENDITURE

	<u>1999</u> £	1998 £
Under contract Board authorisation not contracted	2,171,951 711,285	7,085,394 4,785,758
	2,883,236	11,871,152

15. CONTINGENT LIABILITIES

A substantial number of the Company's properties are charged as security for debenture stocks and other borrowings of its ultimate parent company and group undertakings.

16. CASH FLOW STATEMENT EXEMPTION

The Company is a wholly owned subsidiary of Land Securities PLC which prepares a consolidated cash flow statement. The Company has therefore elected to make use of the exemption provided in Financial Reporting Standard 1 (revised 1996) "Cash Flow Statements" not to produce its own cash flow statements.

17. RELATED PARTY TRANSACTIONS

The Company is a wholly owned subsidiary of Land Securities PLC and has taken advantage of the exemption provided in paragraph 3(c) of Financial Reporting Standard 8 "Related Party Disclosures" not to make disclosure of transactions with other entities that are part of the group.

18. PARENT COMPANY

Land Securities PLC, which is registered in England and Wales, is the ultimate parent company and is the largest and smallest parent company of the group to consolidate these financial statements.

Consolidated financial statements for the year ended 31 March 1999 for Land Securities PLC can be obtained from the Secretary, 5 Strand, London WC2N 5AF.