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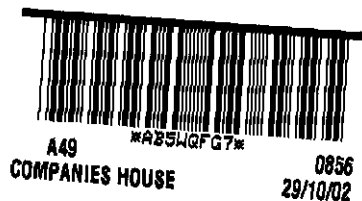
COMPANY NUMBER 00526183

**West Kent Cold Storage Company
Limited**

Report and Financial Statements

Year Ended

31 December 2001



BDO

BDO Stoy Hayward
Chartered Accountants

WEST KENT COLD STORAGE COMPANY LIMITED

Annual report and financial statements for the year ended 31 December 2001

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Directors

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Directors

JRE Tinker
JCA Rooth

Secretary and registered office

T Croucher
Arctic House, Rye Lane, Dunton Green, Sevenoaks, Kent TN13 5HB

Company number

00526183

Auditors

BDO Stoy Hayward, Emerald House, East Street, Epsom, Surrey KT17 1HS

WEST KENT COLD STORAGE COMPANY LIMITED

Report of the directors for the year ended 31 December 2001

The directors present their report together with the audited financial statements for the year ended 31 December 2001.

Results and dividends

The profit and loss account is set out on page 4 and shows the result for the year.

The directors do not recommend a final dividend.

Principal activities, trading review and future developments

The principal activities of the company are the provision of storage warehousing and public cold storage facilities.

Both the level of business and the year end financial position were satisfactory and the directors expect that the present level of activity will be sustained for the foreseeable future.

Charitable donations

During the year the company made charitable donations totalling £576.

Market value of land and buildings

The directors are of the opinion that there is no material difference between the market values of the company's freehold land and buildings in their current use and the amounts at which they are shown in the financial statements.

Important events since the balance sheet date.

These are detailed in note 22 of the financial statements.

Directors

The directors of the company during the year were:

CJ Sturman (resigned 8 June 2001)
JR E Tinker
JCA Rooth

No director had any direct interest in the ordinary shares of the company. CJ Sturman, JRE Tinker and JCA Rooth are also directors of an intermediate parent undertaking, Centurion Properties Limited, and their interests in its share capital are shown in that company's financial statements.

WEST KENT COLD STORAGE COMPANY LIMITED

Report of the directors for the year ended 31 December 2001 (*Continued*)

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 of the company for that period. In preparing those financial statements, the directors are required to:

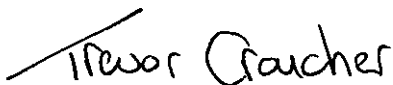
- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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 are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Auditors

BDO Stoy Hayward have expressed their willingness to continue in office. A resolution to re-appoint them will be proposed at the annual general meeting.

By order of the Board



T Croucher
Secretary

3 May 2002

WEST KENT COLD STORAGE COMPANY LIMITED

Report of the independent auditors

To the shareholders of West Kent Cold Storage Company Limited

We have audited the financial statements of West Kent Cold Storage Company Limited for the year ended 31 December 2001 on pages 4 to 15 which have been prepared under the accounting policies set out on pages 7 and 8.

Respective responsibilities of directors and auditors

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

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Directors' Report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.


Basis of opinion

We conducted our audit in accordance with United Kingdom 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 31 December 2001 and of its loss for the period then ended and have been properly prepared in accordance with the Companies Act 1985.


BDO STOY HAYWARD
Chartered Accountants and Registered Auditors
EPSOM

17 May 2002

WEST KENT COLD STORAGE COMPANY LIMITED**Profit and loss account for the year ended 31 December 2001**

	Note	2001 £	2000 £
Turnover	2	2,698,994	3,272,341
Cost of sales		(1,473,221)	(1,793,692)
Gross profit		1,225,773	1,478,649
Administrative expenses		(787,087)	(973,384)
Operating profit	5	438,686	505,265
Interest receivable - bank		4,360	11,470
- dividend income from subsidiary	7	-	405,725
Interest payable and similar charges	6	(632,299)	(606,785)
Profit on sale of investments		-	425,898
(Loss)/profit on ordinary activities before taxation		(189,253)	741,573
Taxation on profit from ordinary activities	8	757	336,742
(Loss/profit) on ordinary activities after taxation		(188,496)	1,078,315
Dividends paid	9	-	(2,899,393)
Retained loss for the year	17	(188,496)	(1,821,078)

All amounts relate to continuing activities.

The notes on pages 7 to 15 form part of these financial statements.

WEST KENT COLD STORAGE COMPANY LIMITED

Statement of total recognised gains and losses, note of historical cost profits and losses and reconciliation of movements in shareholders' funds for the year ended 31 December 2001

	2001 £	2000 £
Statement of total recognised gains and losses		
Loss for the year	(188,496)	(1,821,078)
Unrealised surplus on revaluation of properties	-	1,345,282
	<hr/>	<hr/>
Total recognised losses for the year	(188,496)	(475,796)
	<hr/>	<hr/>
Note of historical cost profits and losses		
Reported (loss)/profit on ordinary activities before taxation	(188,496)	741,573
Realisation of property revaluation gains of previous years	-	482,058
Difference between actual and historical cost depreciation	10,617	13,338
	<hr/>	<hr/>
Historical cost (loss)/profit on ordinary activities before taxation	(177,879)	1,236,969
	<hr/>	<hr/>
Retained historical cost/(loss) for the year after taxation and dividends	(177,879)	(1,325,682)
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The notes on pages 7 to 15 form part of these financial statements.

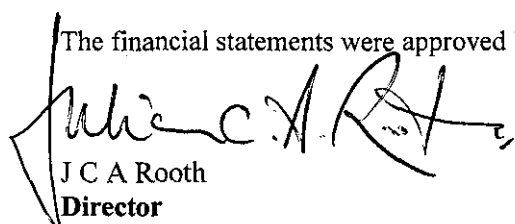
WEST KENT COLD STORAGE COMPANY LIMITED

Balance sheet at 31 December 2001

	Note	2001 £	2000 £
Fixed assets			
Tangible assets	10	9,212,658	9,416,665
Current assets			
Stocks	11	10,250	19,890
Debtors	12	3,068,404	2,567,096
Cash at bank and in hand		278,134	329,961
		<u>3,356,788</u>	<u>2,916,947</u>
Creditors: amounts falling due within one year	13	(2,269,975)	(1,430,563)
		<u>1,086,813</u>	<u>1,486,384</u>
Net current assets			
		<u>1,086,813</u>	<u>1,486,384</u>
Total assets less current liabilities		<u>10,299,471</u>	<u>10,903,049</u>
Creditors: amounts falling due after more than one year	14	(5,300,000)	(5,715,082)
		<u>4,999,471</u>	<u>5,187,967</u>
Capital and reserves			
Called up share capital	16	309,000	309,000
Revaluation reserve	17	4,632,275	4,632,275
Profit and loss account	17	58,196	246,692
		<u>4,999,471</u>	<u>5,187,967</u>
Equity shareholders' funds		<u>4,999,471</u>	<u>5,187,967</u>

The financial statements were approved by the Board on

3 May 2002


J C A Rooth
Director

The notes on pages 7 to 15 form part of these financial statements.

WEST KENT COLD STORAGE COMPANY LIMITED

Notes forming part of the financial statements for the year ended 31 December 2001

1 Accounting policies

The financial statements have been prepared under the historical cost convention, as modified by the revaluation of land and buildings and are in accordance with applicable accounting standards. The following principal accounting policies have been applied:

Turnover

Turnover represents sales to outside customers at invoiced amounts less value added tax.

Revaluation of land and buildings

FRS 15 requires fixed assets which are carried at revalued amounts to be shown at their current value at the balance sheet date. To achieve this freehold and long leasehold land and buildings are subject to a full valuation every 5 years with an interim valuation carried out in the third year of this cycle.

The profit or loss on disposal of revalued properties is calculated by reference to net book value and any realised revaluation surplus is transferred to the profit and loss account through reserves.

Depreciation

Depreciation is provided to write off the cost or valuation, less estimated residual values, of all fixed assets, except freehold land, evenly over their expected useful lives. It is calculated at the following rates:

Freehold buildings	- 2% per annum
Equipment, vehicles and furniture	- 5%-25% per annum
Refrigeration equipment	- 10% per annum

Stocks

Stocks consist of consumable stores and are valued at the lower of cost and net realisable value.

Finance costs

Finance costs associated with the issue of debt are deducted from the proceeds of the issue and charged to profit over the term of the debt so that the amount charged is at a constant rate on the carrying amount.

Deferred taxation

Provision is made for timing differences between the treatment of certain items for taxation and accounting purposes, to the extent that it is probable that a liability or asset will crystallise.

WEST KENT COLD STORAGE COMPANY LIMITED

Notes forming part of the financial statements for the year ended 31 December 2001 (*Continued*)

1 Accounting policies (*Continued*)

Leased assets

Where assets are financed by leasing agreements that give rights approximating to ownership ('finance leases'), the assets are treated as if they had been purchased outright. The amount capitalised is the present value of the minimum lease payments payable during the lease term. The corresponding leasing commitments are shown as amounts payable to the lessor. Depreciation on the relevant assets is charged to the profit and loss account.

Lease payments are analysed between capital and interest components so that the interest element of the payment is charged to the profit and loss account over the period of the lease and represents a constant proportion of the balance of capital repayments outstanding. The capital part reduces the amounts payable to the lessor.

All other leases are treated as operating leases. Their annual rentals are charged to the profit and loss account on a straight-line basis over the term of the lease.

2 Turnover

Turnover is wholly attributable to the principal activity of the company and arises solely within the United Kingdom. Included within turnover is £2,083,172 (2000: £2,145,348) of rentals receivable in respect of operating leases.

3 Employees

	2001 £	2000 £
Staff costs consist of:		
Wages and salaries	-	198,888
Social security costs	-	13,980
Other pension costs	-	39,776
	<hr/>	<hr/>
	-	252,644
	<hr/>	<hr/>

The average number of employees, including directors, during the year was 3 (2000 - 9).

WEST KENT COLD STORAGE COMPANY LIMITED

Notes forming part of the financial statements for the year ended 31 December 2001 (*Continued*)

4 Directors

	2001 £	2000 £
Directors' emoluments consist of:		
Fees and remuneration for management services	-	15,750
Payments to defined benefit pension scheme	-	3,771
Termination payment	-	25,000
	-	44,521

No director received any emoluments from the company during the year.

5 Operating profit

	2001 £	2000 £
This has been arrived at after charging/(crediting):		
Depreciation - tangible owned fixed assets	182,781	223,169
- tangible fixed assets held under finance leases	3,750	10,740
Hire of plant and machinery - operating leases	42,325	49,459
Auditors' remuneration - audit services	10,000	13,800
- non-audit services	25,600	-
Profit on sale of fixed assets	(2,524)	-

6 Interest payable and similar charges

	2001 £	2000 £
Intercompany loans repayable within 5 years	624,000	573,743
Bank loans, repayable within 5 years, by instalments	-	22,152
Finance leases	8,206	6,826
Amortisation of finance costs	-	4,064
Bank overdrafts	93	-
	632,299	606,785

WEST KENT COLD STORAGE COMPANY LIMITED

Notes forming part of the financial statements for the year ended 31 December 2001 (*Continued*)

7 Income from other investments

	2001 £	2000 £
Dividend income from fixed asset investment	-	405,725

8 Taxation on profit from ordinary activities

	2001 £	2000 £
Overprovision of corporation tax charge in previous years	(757)	-
Transfer from deferred taxation account	-	(336,742)
	(757)	(336,742)

9 Dividends

	2001 £	2000 £
Ordinary – paid £ nil (2000: £9.38) per share	-	2,899,393

10 Tangible assets

	Freehold land and buildings £	Equipment, vehicles and furniture £	Total £
<i>Cost or valuation</i>			
At 1 January 2001	10,337,325	498,529	10,835,854
Disposals	-	(27,961)	(27,961)
At 31 December 2001	10,337,325	470,568	10,807,893
<i>Depreciation</i>			
At 1 January 2001	1,027,214	391,975	1,419,189
Provided for the year	145,342	41,189	186,531
Disposals	-	(10,485)	(10,485)
At 31 December 2001	1,172,556	422,679	1,595,235
<i>Net book value</i>			
At 31 December 2001	9,164,769	47,889	9,212,658
At 31 December 2000	9,310,111	106,554	9,416,665

Refrigeration equipment is included within freehold land and buildings.

WEST KENT COLD STORAGE COMPANY LIMITED

Notes forming part of the financial statements for the year ended 31 December 2001 (*Continued*)

10 Tangible assets (*Continued*)

The historical cost net book value of land and buildings is:	2001	2000
	£	£
Cost	9,759,176	9,759,176
Accumulated depreciation based on historical cost	(2,711,783)	(2,577,058)
	<hr/>	<hr/>
Historical cost net book value	7,047,393	7,182,118
	<hr/>	<hr/>

The freehold land and buildings were professionally revalued by Chesterton International Property Consultants on the basis of open market value in October 1998. These valuations were undertaken in accordance with the Royal Institution of Chartered Surveyors Statement of Asset Valuation Practice and Guidance Notes.

An interim internal valuation of the freehold land and buildings was carried out by a director of the company, Julian Rooth, who is a qualified surveyor in April 2000 on the basis of open market value. The surplus arising of £1,345,282 was credited to the revaluation reserve during the prior year. The valuation has not been updated as the directors are not aware of any material change in value of the freehold land and buildings in its current use.

The net book value of tangible fixed assets includes an amount of £5,625 (2000 - £29,763) in respect of assets held under finance leases. The related depreciation charge for the period was £3,750 (2000 - £10,740).

The freehold land and buildings are used to generate rentals receivable in respect of operating leases as well as generating other income. It is not practical to split the net book value of freehold land and buildings between assets generating rentals receivable in respect of operating leases and generating other income.

11 Stocks

	2001	2000
	£	£
Consumables	10,250	19,890
	<hr/>	<hr/>

There is no material difference between the replacement cost of stocks and the amounts stated above.

WEST KENT COLD STORAGE COMPANY LIMITED**Notes forming part of the financial statements for the year ended 31 December 2001 (Continued)****12 Debtors**

	2001	2000
	£	£
Trade debtors	604,580	553,212
Amounts owed by group undertakings	1,862,492	1,860,719
Prepayments and accrued income	601,332	153,165
	<hr/>	<hr/>
	3,068,404	2,567,096
	<hr/>	<hr/>

All amounts shown under debtors fall due for payment within one year.

Included within prepayments and accrued income at 31 December 2001 is an amount of £419,756 relating to costs incurred in connection with the planning application (see note 22). These costs will be capitalised in fixed assets on granting of the consent.

13 Creditors: amounts falling due within one year

	2001	2000
	£	£
Amounts due to parent and fellow subsidiary undertakings	875,348	119,746
Loans due to parent and fellow subsidiary undertakings	400,000	540,000
Trade creditors	286,870	146,217
Other creditors	8,784	55,548
Taxation and social security	78,554	5,546
Corporation tax	-	82,878
Obligations under finance leases	2,966	7,225
Accruals	144,800	52,323
Deferred income	472,653	421,080
	<hr/>	<hr/>
	2,269,975	1,430,563
	<hr/>	<hr/>

14 Creditors: amounts falling due after more than one year

	2001	2000
	£	£
Loan due to parent and fellow subsidiaries	5,300,000	5,700,000
Obligations under finance leases	-	15,082
	<hr/>	<hr/>
	5,300,000	5,715,082
	<hr/>	<hr/>

WEST KENT COLD STORAGE COMPANY LIMITED

Notes forming part of the financial statements for the year ended 31 December 2001 (*Continued*)

14 Creditors: amounts falling due after more than one year (*Continued*)

	2001	2000
The loan due to parent and fellow subsidiaries falls due as follows:	2001 £	2000 £
In one year or less	400,000	540,000
In more than one year but not more than two years	5,300,000	400,000
In more than two years but not more than five years	-	5,300,000
	<u>5,700,000</u>	<u>6,240,000</u>
Obligations due under finance leases fall due as follows:	2001 £	2000 £
Within one year	2,966	7,225
In two to five years	-	15,082
	<u>2,966</u>	<u>22,307</u>

15 Deferred taxation

	Unprovided 2001 £	2000 £
Capital allowances	347,000	340,000

No provision has been made for deferred taxation as the Directors do not believe the liability will crystallise.

16 Share capital

	Authorised 2001 £	2000 £
412,000 ordinary shares of £1 each	412,000	412,000
	<u>412,000</u>	<u>412,000</u>
	Allotted, called up and fully paid 2001 £	2000 £
309,000 ordinary shares of £1 each	309,000	309,000
	<u>309,000</u>	<u>309,000</u>

WEST KENT COLD STORAGE COMPANY LIMITED

Notes forming part of the financial statements for the year ended 31 December 2001 (*Continued*)

17 Reserves

	Revaluation reserve £	Profit and loss account £
At 1 January 2001	4,632,275	246,692
Retained loss for year	-	(188,496)
	<hr/>	<hr/>
At 31 December 2001	4,632,375	58,196
	<hr/>	<hr/>

18 Operating lease commitments

At the year end the company had commitments to make payments during the next year under operating leases which expire as follows:

	Equipment	
	2001 £	2000 £
Between one and five years	42,113	38,717
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19 Contingent liabilities

The company has provided security against bank borrowings of another group company. This security takes the form of a first legal mortgage over the company's freehold land and buildings and a first fixed and floating charge over the company's remaining assets. At 31 December 2001, amounts outstanding in respect of these borrowings were £6,250,000 (2000: £6,400,000).

The company has provided security against loan notes owed by another group company, Centurion Properties Limited, to an intermediate parent undertaking, Electra Property Partners (GP) Limited, in its capacity as General Partner of the ultimate controlling party, Electra Fairmile Property Limited Partnership. At 31 December 2001, amounts outstanding in respect of these borrowings was £2,072,598 (2000: £1,925,000).

WEST KENT COLD STORAGE COMPANY LIMITED

Notes forming part of the financial statements for the year ended 31 December 2001 (*Continued*)

20 Related party transactions

The company has taken advantage of the exemption allowed by Financial Reporting Standard 8, "Related Party Transactions", not to disclose any transactions during the year with entities that are included in the consolidated financial statements of its intermediate parent undertaking, Centurion Properties Limited, or to disclose any transactions during the previous financial year with entities that are included in the consolidated financial statements of Dunloe Ewart plc.

During the prior financial year the company entered into a management services contract with West Kent Management Services Limited ("WKMS") under which WKMS provides services for the management of the company's activities. Mr J Rooth is and Mr C Sturman was a shareholder and director of WKMS. The company incurred £594,636 (2000: £422,736) of expenses under the management services contract during the period. As at 31 December 2001 the company owed WKMS £8,784 (2000: £7,936).

The company has taken advantage of the exemption allowed by Financial reporting Standard 8, "Related Party Transactions", not to disclose any transactions with entities that are included in the consolidated financial statements of Centurion Properties Limited.

21 Ultimate parent company

The company's immediate parent company is Ewart (Southern) Limited, and its intermediate parent company is Centurion Properties Limited.

The ultimate controlling party as at 31 December 2001 was Electra Fairmile Property Partners Limited Partnership.

Copies of the consolidated financial statements of Centurion Properties Limited are available from Companies House.

22 Post balance sheet events

Following the year end, the company submitted two planning applications which contemplate the redevelopment of the company's freehold land to a business park and residential development.