

**SUNLEY PROPERTIES LIMITED**  
**REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED**  
**31 DECEMBER 2000**

Registered Number: 692859



**SUNLEY PROPERTIES LIMITED**  
**REPORT AND FINANCIAL STATEMENTS**  
**YEAR ENDED 31 DECEMBER 2000**

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**SUNLEY PROPERTIES LIMITED**  
**DIRECTORS' REPORT**  
**YEAR ENDED 31 DECEMBER 2000**

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The directors submit their annual report together with the audited financial statements for the year ended 31 December 2000.

**REVIEW OF THE BUSINESS**

The principal activity of the company during the year involved the acquisition, resale and letting of residential properties between group companies.

**RESULTS AND DIVIDENDS**

The company made a profit for the year before taxation of £4,704 (1999: £9,240). The profit for the year after taxation was £3,763 (1999: £7,369).

The directors recommend that no dividend be paid.

**DIRECTORS AND DIRECTORS' INTERESTS**

The directors of the company who served during the year are shown below:

John B. Sunley (Chairman)  
James B. Sunley

John B. Sunley and James B. Sunley are directors of the ultimate parent company, Sunley Family Limited. Their interests in the ultimate parent company and its subsidiaries are declared in that company's directors' report.

**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss 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 accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention of fraud and other irregularities.

**SUNLEY PROPERTIES LIMITED**

**DIRECTORS' REPORT (continued)**

**YEAR ENDED 31 DECEMBER 2000**

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**AUDITORS**

The company's auditors Hays Allan merged with MacIntyre & Co on 1 January 2001 and the directors have agreed that the appointment can extend to the merged firm, haysmacintyre.

A resolution reappointing haysmacintyre will be proposed at the AGM in accordance with S385(2) of the Companies Act 1985.

**BY ORDER OF THE BOARD**



A.E. DAY  
Secretary

Registered Office:  
20 Berkeley Square  
London  
W1J 6LH

16 March 2001

**AUDITORS' REPORT TO THE MEMBERS OF  
SUNLEY PROPERTIES LIMITED**

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We have audited the financial statements on pages 4 to 7 which have been prepared under the historical cost convention, and the accounting policies set out on page 6.

**Respective responsibilities of directors and auditors**

As described on page 1 the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

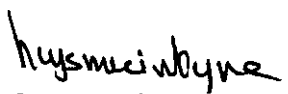
**Basis of opinion**

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

**Opinion**

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31 December 2000 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

  
**haysmacintyre**  
**Chartered Accountants**  
**Registered Auditors**

**Southampton House**  
**317 High Holborn**  
**London WC1V 7NL**

16 March 2001

**SUNLEY PROPERTIES LIMITED**  
**PROFIT AND LOSS ACCOUNT**  
**YEAR ENDED 31 DECEMBER 2000**

	Note	2000 £	1999 £
Administrative expenses		(15)	(15)
<b>OPERATING LOSS</b>		(15)	(15)
Interest receivable		4,719	9,255
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		4,704	9,240
Taxation charge on profit on Ordinary activities	2	(941)	(1,871)
<b>PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION</b>		3,763	7,369
<b>RETAINED PROFITS BROUGHT FORWARD</b>		850,789	843,420
<b>RETAINED PROFITS CARRIED FORWARD</b>		<u>£854,552</u>	<u>£850,789</u>

Turnover and operating profit are derived wholly from continuing operations.

All recognised gains and losses are included in the profit and loss account.

**SUNLEY PROPERTIES LIMITED****BALANCE SHEET****AS AT 31 DECEMBER 2000**

	Notes	2000 £	1999 £
<b>CURRENT ASSETS</b>			
Debtors	3	1,611,937	1,607,247
Investments	5	11	11
Cash at bank and in hand		1,633	1,604
		<u>1,613,581</u>	<u>1,608,862</u>
<b>CREDITORS: Amounts falling due within one year</b>	4	30,029	29,073
<b>NET CURRENT ASSETS</b>		<u>£1,583,552</u>	<u>£1,579,789</u>
<b>CAPITAL AND RESERVES</b>			
<b>CALLED UP SHARE CAPITAL</b>	6	729,000	729,000
<b>PROFIT AND LOSS ACCOUNT</b>		854,552	850,789
<b>EQUITY SHAREHOLDERS' FUNDS</b>		<u>£1,583,552</u>	<u>£1,579,789</u>

Approved by the board on 16 March 2001 and signed on its behalf by:



JAMES.B.SUNLEY - Director

**SUNLEY PROPERTIES LIMITED****NOTES TO THE FINANCIAL STATEMENTS****YEAR ENDED 31 DECEMBER 2000****1. ACCOUNTING POLICIES****a) BASIS OF PREPARATION**

The financial statements are prepared on the historical cost basis and in accordance with applicable accounting standards.

**b) CONSOLIDATION**

These financial statements present information relating to Sunley Properties Limited not to the Sunley Properties Group. In the opinion of the directors Sunley Properties Limited is exempt from preparing consolidated financial statements of the group, under section 228, Companies Act 1985, as amended. Sunley Holdings Plc, which is incorporated in England draws up the group accounts.

**2. TAXATION ON PROFIT ON ORDINARY SHARES****2000**  
**£****1999**  
**£**

The charge for taxation on ordinary activities represents:

Corporation tax at 30% (1999: 20.25%)  
Based on the profit for the year

£941£1,871**3. DEBTORS: DUE WITHIN ONE YEAR**

Amounts owed by group companies

£1,611,937£1,607,247**4. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

Corporation tax  
Amounts owed to group companies  
Other creditors

941

1,871

27,220

27,202

1,868

-

£30,029£29,073**5. INVESTMENT**

Shares in subsidiary company

£11£11



# SUNLEY PROPERTIES LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (continued)

YEAR ENDED 31 DECEMBER 2000

### 6. CALLED UP SHARE CAPITAL

	Authorised		Issued and fully paid	
	2000	1999	2000	1999
	£	£	£	£
Ordinary shares of £1 each	385,500	385,500	364,500	364,500
2% Preference shares of £1 each	364,500	364,500	364,500	364,500
	<u>£750,000</u>	<u>£750,000</u>	<u>£729,000</u>	<u>£729,000</u>

The 2% Preference shares of £1 each entitle the holder to a fixed non-cumulative dividend of 2% per annum in priority to any payment on the Ordinary shares but to no other rights to the profits or assets of the company. The shares carry voting rights only on a resolution directly affecting the rights of the shares.

### 7. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2000	1999
	£	£
Profit for the financial year	3,763	7,369
Opening shareholders' funds	1,579,789	1,572,420
Closing shareholders' funds	<u>£1,583,552</u>	<u>£1,579,789</u>

### 8. ULTIMATE PARENT COMPANY

The ultimate parent company is Sunley Family Limited, which is registered in England and Wales. Sunley Family Limited is also the head of the largest group of companies, of which the company is a member, that prepares group accounts.

The smallest group of companies, of which the company is a member, that prepares group accounts is headed by Sunley Holdings PLC, which is registered in England and Wales.

Group accounts for both Sunley Family Limited and Sunley Holdings PLC are available to the public, on payment of the appropriate fee, from Companies Registration Office, Companies House, Crown Way, Cardiff CF4 3UZ.

### 9. GROUP COMPANIES

The following is a list of subsidiary companies as at the 31 December 2000.

	% Ownership	Location
Barley Showhomes Limited	50%	England

Barley Showhomes Limited is a joint venture financed by the Sunley Holdings Group and Barclays Bank PLC and owned equally by both parties, the company is controlled by Sunley Holdings PLC. Barley Showhomes Limited purchases showhouse properties from a Group company and charges a licence fee to that Group company for the use of properties. At 31 December 2000 the amounts owing to the Sunley Holdings Group and Barclays Bank PLC in respect of these properties was £56,566 (1999: £56,566) and £320,536 (1999: £320,536) respectively.

At 31 December 2000 Barley Showhomes held properties at a value of £377,100 (1999: £377,100).