

Banorgrove Limited

Company Number: 971795

BANORGROVE LIMITED

ACCOUNTS

YEAR ENDED 31st DECEMBER 1995



REPORT OF THE DIRECTORS

The directors have pleasure in submitting their report and audited accounts for the year ended 31st December 1995.

1. **BUSINESS REVIEW**

The company has not traded during the year.

2. **REVIEW OF OPERATIONS**

Results

The results for the year are set out on Page 4 of the accounts. It is proposed to transfer the profit of £- (1994: £453) to reserves.

Dividend

A dividend of £37,300 (1994: £209,700) was paid during the year. The directors propose a further dividend of £1,700 (1994: £127,700).

3. **DIRECTORS AND DIRECTORS' INTERESTS**

a) **Members of the Board**

The following directors served during the year:

E W Grove

S G Mills

B K Harvey (Resigned 31.10.95)

J T Clark (Appointed 31.10.95) (Resigned 16.02.96)

S I Roden (Appointed 16.02.96)

The director retiring by rotation is E W Grove who, being eligible, offers himself for re-election.

b) **Interests in Contracts**

None of the directors had a beneficial interest in any contract or arrangement of significance to which the company was a party during the year.

Alfred McAlpine PLC maintains liability insurance on behalf of the directors and officers of the company.

REPORT OF THE DIRECTORS (Continued)

4. **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

Company law requires the directors to prepare financial statements for each period which give a true and fair view of the state of affairs of the company and of the profit 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 also 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.

5. **AUDITORS**

Price Waterhouse have confirmed their willingness to be reappointed for a further term in accordance with the provisions of the Companies Act 1985.

BY ORDER OF THE BOARD



S B Queen
SECRETARY

27th March 1996

Price Waterhouse



**AUDITORS' REPORT TO THE MEMBERS OF
BANORGROVE LIMITED**

We have audited the financial statements on pages 4 to 10 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 2 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 1995 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Price Waterhouse

**PRICE WATERHOUSE
Chartered Accountants
and Registered Auditors**

27 March 1996

PROFIT AND LOSS ACCOUNT

YEAR ENDED 31st DECEMBER 1995

	<u>Notes</u>	Year Ended <u>31.12.95</u> £	14 months ended <u>31.12.94</u> £
TURNOVER		-	4,410
Cost of sales		-	(2,956)
		-----	-----
GROSS PROFIT		-	1,454
Administrative expenses		-	(778)
Income from shares in associated undertakings		39,000	337,400
		-----	-----
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	1	39,000	338,076
Tax on profit on ordinary activities	2	-	(223)
		-----	-----
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		39,000	337,853
Dividends	3	(39,000)	(337,400)
		-----	-----
Retained profit for the period	9	-	453
		=====	=====

The movement on reserves is set out in note 9 to the accounts.

The notes on pages 6 to 10 form part of these accounts.

The result for the year includes all recognised gains and losses in the year.

There is no material difference between the results as disclosed in the profit and loss account and the result on an unmodified historical cost basis.

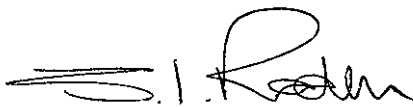
BALANCE SHEET

AS AT 31st DECEMBER 1995

	<u>Notes</u>	£	<u>1995</u> £	£	<u>1994</u> £
FIXED ASSETS					
Investments	5		25,000		25,000
CURRENT ASSETS					
Debtors	6	148,045		327,700	
		-----		-----	
		148,045		327,700	
CREDITORS: AMOUNT FALLING DUE WITHIN ONE YEAR	7	(1,700)		(181,355)	
		-----		-----	
NET CURRENT ASSETS			146,345		146,345
			-----		-----
			171,345		171,345
			=====		=====
CAPITAL AND RESERVES					
Called up share capital	8		100		100
Profit and loss account	9		171,245		171,245
			-----		-----
SHAREHOLDERS' FUNDS	10		171,345		171,345
			=====		=====

The notes on pages 6 to 10 form part of these accounts.

The accounts and notes were approved by the Board of Directors on 27 March 1996



DIRECTOR

NOTES TO THE ACCOUNTS

ACCOUNTING POLICIES

YEAR ENDED 31st DECEMBER 1995

(a) Accounting Convention

The accounts are prepared under the historical cost convention and in accordance with applicable accounting standards.

(b) Cash Flow Statement

The cash flows for the year are included within the consolidated cash flow statement disclosed in the accounts of Alfred McAlpine PLC. Therefore in accordance with the provisions of Financial Reporting Standard 1, no cash flow statement is required in these accounts.

(c) Basis of Consolidation

In accordance with the provisions of Section 228 of the Companies Act 1985, group accounts are not presented.

(d) Investments

Investments held as fixed assets are valued at cost unless in the opinion of the Directors, there is a permanent diminution in value.

NOTES TO THE ACCOUNTS

YEAR ENDED 31st DECEMBER 1995

1. **PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION**

	Year Ended <u>31.12.95</u> £	14 Months Ended <u>31.12.94</u> £
Is after charging		
Auditors' remuneration	-	300
	=====	=====

Auditors' remuneration is borne by the immediate parent undertaking.

2. **TAX ON PROFIT ON ORDINARY ACTIVITIES**

	Year Ended <u>31.12.95</u> £	14 Months Ended <u>31.12.94</u> £
Corporation tax at 33% (1994: 33%)	-	223
	-----	-----
	-	223
	=====	=====

3. **DIVIDENDS**

	Year Ended <u>31.12.95</u> £	14 Months Ended <u>31.12.94</u> £
Dividends paid £373 per share (1994: £2,097)	37,300	209,700
Dividend proposed £17 per share (1994: £1,277)	1,700	127,700
	-----	-----
	39,000	337,400
	=====	=====

4. **DIRECTORS AND EMPLOYEES**

(a) **Directors' emoluments**

No director received any emoluments in the period (1994: Nil). The company had no other employees during the period.

(b) **Directors' interests in share capital**

The interest in the shares of group companies of E W Grove are shown in the notes to the accounts of Alfred McAlpine PLC.

The interests of J T Clark and S G Mills in the shares of group companies are shown in the notes to the accounts of Alfred McAlpine Homes Midlands Limited.

NOTES TO THE ACCOUNTS

YEAR ENDED 31st DECEMBER 1995

5. **FIXED ASSET INVESTMENT**

	<u>1995</u>	<u>1994</u>
	£	£
Shares in unlisted company at cost	25,000	25,000
Shares in associated undertakings at cost	50	50
	-----	-----
	25,050	25,050
Less provision against cost of shares in associated undertaking	(50)	(50)
	-----	-----
	25,000	25,000
	=====	=====

- a) The investment in an unlisted company represents 10% of the issued share capital of Canberra Property Group Limited, a fellow group undertaking incorporated in Great Britain, whose principal activity is housebuilding.
- b) The investment in an associated undertaking represents 50% of the issued share capital of Ashfield Investments Limited, a company incorporated in Great Britain, whose principal activity is housebuilding.

6. **DEBTORS**

	<u>1995</u>	<u>1994</u>
	£	£
Amounts owed by group undertakings	146,345	-
Dividends receivable	1,700	327,700
	-----	-----
	148,045	327,700
	=====	=====

NOTES TO THE ACCOUNTS

YEAR ENDED 31st DECEMBER 1995

7. **CREDITORS: AMOUNTS FALLING DUE
WITHIN ONE YEAR**

	<u>1995</u>	<u>1994</u>
	£	£
Amounts owed to group undertakings	-	181,132
Other creditors including taxation and social security	-	223
Proposed dividend	1,700	-
	<u>1,700</u>	<u>181,355</u>

8. **CALLED UP SHARE CAPITAL**

	<u>1995 and 1994</u>
	£
Authorised, allotted and fully paid, ordinary shares of £1 each	100

9. **PROFIT AND LOSS ACCOUNT**

As 31st December 1994 and 31st December 1995	<u>171,245</u>
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10. **RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS**

	<u>1995</u>	<u>1994</u>
	£	£
Opening shareholders' funds	171,345	170,892
Profit for the period	(39,000)	337,853
Dividends	(39,000)	(337,400)
	<u>171,345</u>	<u>171,345</u>

11. **CONTINGENT LIABILITIES**

There are contingent liabilities in respect of a composite guarantee and debenture agreement in support of Alfred McAlpine Developments Limited group bank borrowings.

NOTES TO THE ACCOUNTS

YEAR ENDED 31st DECEMBER 1995

12. **ULTIMATE PARENT UNDERTAKING**

The immediate parent undertaking is Alfred McAlpine Developments Limited, a company registered in England.

A copy of the group accounts of the immediate parent undertaking may be obtained from The Company Secretary, Alfred McAlpine Developments Limited, Stratford Court, Cranmore Boulevard, Shirley, Solihull, West Midlands, B90 4QT.

The ultimate parent undertaking is Alfred McAlpine PLC, a company registered in England.

A copy of the group accounts of the ultimate parent undertaking may be obtained from The Company Secretary, Alfred McAlpine PLC, 8 Suffolk Street, London, SW1Y 4HG.