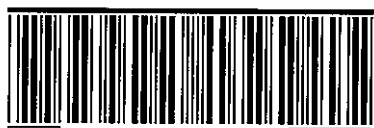




UTTOXETER ESTATES LIMITED

Report and Financial Statements

Year ended 30 November 1997



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COMPANIES HOUSE 13/06/98

**Deloitte & Touche
Colmore Gate
2 Colmore Row
Birmingham
B3 2BN**

DIRECTORS' REPORT

The directors have pleasure in presenting their report and the audited financial statements for the year ended 30 November 1997.

PRINCIPAL ACTIVITY

The principal activity of the company during the period was that of a property owner and developer.

BUSINESS REVIEW

Having previously acquired development land, the board of directors look forward to progressing plans for development in due course.

DIVIDENDS

The board of directors do not recommend the payment of a dividend (1996 - £Nil). A loss of £8,099 (1996 - £5,697) has been added to the deficit on the profit and loss account.

DIRECTORS

The following were directors of the company during the year, none of whom had any interests in the shares of the company or fellow subsidiaries.

The relevant interests of Messrs Clarke, Doona and Glossop in the shares of the ultimate parent company are disclosed in the directors' report of that company. The other directors had no interests in the ultimate parent company.

Mr P E Doona

Mr C C A Glossop

Mr S W Clarke

Cllr D Heptonstall

Cllr F P Edginton

AUDITORS

Deloitte & Touche have expressed their willingness to continue in office as auditors and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors
and signed on behalf of the Board

P. Doona.

P E DOONA

Secretary

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 as at the end of the financial year 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;
- 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. 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.



Chartered Accountants

Deloitte & Touche
Colmore Gate
2 Colmore Row
Birmingham B3 2BN

Telephone: National 0121 200 2211
International + 44 121 200 2211
Fax (Gp. 3): 0121 695 5311

AUDITORS' REPORT TO THE MEMBERS OF

UTTOXETER ESTATES LIMITED

We have audited the financial statements on pages 4 to 8 which have been prepared under the accounting policies set out on page 7.

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 30 November 1997 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Deloitte & Touche

Chartered Accountants and Registered Auditors

3 June 1998



PROFIT AND LOSS ACCOUNT
Year ended 30 November 1997

	Note	1997 £	1996 £
Administrative expenses		(820)	(880)
OPERATING LOSS	3	(820)	(880)
Interest payable	4	(10,979)	(7,617)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(11,799)	(8,497)
Taxation	5	3,700	2,800
LOSS FOR THE FINANCIAL YEAR		(8,099)	(5,697)
Deficit brought forward		(58,134)	(52,437)
Deficit carried forward		(66,233)	(58,134)

All activities derive from continuing operations.

There are no recognised gains and losses other than the loss for the current or preceding financial year. Accordingly, no statement of total recognised gains and losses is given.

**RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS****Year ended 30 November 1997**

	1997 £	1996 £
Shareholders' deficit brought forward	(58,034)	(52,337)
Loss for the financial year	(8,099)	(5,697)
	<hr/>	<hr/>
Shareholders' deficit carried forward	<u>(66,133)</u>	<u>(58,034)</u>



BALANCE SHEET
30 November 1997

	Note	1997 £	1996 £
CURRENT ASSETS			
Stocks	6	89,199	67,096
Debtors	7	5,171	1,716
Cash at bank		-	297
		<u>94,370</u>	<u>69,109</u>
CREDITORS: amounts falling due within one year	8	<u>(160,503)</u>	<u>(127,143)</u>
NET CURRENT LIABILITIES		<u>(66,133)</u>	<u>(58,034)</u>
CAPITAL AND RESERVES			
Called up share capital	9	100	100
Profit and loss account - deficit		<u>(66,233)</u>	<u>(58,134)</u>
EQUITY SHAREHOLDERS' DEFICIT		<u>(66,133)</u>	<u>(58,034)</u>

These financial statements were approved by the Board of Directors on 22 May 1998

Signed on behalf of the Board of Directors

S W Clarke

Cllr D Heptonstall
Directors



NOTES TO THE ACCOUNTS

Year ended 30 November 1997

1. ACCOUNTING POLICIES

The financial statements have been prepared in accordance with applicable accounting standards. The particular accounting policies adopted are described below.

Accounting convention

The financial statements are prepared under the historical cost convention.

Stocks

Stocks are stated at the lower of cost and net realisable value.

2. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

- (a) None of the directors received any remuneration from the company during the year (1996 - nil).
- (b) The company has no employees and is managed by its parent company, St Modwen Properties plc.

3. OPERATING LOSS

	1997 £	1996 £
Operating loss is stated after charging:		
Auditors' remuneration - audit services	750	750
	<u>750</u>	<u>750</u>

4. INTEREST PAYABLE

	1997 £	1996 £
Group interest	10,874	7,492
On bank overdraft	105	125
	<u>10,979</u>	<u>7,617</u>

5. TAXATION

	1997 £	1996 £
Taxation relief at 31.67% comprising group relief receivable based on the loss for the year (1996 -33%)	3,700	2,800
	<u>3,700</u>	<u>2,800</u>



NOTES TO THE ACCOUNTS

Year ended 30 November 1997

6. STOCKS

	1997 £	1996 £
Land for development	89,199	67,096

7. DEBTORS

	1997 £	1996 £
Other debtors	5,171	1,716

8. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	1997 £	1996 £
Bank overdraft (unsecured)	4,059	-
Amounts due to parent company	156,444	126,393
Accruals	-	750
	160,503	127,143

9. CALLED UP SHARE CAPITAL

	1997 £	1996 £
Authorised, allotted and fully paid		
'A' Ordinary shares of £1 each	81	81
'B' Ordinary shares of £1 each	19	19
	100	100

A and B Shares rank equally in all respects.

10. ULTIMATE PARENT COMPANY AND GROUP TRANSACTIONS

The ultimate parent company is St Modwen Properties plc, a company registered in England and Wales. Copies of the group report and accounts of St Modwen Properties plc are available from its registered office at Lyndon House, 58/62 Hagley Road, Edgbaston, Birmingham B16 8PE.

There were no transactions with other companies in the group, other than group financing from St Modwen Properties plc for which group interest recharge of £10,874 was payable.