

Uttoxeter Estates Limited

Report and Financial Statements

30 November 2003

Registered Number 02725709



Uttoxeter Estates Limited

DIRECTORS' REPORT

The directors present their report and the audited financial statements for the year ended 30 November 2003.

PRINCIPAL ACTIVITY

The principal activity of the company during the period was that of property development.

BUSINESS REVIEW

The directors consider that the results and future prospects are satisfactory. No changes are envisaged.

DIVIDENDS

The directors do not recommend the payment of a dividend (2002 - £210,526).

DIRECTORS

The following served as directors of the company during the year:


Sir Stanley Clarke
C C A Glossop
Cllr F P Edginton (resigned 9th June 2003)
Cllr P J Beresford (resigned 9th June 2003)
W A Oliver
Cllr J F Jessel (appointed 9th June 2003)
Cllr P E B Atkins (appointed 9th June 2003)

None of the directors had any interests in the shares of the company or fellow subsidiaries. The relevant interests of Sir Stanley Clarke, Mr C C A Glossop and Mr W A Oliver in the shares of the ultimate parent company are disclosed in the directors' report of that company. Cllr J F Jessel and Cllr P E B Atkins had no interests in the ultimate parent company.

AUDITORS

Ernst & Young LLP have expressed their willingness to remain in office 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


T P Haywood
Secretary

Dated 5 July 2004

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RELATION TO
FINANCIAL STATEMENTS

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; and
- prepare the accounts 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.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF UTTOXETER ESTATES LIMITED

We have audited the company's financial statements for the year ended 30 November 2003 which comprise the Profit and Loss Account, Balance Sheet, Reconciliation of Movement in Shareholders Funds, Cash Flow Statement and the related notes 1 to 11. These financial statements have been prepared on the basis of the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards.

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 audit 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 affairs of the company as at 30 November 2003 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Ernst & Young LLP

Ernst & Young LLP
Registered Auditor
Birmingham

Dated 13/7/04

Uttoxeter Estates Limited

PROFIT AND LOSS ACCOUNT for the year ended 30 November 2003

	<i>Notes</i>	<i>2003</i> £	<i>2002</i> £
TURNOVER	1	524	340
Cost of sales		-	-
GROSS PROFIT		524	340
Administrative expenses		(4,048)	-
OPERATING (LOSS) /PROFIT	3	(3,524)	340
Net interest receivable	4	6,464	12,894
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		2,940	13,234
Tax credit/ (charge) on profit on ordinary activities	5	4,778	(4,052)
PROFIT FOR THE FINANCIAL YEAR		7,718	9,182

All activities derive from continuing operations.

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

Uttoxeter Estates Limited

BALANCE SHEET at 30 November 2003

	<i>Notes</i>	<i>2003</i> £	<i>2002</i> £
CURRENT ASSETS			
Stocks	6	280,793	249,984
Debtors	7	112,674	139,427
Cash at bank and in hand		48	35
		<u>393,515</u>	<u>389,446</u>
CREDITORS: amounts falling due within one year	8	(209,789)	(213,438)
NET ASSETS		<u>183,726</u>	<u>176,008</u>
CAPITAL AND RESERVES			
Called up share capital	9	100	100
Profit and loss account		183,626	175,908
EQUITY SHAREHOLDERS' FUNDS		<u>183,726</u>	<u>176,008</u>

These financial statements were approved by the Board of Directors on

Signed on behalf of the Board of Directors.



W A Oliver

Director 5 July 2004

Uttoxeter Estates Limited

RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS for the year ended 30 November 2003

	<i>Notes</i>	<i>2003</i>	<i>2002</i>
		£	£
Profit for the financial year		7,718	9,182
Dividends		-	(210,526)
Opening shareholders' funds		176,008	377,352
CLOSING SHAREHOLDERS' FUNDS		<u>183,726</u>	<u>176,008</u>

Uttoxeter Estates Limited

CASH FLOW STATEMENT for the year ended 30 November 2003

	<i>Notes</i>	<i>2003</i> £	<i>2002</i> £
Cash (outflow)/ inflow from operating activities	10	(4,636)	201,031
Returns on investments and servicing of finance	10	6,464	12,894
Taxation		(1,815)	(3,779)
Equity dividends paid		-	(210,526)
Increase/ (Decrease) in cash in the year		13	(380)

	<i>Notes</i>	<i>2003</i> £	<i>2002</i> £
RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET FUNDS			
Increase/ (Decrease) in cash in the year		13	(380)
Net funds at start of year		35	415
NET FUNDS AT END OF YEAR	10	48	35

NOTES TO THE ACCOUNTS

1. ACCOUNTING POLICIES

Basis of preparation

The financial statements are prepared in accordance with applicable accounting standards. The particular accounting policies adopted are described below. The financial statements are prepared under the historical cost convention.

Turnover

Turnover represents sales of development properties in the UK and other related income. Profit on the sale of development properties is recognised on legal completion of sale.

Stocks

Stock and work-in-progress is stated at the lower of cost and net realisable value. Cost includes materials, labour and overheads.

Deferred tax

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date, which will result in an obligation to pay more, or a right to pay less or to receive more, tax, with the following exceptions :

Provision is made for tax on gains arising from the revaluation of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, it is likely that the taxable gain will be rolled over or sheltered by capital losses.

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

2. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

- (a) None of the directors received any remuneration from the company during the year (2002– £Nil).
- (b) The company has no employees and is managed by its parent company, St Modwen Properties PLC.

Uttoxeter Estates Limited

NOTES TO THE ACCOUNTS

3. OPERATING PROFIT

	2003	2002
	£	£
Operating profit is after charging:		
Auditors' remuneration – audit services	1,075	-
Auditors' remuneration – taxation services	2,973	-
	<u> </u>	<u> </u>

4. NET INTEREST RECEIVABLE

	2003	2002
	£	£
Interest receivable from other group companies	6,486	12,837
Other interest receivable	74	128
	<u> </u>	<u> </u>
Interest payable	6,560	12,965
	(96)	(71)
	<u> </u>	<u> </u>
	6,464	12,894
	<u> </u>	<u> </u>

5. (TAX CREDIT)/ CHARGE ON PROFIT ON ORDINARY ACTIVITIES

	2003	2002
	£	£
(a) Analysis of (credit) /charge in period		
Current tax		
UK Corporation tax on profits of the period	558	3,000
Group relief receivable	-	970
Adjustments in respect of previous periods	(5,336)	82
	<u> </u>	<u> </u>
Total current tax (credit)/ charge (note b)	(4,778)	4,052
	<u> </u>	<u> </u>

(b) Factors affecting the tax (credit) /charge for the period

The tax assessed on the profit on ordinary activities for the period is lower than the standard rate of corporation tax in the UK. The differences are explained below

	2003	2002
	£	£
Profit on ordinary activities before tax	2,940	13,234
	<u> </u>	<u> </u>
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 30%	882	3,970
Effect of:		
Adjustments in respect of previous periods	(5,336)	82
Difference in tax rates	(324)	-
	<u> </u>	<u> </u>
Current tax (credit) /charge (note a)	(4,778)	4,052
	<u> </u>	<u> </u>

Uttoxeter Estates Limited

NOTES TO THE ACCOUNTS

6. STOCKS

	2003	2002
	£	£
Land held for development	280,793	249,984

7. DEBTORS

	2003	2002
	£	£
Trade debtors	-	22
Amounts due from group companies	112,399	139,074
Other debtors	275	331
	112,674	139,427

8. CREDITORS: amounts falling due within one year

	2003	2002
	£	£
Trade creditors	4,051	4,139
Corporation tax payable	558	7,151
Accruals and deferred income	205,180	202,148
	209,789	213,438

Uttoxeter Estates Limited

NOTES TO THE ACCOUNTS

9. CALLED UP SHARE CAPITAL

	2003	2002
	£	£
Authorised, allotted and fully paid		
81 'A' Ordinary shares of £1 each	81	81
19 'B' Ordinary shares of £1 each	19	19
	<u>100</u>	<u>100</u>

The A and B shares rank pari passu in all respects except voting. The B shares are entitled to 19% of all votes, but are entitled to 26% of all votes under the following circumstances:

- Altering the Memorandum or Articles of Association
- Altering the rights attaching to any shares in the capital of the company
- Any contract or arrangement or payment (other than a payment of a dividend or distribution or a payment under the Articles) with or to any holder of any A shares or any person or company connected with any A shareholder
- Increasing or reducing the capital of the company, authorising the purchase by the company of its own shares, the issue of any shares or the grant of any option or other right to subscribe for any security convertible into shares of the company or entering into of any agreement for the same.
- The appointment or removal of any B Director

10. NOTES TO CASH FLOW STATEMENT

(I) RECONCILIATION OF OPERATING (LOSS)/ PROFIT TO NET CASH INFLOW FROM ORDINARY ACTIVITIES

	2003	2002
	£	£
CASH FLOWS		
Operating (loss)/ profit	(3,524)	340
Increase in stocks	(30,809)	(67,175)
Decrease in debtors	26,753	387,224
Increase/ (decrease) in creditors	2,944	(119,358)
NET CASH (OUTFLOW)/ INFLOW FROM OPERATING ACTIVITIES	<u>(4,636)</u>	<u>201,031</u>

(II) ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT

	2003	2002
	£	£
Net cash flow for returns on investments and servicing of finance		
Interest received	<u>6,464</u>	<u>12,894</u>

NOTES TO THE ACCOUNTS

10. NOTES TO CASH FLOW STATEMENT (CONTINUED)

(III) ANALYSIS OF NET FUNDS

	<i>At</i> <i>30 November</i> <i>2002</i>	<i>Cash flow</i>	<i>At</i> <i>30 November</i> <i>2003</i>
Cash at bank and in hand	35	13	48
	<u> </u>	<u> </u>	<u> </u>

11. 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. All cash transactions are through utilisation of this financing facility and consequently readers are referred to the cash flow statement on page 7 for the quantum of transactions involved. Interest is received/paid at a rate of 1.5% over the base rate on the net amount due/owed under the group financing from St Modwen Properties PLC.