

PILLAR (DARTFORD) LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

31st March 2004

Registered number: 2783384



PILLAR (DARTFORD) LIMITED

REPORT AND FINANCIAL STATEMENTS 31ST MARCH 2004

CONTENTS

	PAGE
Directors' Report	1
Auditors' Report	2
Profit and Loss Account	3
Statement of Total Recognised Gains and Losses	3
Historical cost profits and losses	3
Balance Sheet	4
Notes to the Financial Statements	5-6

PILLAR (DARTFORD) LIMITED

DIRECTORS' REPORT

The directors present their report and the audited financial statements of the company for the year ended 31st March 2004.

1. PRINCIPAL ACTIVITY

It is intended that the company will continue to invest in commercial property through a 50 percent holding in an investment partnership. During the year the company received the proceeds from a sale of part of the investment property.

2. 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 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 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. The directors have a general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

3. DIRECTORS

The following served as directors during the year:

H J M Price
H R Mould
P L Vaughan
M F McGann

None of the directors had any interest in the shares of the company during the year.

The interests of the Messrs Price, Mould and Vaughan in the shares of the parent company, Pillar Property PLC, are shown in the report and accounts of that company.

The interests of the other director who held office at the end of the year in the shares of the parent company, Pillar Property PLC are as follows:

	31st March 2004	31st March 2003
	10p ordinary	10p ordinary
Mr M F McGann	2,280	2,280

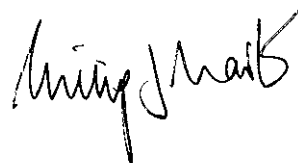
4. AUDITORS

A resolution is to be proposed at the Annual General Meeting for the re-appointment of KPMG Audit Plc as auditors of the company.

5. INSURANCE

The company has maintained liability insurance for its directors through a group wide scheme.

Lansdowne House
Berkeley Square
London
W1J 6HQ



By Order of the Board
P J Martin
Secretary
21st January 2005

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF PILLAR (DARTFORD) LIMITED

We have audited the financial statements on pages 3 to 6.

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 auditor's 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

The directors are responsible for preparing the directors' report and, as described on page 1, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

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.

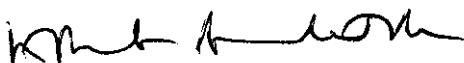
Basis of audit opinion

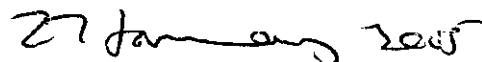
We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements 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 March 2004 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.


KPMG Audit Plc
Chartered Accountants
Registered Auditor
London


27 January 2005

PILLAR (DARTFORD) LIMITED

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31ST MARCH 2004

	NOTE	Year ended 31st March 2004 £	Year ended 31st March 2003 £
SHARE OF PARTNERSHIP PROFITS		-	-
OPERATING PROFIT	2	-	-
PROFIT ON ORDINARY ACTIVITIES BEFORE AND AFTER TAXATION		-	-
RETAINED PROFIT FOR THE YEAR		-	-
RESERVES BROUGHT FORWARD		150,291	150,291
RESERVES CARRIED FORWARD		150,291	150,291

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

	Year ended 31st March 2004 £	Year ended 31st March 2003 £
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION	-	-
UNREALISED SURPLUS ON REVALUATION OF SHARE OF PROFITS	301,388	91,191
TOTAL GAINS AND LOSSES RELATING TO THE YEAR	301,388	91,191

HISTORICAL COST PROFITS AND LOSSES

	Year ended 31st March 2004 £	Year ended 31st March 2003 £
REPORTED PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	-	-
REALISATION OF PROPERTY REVALUATION PROFITS OF PREVIOUS YEARS	2,266,683	-
HISTORICAL COST PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	2,266,683	-

All items in the profit and loss account derive from continuing operations.

PILLAR (DARTFORD) LIMITED

BALANCE SHEET

AS AT 31ST MARCH 2004

		NOTE	2004 £	2003 £
FIXED ASSETS	Investment partnership	3	7,474,554 -----	6,386,973 -----
CURRENT ASSETS	Amount due from fellow subsidiary		2,141,275	2,141,275
CREDITORS (AMOUNTS DUE WITHIN ONE YEAR)	Amount due to parent company		(6,427,360) -----	(5,641,167) -----
NET CURRENT (LIABILITIES)			(4,286,085) -----	(3,499,892) -----
NET ASSETS			3,188,469 =====	2,887,081 =====
CAPITAL AND RESERVES	Called up share capital	4	1	1
	Profit and loss account	6	2,416,974	150,291
	Revaluation reserve	6	771,494 -----	2,736,789 -----
SHAREHOLDERS' FUNDS		5	3,188,469 =====	2,887,081 =====

The financial statements were approved by the Board of Directors on 21st January 2005 and signed on its behalf by:

Martin McGann

M F McGann
Director

PILLAR (DARTFORD) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

1. ACCOUNTING POLICIES

Accounting Convention	The financial statements have been prepared under the historical cost accounting rules and in accordance with applicable accounting standards and with the Companies Act 1985.
Accounting Basis	The accounts have been prepared on a going concern basis which is dependent on the continued financial support of the ultimate parent company. The ultimate parent company has confirmed its intention to provide, or arrange the provision of, such financial and other assistance as may be necessary to enable the company to meet its liabilities as they fall due for payment.
Deferred Taxation	Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19.
Cash flow statement	Under FRS 1, the company is exempt from the requirement to prepare a cash flow statement on the grounds that it is a wholly owned subsidiary undertaking and the parent company, which is incorporated in Great Britain, prepares a cash flow statement.
Related party transactions	As the company is a wholly owned subsidiary of Pillar Property PLC, the company has taken advantage of the exemption contained in FRS 8 and therefore has not disclosed transactions or balances with entities which form part of the group. The consolidated financial statements of Pillar Property PLC, within which this company is included, can be obtained from the address in note 7.

2. PROFIT AND LOSS ACCOUNT

Directors' emoluments and audit fees are both £nil (2003 £nil). The company has no employees (2003 nil).

3. INVESTMENT PARTNERSHIP

	£
At 31st March 2003	6,386,973
Income distributed	(2,266,683)
Surplus on revaluation of share of profits	301,388
Net equity additions	3,052,876
	<hr/>
At 31st March 2004	7,474,554

The company has a 50% partnership interest in Dartford Partnership, which operates in the United Kingdom. The above represents the company's share of the net assets of the partnership.

PILLAR (DARTFORD) LIMITED

NOTES TO THE FINANCIAL STATEMENTS - CONTINUED

4. CALLED UP SHARE CAPITAL		2004	2003
		£	£
Authorised			
1 ordinary shares of £1 each		<u>1</u>	<u>1</u>
Issued, allotted, called up and fully paid			
1 ordinary share of £1		<u>1</u>	<u>1</u>
5. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS FUNDS		2004	2003
		£	£
Retained profit for the year		-	-
Surplus on revaluation of share of profits		301,388	91,191
		<u>301,388</u>	<u>91,191</u>
Opening shareholders' funds		2,887,081	2,795,890
		<u>2,887,081</u>	<u>2,795,890</u>
Closing shareholders' funds		3,188,469	2,887,081
		<u>3,188,469</u>	<u>2,887,081</u>
6. RESERVES		Profit and Loss	Revaluation Reserve
		£	£
At 31st March 2003		150,291	2,736,789
Transfer on disposal		2,266,683	(2,266,683)
Revaluation surplus during the year		-	301,388
At 31st March 2004		<u>2,416,974</u>	<u>771,494</u>
7. PARENT COMPANY	<p>The immediate parent company is Pillar Property Group Limited, a company incorporated and registered in England and Wales. The ultimate parent company is Pillar Property PLC, a company incorporated and registered in England and Wales. Copies of the financial statements for each company can be obtained from their registered office, Lansdowne House, Berkeley Square, London W1J 6HQ.</p>		