
FRP GROUP LIMITED

Annual Report and Accounts

Year ended 31 March 2004



Company number: 2844685

FRP GROUP LIMITED

REPORT OF THE DIRECTORS **for the year ended 31 March 2004**

The directors present their Annual Report and audited Accounts for the year ended 31 March 2004. The comparative figures are for the period from 1 December 2001 to 31 March 2003.

Principal activity

The principal activity of the company is that of property investment.

The subsidiaries held by the company are listed in note 6 to the accounts. Consolidated financial statements are not presented as the company takes advantage of the exemption afforded by Section 228 of the Companies Act 1985.

Review of business and prospects

The activities and prospects of this and other group companies are reviewed in the Chairman's Statement, Financial Review and Property Review of The British Land Company PLC, the ultimate holding company.

Details of significant events since the balance sheet date are contained in note 18 of the financial statements.

Results and dividends

The results for the year are set out in the profit and loss account on page 4.

The directors do not recommend the payment of a dividend (2003 - £Nil).

Directors

The directors who served throughout the year were, except as noted:

J H Ritblat
C Metliss
J H Weston Smith
N S J Ritblat
R E Bowden
G C Roberts
M I Gunston
C M J Forshaw

The directors' interests in the share and loan capital of the company are set out in note 12 to the financial statements.

Statement of directors' responsibilities

United Kingdom 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; and
- 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 enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for the system of internal control and for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

FRP GROUP LIMITED

**REPORT OF THE DIRECTORS
for the year ended 31 March 2004**

Auditors

On 31 December 2003, BDO Stoy Hayward, the company's auditors, transferred its business to BDO Stoy Hayward LLP, a limited liability partnership incorporated under the Limited Liability Partnerships Act 2000. Accordingly BDO Stoy Hayward resigned as auditors on that date and the directors appointed BDO Stoy Hayward LLP as its successor. A resolution to reappoint BDO Stoy Hayward LLP as auditors will be proposed at the next annual general meeting.

This report was approved by the Board on **22 JUL 2004**

A handwritten signature in dark ink, appearing to read 'R J Scudamore', is written over the printed name and title.

R J Scudamore
Secretary

10 Cornwall Terrace
Regent's Park
London
NW1 4QP

FRP GROUP LIMITED

**INDEPENDENT AUDITORS' REPORT
for the year ended 31 March 2004**

To the members of FRP GROUP LIMITED

We have audited the financial statements of FRP Group Limited for the year ended 31 March 2004 which comprise the profit and loss account, balance sheet, statement of total recognised gains and losses, note of historical cost profits and losses and the related notes 1 to 19. These financial statements have been prepared under 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 our 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 accounts in accordance with United Kingdom legal and regulatory requirements and 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 for the above year and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements.

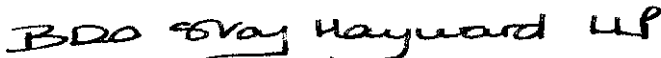
Basis of audit opinion

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 judgments made by the directors in the preparation of the financial statements and of whether the accounting policies are appropriate to the circumstances of the company, 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 at 31 March 2004 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



BDO Stoy Hayward LLP
Chartered Accountants and Registered Auditors

8 Baker Street
London
W1U 3LL



FRP GROUP LIMITED

**PROFIT AND LOSS ACCOUNT
for the year ended 31 March 2004**

	Note	Year ended 31 March 2004 £	Period ended 31 March 2003 £
Turnover			
Rental income		987,744	1,459,589
Fees and commissions			221,527
Other trading income			
Total turnover		<u>987,744</u>	<u>1,681,116</u>
Cost of turnover		(348,443)	(241,705)
Gross profit (loss)		<u>639,301</u>	<u>1,439,411</u>
Administrative expenses			(682,072)
Operating profit (loss)		<u>639,301</u>	<u>757,339</u>
Profit (loss) on disposal of properties		(12,628)	105,346
Profit (loss) on disposal of investments			
Profit (loss) on disposal of other fixed assets			(143,574)
Group transfer of investments			
Write down of subsidiaries			
Dividends receivable			
Interest receivable			
Group			
Associated companies			
External - other			11,948
Interest payable			
Group		(327,157)	
External - other			(312,960)
Profit (loss) on ordinary activities before taxation	2	<u>299,516</u>	<u>418,099</u>
Taxation	4	(76,826)	(295,027)
Profit (loss) on ordinary activities after taxation		<u>222,690</u>	<u>123,072</u>
Dividends paid and proposed			
Retained profit (loss) for the year	13	<u><u>222,690</u></u>	<u><u>123,072</u></u>

Turnover and results are derived from continuing operations in the United Kingdom. The company has only one significant class of business.

FRP GROUP LIMITED

**STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
for the year ended 31 March 2004**


	Year ended 31 March 2004 £	Period ended 31 March 2003 £
Profit (loss) on ordinary activities after taxation	222,690	123,072
Unrealised surplus (deficit) on revaluation of investment properties	(44,325)	4,327,042
Unrealised surplus (deficit) on revaluation of investments		
Unrealised surplus (deficit) on revaluation of subsidiaries		
Exchange movements on net investments		
Taxation on realisation of prior year revaluations		(99,088)
Total recognised gains and losses relating to the financial year	<u>178,365</u>	<u>4,351,026</u>

**NOTE OF HISTORICAL COST PROFITS AND LOSSES
for the year ended 31 March 2004**

	Year ended 31 March 2004 £	Period ended 31 March 2003 £
Profit (loss) on ordinary activities before taxation	299,516	418,099
Realisation of prior year revaluations	106,398	330,294
Taxation on realisation of prior year revaluations		(99,088)
Historical cost profit (loss) on ordinary activities before taxation	<u>405,914</u>	<u>649,305</u>
Historical cost profit (loss) for the year retained after taxation and dividends	<u>329,088</u>	<u>354,278</u>

BALANCE SHEET
as at 31 March 2004

Non-equity interests are stated in note 17.


J H Weston Smith

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FRP GROUP LIMITED

Notes to the accounts for the year ended 31 March 2004

1. Accounting policies

The principal accounting policies are summarised below. They have been applied consistently throughout the current and the previous year.

These financial statements are designed to cover a wide variety of companies and circumstances. As a result some notes may not be relevant for this company and so may be intentionally left blank.

Accounting basis

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards and under the historical cost convention as modified by the revaluation of investment properties and fixed asset investments.

The company has taken advantage of the exemption from preparing consolidated financial statements afforded by Section 228 of the Companies Act 1985 because it is a wholly owned subsidiary of another company. Group financial statements which include the company, for The British Land Company PLC are publicly available (see note 19).

The company is also, on this basis, exempt from the requirement of FRS 1 to present a cash flow statement.

Properties

Investment properties are independently valued each year on an open market basis. Any surplus or deficit arising is transferred to revaluation reserve, unless a deficit is expected to be permanent, in which case it is charged to the profit and loss account. The profit on disposal is based on book value.

In accordance with Statement of Standard Accounting Practice 19 no amortisation or depreciation is provided in respect of freehold or long leasehold properties. The directors consider that this accounting policy, which represents a departure from the statutory accounting rules, is necessary to provide a true and fair view. The financial effect of the departure from these rules cannot reasonably be quantified as depreciation or amortisation is only one of the many factors reflected in the annual valuation and the amount which might otherwise have been shown cannot be separately identified or quantified. Where properties held for investment are appropriated to trading stock, they are transferred at market value.

Development properties are included in investment properties and stated at cost, except where the open market value falls below cost, when they are revalued to the lower amount. The revaluation deficit is transferred to the revaluation reserve unless it represents a clear consumption of economic benefits, in which case it is charged to the profit and loss account. The cost of properties in course of development includes attributable interest and other outgoings having regard to the development potential of the property. Interest is calculated on the development expenditure by reference to specific borrowings where relevant and otherwise on the average rate applicable to short-term loans. Interest is not capitalised where no development activity is taking place.

A property ceases to be treated as a development on practical completion.

FRP GROUP LIMITED

Notes to the accounts for the year ended 31 March 2004

1. Accounting policies (continued)

Investments

Fixed asset investments are stated at market value when listed and at directors' valuation when unlisted. Any surplus or deficit arising on revaluation is taken to revaluation reserve, unless a deficit is expected to be permanent, in which case it is charged to profit and loss account.

Investments in subsidiaries are stated at cost or directors' valuation less provision for impairment.

Tangible fixed assets

In the prior period, depreciation was provided at rates calculated to write off the cost or valuation less estimated residual value of each asset over its expected useful life, as follows:

Fixtures, fittings & equipment	25% straight line / 20% on written down value
Motor vehicles	25% straight line

In the prior period, the company adopted a policy of fully depreciating the fixtures and fittings to bring it in line with the accounting policy of the ultimate holding company, The British Land Company PLC.

Taxation

Corporation tax payable is provided on taxable profits at the current rate.

On disposal of an investment property the element of tax relating to the profit in the year is charged to the profit and loss account and the element relating to earlier revaluation surpluses is included in the statement of total recognised gains and losses.

Deferred tax assets and liabilities arise from timing differences between the recognition of gains and losses in the accounts and their recognition in a tax computation.

Deferred tax is provided in respect of all timing differences that have originated, but not reversed, at the balance sheet date that may give rise to an obligation to pay more or less tax in the future. Deferred tax is not recognised when fixed assets are revalued unless by the balance sheet date there is a binding agreement to sell the revalued assets and the gain or loss expected to arise on sale has been recognised in the financial statements.

Deferred tax is measured on a non-discounted basis. A deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Net rental income

Rental income is recognised on an accruals basis. Rent increases arising from rent reviews are taken into account when such reviews have been settled with tenants. Where a lease incentive does not enhance the property, it is amortised on a straight-line basis over the period from the date of lease commencement to the earlier of the first rent review to the prevailing market rent, the first break option, or the end of the lease term. On new leases with rent free periods, rental income is allocated evenly over the period from the date of lease commencement to the earlier of the first rent review to the prevailing market rate and the lease end date.

Pensions

The amount charged to the profit and loss account in respect of pensions costs and other post-retirement benefits is the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

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**Notes to the accounts
for the year ended 31 March 2004**

2. Profit (loss) on ordinary activities before taxation

	Year ended 31 March 2004 £	Period ended 31 March 2003 £
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Profit (loss) on ordinary activities before taxation is stated after charging (crediting):

Amortisation and depreciation		52,804
Auditors' remuneration - Beavis Walker		13,969
Auditors' remuneration for other services - Beavis Walker		6,069
Directors' emoluments		55,333
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Amounts payable to BDO Stoy Hayward LLP in respect of audit and non-audit services are paid at group level by The British Land Company PLC.

3. Staff costs

	Year ended 31 March 2004 £	Period ended 31 March 2003 £
Wages and salaries		254,104
Social security costs		118,004
Pension costs		2,893
	<hr/>	<hr/>
		375,001

No director received any remuneration for services to the company in the year. During the period ended 31 March 2003, directors received £55,333 for services to the company and a director had the use of a company car.

Average number of employees, including directors, of the company during the year was Nil (2003 - 6).

FRP GROUP LIMITED

Notes to the accounts for the year ended 31 March 2004

4. Taxation

	Year ended 31 March 2004 £	Period ended 31 March 2003 £
Current tax		
UK corporation tax	76,826	295,027
Adjustments in respect of prior years		
Total current tax charge (credit)	76,826	295,027
Deferred tax		
Origination and reversal of timing differences		
Prior year items		
Total deferred tax charge (credit)		
Total taxation (effective tax rate – 25.7%; 2003 – 70.6%)	76,826	295,027
Charge/(credit) to statement of recognised gains and losses in relation to prior year realised revaluations		99,088
	76,826	394,115
Tax reconciliation		
Profit on ordinary activities before taxation	299,516	418,099
Tax on profit on ordinary activities at UK corporation tax rate of 30% (2003 - 30%)	89,855	125,430
Effects of:		
Capital allowances		(42,134)
Tax losses and other timing differences	3,789	
Expenses not deductible for tax purposes	(16,818)	128,381
Adjustments in respect of prior years		83,350
Current tax charge (credit)	76,826	295,027

Included in the tax charge is a net charge of £Nil (2003 - £Nil) attributable to property sales.

Where the company currently owns properties, further taxation that might become payable if the properties were sold at open market value is estimated at £3.7m (2003 - £3.5m). This unprovided taxation is stated after taking account of the FRS19 capital allowance deferred tax provision of £Nil (2003 - £Nil) recorded in the balance sheet which, as described in note 10, would be expected to be released on sale.

This unprovided taxation could be reduced by tax losses, the amount and availability of which is currently uncertain.

FRP GROUP LIMITED

**Notes to the accounts
for the year ended 31 March 2004**

5. Investment and development properties

	Development	Freehold	Long leasehold	Total
	£	£	£	£
Cost and valuation				
1 April 2003		20,921,500	450,000	21,371,500
Additions		904,487		904,487
Disposals		(303,162)		(303,162)
Group transfers				
Revaluation surplus (deficit)		5,675	(50,000)	(44,325)
31 March 2004		<u>21,528,500</u>	<u>400,000</u>	<u>21,928,500</u>
 Analysis of cost and valuation				
31 March 2004				
Cost		12,090,763	200,634	12,291,397
Revaluation		9,437,737	199,366	9,637,103
Net book value		<u>21,528,500</u>	<u>400,000</u>	<u>21,928,500</u>
 1 April 2003				
Cost		11,383,040	200,634	11,583,674
Revaluation		9,538,460	249,366	9,787,826
Net book value		<u>20,921,500</u>	<u>450,000</u>	<u>21,371,500</u>

Properties were externally valued at 31 March 2004 by FPD Savills, Chartered Surveyors, on the basis of Market Value in accordance with the Appraisal and Valuation Manual published by The Royal Institution of Chartered Surveyors.

Properties valued at £Nil (2003 - £Nil) were charged to secure borrowings of the ultimate holding company.

FRP GROUP LIMITED

Notes to the accounts for the year ended 31 March 2004

6. Investments and loans to group companies

	Shares in subsidiaries £	Other investments £	Total £	Loans to Group companies £
At cost or directors' valuation				
1 April 2003	162,337		162,337	
Additions				
Disposals				
Provision for write-down				
Revaluation				
31 March 2004	<u>162,337</u>	<u></u>	<u>162,337</u>	<u></u>
At cost				
31 March 2004	<u>208,337</u>	<u></u>	<u>208,337</u>	<u></u>
1 April 2003	<u>208,337</u>	<u></u>	<u>208,337</u>	<u></u>

Subsidiaries

The company has investments in the following subsidiaries. To avoid a statement of excessive length, details of investments which are not significant have been omitted.

	Activity	Interest %
F.R.P. Investments Limited	Dormant	100
Fell Property Management Limited	Dormant	100

These companies are incorporated in Great Britain.

FRP GROUP LIMITED**Notes to the accounts
for the year ended 31 March 2004**

7. Debtors	2004	2003
	£	£
Trade debtors	36,282	32,615
Amounts owed by group companies - current accounts		
Corporation tax		
Other debtors		
Prepayments and accrued income	9,694	7,144
	<u>45,976</u>	<u>39,759</u>
8. Creditors due within one year	2004	2003
	£	£
Trade creditors	9,542	108,600
Amounts owed to group companies - current accounts	5,872,409	5,279,510
Corporation tax	153,708	390,615
Other taxation and social security		4,173
Other creditors		
Accruals and deferred income	39,378	49,370
	<u>6,075,037</u>	<u>5,832,268</u>
9. Creditors due after one year	2004	2003
	£	£
Debentures and loans		
	<u></u>	<u></u>

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**Notes to the accounts
for the year ended 31 March 2004**

10. Provision for liabilities and charges

	Sinking fund £	Deferred tax £	Total £
1 April 2003			
Charged (credited) to the profit and loss account			
31 March 2004			

Deferred tax is provided as follows

	2004 £	2003 £
Accelerated capital allowances		
Other timing differences		

The deferred tax provision relates primarily to capital allowances claimed on plant and machinery within investment properties. When a property is sold and the agreed disposal value for this plant and machinery is less than original cost there is a release of the surplus part of the provision. The entire amount of the capital allowance provision would be expected to be released on sale.

11. Share capital

	2004 £	2003 £
Authorised		
4,999,940 ordinary shares of 50 pence each	2,499,970	2,499,970
3,984,172 ordinary shares of 25 pence each	996,043	996,043
160 'A' ordinary shares of 50 pence each	80	80
	<u>3,496,093</u>	<u>3,496,093</u>
Allotted, called up and fully paid		
2,493,432 ordinary shares of 50 pence each	1,246,716	1,246,716
1,259,622 ordinary shares of 25 pence each	314,905	314,905
160 'A' ordinary shares of 50 pence each	80	80
	<u>1,561,701</u>	<u>1,561,701</u>

FRP GROUP LIMITED

Notes to the accounts for the year ended 31 March 2004

12. Directors' interests in share and loan capital

No director held a beneficial interest in the share capital of the company. Messrs. J H Ritblat, J H Weston Smith, N S J Ritblat, R E Bowden and G C Roberts are also directors of The British Land Company PLC and, as such, their interests in the share and loan capital, including share options, of that company are shown in the accounts of the ultimate holding company. The beneficial interests of the other directors in the ultimate holding company are as follows:-

	Fully paid Ordinary shares		6% Irredeemable Convertible Bonds (£ nominal)	
	31 March 2004	1 April 2003	31 March 2004	1 April 2003
C Metliss	118,905	113,332		
M I Gunston	74,923	65,745		
C M J Forshaw	7,767	6,780		

	Options over ordinary shares 1984 Option Scheme		Sharesave Scheme	
	31 March 2004	1 April 2003	31 March 2004	1 April 2003
C Metliss			1,954	4,753
M I Gunston	56,339	79,959		4,753
C M J Forshaw			4,863	4,863

	Rights under Restricted Share Plan Ordinary shares		Rights under Long Term Incentive Plan			
	31 March 2004	1 April 2003	Ordinary shares		Options over Ordinary shares	
	31 March 2004	1 April 2003	31 March 2004	1 April 2003	31 March 2004	1 April 2003
C Metliss						
M I Gunston	20,000	35,000				
C M J Forshaw	26,000	26,000	5,000		15,000	

Granting and lapsing of options

C Metliss exercised options over 4,753 shares at an option price of 355p per share and the middle market quotation on the date of exercise of these shares was 658p per share. He was granted options over 1,954 shares at an option price of 472p per share. Both this exercise and grant occurred under British Land's Sharesave Scheme.

M I Gunston exercised options over 23,620 shares, under British Land's 1984 Share Option Scheme. 11,156 had an option price of 322p per share and 12,464 had an option price of 380p per share. The middle market quotation on the date of disposal of these 23,620 shares was 632p per share. He also exercised options over 4,753 shares, at an option price of 355p per share under British Land's Share Save Scheme. The middle market quotation on the date of exercise of these shares was 658p per share.

C Forshaw was granted options over 15,000 shares, at an option price of 552p per share, under British Land's Long Term Incentive Plan

FRP GROUP LIMITED

**Notes to the accounts
for the year ended 31 March 2004**

13. Reconciliation of movements in shareholders' funds and reserves

	Share capital £	Share premium £	Capital reserve - revaluation £	Other unrealised reserve £	Profit and loss account £	Total £
Opening shareholders' funds	1,561,701	551,430	9,787,826	606,392	3,376,062	15,883,411
Retained profit (loss) for the year					222,690	222,690
Share issues in the year						
Unrealised surplus (deficit) on revaluation of investment properties			(44,325)			(44,325)
Unrealised surplus (deficit) on revaluation of investments						
Unrealised surplus (deficit) on revaluation of subsidiaries						
Realisation of prior year revaluations			(106,398)		106,398	
Taxation on the realisation of prior year revaluations						
Exchange movements on net investments						
Closing shareholders' funds	<u>1,561,701</u>	<u>551,430</u>	<u>9,637,103</u>	<u>606,392</u>	<u>3,705,150</u>	<u>16,061,776</u>

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**Notes to the accounts
for the year ended 31 March 2004**

14. Capital commitments

The company had capital commitments contracted at 31 March 2004 of £Nil (2003 - £Nil).

15. Contingent liabilities

The company is jointly and severally liable with the ultimate holding company and fellow subsidiaries for all monies falling due under the group VAT registration.

16. Related parties

The company has taken advantage of the exemption granted to 90% subsidiaries not to disclose transactions with group companies under the provisions of Financial Reporting Standard 8.

17. Non-equity interests

Shareholders' funds includes non-equity interests of £Nil (2003 – £Nil).

18. Subsequent events

There have been no significant events since the year end.

19. Immediate parent and ultimate holding company

The immediate parent company is Union Property Holdings (London) Limited.

The British Land Company PLC is the smallest and largest group for which group accounts are available and which include the company. The ultimate holding company and controlling party is The British Land Company PLC, which is incorporated in Great Britain. Group accounts for this company are available on request from 10 Cornwall Terrace, Regent's Park, London NW1 4QP.

The ultimate holding company has confirmed in writing that it will not demand repayment of amounts owed to it within twelve months of the date of signing of these accounts.