

V.V. Redhill G.P. Limited

Directors' report and financial statements

for the year ended 31 December 2004
Registered number 3242396



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Directors' report and financial statements

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Directors' report

The directors present their annual report and audited financial statements for the year ended 31 December 2004.

Principal activities

The principal activity of V.V. Redhill G.P. Limited is operating and managing V.V. Redhill LP.

Business review

The 2004 financial year met our expectations. We have every reason to believe that this will also be the case in 2005.

Interim dividend

An interim dividend was declared of £30,000 (2003: £5,176). The profit for the year retained by the company is £53,203 (2003: £271 loss).

Directors and directors' interests

The directors who held office during the year were as follows:

Henderson Secretarial Services Limited
Patrick Bushnell
Mark Carpenter
Roger Ely
Anthony Underhill
Karl Heinz Kronester
Ute Geipel-Faber

None of the directors who held office at the end of the financial year had any disclosable interest in the shares of the company.

According to the register of directors' interests, no rights to subscribe for shares in or debentures of the company were granted to any of the directors or their immediate families, or exercised by them, during the financial year.

There were no contracts subsisting during or after the end of the year in which a director of the company is or was materially interested and which is or was significant in relation to the company's business.

Directors' report *(continued)*

Company resolutions

The company has passed resolutions, pursuant to Sections 252, 366A and 386 of the Companies Act 1985, to dispense with the requirements to lay annual accounts before an annual general meeting of the company, to hold an annual general meeting and to appoint auditors annually. Pursuant to Section 253(2) of the Companies Act 1985, any member of the company may require the Report and Accounts to be laid before a general meeting by depositing a notice to that effect at the registered office of the company and not later than 28 days after the despatch of the Report and Accounts to members.

By order of the Board



V.V. Redhill G.P. Limited
4 Broadgate
London EC2M 2DA

For and on behalf of
Henderson Secretarial Services Limited
Secretary

20 June 2005

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 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 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 have 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.

Independent auditors' report to the members of V.V. Redhill G.P. Limited

We have audited the financial statements on pages 5 to 11.

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

The directors are responsible for preparing the directors' report and, as described on page 3, 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.

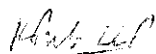
Basis of audit opinion

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 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 2004 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



KPMG LLP
Chartered Accountants
Registered Auditor
London

30 June 2005

V.V. Redhill G.P. Limited
Directors' report and financial statements
for the year ended 31 December 2004

Profit and loss account
for the year ended 31 December 2004

	<i>Note</i>	2004 £	2003 £
Turnover	<i>1</i>	121,631	9,350
Operating expenses		(3,396)	(3,201)
Operating profit		<u>118,235</u>	<u>6,149</u>
Interest receivable		626	958
Interest payable		-	(99)
Profit on ordinary activities before taxation	<i>2</i>	<u>118,861</u>	<u>7,008</u>
Tax on profit on ordinary activities	<i>5</i>	(35,658)	(2,103)
Profit for the financial year		83,203	4,905
Dividends paid		(30,000)	(5,176)
Retained profit/(loss) for the financial year	<i>8</i>	<u>53,203</u>	<u>(271)</u>

There were no recognised gains or losses during the year, other than those dealt with in the profit and loss account.

There is no difference between operating profit and retained profit/(loss) for the year and their historical equivalents.

All of the company's operations are of a continuing nature.

V.V. Redhill G.P. Limited
Directors' report and financial statements
for the year ended 31 December 2004

Balance sheet
at 31 December 2004

	<i>Note</i>	2004 £	2003 £
Fixed assets			
Investments	6	-	-
Current assets			
VAT recoverable		1,945	1,466
Other debtors		86,278	-
Total debtors		88,223	1,466
Cash at bank and in hand		9,762	24,500
		97,985	25,966
Creditors: amounts falling due within one year			
Corporation tax		21,056	2,103
Other creditors		15	371
Accruals		1,619	1,400
		(22,690)	(3,874)
Net assets		75,295	22,092
Capital and reserves			
Called up share capital	7	1	1
Profit and loss account	8	75,294	22,091
Equity shareholders' funds		75,295	22,092

These financial statements were approved by the board of directors on 20 June 2005 and were signed on its behalf by:

P. J. Bushnell

Patrick Bushnell
Director

Reconciliation of movements in shareholders' funds
for the year ended 31 December 2004

	2004	2003
	£	£
Profit for the financial year	83,203	4,905
Dividends	<u>(30,000)</u>	<u>(5,176)</u>
Net increase/(decrease) in shareholders' funds	53,203	(271)
Opening shareholders' funds	<u>22,092</u>	<u>22,363</u>
Closing shareholders' funds	<u>75,295</u>	<u>22,092</u>

Notes

(forming part of the financial statements)

1. Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules.

As a wholly owned subsidiary undertaking the company is exempt under section 228 of the Companies Act 1985 from any requirement to prepare consolidated financial statements for its group..

Furthermore, the company is exempt under Financial Reporting Standard 1 (revised 1996) from the requirement to prepare its own cash flow statement.

The company has not consolidated its sole subsidiary undertaking, Orchard Business Centre Redhill Limited, on the grounds of materiality in accordance with FRS 2. The company owns 100% of the share capital of the undertaking, which did not trade during the year.

In accordance with FRS 8, the company is exempt from the requirement to disclose related party transactions with subsidiary undertakings 90% or more of whose voting rights are controlled within the same group.

Fixed asset investments

Fixed asset investments are valued at cost less amounts written off for diminution in value.

Taxation

The charge for taxation is based on the profit for the period and takes into account taxation in accordance with FRS 19 "Deferred Tax". Deferred taxation is provided fully and on a non discounted basis at future corporation tax rates in respect of timing differences between profits computed for taxation and accounts purposes.

Turnover

Turnover represents the amounts (excluding value added tax) derived from the provision of goods and services to V.V. Redhill LP.

Notes (continued)

2. Profit on ordinary activities before taxation

	2004	2003
	£	£
<i>Profit on ordinary activities before taxation is stated after charging :</i>		
Fees payable to the manager	1,786	1,786
Auditors' remuneration:		
In capacity as auditors	1,040	950
Other services	540	450
	<hr/>	<hr/>

3. Remuneration of directors

None of the directors received any remuneration in the year to 31 December 2004 for their services (2003: £nil).

No emoluments have been received by any director (2003: £nil).

4. Staff number and costs

The company had no employees during the year to 31 December 2004 (2003: nil).

5. Tax on profit on ordinary activities

	2004	2003
	£	£
Tax charge for the year	<hr/> 35,658	<hr/> 2,103
	2004	2003
	£	£
Reconciliation of profit for tax charge:		
Profit on ordinary activities before taxation	<hr/> 118,861	<hr/> 7,008
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 30% (2003: 30%)	<hr/> 35,658	<hr/> 2,103

Notes (continued)

The company has no provided or unprovided deferred tax assets or liabilities. The tax charge represents 30% of the company's profit before taxation.

6. Fixed asset investments

The company has an investment of 1% in V.V. Redhill LP for which it acts as General Partner, which is held at nil value.

The company has a 100% subsidiary, Orchard Business Centre Redhill Limited, which holds the legal title of the property in V.V. Redhill LP. The subsidiary does not trade and is held at nil value.

7. Called up share capital

	2004 £	2003 £
<i>Authorised</i>		
Ordinary shares of £1 each	100	100
	<hr/>	<hr/>
<i>Allotted, called up and fully paid</i>		
Ordinary shares of £1 each	1	1
	<hr/>	<hr/>

8. Profit and loss account

	£
At 1 January 2004	22,091
Retained profit for the financial year	53,203
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At 31 December 2004	75,294
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Notes (continued)

9. Ultimate parent company and parent undertaking of which the company is a member

The company is a subsidiary undertaking of V.V. Immobilienverwaltungs GmbH incorporated in the Federal Republic of Germany and registered in Munich.

The largest group in which the results of the company are consolidated is that headed by the Bayerische Hypo- und Vereinsbank AG, incorporated in the Federal Republic of Germany and registered in Munich. The consolidated accounts of this group are available to the public.

The smallest group in which the results of the company are consolidated is that headed by Ergo Trust GP, incorporated in the Federal Republic of Germany and registered in Dusseldorf. The consolidated accounts of this group are available to the public.

Copies of the consolidated accounts can be obtained from Handelsregistergericht, Munich.