

Company Registration No: 3266758

DEVELOPMENT SECURITIES (No 5) LIMITED

Report and Financial Statements

31 December 2002



DEVELOPMENT SECURITIES (No 5) LIMITED

REPORT AND FINANCIAL STATEMENTS 2002

CONTENTS

	Page
Officers and Professional Advisors	1
Directors' Report	2
Statement of Directors' Responsibilities	4
Independent Auditors' Report	5
Profit and Loss Account	6
Balance Sheet	7
Statement of Total Recognised Gains and Losses	8
Reconciliation of Movement in Equity Shareholders Funds	8
Notes to the Accounts	9

DEVELOPMENT SECURITIES (No 5) LIMITED

REPORT AND FINANCIAL STATEMENTS 2002

OFFICERS AND PROFESSIONAL ADVISORS

DIRECTORS

M H Marx
Development Securities Estates PLC
M S Weiner

SECRETARY

S A Lanes

REGISTERED OFFICE

Portland House
Stag Place
London SW1E 5DS

BANKERS

Barclays Bank PLC
50 Pall Mall
London SW1A 1QB

SOLICITORS

Linklaters
1 Silk Street
London EC2Y 8HQ

AUDITORS

Deloitte & Touche LLP
Chartered Accountants
London

DEVELOPMENT SECURITIES (No 5) LIMITED

DIRECTORS' REPORT

The directors present their annual report and the financial statements for the year ended 31 December 2002.

PRINCIPAL ACTIVITIES AND REVIEW OF DEVELOPMENTS

On 23 April 2002, the company commenced trading following the acquisition of an investment property. The company's principal activity is property investment.

RESULTS AND DIVIDENDS

The results for the year are set out in the profit and loss account on page 6. The directors do not recommend the payment of a dividend (2001: £nil). The directors do not foresee any change in the future activities of the company.

DIRECTORS AND DIRECTORS' INTERESTS

The directors who held office during the year and to date, except as noted below, were as follows:

M H Marx
M S Weiner (appointed 23 April 2002)
Development Securities Estates PLC

None of the directors had any interests in the shares of the company nor any other Group company during the year except as noted below.

The interests of M H Marx at 31 December 2002 and 31 December 2001 in the 50p ordinary shares of Development Securities PLC, the ultimate parent company, and the options granted to him under that company's share option scheme are disclosed in the 2002 Report and Financial Statements of that Company.

M S Weiner is entitled to the following options granted by Development Securities PLC, including those issued during the year:

<i>Date of Grant</i>	<i>Number</i>	<i>Exercise Date</i>	<i>Exercise Price</i>
27 March 2001	58,651 ⁽¹⁾	27 March 2004 to 26 March 2011	341.0p
22 October 2002	2,450 ⁽²⁾	1 December 2005 to 31 May 2006	270.0p

- (1) Granted under the Executive Share Option Scheme 1995, with a performance condition that the net assets per ordinary share of the Development Securities PLC Group are equal to or in excess of the average growth in the All Properties Capital Growth Index during the same period over three consecutive financial years.
- (2) Granted under the Savings Related Option Scheme 1995.

None of the options above have been exercised or have lapsed during the year. The mid-market price of the shares at 31 December 2002 was 336.0 pence and the range during 2002 was 308.5 pence to 463.5 pence.

PAYMENT POLICY

Amounts due to suppliers are settled promptly by Development Securities PLC on behalf of the company within their terms of payment, except in cases of dispute. The number of creditor days outstanding for Development Securities PLC at 31 December 2002 was four days (2001: seven days).

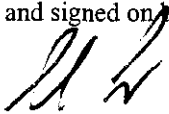
DEVELOPMENT SECURITIES (No 5) LIMITED

DIRECTORS' REPORT (continued)

AUDITORS

On 1 August 2003 Deloitte & Touche transferred their business to Deloitte & Touche LLP, a limited liability partnership incorporated under the Limited Liability Partnerships Act 2000. The company's consent has been given to treating the appointment of Deloitte & Touche as extending to Deloitte & Touche LLP with effect from 1 August 2003 under the provisions of section 26(5) of the Companies Act 1989. A resolution concerning the reappointment of Deloitte & Touche LLP is to be proposed at the forthcoming Annual General Meeting.

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



S A Lanes
Secretary

23rd October 2003

DEVELOPMENT SECURITIES (No 5) LIMITED

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 as at the end of the financial year and of its profit or loss for that year. 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 United Kingdom accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; 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 to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for the system of internal control, for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

DEVELOPMENT SECURITIES (No 5) LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF DEVELOPMENT SECURITIES (No 5) LIMITED

We have audited the financial statements of Development Securities (No 5) Limited for the year ended 31 December 2002 which comprise the profit and loss account, the balance sheet, the statement of total recognised gains and losses, the reconciliation of movements in shareholders' funds and the related notes 1 to 11. 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 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 financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibility is to audit the financial statements in accordance with relevant 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 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 and other members of the Group 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 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 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 the company's affairs as at 31 December 2002 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Deloitte & Touche LLP

Deloitte & Touche LLP

Chartered Accountants and Registered Auditor

London

23 October 2003

DEVELOPMENT SECURITIES (No 5) LIMITED

PROFIT AND LOSS ACCOUNT Year ended 31 December 2002

	Note	2002 £	2001 £
TURNOVER	1	637,664	-
Direct costs		<u>(77,003)</u>	<u>-</u>
GROSS PROFIT		560,661	-
Operating expenses		<u>(44,503)</u>	<u>-</u>
OPERATING PROFIT	2	516,158	-
Net interest payable and similar charges		<u>(343,919)</u>	<u>-</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE AND AFTER TAXATION AND RETAINED FOR THE FINANCIAL YEAR	9	<u><u>172,239</u></u>	<u><u>-</u></u>

All amounts derive from continuing operations.


DEVELOPMENT SECURITIES (No 5) LIMITED

BALANCE SHEET 31 December 2002

	Note	2002 £	2001 £
FIXED ASSETS			
Investment property	4	<u>10,400,000</u>	<u>-</u>
CURRENT ASSETS			
Debtors	5	175,886	2
Cash at bank		<u>105,141</u>	<u>-</u>
		281,027	2
CREDITORS: amounts falling due within one year	6	<u>10,089,711</u>	<u>-</u>
NET CURRENT (LIABILITIES)/ASSETS		<u>(9,808,684)</u>	<u>2</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>591,316</u>	<u>2</u>
CAPITAL AND RESERVES			
Called up share capital	7	2	2
Revaluation reserve	8	419,075	-
Profit and loss account	9	<u>172,239</u>	<u>-</u>
TOTAL EQUITY SHAREHOLDERS' FUNDS		<u>591,316</u>	<u>2</u>

The financial statements were approved by the Board of Directors on 23 October 2003.

Signed on behalf of the Board of Directors


M H Marx
Director

DEVELOPMENT SECURITIES (No 5) LIMITED

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES Year ended 31 December 2002

	2002 £
Profit for the financial year attributable to shareholders	172,239
Surplus on revaluation of investment property	<u>419,075</u>
Total recognised gains for the financial year	<u>591,314</u>

RECONCILIATION OF MOVEMENT IN EQUITY SHAREHOLDERS' FUNDS Year ended 31 December 2002

	2002 £
Profit for the financial year attributable to shareholders	172,239
Surplus on revaluation of investment property	<u>419,075</u>
Movement in equity shareholders' funds	591,314
Equity shareholders' funds at 1 January	<u>2</u>
Equity shareholders' funds at 31 December	<u>591,316</u>

DEVELOPMENT SECURITIES (No 5) LIMITED

NOTES TO THE ACCOUNTS

Year ended 31 December 2002

1 ACCOUNTING POLICY

Basis of preparation

The financial statements are prepared in accordance with applicable United Kingdom accounting standards under the historical cost convention on the going concern basis, as modified by the revaluation of investment properties.

The accounting policies adopted are consistent with the previous year.

Turnover

All turnover, comprising rental income stated net of Value Added Tax, derives from the company's principal activity carried out solely in the United Kingdom.

Investment properties

- (i) Investment properties are revalued annually by independent professional valuers on the basis of an open market valuation. Surpluses and deficits arising are transferred directly to the revaluation reserve unless the deficit is considered to be permanent, whereupon it is charged to the profit and loss account.
- (ii) Profits or losses on disposals of investment properties are calculated by reference to book value.
- (iii) In the light of the policy on revaluations, no depreciation or amortisation is provided in respect of freehold investment properties and leasehold investment properties with over 20 years to run. This treatment, as regards certain of the company's investment portfolio, may be a departure from the requirements of the Companies Act 1985 concerning depreciation of fixed assets. However, these properties are not held for consumption but for investment and the directors consider that systematic annual depreciation would be inappropriate. The accounting policy adopted is therefore necessary for the accounts to give a true and fair view. Depreciation or amortisation is only one of the many factors reflected in the annual valuation and the amount that might otherwise have been shown cannot be separately identified or quantified.

Deferred taxation

Deferred taxation is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements. Deferred tax is not provided on timing differences arising from the revaluation of fixed assets where there is no binding contract to dispose of these assets. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

2 OPERATING PROFIT

None of the directors received any emoluments from the company during the year (2001: £nil) for their services as directors.

The auditors' remuneration for the current and preceding financial year has been borne by Development Securities PLC, the ultimate parent company.

The company does not have any employees (2001: nil).

DEVELOPMENT SECURITIES (No 5) LIMITED

NOTES TO THE ACCOUNTS

Year ended 31 December 2002

3 TAXATION

No taxation charge arises on the profit for the year due to the surrender of losses from other group companies for nil consideration.

Factors effecting the tax charge for the current period

	2002	2001
	£	£
Profit on ordinary activities before tax	172,239	-
Tax at 30% thereon	51,672	-
Effect of:		
Group relief claimed for nil consideration	<u>(51,672)</u>	<u>-</u>
Current tax charge for the period	<u>-</u>	<u>-</u>

4 INVESTMENT PROPERTY

	Freehold £
At 1 January 2002	-
Additions	10,820
Transfers in from fellow subsidiary undertakings	9,970,105
Revaluation surplus	<u>419,075</u>
At valuation 31 December 2002	<u>10,400,000</u>

The historical cost of investment properties is £9,980,915 (2001: £nil).

The freehold investment property has been valued at 31 December 2002 by External Valuers: NAI Gooch Webster, Chartered Surveyors on the basis of Open Market Value in accordance with the Appraisal and Valuation Manual of the Royal Institution of Chartered Surveyors.

5 DEBTORS

	2002	2001
	£	£
Trade debtors	172,750	-
Other debtors	-	2
Prepayments and accrued income	<u>3,136</u>	<u>-</u>
	<u>175,886</u>	<u>2</u>

DEVELOPMENT SECURITIES (No 5) LIMITED

NOTES TO THE ACCOUNTS Year ended 31 December 2002

6 CREDITORS: amounts falling due within one year

	2002 £	2001 £
Trade creditors	5,897	-
Amounts owed to ultimate parent company	9,827,083	-
Other taxation and social security	38,918	-
Other creditors	3,500	-
Accruals and deferred income	<u>214,313</u>	<u>-</u>
	<u>10,089,711</u>	<u>-</u>

7 CALLED UP SHARE CAPITAL

	2002 £	2001 £
Authorised:		
100 Ordinary shares of £1 each	<u>100</u>	<u>100</u>
Called up, allotted and fully paid:		
2 Ordinary shares of £1 each	<u>2</u>	<u>2</u>

8 REVALUATION RESERVE

	2002 £
At 1 January	-
Surplus on revaluation of investment property	<u>419,075</u>
At 31 December	<u>419,075</u>

9 PROFIT AND LOSS ACCOUNT

	2002 £
At 1 January	-
Profit for the year	<u>172,239</u>
At 31 December	<u>172,239</u>

DEVELOPMENT SECURITIES (No 5) LIMITED

NOTES TO THE ACCOUNTS

Year ended 31 December 2002

10 ULTIMATE AND IMMEDIATE CONTROLLING PARTIES

The ultimate parent and controlling company of the largest group of which Development Securities (No 5) limited is a member and for which consolidated accounts are produced is Development Securities PLC. The immediate parent and controlling company of the smallest group of which Development Securities (No 5) limited is a member and for which consolidated accounts are produced is Development Securities (Investments) PLC. Both companies are registered in England and Wales and incorporated in Great Britain. Copies of the Report and Financial Statements of Development Securities PLC and Development Securities (Investments) PLC can be obtained from Portland House, Stag Place, London SW1E 5DS.

11 RELATED PARTY DISCLOSURE

The company is a wholly owned subsidiary undertaking and is thus exempt from the disclosure requirements of Financial Reporting Standard 8, "Related Party Disclosures", in accordance with paragraph 3(c) of the standard.