

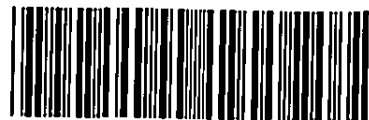
Ballymore Projects Limited

Directors' report and
financial statements

Year ended 31 March 2009

Registered number 03449402

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Ballymore Projects Limited

Directors' report and financial statements

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Ballymore Projects Limited

Directors and other information

Directors

A Earl
B Fagan
S Gavin
A Kelly
S Mulryan
J Turner
D. Brophy
D Badger

Registered office

St John's House
5 South Parade
Summertown
Oxford
OX2 7JL

Registered number

03449402

Secretary

B. Fagan

Auditor

KPMG
Chartered Accountants
1 Stokes Place
St Stephen's Green
Dublin 2

Solicitors

Howard Kennedy
Harcourt House
19 Cavendish Square
London W1A 2AW

Ballymore Projects Limited

Directors' report

The directors present their annual report and audited financial statements for the year ended 31 March 2009

Principal activity, results and dividend

The company did not trade during the year The directors do not recommend the payment of a dividend

Directors and secretary

The directors and secretary who held office at year end are listed on page 1.

Mr D Badger was appointed as a director of the company on 19 November 2008

Mr T Farrow resigned as a director of the company on 11 November 2008

Mr R Hardy resigned as a director of the company on 21 January 2009

Disclosure of information to auditor

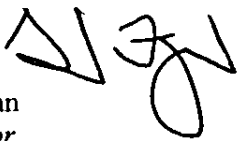
The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditor is unaware, and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be re-appointed and KPMG, Chartered Accountants, will therefore continue in office

On behalf of the board

B Fagan
Director



11 November 2009

Ballymore Projects Limited

Statement of directors' responsibilities

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial period. Under that law the directors have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice)

The financial statements are required by law to 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 these 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 UK 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 that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that its 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

On behalf of the board

B Fagan
Director





KPMG
Chartered Accountants
1 Stokes Place
St. Stephen's Green
Dublin 2
Ireland

Independent auditor's report to the members of Ballymore Projects Limited

We have audited the financial statements of Ballymore Projects Limited for the year ended 31 March 2009 which comprise the Profit and Loss Account, Balance Sheet and the related notes. 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 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 auditor

As described in the Statement of Directors' Responsibilities on page 3, the directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

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 whether, in our opinion, the information given in the Directors' Report is consistent with the financial statements. In addition, we report to you if, in our opinion, 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 other transactions 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.



Independent auditor's report to the members of Ballymore Projects Limited (continued)

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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 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, in accordance with UK Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 March 2009 and of its results for the year then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the Directors' Report is consistent with the financial statements

*Chartered Accountants
Registered Auditor*

11 November 2009

Dublin

Ballymore Projects Limited

Statement of accounting policies

for the year ended 31 March 2009

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 generally accepted accounting principles under the historical cost accounting convention and comply with financial reporting standards of the Accounting Standards Board as promulgated by the Institute of Chartered Accountants in England and Wales

Ballymore Projects Limited

Profit and loss account

for the year ended 31 March 2009

The company did not trade during the financial year or the previous financial year and received no income and incurred no expenditure. Consequently, the company made neither a profit nor a loss.

The company had no other recognised gains and losses nor any cashflow during this period and accordingly, no statement of total recognised gains and losses, reconciliation of movements in shareholders' funds or cash flow statement is presented.

On behalf of the board

B Fagan
Director

A handwritten signature in black ink, appearing to be 'B Fagan', written over the printed name.

Ballymore Projects Limited

Balance sheet

as at 31 March 2009

	<i>Note</i>	2009 £	2008 £
Current assets			
Debtors	2	287,679	287,679
Creditors: amounts falling due within one year	3	(30,000)	(30,000)
		<hr/>	<hr/>
Net assets		257,679	257,679
		<hr/>	<hr/>
Capital and reserves			
Called up share capital	4	2	2
Profit and loss account		257,677	257,677
		<hr/>	<hr/>
Shareholders' funds		257,679	257,679
		<hr/>	<hr/>

These financial statements were approved by the board of directors on 11 November 2009 and were signed on its behalf by

B Fagan
Director



Ballymore Projects Limited

Notes (forming part of the financial statements)

1 Statutory information

Audit fees are discharged by another group company The company has no employees No emoluments are paid to directors of the company

2 Debtors	2009	2008
	£	£
Amounts owed by group undertakings	287,679	287,679
	<hr/>	<hr/>
3 Creditors: amounts falling due within one year	2009	2008
	£	£
Other creditors including tax and social welfare	30,000	30,000
	<hr/>	<hr/>
4 Share capital	2009	2008
	£	£
<i>Authorised</i>		
1,000 ordinary shares of £1 each	1,000	1,000
	<hr/>	<hr/>
<i>Allotted, called up and fully paid</i>		
2 ordinary shares of £1 each	2	2
	<hr/>	<hr/>

5 Related parties and control

The company is a subsidiary of Ballymore Properties Limited, a company incorporated in England and Wales That company's parent is Ballymore Limited, a company incorporated in England and Wales, whose parent is Ballymore Properties Holdings Limited, a company incorporated in England and Wales The company's ultimate parent company is Ballymore Properties, a company incorporated in the Republic of Ireland The company was controlled throughout the period by Mr S Mulryan

The largest group in which the results of the company are consolidated is that headed by Ballymore Properties

The smallest group in which the results of the company are consolidated is that headed by Ballymore Properties Limited The consolidated financial statements of Ballymore Properties Limited are available from the company's registered office which is St John's House, 5 South Parade, Summertown, Oxford, OX2 7JL

The company has availed of the exemption available in FRS 8 – *Related Party Disclosures*, from disclosing transactions with Ballymore Properties Limited and its subsidiary undertakings

Ballymore Projects Limited

Notes *(continued)*

6 Post balance sheet events

There are no significant post balance sheet events which would materially affect the financial statements

7 Approval of financial statements

The directors approved the financial statements on 11 November 2009