### **COMPANY NUMBER: 3685715**

# CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2003

Directors:

M Blackwell

(Chairman)

Mrs E M Williams Mrs J M Sharp M J Foden R D A Lloyd J E Holyday

M C Blackwell

C Winter

(Appointed 1 May 2003)

Secretary:

M C Blackwell

Registered

Office:

Tauntfield South Road

Taunton Somerset TA1 3ND



#### **DIRECTORS' REPORT**

The directors submit herewith their report and consolidated financial statements for the year ended 31 December 2003.

#### Principal activities

The group's principal activities during the year were in building services and commercial property letting whilst its associated companies were engaged in property development and investment.

The group's headquarters are in Taunton and, except for a subsidiary based in Chard, all group and associated companies operate from Taunton.

#### Fair review of the business

The consolidated profit before tax is higher than that reported last year.

The plastering subsidiary achieved an exceptional level of profitability.

The electrical sub-contracting company and the builders merchants business both reported another good performance.

Unfortunately the structural steelwork subsidiary suffered a significant loss during the year. This was in part due to a very slow trading period in middle of the year. Additionally the company failed to achieve the level of recovery on a number of final account settlements that it had previously anticipated in its accounts. Notwithstanding the company's poor performance in 2003 it does have the benefit of a full order book and is now trading profitably.

Letting of investment properties continued at a high level and the rental income stream during the year was in line with expectations.

The group profit also includes a substantial contribution from the associated property companies which continue to achieve very satisfactory results.

As a result of the measures already taken the directors consider that the group is well placed for the future.

### **DIRECTOR'S REPORT (continued)**

#### Results and dividends

The consolidated group profit for the year after taxation amounted to £864000.

There was also a share of £125000 of the revaluation reserve realised in an associated company on the sale of investment property and £24000 of revaluation reserve realised on the sale of freehold property.

Dividends paid and proposed by the directors are as follows:-

	£	£
"A" Preference Shares		
Paid 30 June 2003 at 2.25% net	347	
Paid 17 December 2003 at 2.25% net	347	
		694
"B" Preference Shares		
Paid 30 June 2003 at 2.7% net	832	
Paid 17 December 2003 at 2.7% net	833	1665
		2359
Ordinary Shares		
Paid 11 August 2003 at 27.932p per share	57428	
Proposed 2003 at 30.600p per share	62913	120341
		122700
		=====

This leaves a balance of £890000 to be transferred to retained profits.

#### **DIRECTORS' REPORT (continued)**

#### Directors and their interests

The directors of the company who served during the year and their interests in the company's share capital at the beginning and end of the year were as follows.

	<u>Ordinary</u>	£1 shares	"A" Preferen	"A" Preference £1 shares "B" Prefe		erence £1 shares	
	<u>At 31</u>	<u>At</u>	<u>At 31</u>	<u>At</u>	<u>At 31</u>	<u><b>At</b></u>	
	<u>December</u>	1 January	<u>December</u>	<u> 1 January</u>	<u>December</u>	1 January	
	<u>2003</u>	<u>2003</u>	<u>2003</u>	<u>2003</u>	<u>2003</u>	<u>2003</u>	
Beneficial interests							
(including family							
interests)							
Mrs E M Williams	90800	90800	2530	2530	9440	9440	
Mrs J M Sharp	76050	76050	7 <b>8</b> 90	7890	6400	6400	
M Blackwell	6000	6000	-	-	-	-	
M J Foden	6000	6000	_	_	<del>-</del>	_	
R D A Lloyd	-	-	<u>.</u>	_	_	_	
J E Holyday	14750	14750	_	_	_	_	
C Winter	-	-	_	_	_	_	
M C Blackwell	_	_	_	_	_	_	
Other interests							
Mrs E M Williams							
)							
Mrs J M Sharp }	-	-	5000	5000	15000	15000	
M Blackwell }			2000	2000	15000	15000	
M J Foden	-	-	_	_	-	_	
R D A Lloyd	-	~	_	_	_	_	
J E Holyday	-	_	_	_	<del>-</del>	_	
C Winter	-	-	-	_	-	<del>-</del>	
M C Blackwell	-	-	-	-	-	-	

#### Close company

The company is a close company within the provisions of the Income and Corporation Taxes Act 1988.

M C Blackwell was appointed as a director on 1 May 2003.

All other directors held office throughout the year ended 31 December 2003.

#### **DIRECTORS' REPORT (continued)**

#### 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 group and of the profit or loss of the group 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 and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group 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 group and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

#### **Auditors**

In accordance with Section 385 of the Companies Act 1985, a resolution to re-appoint Messrs Amherst & Shapland as auditors will be put to the members at the annual general meeting.

By order of the board

M C Blackwel

21 April 2004

#### INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF

#### TAUNTFIELD LIMITED

We have audited the financial statements of Tauntfield Limited for the year ended 31 December 2003 which comprise the Profit and Loss Account, the Balance Sheet and the related notes set out on pages 1 to 21. These financial statements have been prepared under the historical cost convention and 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 Auditors

The Directors responsibilities for preparing the Financial Statements in accordance with applicable law and United Kingdom Accounting Standards are set out in the statement of Directors' Responsibilities in the Directors' Report.

Our responsibility is to audit the Financial Statements in accordance with relevant legal and regulatory requirements and United Kingdom 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 group 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 Group is not disclosed.

We read other information presented with the Financial Statements and consider whether it is consistent with the audited Financial Statements. The other information comprises only the Directors' Report. We consider the implications for our Report if we become aware of any apparent misstatements or material inconsistencies with the Financial Statements. Our responsibilities do not extend to any other information.

#### 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 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 affairs of the company and of the group as at Amherst & Shapland
Chartered Accountants
Registered A 31 December 2003 and of the profit of the group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Castle Lodge Castle Green Taunton Somerset

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#### CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2003

	Notes	2003 £000	2002 £000
TURNOVER	1	8674	9049
Cost of sales		6785	7115
GROSS PROFIT		1889	1934
Administrative expenses		2046	1952
		(157)	(18)
Rents receivable		212	204
OPERATING PROFIT	2	55	186
Profit on sale of fixed assets		112	64
Share of profits of associated companies		912	521
		1079	771
Interest payable	4	21	26
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		1058	745
Taxation on profit on ordinary activities	5	194	177
PROFIT FOR THE FINANCIAL YEAR ATTRIBUTABLE TO THE MEMBERS OF TAUNTFIELD LTD		864	568
DIVIDENDS	6	123	116
TRANSFERS FROM RESERVES		741	452
Gains realised on the sale of freehold properties	17, 18	24	-
Share of gain realised by associated companies on the sale of investment properties	17	125	110
TOTAL RETAINED PROFIT FOR THE YEAR ARISING FROM OPERATION	IS	890	562
PARENT COMPANY RETAINED PROFIT		245	74

The directors of the company have taken advantage of the exemption conferred by Section 230(4) of the Companies Act 1985 and accordingly have not prepared a separate profit and loss account for the parent company.

The notes on pages 6 to 21 form part of the consolidated financial statements.

### CONSOLIDATED BALANCE SHEET AS AT 31 DECEMBER 2003

		<u>Notes</u>	<u>2003</u>	_	<u>2002</u>	
FIXED ASSETS			£000	£000	£000	£000
Tangible assets						
Investment properties		7		1740		1567
Other freehold property		7		598		518
Plant, vehicles and equipment		8		331		339
				2669		2424
Intangible assets						
Investments		9		3938		3038
TOTAL FIXED ASSETS				6607		5462
CURRENT ASSETS						
Stock and work in progress		10	460		487	
Debtors		11	2345		2528	
			2805		3015	
CREDITORS - Amounts falling	g due within one year	12	2034		2344	
NET CURRENT ASSETS				771 		671
TOTAL ASSETS LESS CURR	RENT LIABILITIES			7378		6133
CREDITORS – Amounts fallin	g due after one year	13		55		86
PROVISION FOR LIABILITIE	ES AND CHARGES					
Deferred taxation		14		24		24
NET ASSETS				7299		6023
				====		====
CAPITAL AND RESERVES	aguit.	15		205		205
Called up share capital:	equity non-equity	15 15		205 47		205 47
	non equity	15				
				252		252
Revaluation reserve		17		1871		1487
Capital reserve		18 19		933 14		933 12
Share premium Profit and loss account		20		4229		3339
				~		
SHAREHOLDERS' FUNDS		16		7299 ====		6023

These financial statements were approved by the board of directors on 21 April 2004.

EM Williams )

Directors

M Blackwell )

The notes on pages 6 to 21 form part of the consolidated financial statements.

#### BALANCE SHEET AS AT 31 DECEMBER 2003

	<u>Notes</u>	2003 £000	£000	2002 £000	£000
FIXED ASSETS		2000	2000	2000	2000
Tangible assets Investment properties Other freehold property Plant, vehicles and equipment	7 7 8		1740 598 15 2353		1567 370 8  1945
Intangible assets Investments	9		666		666
TOTAL FIXED ASSETS			3019		2611
CURRENT ASSETS					
Debtors	11	249		100	
		249		100	
CREDITORS - Amounts falling due within one year	12	619		466	
NET CURRENT LIABILITIES			(370)		(366)
TOTAL ASSETS LESS CURRENT LIABILITIES			2649		2245
CREDITORS - Amounts falling due after one year	13		-		-
PROVISION FOR LIABILITIES AND CHARGES Deferred taxation	14		2649		2245
NET ASSETS	14		2625		2221
NET ASSETS			====		=====
CAPITAL AND RESERVES					
Called up share capital: equity non-equity	15 15		205 47		205 47
non equity	75		252		252
Revaluation reserve	17		485		325
Profit and loss account	20		1888		1644
SHAREHOLDERS' FUNDS	16		2625		2221

The parent company's profit for the financial year was £244607 (2002: £73527).

These financial statements were approved by the board of directors on 21 April 2004.

E M Williams

Directors

M Blackwell

The notes on pages 6 to 21 form part of the financial statements.

## CONSOLIDATED STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES FOR THE YEAR ENDED 31 DECEMBER 2003

	<u>2003</u>	<u>2002</u>
	£000	£000
Profit for the financial year	864	568
Unrealised surplus on revaluation of investment properties	-	325
Unrealised surplus on revaluation of investment properties by associated Companies	277	245
Taxation on gain arising on revalued amounts on sale of freehold property	-	-
Total recognised gains and losses relating to the year	1141	1138
Note of Historical Cost Profits and Losses	<u>2003</u>	<u>2002</u>
	£000	£000£
Reported profit on ordinary activities before taxation	1058	745
Realisation of property revaluation gains of previous years (net)	24	-
Realisation of property revaluation gains of previous years by associated companies on sale of investment properties.	125	110
Historical cost profit on ordinary activities before taxation	1207	855 ====
Historical cost profit for the year retained after taxation and dividends	890	562 ====

The notes on pages 6 to 21 form part of the consolidated financial statements.

### CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2003

	<u>Notes</u>	<u>2003</u>		2002	22.5
Net cash inflow from operating activities	26	£000	£000 390	£000	£000 201
Returns on investment and servicing of finance Interest paid Dividends received from associated undertakings		(21) 82		(26) 76	
Net cash inflow			61		50
Taxation paid Corporation tax recovered/(paid)			14		(56)
Investing activities Purchase of tangible fixed assets Expenditure on freehold property improvements Receipts from sales of freehold land and buildings Sales of other tangible fixed assets		(114) (23) 138 18		(243) (13) 64 36	
Net cash inflow/(outflow)			19		(156)
Net cash inflow before financing			484		39
Dividends paid			(118)		(115)
Financing New finance lease/HP finance Capital element of finance lease/HP payments		9 (34)		129 (15)	
Net cash (outflow)/inflow from financing	29		(25)		114
Increase in cash and cash equivalents	27, 28		341		38

The notes on pages 6 to 21 form part of the consolidated financial statements.

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## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2003

#### 1. ACCOUNTING POLICIES

#### Basis of preparation

The financial statements are prepared under the historical cost convention, as modified by the revaluation of investment properties and in accordance with applicable accounting standards. The true and fair override provisions of the Companies Act 1985 have been invoked in relation to investment properties.

#### **Basis of Consolidation**

The group financial statements have been prepared on a merger basis and consolidate the financial statements of Tauntfield Ltd and its subsidiary undertakings made up to 31 December 2003. Goodwill is written off upon acquisition to the profit and loss account and any premium arising upon acquisition ("negative goodwill") is transferred to capital reserves.

#### Associated companies

The group has a 28.1% interest in Blackdown Estates Limited. In accordance with recognised accounting practice the cost of this shareholding, amounting to £25000 has been increased to £2693000 to reflect the group's share of net assets including revaluation surplus; a profit of £329000 has been included in the profit and loss account representing the group share of the profit for the year ended 31 December 2003 and £244000 has been added to the revaluation reserve representing the group share of the increase in value of investment properties during that year.

The group has a 23.3% interest in Summerfield Developments (SW) Limited. In accordance with recognised accounting practice the cost of this shareholding, amounting to £12000 has been increased to £1244000 to reflect the group's share of net assets including revaluation surplus; a surplus of £396000 has been included in the profit and loss account representing the group share of the profit for the year ended 31 December 2003; and £33000 has been added to the revaluation reserve representing the group share of the increase in value of investment properties during that year.

#### Tangible fixed assets

Property is valued at historic cost or valuation as shown in note 7 to the financial statements. The surplus arising on revaluation of properties belonging to the parent company is included in the revaluation reserve in the consolidated accounts. The surplus arising on revaluation of properties belonging to subsidiaries is included in capital reserves, insofar as this relates to the period prior to acquisition by the group.

Depreciation is provided on all tangible fixed assets (other than investment properties and other freehold properties except as described below) at the following annual rates on the reducing balance basis in order to write off the cost less estimated residual value of each asset over its expected useful life:

Motor vehicles 30% Plant, machinery and office equipment 20%

Depreciation is provided on other freehold properties to the extent that it is perceived that a permanent diminution in value has occurred.

No further depreciation charge arises in respect of other freehold property as the estimated residual value of the property is not considered to be less than its depreciated cost.

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## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2003

#### 1. ACCOUNTING POLICIES (continued)

#### **Investment Properties**

Investment properties are stated at open market valuations made annually in accordance with Statement of Standard Accounting Practice Number 19 (Revised). Surpluses or deficits arising on the revaluation are dealt with in the investment property revaluation reserve unless a deficit, or its reversal, on an individual investment property is expected to be permanent, in which case it is recognised in the profit and loss account for the year.

In accordance with Statement of Standard Accounting Practice Number 19 (Revised), no depreciation has been provided on investment properties and associated plant. This is a departure from the Companies Act 1985 requirement to depreciate fixed assets having a limited useful economic life. The directors consider this departure is necessary for the purpose of giving a true and fair view.

If this departure from the Act had not been made, the profit for the financial year would have been reduced by depreciation. However, the amount of depreciation cannot reasonably be quantified because depreciation is only one of many factors reflected in the annual valuation and the amount which might otherwise have been shown cannot be separately identified or quantified.

#### Stocks and work in progress

Stocks and short-term contract work in progress:

Stocks and short-term contract work in progress are stated at the lower of cost and net realisable value. Cost comprises direct materials, labour, stores, sub-contract work, transport and machinery.

#### Long-term contract work in progress:

Long-term contract work in progress is stated at valuation, comprising total costs incurred, net of amounts transferred to the profit and loss account in respect of work carried out to date, less foreseeable losses and applicable payments on account. Cost comprises direct materials, labour, stores, sub-contract work, transport and machinery.

Profit on long-term contracts is accounted for once the outcome of a contract can be assessed with reasonable certainty and is based on the appropriate stage of completion of the contract.

Provision is made for foreseeable losses on all contracts based on the loss which is currently estimated to arise over the duration of any contract, irrespective of the amount of work carried out at the balance sheet date.

Contract valuations include the value of approved variations. Where the amount to be received in respect of these variations has not been settled, valuation is based on an estimate of the most likely settlement outcome in the light of current negotiations. Contract valuations also include claims to the extent that negotiations have reached an advanced stage and there is sufficient evidence of the acceptability of the claim in principle to the client with an indication of the amount involved also being available. Valuation is based on an estimate of the most likely settlement outcome in the light of current negotiations.

Amounts receivable on long-term contracts are included in trade debtors. The excess of the value of work done over amounts receivable is shown as amounts receivable on contracts under the heading of debtors, and the excess of amounts receivable over the value of work done is shown as payments on account under the heading of creditors.

#### 1. ACCOUNTING POLICIES (continued)

#### **Developments**

Developments are stated at the lower of cost and net realisable value. Development profits are taken on legal completion.

#### **Deferred Taxation**

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax, with the following exceptions:

- (i) provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold.
- (ii) deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.
- (iii) deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

#### Finance lease and hire purchase commitments

Assets obtained under finance leases and hire purchase contracts are capitalised in the balance sheet and depreciated over their useful lives. Finance charges have been calculated using the reducing balance method and charged to the profit and loss account for the year.

#### **Turnover**

Turnover represents the amounts derived from the provision of goods and services which fall within the group's ordinary activities, stated net of value added tax.

In respect of the group's building contracting activities, this represents the invoiced value of building work, excluding value added tax, adjusted for opening and closing contract work in progress.

#### 2. OPERATING PROFIT

	<u>2003</u>	<u>2002</u>
The group operating profit is arrived at after charging:	£000£	£000
Bad and doubtful debts	4	22
Depreciation of assets held under finance leases	25	28
Depreciation of other assets	75	83
Loss/(Profit) on disposal of assets	4	10
Auditors' remuneration	16	16
	====	===

#### 3. <u>DIRECTORS AND EMPLOYEES</u>

Employees	2002	2002
The average monthly number of employees (including directors) was:	2003 No.	<u>2002</u> No.
Operatives Administrative staff	42 57	43 57
	99	100
Staff costs (for the above persons):	2003 £000	<u>2002</u> £000
Wages and salaries Social security costs Other pension costs	2029 188 46	1875 170 46
	2263 ====	2091 ====
Directors' emoluments	2003 £000	2002 £000
The emoluments paid to the directors were:		
Emoluments for directors' services  Money purchase pension scheme contributions	95 4  99 =====	83 4  87
The number of directors for whom money purchase pension scheme contributions were paid during the year was:	3 ==	3 ==
4. <u>INTEREST PAYABLE</u>	<u>2003</u> £000	2002 £000
On bank overdrafts and loans repayable within 5 years On hire purchase agreements repayable within 5 years	12 9	20 5
On bank overdrafts and loans repayable after 5 years	21	26

TAXATION ON PROFIT ON ORDINARY ACTIVITIES  (a) Analysis of charge in period	2003 £000	2002 £000
Current tax: UK corporation tax on profits of the period	22	16
Share of tax on associated companies results	188	46 135
Adjustments in respect of previous periods		
Adjustments in respect of previous periods	(16)	(4)
Total current tax (note 5 (b))	194	177
(b) Factors affecting the taxation charge for the period		
The tax assessed for the period is lower than the standard rate of corporation tax in the UK explained below:	(30%). The difference	es are
•	2003	2002
	£000	£000
Profit on ordinary activities before tax	1058 =====	745 =
Profit on ordinary activities at the standard rate of corporation tax in the UK of		
30% (2002 : 30%) Effects of:	317	224
Expenses not deductible for tax purposes	2	11
Capital allowances for period in excess of depreciation	(4)	12
Net taxable gains and indexation allowances on disposal of investment properties	(10)	-
Utilisation of tax losses	(29)	(38)
Small companies marginal relief	(5)	(7)
Tax credits on dividends received	(31)	(24)
Adjustments attributable to associated companies	(30)	3
Adjustments to tax charge in respect of previous periods	(16)	(4)
Current tax charge for period (note 5 (a))	194	177

#### (c) Factors that may affect future tax charges

No provision has been made for deferred tax on gains recognised on revaluing freehold investment property to its market value. Such tax would become payable only if the property were sold without it being possible to claim rollover relief. The total amount unprovided for is £225000 (2002:£205000). At present it is not envisaged that any tax will become payable in the foreseeable future.

#### 6. **DIVIDENDS**

	<u>2003</u>	<u>2002</u>
	£000	£000
Ordinary shares		
Paid 11 August 2003 at 27.932p per share	58	56
Proposed at 30.6 per share	63	58
	121	114
Preference shares paid		
A at 4.5% net (2002: 4.5%)	1	1
B at 5.4% net (2002: 5.4%)	1	1
	*	
	123	116
	==	==

#### 7. PROPERTY

	<u>Freehold</u>	<u>Other</u>	
GROUP	<u>Investment</u>	Freehold	<u>Total</u>
	<u>Property</u>	<b>Property</b>	
COST OR VALUATION	£000	£000	£000
At 1 January 2003	1567	518	2085
Additions	13	10	23
Disposals	-	(25)	(25)
Surplus on revaluation	160	95	255
At 31 December 2003	1740	598	2338
	====	====	====
The historical cost of properties included at			
valuation is as follows:-			
	£000£	£000	£000
At 31 December 2003	788	167	955
At 51 December 2005	766	====	933
At 31 December 2002	775	183	958
At 31 December 2002	173 ====	163	930
			<del></del>

The freehold investment properties are included at open market value and are based on directors valuations as at 31 December 2003. In determining these valuations the directors have made use of discounted cash flow methodology and key assumptions made concerned the level of existing rents, the market sectors in which the existing tenants operate and the discount rates.

Other freehold properties owned by the parent company were revalued in accordance with open market professional valuations by independent commercial surveyors on 31 December 1988, 27 March 1996 and February 2004.

PARENT COMPANY	<u>Freehold</u>	<u>Other</u>	
	<b>Investment</b>	<u>Freehold</u>	<u>Total</u>
	<b>Property</b>	<b>Property</b>	
	£000	£000	£000
COST OR VALUATION			
At 1 January 2003	1567	370	1937
Transferred from a subsidiary	-	243	243
Additions	13	10	23
Surplus on revaluation	160	-	160
Disposals	-	(25)	(25)
At 31 December 2003	1740	598	2338
	=====	====	====
The historical cost of properties included at valuation is as follows:-			
	£000	£000	£000
At 31 December 2003	788	167	955
	====	====	====
At 31 December 2002	775	106	881
	====	====	====

The freehold investment properties are included at open market value and are based on directors' valuations as at 31 December 2003. In determining these valuations the directors have made use of discounted cash flow methodology and key assumptions made concerning the level of existing rents, the market sectors in which the existing tenants operate and the discount rates.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2003

### 8. PLANT, VEHICLES AND EQUIPMENT

		Group			Parent Compa	ny
	Motor vehicles	Plant and machinery	<u>Total</u>	Motor vehicles	Plant and machinery	<u>Total</u>
	£000	£000	£000	£000	£000	£000
COST						
At 1 January 2003 Additions at cost Transfer from group companies Disposals at cost	324 43 - (52)	483 71 - (7)	807 114 - (59)	1 - 22 (6)	19 2 -	20 2 22 (6)
At 31 December 2003	315	547 ====	862	17 ====	21 ====	38
DEPRECIATION						
At 1 January 2003 Accumulated depn on transfer from group companies	173	295	468	12	12	12 12
Charge for the year Disposals	49 (30)	51 (7)	100 (37)	1 (4)	2 -	3 (4)
At 31 December 2003	192	339	531	9	14	23
NET BOOK VALUE						
31 December 2003	123	208	331	8	7	15
31 December 2002	151	188	339	1	7 ====	8

Plant, vehicles and equipment held under finance leases included in the above costs for the group amounted to £149000 (2002 £155000) with accumulated depreciation of £51000 (2002: £30000) and net book value of £ 98000 (2002: £125000).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2003

9. <u>FIXED ASSET I</u>	<u>NVESTMENTS</u>	% c					
<u>GROUP</u>		Voting : 2003	rights <u>2002</u>	% of issue 2003	d capital <u>2002</u>	2003	2002
ASSOCIATED COM	MPANIES	<u>2005</u> %	<u>2002</u> %	<u>2003</u> %	<u>2002</u> %	£000	£000
Blackdown Estates l	Ltd						
214992 (2002:21499 Share of reserves:	92) ordinary shares of £1 each Revenue Property revaluation Other capital	28.1	28.1	28.1	28.1	25 2048 619 1  2693	25 1750 444 1  2220
Summerfield Develo	opments (SW) Ltd						
114120 (2002 : 1141 Share of reserves:	20) ordinary shares of £1 each Revenue Property revaluation Other capital	23.3	24.1	23.3	24.1	12 1016 203 14	12 567 227 12
						1245	818
						3938	3038
Details of the aggres	gate results of associated companie	s are as fol	llows:			2003 £'000	2002 £'000
Turnover						23026	8846
Fixed assets Current assets Liabilities due withi Liabilities due after						15676 14322 5993 8047	13896 19084 11442 9762
Details of the results	s of Blackdown Estates Ltd are as f	follows:				2003 £'000	2002 £'000
Turnover Profit before tax Taxation Profit after tax						3054 1584 195 1389	400 993 209 784
Fixed assets Current assets Liabilities due withi Liabilities due after	· · · · · · · · · · · · · · · · · · ·					11765 3743 1944 3482	8867 4746 1876 3438

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2003

#### 9. FIXED ASSET INVESTMENTS (continued)

PARENT COMPANY	No. Shares		% Voting		% of issued or capital %	dinary %		
	2003	2 <u>002</u>	2003	2002	2003	2002	<u>20</u> 03	2002
	2005	2002	<u>=000</u>	2002	2000	= 0.00	£000	£000
SUBSIDIARIES								
Spiller & Webber Ltd								
Ordinary shares of £1	85000	85000	100	100	100	100	612	612
Quantock Finishings Ltd								
Ordinary shares of £1	7000	7000	100	100	100	100	-	-
R S L (South West) Ltd								
Ordinary shares of £1	5720	5720	100	100	100	100	_	_
Preference shares of £1	4995	4995	_	_	-	-	1	1
Taunton Electrical Services Ltd								
Ordinary shares of £1	16000	16000	100	100	100	100	16	16
WSS Investments Ltd								
Ordinary shares of £1	2	2	100	100	100	100	-	-
TOTAL OF SUBSIDIARIES							629	629
ASSOCIATED COMPANIES								
Blackdown Estates Ltd								
Ordinary shares of £1 Summerfield Developments (SW) Ltd	214992	214992	28.1	28.1	28.1	28.1	25	25
Ordinary shares of £1	114120	114120	23.3	24.1	23.3	24.1	12	12
TOTAL OF ASSOCIATED COMPANIES							37	37
COMPANIES							31	31
TOTAL OF INVESTMENTS							666 ====	666 ====

All subsidiaries and associates are incorporated and operate in the United Kingdom. All the activities of the subsidiary and associated companies are in building and associated services. All the subsidiary undertakings are included in the consolidated accounts.

WSS Investments Ltd is a dormant company.

All shares included in fixed asset investments are fully paid.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2003

10. STOCK AND WORK IN PROGRESS	Gro	oup	Parent company		
	<u>2003</u>	2002	2003	2002	
	£000	£000	£000	£000	
Stocks: Raw materials and consumables	35	34	-	_	
Goods for resale	425	453	-	-	
	460	487	-	-	
	<del>#===</del>	====		====	
11. <u>DEBTORS</u>	<u>G</u> :	roup	Parent Cor	npany	
	<u>2003</u>	<u>2002</u>	<u>2003</u>	<u>2002</u>	
	£000	£000	£000	£000	
Trade debtors	1428	1699	49	35	
Amounts recoverable on contracts	405	541	-	-	
Other debtors	90	72	16	14	
Prepayments	82	65	7	6	
Cash at bank and in hand	220	53	10	_	
Advance corporation tax recoverable after one year	32	69	-	-	
Corporation tax recoverable	7	-	7	_	
Owed by associated undertakings	81	29	122	44	
Owed by group undertakings	-		38	1	
Owed by group undertakings					
	2345	2528	249	100	
	2545	====	249 ====	====	
12. CREDITORS: Amounts falling due within one year			D C		
		roup	Parent Con	•	
	<u>2003</u>	<u>2002</u>	<u>2003</u>	<u>2002</u>	
	£000	£000	£000	£000	
Bank overdrafts	2	176	-	26	
Dividends	63	58	63	57	
Trade creditors	1173	1532	3	9	
Payments on account of contracts	131	58	-	-	
Social security and other taxes	153	158	14	14	
Corporation tax	39	56	23	15	
Hire purchase and leasing obligations	37	31	-	_	
Other creditors	76	11	65	46	
Accruals and deferred income	298	248	96	78	
Owed to associated undertakings	62	16	50	4	
Owed to group undertakings	-	-	305	217	
	2034	2344	619	466	
	2034	2344 ====	====	====	

Bank overdrafts and the bank loan are secured by fixed charges on property, plant and debtors and by floating charges on other assets of the company and its subsidiaries. Hire purchase and leasing obligations are secured by a fixed charge on the relevant assets.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2003

10	CDEDITION		C 111 1	C.
1.4	CREDITORS	· Amounts	talling due	after one year
LJ.	CITEDITORS	. rmiounts	raining auc	urtor one year

13. CREDITORS. Amounts faming due after one year	Gra		Parent Company		
	Group				
	<u>2003</u>	<u> 2002</u>	<u>2003</u>	<u>2002</u>	
	£000	£000	£000	£000	
Hire purchase and leasing obligations due within 5 years	55	86	-	-	
	55	86	-	-	
	====	===	====	====	
Analysis of hire purchase and leasing obligations: Borrowings are repayable within:					
1 year	37	31	-	-	
2-5 years	55	86	-	-	
	92	117	-	-	
	====	====	· ====	====	

Hire purchase and leasing obligations are secured by a fixed charge on the relevant assets.

### 14. PROVISION FOR DEFERRED TAXATION

	Group		Parent Company		
	<u>2003</u>	<u>2002</u>	<u>2003</u>	2002	
	£000	£000	£000	£000	
Accelerated capital allowances on capital expenditure	24	24	24	24	
Accelerated capital allowances on capital expelluture	===	∠ <del>4</del> ==≈	24 ===	∠4 ===	
At 1 January 2003	24	24	24	24	
Deferred tax charge in profit and loss account for the period	-	-	-	-	
At 31 December 2003	24	24	24	24	
	===	====	===	===	

15. SHARE CAPITAL	<u>A</u>	<u>uthorised</u>	Allotted, called up, issued and fully paid		
	2003	<u>2002</u>	<u>2003</u>	2002	
	£000	£000	£000	£000	
£1 ordinary shares	951	951	205	205	
£1 "A" preference shares	16	16	16	16	
£1 "B" preference shares	33	33	31	31	
	1000	1000	252	252	

All ordinary shares rank pari passu.

The "A" preference shares are non cumulative, pay a gross dividend at the rate of 5% per annum, and rank first in the event of a winding up. The "B" preference shares are non cumulative, pay a gross dividend at the rate of 6% per annum, and rank second in the event of a winding up. Neither "A" nor "B" preference shares carry voting rights.

#### 16. SHAREHOLDERS' FUNDS

10. STERRETTOLDERS TONDS	Group		Parent Company		
Equity shareholders' funds	<u>2003</u>	<u>2002</u>	2003	2002	
- w	£000	£000	£000	£000	
Reconciliation of movements					
Profit for financial year	864	568	367	190	
Dividends	(123)	(116)	(123)	(116)	
	741	452	244	74	
Unrealised surplus on revaluation of investment properties	, , ,			, .	
by associated companies	278	245	-	-	
Unrealised surplus on revaluation of investment properties	255	325	160	325	
Share of share premium in associated company	2	1	-	-	
	1276	1023	404	399	
Opening equity shareholders' funds	5976	4953	2174	1775	
Closing equity shareholders' funds	7252	5976	2578	2174	
Non equity shareholders' funds					
"A" preference shares	16	16	16	16	
"B" preference shares	31	31	31	31	
Total shareholders' funds	7299	6023	2625	2221	
	<del>=,==</del> =	====	====	====	

17. <u>REVALUATION RESERVE</u>				
	<u>G</u>	roup	<u>Par</u>	
	2003	<u>2002</u>	<u>Com</u> 2003	<u>2002</u>
	£000	£000	£000	£000
At 1 January 2003	1487	1027	325	_
Realised gain transferred to revenue reserve	(24)	-	-	-
Share of realised gains transferred to revenue reserve by	( <b></b> .			
associated company	(125)	(110)	-	-
Surplus arising on revaluation of investment properties by associated companies	278	245	_	_
Surplus arising on revaluation of investment properties	255	325	160	325
At 31 December 2003	1871 ====	1487 ====	485 ====	325
Represented by:				
	952	703	485	325
Investment property revaluation reserve Share of associated company investment property	932	792	403	323
revaluation reserve	625	472	_	_
Other revaluation reserve	294	223	-	-
	1871	1407	485	225
	====	1487 ====	463 ====	325
18. <u>CAPITAL RESERVE</u>	<u>G</u> :	rou <u>p</u>	Pare	<u>ent</u>
			<u>Com</u>	
	2003	<u>2002</u>	<u>2003</u>	<u>2002</u>
	£000	000£	£000	£000
At 1 January 2003	933	830	_	_
Share of retained profits converted to share capital following				
scrip issue by associated company Share	-	103	-	-
A. 21 D		022		
At 31 December 2003	933	933 ====	<del>-</del> =====	====
	<u>G</u>	iroup	Pare	<u>ent</u>
	****	2002	Com	
		<u>2002</u>	<u>2003</u>	2002
	2003		<del>ር</del> በባባ	
19. <u>SHARE PREMIUM</u>	£000	£000	£000	£000
	£000	£000	£000	£000
At 1 January 2003			£000 - -	£000 - -
	£000	£000		
At 1 January 2003	£000	£000	£000 - - 	

20. PROFIT AND LOSS ACCOUNT	Group		<u>-</u>	
	2003 £000	<u>2002</u> £000	2003 £000	2002 £000
At 1 January 2003	3339	2880	1644	1570
Retained profit for the year	741	452	244	74
Transfers from reserves				
Transfer from revaluation reserve	24	-	-	-
Share of realised gain transfer from revaluation reserve in associated company	125	110	-	-
Share of retained profits converted to share capital following scrip issue by associated company	-	(103)	-	-
At 31 December 2003	4229	3339	1888	1644

#### 21. CONTINGENT LIABILITIES

At 31 December 2003 there were no bank indemnities in respect of performance bonds Nil. (2002: £17468).

#### 22. FINANCIAL COMMITMENTS

At 31 December 2003 there were no capital commitments contracted for Nil. (2002 - £Nil).

## 23. <u>NET LEASING OBLIGATIONS</u>

Amounts due on assets acquired under hire purchase and finance leases:		Par	Parent Company	
	<u>2003</u>	<u>2002</u>	2003	<u>2002</u>
	£000	£000	£000	£000
Under 1 year	37	31	-	~
2 - 5 years	55	86	-	~
Over 5 years	-	-	-	~
	92	117	-	-
	====	***===	====	====:

TAUNTFIELD LTD Page 20

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2003

#### 24. PENSION SCHEME

#### **Defined Contribution Scheme**

The group operates defined contribution pension schemes and a group personal pension scheme. The assets of the schemes are held separately from the assets of the group in independently administered funds. The pension cost charge representing the contributions payable by the company to the funds amounted to £46000 (2002: £46000).

#### Defined Benefit Scheme

The group also operated a pension scheme providing benefits based on final pensionable pay. The members of the scheme were those employed by Dyer Ltd prior to 29 May 1989 together with certain other group employees. The assets of the scheme are held separately from those of the group, being invested with an insurance company.

With effect from 30 September 1996 the scheme was discontinued and is in the process of being wound up. An actuarial valuation as at 6 February 1998 confirmed that the scheme is sufficiently funded to meet all known liabilities.

In arriving at the scheme valuation, the actuary:

- i) ignored the effect of any legislation, not yet in force at the date of the valuation, altering the priorities given to the various classes of liability under the scheme;
- ii) adopted the assumptions specified at the date of the valuation by the OPB in Appendix 2 of Memorandum No. 76 in regard to any state scheme premiums assumed to be payable on wind-up;
- iii) assumed that neither the members nor the employer will pay any further amounts to the scheme.

The pension cost charge for the year was £Nil (2002: £Nil).

#### 25. RELATED PARTY TRANSACTIONS

The parent company, Tauntfield Ltd, is taking advantage of the disclosure exemption conferred by Financial Reporting Standard 8 "Related Party Transactions" in relation to its subsidiary undertakings on the grounds that it controls more than 90% of the voting shares of those subsidiary undertakings.

During the year no contracts or transactions were entered into by the parent company, Tauntfield Ltd, in which either its directors or any of its subsidiary or associated undertakings had a material interest.

## 26. <u>RECONCILIATION OF OPERATING PROFIT TO NET CASH FLOW FROM OPERATING ACTIVITIES</u>

	<u>2003</u>	<u>2002</u>
	£000	£000
Operating profit	55	186
Depreciation charges	100	111
Loss on sale of assets	4	10
Decrease/(Increase) in stocks and work in progress	27	(41)
Decrease/(Increase) in debtors	334	(254)
(Decrease)Increase in creditors	(130)	189
Net cash inflow from operating activities	390	201
-	====	====

#### 27. ANALYSIS OF CHANGES IN CASH AND CASH EQUIVALENTS DURING THE YEAR

	<u>2003</u>	<u>2002</u>
	£000	£000
Balance at 1 January 2003	(123)	(161)
Net cash increase in cash and cash equivalents	341	38
-		
Balance at 31 December 2003	218	(123)
		====

## 28. <u>ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS AS SHOWN ON THE BALANCE SHEET</u>

	<u>2003</u>	Change in	<u>2002</u>	Change in	<u>2001</u>
	cono	Year	6000	Year	0000
	£000	£000	£000	£000	£000
Cash at bank and in hand	220	167	53	(27)	80
Bank overdrafts	(2)	174	(176)	65	(241)
	218	341	(123)	38	(161)
	====	====	====	=====	====

#### 29. ANALYSIS OF CHANGES IN FINANCING DURING YEAR

	<u>2003</u>			<u>2002</u>	
	<u>Share</u>	Loans and	Share	Loans and	
	<u>Capital</u>	<u>Finance</u>	<u>Capital</u>	<u>Finance</u>	
		Lease/HP		<u>Lease/HP</u>	
		<u>Obligations</u>		<u>Obligations</u>	
	£000	£000	£000	£000	
Balance 1 January 2003	252	117	252	3	
Capital element of finance lease/HP payments	-	(34)	-	(15)	
New HP finance to acquire fixed assets	-	9	-	129	
Balance at 31 December 2003	252	92	252	117	
	====	====	====	====	

#### DETAILED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2003

TURNOUER	£	2003 £	£	<u>2002</u> £
TURNOVER COST OF SALES – release of provision		-		(26121)
GROSS MARGIN PERSONNEL COSTS		-		(26121)
Staff Salaries	104814		64081	
Less: Recharged	13263		12466	
	01551		51615	
Directors' Salaries	91551 97779		90241	
Pensions	10122		6382	
Private Medical Insurance	8218		8191	
OTHER OPERATING EXPENSES	**********	207670		156429
Subscriptions and Donations	3675		4037	
Insurance	6293		4124	
Telephone & Postage	2030		2006	
Stationery and Printing	95		136	
Bank Charges	624 5000		1402 4825	
Audit Travelling and Entertaining	8036		5771	
Sundry	1026		872	
Legal and Professional	18376		49189	
Depreciation	2607		2459	
Rates & Office Costs	7664		8591	
Provision for doubtful debt  Bad debts written off	(1787) 1787		840 947	
Provision for staff termination costs	8134		947	
10.000 07.000		63560		85199
		(0.51.60.0)		
		(271230)		(215507)
Management Charges (net) - Subsidiaries	36377		19500	
- Associates	3258		(21782)	
- Other	3676	10011	7680	£200
Dividends from subsidiaries		43311 175600		5398 70750
Dividends from associates		103376		80464
Interest Receivable		3220		-
Net Rents				
Gross	228445		215975	
Less Expenses	16220	212225	(12125)	202950
Profit on Sale of Assets		212225 111590	*******	203850 64195
Light on and of Mastra				
		378092		209150
Interest Payable		866		3494
				*****
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION  Tax on Profit on Ordinary Activities		377226		205656
Corporation Tax	26412		16504	
Corporation tax prior year adjustment	(16493)	9919	(263)	16241
	<del></del>			10241
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		367307		189415
DIVIDENDS				
Preference	2359		2359	
Ordinary	120341		113529	
		122700		115888
RETAINED PROFIT FOR THE YEAR		244607		73527
UNAPPROPRIATED PROFIT BROUGHT FORWARD		1643893		1570366
ORALL NOUMATED FROM IT DROUGHT FOR WARD		10-3093		15/0500
UNAPPROPRIATED PROFIT CARRIED FORWARD		£1888500		£1643893

## $\underline{\textbf{TAUNTFIELD LTD}}$

### PARENT COMPANY BALANCE SHEET AS AT 31 DECEMBER 2003

	2003 £	2002 £
FIXED ASSETS		
Tangible assets:		
Investment properties	1740000	1567219
Freehold property	597777	370318
Plant, vehicles and equipment	15143	7669 
Total tangible assets	2352920	1945206
Investments	665770	665770
TOTAL FIXED ASSETS	3018690	2610976
CURRENT ASSETS	<del></del>	
Debtors	249553	100471
	249553	100471
CREDITORS - Amounts falling due within one year	618963	466716
NET CURRENT LIABILITIES	(369410)	(366245)
TOTAL ASSETS LESS CURRENT LIABILITIES	2649280	2244731
CREDITORS - Amounts falling due after one year	-	-
	2649280	2244731
PROVISION FOR LIABILITIES AND CHARGES		
Deferred taxation	24000	24000
NET ASSETS	£2625280	£2220731
	=====	=======
CAPITAL AND RESERVES		
Called up share capital : equity	205600	205600
non-equity	46260	46260
Revaluation reserve	484920	324978
Profit and loss account	1888500	1643893
SHAREHOLDERS' FUNDS	£2625280	£2220731
	==::	======

This page does not form part of the statutory accounts.