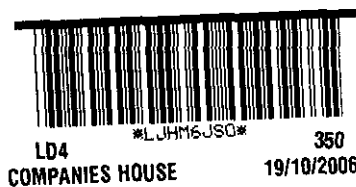


# **MOORFIELD CAPITAL PARTNERS TRADING LIMITED**

## **ANNUAL REPORT**

**Year ended 31 December 2005**



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## COMPANY INFORMATION

|                   |   |
|-------------------|---|
| Directors         | Timothy Sanderson<br>Charles Cade   |
| Secretary         | Timothy Sanderson   |
| Registered office | Premier House<br>44-48 Dover Street<br>London W1S 4NX                                   |
| Registered number | 3687650   |
| Auditors          | RSM Robson Rhodes LLP<br>Chartered Accountants<br>30 Finsbury Square<br>London EC2P 2YU |
| Bankers           | Lloyds TSB Bank Plc<br>1 Hay's Lane<br>London SE1 2HA                                   |

## REPORT OF THE DIRECTORS

The directors present their report and the audited financial statements for the period ended 31 December 2005.

### Principal activities

The principal activity of the Company is investment in a limited partnership.

### Results and dividends

The results for the period ended 31 December 2005 are set out in the Profit and Loss Account on page 4. The directors do not recommend the payment of a dividend (2004: £nil).

### Directors

The present directors of the Company are set out on page 1. None of the directors had an interest in the shares of the Company.

### Statement of directors' responsibilities for the Annual Report

The directors are responsible for preparing the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice.

Company law in the United Kingdom 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 these financial statements, the directors have:

- selected suitable accounting policies and applied them consistently;
- made judgements and estimates that are reasonable and prudent;
- followed applicable United Kingdom accounting standards; and
- prepared the financial statements on the going concern basis.

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 safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

### Auditors

The auditors, RSM Robson Rhodes LLP are willing to continue in office, and a resolution to reappoint them will be proposed at the Annual General Meeting.

### Approval

The report of the directors was approved by the Board on 11 October 2006 and signed on its behalf by:



Timothy Sanderson  
Secretary

## INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF MOORFIELD CAPITAL PARTNERS TRADING LIMITED

We have audited the financial statements on pages 4 to 8. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the Company's shareholders, 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 shareholders 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 shareholders 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 Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards are set out in the Statement of Directors' Responsibilities.

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 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 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.

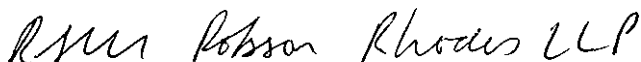
### **Basis of audit opinion**

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 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, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of affairs of the company as at 31 December 2005 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



RSM Robson Rhodes LLP  
Chartered Accountants and Registered Auditors  
London, England  
11 October 2006

## PROFIT AND LOSS ACCOUNT

for the year ended 31 December 2005

|  | Note | 2005<br>£'000 | 2004<br>£'000 |
|--|------|---------------|---------------|
| <b>Turnover</b>                                      |      |               |               |
| Income from associated undertakings                  |      | 2,616         | -             |
|  |      | <hr/>         | <hr/>         |
| <b>Operating profit</b>                              |      | 2,616         | -             |
| Interest receivable                                  | 2    | 306           | 119           |
|  |      | <hr/>         | <hr/>         |
| <b>Profit on ordinary activities before taxation</b> |      | 2,922         | 119           |
| Taxation   | 3    | -             | -             |
|  |      | <hr/>         | <hr/>         |
| <b>Profit on ordinary activities after taxation</b>  | 8    | 2,922         | 119           |
|  |      | <hr/>         | <hr/>         |

All activities are continuing activities.

There were no gains and losses other than those shown above.

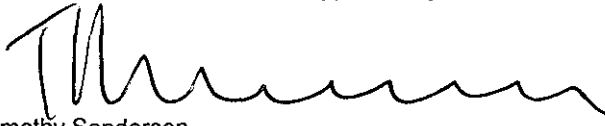
The notes on pages 6 to 8 form part of these financial statements.

# **BALANCE SHEET**

at 31 December 2005

|   | Note | 2005<br>£'000 | 2004<br>£'000 |
|---|------|---------------|---------------|
| <b>Fixed assets</b>                                   |      |               |               |
| Investments   | 4    | -             | -             |
| <b>Current assets</b>                                 |      |               |               |
| Debtors   | 5    | 4,803         | 1,881         |
| <b>Creditors: Amounts falling due within one year</b> | 6    | (15)          | (15)          |
| <b>Net assets</b>                                     |      | 4,788         | 1,866         |
| <b>Capital and reserves</b>                           |      |               |               |
| Called up share capital                               | 7    | -             | -             |
| Profit and loss account                               | 8    | 4,788         | 1,866         |
| <b>Shareholders' funds</b>                            | 9    | 4,788         | 1,866         |

The financial statements were approved by the Board on 11 October 2006 and signed on its behalf by.

  
 Timothy Sanderson  
 Director

The notes on pages 6 to 8 form part of these financial statements.

**NOTES TO THE FINANCIAL STATEMENTS**

for the year ended 31 December 2005

**1. ACCOUNTING POLICIES****Basis of accounting**

The financial statements are prepared under the historical cost convention in accordance with applicable accounting standards.

**Income**

*Dividend income is recognised in the profit and loss account when received.*

**Investments**

Investments are stated at cost less provision for impairment where necessary to reduce book value to recoverable amount. Cost is purchase price including acquisition expenses.

**Deferred taxation**

The payment of taxation is deferred or accelerated because of timing differences in the treatment of certain items for taxation and accounting purposes. Full provision for deferred taxation is made under the liability method, without discounting, on all timing differences that have arisen, but not reversed by the balance sheet date, unless such provision is not permitted by FRS 19. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered.

**2. INTEREST RECEIVABLE**

|   | 2005<br>£'000 | 2004<br>£'000 |
|---|---------------|---------------|
| Amounts receivable from group companies | 306           | 119           |

**3. TAXATION**

|  | 2005<br>£'000 | 2004<br>£'000 |
|--|---------------|---------------|
| <b>United Kingdom Corporation Tax</b>          |               |               |
| Current tax on income for the year             | -             | -             |
| Deferred taxation                              | -             | -             |
| <b>Taxation on ordinary activities</b>         | -             | -             |
| <b>Current tax reconciliation</b>              |               |               |
|  | 2005<br>£'000 | 2004<br>£'000 |
| Profit on ordinary activities before taxation  | 2,922         | 119           |
| Theoretical tax at UK corporation tax rate 30% | 877           | 36            |
| Effects of:                                    |               |               |
| - income not taxable                           | (843)         | -             |
| - group relief                                 | (34)          | (36)          |
| Actual current taxation credit                 | -             | -             |



**NOTES TO THE FINANCIAL STATEMENTS**

for the year ended 31 December 2005

**4. INVESTMENTS**

|                              | 2005<br>£'000 | 2004<br>£'000 |
|------------------------------|---------------|---------------|
| <b>Cost</b>                  |               |               |
| At 31 December 2004 and 2005 | -             | -             |

The Company holds a 24% interest in Moorfield Capital Partners Trading Limited Partnership, which operates and is registered in England and Wales. The principal activity of the Limited Partnership is property trading.

**5. DEBTORS**

|                                   | 2005<br>£'000 | 2004<br>£'000 |
|-----------------------------------|---------------|---------------|
| Amount owed by group undertakings | 4,803         | 1,881         |

**6. CREDITORS**

|                                      | 2005<br>£'000 | 2004<br>£'000 |
|--------------------------------------|---------------|---------------|
| Amounts owed to related undertakings | 15            | 15            |

**7. SHARE CAPITAL**

|                                 | 2005<br>£ | 2004<br>£ |
|---------------------------------|-----------|-----------|
| <b>Authorised share capital</b> |           |           |
| 10,000 ordinary shares of 1p    | 100       | 100       |
| 30,000 deferred shares of 1p    | 300       | 300       |
| 1 special share of £1           | 1         | 1         |
|                                 | 401       | 401       |
| <b>Issued share capital</b>     |           |           |
| 200 ordinary shares of 1p       | 2         | 2         |
| 901 deferred shares of 1p       | 9         | 9         |
| 1 special share of £1           | 1         | 1         |
|                                 | 12        | 12        |

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2005

## 8. PROFIT AND LOSS ACCOUNT

|                     | £'000 |
|---------------------|-------|
| At 1 January 2005   | 1,866 |
| Retained profit     | 2,922 |
|                     | <hr/> |
| At 31 December 2005 | 4,788 |
|                     | <hr/> |

## 9. RECONCILIATION OF MOVEMENT IN EQUITY SHAREHOLDERS' FUNDS

|                             | 2005<br>£'000 | 2004<br>£'000 |
|-----------------------------|---------------|---------------|
| Profit for the year         | 2,922         | 119           |
| Opening shareholders' funds | 1,866         | 1,747         |
|                             | <hr/>         | <hr/>         |
| Closing shareholders' funds | 4,788         | 1,866         |
|                             | <hr/>         | <hr/>         |

## 10. ULTIMATE PARENT UNDERTAKING

The ultimate parent company is Stessa Holdings Limited, which is registered in England and Wales.

Group financial statements are available to the public on payment of the appropriate fee, from Companies House, Crown Way, Maindy, Cardiff, CF14 3UZ.

## 11. RELATED PARTY TRANSACTIONS

Under Financial Reporting Standard 8, the Company is exempt from the requirement to disclose inter-company related party transactions on the grounds that it is a wholly owned subsidiary of a parent undertaking which prepares and publishes consolidated financial statements. There are no other related party transactions.