BUXTON HOMES (SOUTHWARK) LIMITED DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2003

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COMPANY INFORMATION

Directors D.W. Buxton (Appointed 25 June 2003)

S.W. Buxton (Appointed 25 June 2003)

Secretary G. J. Blackford

Company number 3751909

Registered office Cedar House, 91 High Street

Caterham Surrey CR3 5UH

Auditors Lawrence Wong & Co

2 Parkfield Gardens

Harrow Middlesex HA2 6JR

Business address Cedar House, 91 High Street

Caterham Surrey CR3 5UH

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DIRECTORS' REPORT FOR THE YEAR ENDED 31 JULY 2003

The directors present their report and financial statements for the year ended 31 July 2003.

Principal activities

The principal activity of the company continued to be that of renting out investment properties.

Directors

The following directors have held office since 1 August 2002:

D.W. Buxton (Appointed 25 June 2003)
S.W. Buxton (Appointed 25 June 2003)
K. R. Carr (Resigned 25 June 2003)
P. A. Davies (Resigned 25 June 2003)

Directors' interests

The directors' interests in the shares of the company were as stated below:

Ordinary shares of £ 1 each 31 July 2003 1 August 2002

D.W. Buxton S.W. Buxton

Auditors

In accordance with section 385 of the Companies Act 1985, a resolution proposing that Messrs. Lawrence Wong & Co., be reappointed as auditors of the company will be put to the Annual General Meeting.

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

This report has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

On behalf of the board

S.W. Buxton

Director

27 October 2003

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF BUXTON HOMES (SOUTHWARK) LIMITED

We have audited the financial statements of BUXTON HOMES (SOUTHWARK) LIMITED on pages 3 to 9 for the year ended 31 July 2003. These financial statements have been prepared under the historical cost convention (as modified by the revaluation of certain fixed assets) and the accounting policies set out therein.

Respective responsibilities of the directors and auditors

As described in the statement of directors' responsibilities on page 1 the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards.

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 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.

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 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 company's affairs as at 31 July 2003 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Lawrence Wong & Co

27 October 2003

2 Parkfield Gardens

Chartered Accountants
Registered Auditor

Harrow Middlesex

HA2 6JR

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 JULY 2003

	Notes	2003 £	2002 £
Turnover		193,875	201,789
Cost of sales		(48,945)	(40,345)
Gross profit		144,930	161,444
Administrative expenses		(4,593)	(5,204)
Operating profit	2	140,337	156,240
Other interest receivable and similar income		40	- (404 577)
Interest payable and similar charges		<u>(91,302)</u>	(101,577)
Profit on ordinary activities before taxation		49,075	54,663
Tax on profit on ordinary activities	3	(13,953)	(2,710)
Profit on ordinary activities after taxation	10	35,122	51,953

The profit and loss account has been prepared on the basis that all operations are continuing operations.

There are no recognised gains and losses other than those passing through the profit and loss account.

BALANCE SHEET AS AT 31 JULY 2003

		20	2003		2002	
	Notes	£	£	£	£	
Fixed assets						
Tangible assets	4 and 5		2,809,077		2,811,797	
Current assets						
Debtors	6	-		56,580		
Cash at bank and in hand		12,456		19,942		
		12,456		76,522		
Creditors: amounts falling due within one year	7	(1,046,037)		(1,071,395)		
Net current liabilities			(1,033,581)		(994,873)	
Total assets less current liabilities			1,775,496		1,816,924	
Creditors: amounts falling due after more than one year	8		(1,539,286)		(1,615,838)	
			236,210		201,086	
Capital and reserves						
Called up share capital	9		2		2	
Revaluation reserve	10		192,404		192,404	
Profit and loss account	10		43,804		8,680	
Shareholders' funds - equity interests	: 11		236,210		201,086	

These financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

The financial statements were approved by the Board on 27 October 2003

S.W. Buxton

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2003

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention modified to include the revaluation of freehold land and buildings.

1.2 Turnover

Turnover represents rents receivable and excludes value added tax.

1.3 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost or valuation less depreciation. Depreciation is provided at rates calculated to write off the cost or valuation less estimated residual value of each asset over its expected useful life, as follows:

Fixtures, fittings & equipment

25% on written down value

Investment properties are included in the balance sheet at their open market value. Depreciation is provided only on those investment properties which are leasehold and where the unexpired lease term is less than 20 years.

Although this accounting policy is in accordance with the applicable accounting standard, SSAP 19, Accounting for investment properties, it is a departure from the general requirement of the Companies Act 1985 for all tangible assets to be depreciated. In the opinion of the directors compliance with the standard is necessary for the financial statements to give a true and fair view. Depreciation or amortisation is only one of many factors reflected in the annual valuation and the amount of this which might otherwise have been charged cannot be separately identified or quantified.

1.4 Deferred taxation

Deferred taxation is provided at appropriate rates on all timing differences using the liability method only to the extent that, in the opinion of the directors, there is a reasonable probability that a liability or asset will crystallise in the foreseeable future.

2	Operating profit	2003	2002
		£	£
	Operating profit is stated after charging:		
	Depreciation of tangible assets	3,026	3,933
	Auditors' remuneration	1,288	823

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 JULY 2003

3	Taxation	2003 £	2002 £
	Domestic current year tax		
	U.K. corporation tax	14,886	2,710
	Adjustment for prior years	(933)	
	Current tax charge	13,953	2,710
	Factors affecting the tax charge for the year		
	Profit on ordinary activities before taxation	49,075 ————	54,663
	Profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 30.00 % (2002 : 30.00 %)	14,723	16,399
	Effects of:		
	Depreciation add back	908	1,180
	Capital allowances	(745)	(1,888)
	Tax losses utilised	(140)	(12,981)
	Adjustments to previous periods	(933)	-
		(770)	(13,689)
	Current tax charge	13,953	2,710
4	Tangible fixed assets		Fixtures, fittings & equipment
			£
	Cost or valuation		
	At 1 August 2002		15,730
	Additions		306
	At 31 July 2003		16,036
	Depreciation		
	At 1 August 2002		3,933
	Charge for the year		3,026
	At 31 July 2003		6,959
	Net book value		
	At 31 July 2003		9,077
	At 31 July 2002		11,797

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 JULY 2003

5	Tangible fixed assets	
		Investment properties £
	Cost or valuation	
	At 1 August 2002 & at 31 July 2003	2,800,000
		

The valuations of investment properties were made as at 4 July 2001 by Messrs Chesterton, Chartered Surveyors, on an open market basis. No depreciation is provided in respect of these properties.

On an historical cost basis these would have been included at an original cost of £2,607,596.

6	Debtors	2003	2002
		£	£
	Other debtors and prepayments	-	56,580
7	Creditors: amounts falling due within one year	2003 £	2002 £
	Bank loans and overdrafts Taxation and social security Other creditors and accruals	60,000 14,886 971,151	60,000 2,710 1,008,685
		1,046,037	1,071,395

The bank loan is secured by a fixed and floating charge over the assets of the company.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 JULY 2003

8	Creditors: amounts falling due after more than one year	2003 £	2002 £
	Bank loans	1,539,286	1,615,838 ======
	Analysis of loans		
	Wholly repayable within five years Included in current liabilities	1,599,286	1,675,838
	included in current liabilities	(60,000)	(60,000)
		1,539,286	1,615,838
	Loan maturity analysis		
	In more than one year but not more than two years	60,000	60,000
	In more than two years but not more than five years In more than five years	180,000 1,299,286	180,000 1,375,838
	III IIIOre uran nve years	=====	1,375,636
	The bank loan is secured by a fixed and floating charge over the assets of was dated 24.07.01 and is repayable over 20 years and interest is calculat rate. The interest is covered by a Base rate swap taken by a connect fluctuation.	ed at 1.6% over t	he bank base
9	was dated 24.07.01 and is repayable over 20 years and interest is calculat rate. The interest is covered by a Base rate swap taken by a connect	ed at 1.6% over t ed company to d 2003	he bank base cover interes 2002
9	was dated 24.07.01 and is repayable over 20 years and interest is calculate rate. The interest is covered by a Base rate swap taken by a connect fluctuation.	ed at 1.6% over t ed company to d	he bank base cover interes
9	was dated 24.07.01 and is repayable over 20 years and interest is calculated rate. The interest is covered by a Base rate swap taken by a connect fluctuation. Share capital	ed at 1.6% over t ed company to d 2003	he bank base cover interes 2002
9	was dated 24.07.01 and is repayable over 20 years and interest is calculate rate. The interest is covered by a Base rate swap taken by a connect fluctuation. Share capital Authorised 100 Ordinary shares of £ 1 each	ed at 1.6% over t ed company to d 2003 £	he bank base cover interes 2002 £
9	was dated 24.07.01 and is repayable over 20 years and interest is calculate rate. The interest is covered by a Base rate swap taken by a connect fluctuation. Share capital Authorised 100 Ordinary shares of £ 1 each Allotted, called up and fully paid	ed at 1.6% over the ded company to company t	he bank base cover interes 2002 £
9	was dated 24.07.01 and is repayable over 20 years and interest is calculate rate. The interest is covered by a Base rate swap taken by a connect fluctuation. Share capital Authorised 100 Ordinary shares of £ 1 each	ed at 1.6% over t ed company to d 2003 £	he bank base cover interes 2002 £
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	was dated 24.07.01 and is repayable over 20 years and interest is calculate rate. The interest is covered by a Base rate swap taken by a connect fluctuation. Share capital Authorised 100 Ordinary shares of £ 1 each Allotted, called up and fully paid 2 Ordinary shares of £ 1 each Statement of movements on reserves Balance at 1 August 2002	ed at 1.6% over the ded company to d	Profit and loss account £
	was dated 24.07.01 and is repayable over 20 years and interest is calculate rate. The interest is covered by a Base rate swap taken by a connect fluctuation. Share capital Authorised 100 Ordinary shares of £ 1 each Allotted, called up and fully paid 2 Ordinary shares of £ 1 each Statement of movements on reserves	ed at 1.6% over the decompany to decompany t	Profit and loss account

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 JULY 2003

11	Reconciliation of movements in shareholders' funds	2003 £	2002 £
	Profit for the financial year Opening shareholders' funds	35,122 201,086	51,953 149,133
	Closing shareholders' funds	236,210	201,086