

**REGISTRAR OF
COMPANIES**

Topland Trafford Park Limited

Report and Financial Statements

Year Ended

31 May 2004



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BDO Stoy Hayward
Chartered Accountants

Topland Trafford Park Limited

Annual report and financial statements for the year ended 31 May 2004

Contents

Page:

1	Report of the directors
3	Report of the independent auditors
5	Profit and loss account
6	Statement of total recognised gains and losses
7	Balance sheet
8	Notes forming part of the financial statements

Directors

E Zakay
S Zakay
C Moharm
N J Wilden

Secretary and registered office

C Moharm, 8 Baker Street, London, W1U 3LL

Company number

4410204

Auditors

BDO Stoy Hayward LLP, 8 Baker Street, London, W1U 3LL

Bankers

Barclays Bank Plc, Pall Mall Corporate Group, 50 Pall Mall, London, SW1A 1QA

Topland Trafford Park Limited

Report of the directors for the year ended 31 May 2004

The directors present their report together with the audited financial statements for the year ended 31 May 2004.

Results and dividends

The profit and loss account is set out on page 5 and shows the profit for the year.

The directors do not recommend the payment of a dividend for the year.

Principal activities, review of business and future developments

The company's principal activity is that of property investment.

The company completed development of a property which it had acquired in the previous year.

Both the level of business and the year end financial position were satisfactory and the directors expect that the present level of activity will be sustained for the foreseeable future.

Directors

The directors of the company during the year were:

E Zakay	
S Zakay	
P Bamford	(resigned 25 November 2003)
C Moharm	
N J Wilden	(appointed 9 February 2004)

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

Topland Trafford Park Limited

Report of the directors for the year ended 31 May 2004 (*Continued*)

Auditors

On 31 December 2003, BDO Stoy Hayward, the company's auditors, transferred its business to BDO Stoy Hayward LLP, a limited liability partnership incorporated under the Limited Liability Partnerships Act 2000. Accordingly BDO Stoy Hayward resigned as auditors on that date and the directors appointed BDO Stoy Hayward LLP as its successor. A resolution to re-appoint BDO Stoy Hayward LLP as auditors will be proposed at the next annual general meeting.

By order of the board

A handwritten signature in dark ink, consisting of a series of loops and a long horizontal stroke extending to the right.

**C Moharm
Secretary**

Date: 30th November 2004

Topland Trafford Park Limited

Report of the independent auditors

To the shareholders of Topland Trafford Park Limited

We have audited the financial statements of Topland Trafford Park Limited for the year ended 31 May 2004 on pages 5 to 15 which have been prepared under the accounting policies set out on pages 8 to 9.

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 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.

Our report has been prepared pursuant to the requirements of the Companies Act 1985 and for no other purpose. No person is entitled to rely on this report unless such a person is a person entitled to rely upon this report by virtue of and for the purpose of the Companies Act 1985 or has been expressly authorised to do so by our prior written consent. Save as above, we do not accept responsibility for this report to any other person or for any other purpose and we hereby expressly disclaim any and all such liability.

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.

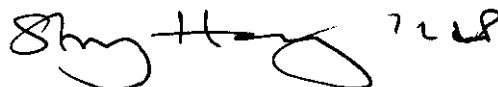
We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Topland Trafford Park Limited

Report of the independent auditors (*Continued*)

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31 May 2004 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

BDO  12/11/04

BDO STOY HAYWARD LLP

*Chartered Accountants
and Registered Auditors
London*

Date: 30 November 2004

Topland Trafford Park Limited**Profit and loss account for the year ended 31 May 2004**

	Note	Year ended 31 May 2004 £	14 months ended 31 May 2003 £
Turnover	2	1,290,254	-
Administrative expenses		24,596	244,912
		<hr/>	<hr/>
Operating profit/(loss)	3	1,265,658	(244,912)
Interest receivable and similar income		762	-
Interest payable and similar charges	6	(914,260)	(3,061)
		<hr/>	<hr/>
Profit/(loss) on ordinary activities before and after taxation for the financial year/period	14	352,160	(247,973)
		<hr/>	<hr/>

All amounts relate to continuing activities.

The notes on pages 8 to 15 form part of these financial statements.

Topland Trafford Park Limited

Statement of total recognised gains and losses for the year ended 31 May 2004

	Year ended 31 May 2004 £	14 months ended 31 May 2003 £
Profit/(loss) for the financial year/period	352,160	(247,973)
Unrealised surplus on revaluation of properties	218,756	4,537,225
	<hr/>	<hr/>
Total recognised gains and losses for the financial year/period	570,916	4,289,252
	<hr/>	<hr/>

The notes on pages 8 to 15 form part of these financial statements.

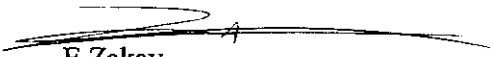
Topland Trafford Park Limited


Balance sheet at 31 May 2004

	Note	2004 £	2004 £	2003 £	2003 £
Fixed assets					
Tangible assets	8		22,275,000		22,000,000
Current assets					
Debtors-due within one year	9	679,302		782,616	
Debtors-due after more than one year	9	1,288,043		1,288,043	
Total debtors		1,967,345		2,070,659	
Creditors: amounts falling due within one year	10	764,134		5,295,130	
Net current assets/(liabilities)			1,203,211		(3,224,471)
Total assets less current liabilities			23,478,211		18,775,529
Creditors: amounts falling due after more than one year	11		17,330,000		13,198,234
			6,148,211		5,577,295
Capital and reserves					
Called up share capital	13	1,288,043		1,288,043	
Revaluation reserve	14	4,755,981		4,537,225	
Profit and loss account	14	104,187		(247,973)	
Shareholders' funds	15		6,148,211		5,577,295

Included within shareholders' funds is an amount of £1,287,043 (2003 - £1,287,043) in respect of non-equity interests.

The financial statements were approved by the Board on 30th NOVEMBER 2004


E Zakay
Director


N J Wilden
Director

The notes on pages 8 to 15 form part of these financial statements.

1 Accounting policies

The financial statements have been prepared under the historical cost convention, as modified by the revaluation of land and buildings and are in accordance with applicable accounting standards.

The following principal accounting policies have been applied:

Turnover

Turnover represents net rentals charged to outside customers at invoiced amounts less value added tax.

Tangible fixed assets

The cost of tangible fixed assets is their purchase cost, together with any incidental cost of acquisition.

Investment properties

In accordance with Statement of Standard Accounting Practice 19 investment properties are revalued annually to open market value and no depreciation is provided. The directors consider that this accounting policy results in the financial statements giving a true and fair view. The effect of this departure from the Companies Act 1985 has not been quantified because it is impracticable and, in the opinion of the directors, would be misleading.

The aggregate surplus or deficit arising on revaluation is transferred to the revaluation reserve except where a deficit is deemed to represent a permanent diminution in value, in which case it is charged to the profit and loss account.

Interest payable and similar charges

Interest and similar charges relating to the acquisition and development of investment properties are capitalised whilst development is in progress.

1 Accounting policies (continued)

Deferred taxation

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except that:

- deferred tax is not recognised on timing differences arising on revalued properties unless the company has entered into a binding sale agreement and is not proposing to take advantage of rollover relief; and
- the recognition of deferred tax assets is limited to the extent that the company anticipates making sufficient taxable profits in the future to absorb the reversal of the underlying timing differences.

Deferred tax balances arising from underlying timing differences in respect of tax allowances on industrial buildings are reversed if and when all conditions for retaining those allowances have been met.

Deferred tax balances are discounted.

Lessor incentives

Lessor incentives include rent free periods and other incentives given to lessees on entering into lease agreements.

Lessor incentives to new tenants to occupy the company's investment properties are treated as revenue expenditure and initially recorded as prepayments. The payments are then charged to the profit and loss account evenly over the period to the earlier of the first rent review to the prevailing market rate and the lease end date. Where lessor incentives relate to investment properties the properties are carried at open market value less the amount of the unamortised incentive.

Cash flow statement

The company has taken advantage of the exemption conferred by Financial Reporting Standard 1 'Cash Flow Statements (Revised 1996)' not to prepare a cash flow statement on the grounds that it is a 'small' company under the Companies Act 1985.

2 Turnover

Turnover is wholly attributable to the principal activity of the company and arises solely within the United Kingdom.

Topland Trafford Park Limited**Notes forming part of the financial statements for the year ended 31 May 2004 (Continued)**

3 Operating profit/(loss)

	Year ended 31 May 2004 £	14 months ended 31 May 2003 £
This is arrived at after charging:		
Audit services	8,685	9,769

4 Employees

There were no people employed by the company during the year (2003 - nil).

5 Directors' remuneration

No director received any emoluments during the current year (2003 - £nil).

6 Interest payable and similar charges

	Year ended 31 May 2004 £	14 months ended 31 May 2003 £
Bank loans and overdrafts	914,260	3,061

Topland Trafford Park Limited

Notes forming part of the financial statements for the year ended 31 May 2004 (*Continued*)

7 Taxation on profit/(loss) on ordinary activities

No taxation charge arises on the result for the year.

Tax reconciliation:

	Year ended 31 May 2004 £	14 months ended 31 May 2003 £
Profit/(loss) on ordinary activities before tax	352,160	(247,973)
	<hr/>	<hr/>
Profit/(loss) on ordinary activities at the standard rate of corporation tax in the UK of 30% (2003 - 30%)	105,648	(74,392)
Effect of:		
Expenses not deductible for tax purposes	(13,693)	22,691
Capital allowances for the period	(352,004)	(246,886)
Tax losses	(46,477)	-
Group relief	306,526	298,587
	<hr/>	<hr/>
Current tax charge for period	-	-
	<hr/>	<hr/>

Factors that may affect future tax charge

Tax payments may continue to be reduced in future due to the utilisation of group tax losses.

Topland Trafford Park Limited

Notes forming part of the financial statements for the year ended 31 May 2004 (Continued)

8 Tangible fixed assets

	Investment properties - freehold land and buildings £
<i>Cost or valuation</i>	
At 1 June 2003	22,000,000
Additions	56,244
Revaluation surplus	218,756
	<hr/>
At 31 May 2004	22,275,000
	<hr/>
At 31 May 2003	22,000,000
	<hr/>

Included in additions for the year is interest and other similar charges capitalised of £44,766 (2003: £318,520).

The investment properties were valued as at 31 May 2004 by the directors on an open market value basis.

The historical cost of the properties is £17,519,019 (2003: £17,462,775).

9 Debtors

	2004 £	2003 £
Amounts receivable within one year		
Amounts owed by group undertakings	679,302	-
Other debtors	-	782,616
Amounts receivable after more than one year		
Amounts owed by group undertakings	1,288,043	1,288,043
	<hr/>	<hr/>
Total debtors	1,967,345	2,070,659
	<hr/>	<hr/>

Topland Trafford Park Limited

Notes forming part of the financial statements for the year ended 31 May 2004 (Continued)

10 Creditors: amounts falling due within one year

	2004 £	2003 £
Bank loans and overdrafts (secured)	290,000	130,000
Trade creditors	155,269	-
Amounts owed to group undertakings	-	4,335,439
Taxation and social security	45,350	-
Accruals and deferred income	273,515	829,691
	<u>764,134</u>	<u>5,295,130</u>

Amounts owed to group undertakings bear no interest and have no fixed terms of repayment.

11 Creditors: amounts falling due after more than one year

	2004 £	2003 £
Bank loans	17,330,000	13,198,234
	<u>17,330,000</u>	<u>13,198,234</u>

Maturity of debt:

	Loans and overdrafts 2004 £	Loans and overdrafts 2003 £	Non-equity shares 2004 £	Non-equity shares 2003 £
In one year or less, or on demand	290,000	130,000	1,287,043	1,287,043
	<u>290,000</u>	<u>130,000</u>	<u>1,287,043</u>	<u>1,287,043</u>
In more than one year but not more than two years	350,000	290,000	-	-
In more than two years but not more than five years	1,540,000	1,270,000	-	-
In more than five years	15,440,000	11,638,234	-	-
	<u>17,330,000</u>	<u>13,198,234</u>	<u>-</u>	<u>-</u>

Topland Trafford Park Limited

Notes forming part of the financial statements for the year ended 31 May 2004 (Continued)

11 Creditors: amounts falling due after more than one year (Continued)

The loans are secured by a first legal mortgage over the investment properties and a floating charge over the assets of the company.

Loans are repayable in instalments and £11,550,000 is repayable in 2013 as a lump sum. Interest is payable at between 6.25% and 1.15% above 3 month Libor rate per annum.

12 Deferred taxation

No provision has been made for the potential tax liability of £1,162,671 (2003:£1,361,183) which would arise if investment properties were sold at their revalued amounts.

13 Share capital

	2004	Authorised 2003	Allotted, called up and fully paid 2004	2003
	£	£	£	£
<i>Equity share capital</i>				
Ordinary shares of £1 each	1,000	1,000	1,000	1,000
<i>Non-equity share capital</i>				
Voting redeemable preference shares of £1 each	1,300,000	1,300,000	1,287,043	1,287,043
	<u>1,301,000</u>	<u>1,301,000</u>	<u>1,288,043</u>	<u>1,288,043</u>

The voting redeemable preference shares can be redeemed by the company at par at any time and rank in priority to the ordinary shares to any payment of dividends and on a return of capital on liquidation of the company.

14 Reserves

	Revaluation reserve £	Profit and loss account £
At 1 June 2003	4,537,225	(247,973)
Revaluation surplus	218,756	-
Profit for the year	-	352,160
	<u>4,755,981</u>	<u>104,187</u>
At 31 May 2004		

Topland Trafford Park Limited

Notes forming part of the financial statements for the year ended 31 May 2004 (*Continued*)

15 Reconciliation of movements in shareholders' funds

	Year ended 31 May 2004 £	14 months ended 31 May 2003 £
Profit/(loss) for the year	352,160	(247,973)
Revaluation surplus relating to the year	218,756	4,537,225
Issue of shares	-	1,288,043
	<hr/>	<hr/>
Net additions to shareholders' funds	570,916	5,577,295
Opening shareholders' funds	5,577,295	-
	<hr/>	<hr/>
Closing shareholders' funds	6,148,211	5,577,295
	<hr/>	<hr/>

16 Related party disclosures

Insurance costs of £59,016 (2003: £37,659) were payable during the year to Berkley Estates London Limited, a fellow subsidiary.

The amount due from Berkley Estates London Limited at the year end was £679,302 (2003: £4,335,439 creditor).

The amount due from Topland Severn Limited at the year end was £1,288,043 (2003: £1,288,043).

17 Ultimate parent company

The largest and smallest group in which the results of the company are consolidated is that headed by Topland Group Holdings Limited, incorporated in the British Virgin Islands.

The immediate parent company is Topland Severn Limited.

The ultimate parent company and controlling party is Topland Group Holdings International Limited, a company incorporated in the British Virgin Islands.