

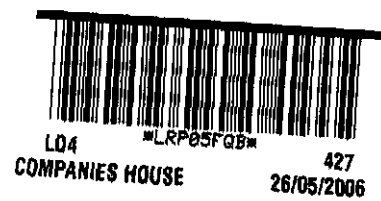
Prestbury Wentworth Intermediate Limited

Report and Financial Statements

Year ended

31 May 2005

Company No 04914723



PRESTBURY WENTWORTH INTERMEDIATE LIMITED

Annual report and financial statements for the year ended 31 May 2005

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Directors

S L Gumm

T J Evans

Secretary and registered office

S L Gumm, Cavendish House, 18 Cavendish Square, London W1G 0PJ

Company number

04914723

Auditors

BDO Stoy Hayward LLP, Emerald House, East Street, Epsom, Surrey KT17 1HS

PRESTBURY WENTWORTH INTERMEDIATE LIMITED

Report of the directors for the year ended 31 May 2005

The directors present their report together with the audited financial statements for the year ended 31 May 2005.

Results and dividends

The company did not actively trade in the year. The directors do not recommend the payment of a dividend (2004: £nil)

Principal activities, review of business and future developments

The principal activity of the company is acting as an intermediate holding company within the property investment group headed by Prestbury Wentworth Holdings Limited.

Details of a change in the ultimate parent company are disclosed in note 10 to the financial statements.

There have been no events since the balance sheet date which materially affect the position of the company.

Directors

The directors who held office during the year were:

S L Gumm

T J Evans (appointed 14 July 2005)

N M Leslau (resigned 14 July 2005)

No director had any interest in the share capital of the company during the year.

S L Gumm is also a director of the ultimate parent company, Prestbury Wentworth Holdings Limited, and her interests in the share capital of that company, if any, are shown in its financial statements. T J Evans has no interest in the share capital of Prestbury Wentworth Holdings Limited.

Statement of directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year or period 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 or period. In preparing those financial statements, the directors are required to:

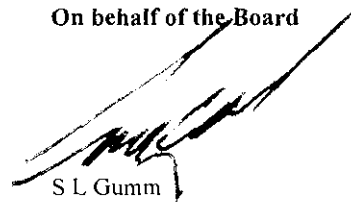
- * select suitable accounting policies and then apply them consistently;
- * make judgements and estimates that are reasonable and prudent; and
- * prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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.

Auditors

BDO Stoy Hayward LLP have expressed their willingness to continue in office. A resolution to re-appoint them will be proposed at the annual general meeting.

On behalf of the Board



S L Gumm

Director

19 May 2006

PRESTBURY WENTWORTH INTERMEDIATE LIMITED

Report of the independent auditors

To the shareholders of Prestbury Wentworth Intermediate Limited

We have audited the financial statements of Prestbury Wentworth Intermediate Limited for the year ended 31 May 2005 on pages 5 to 10 which have been prepared under the accounting policies set out on page 8.

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.

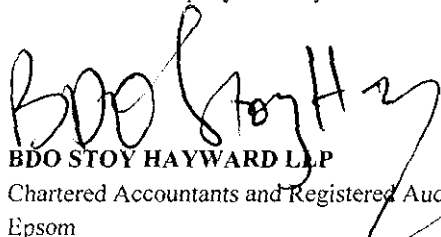
Basis of audit opinion

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.

Opinion

In our opinion the financial statements give a true and fair view of the state of the affairs of the company as at 31 May 2005 and of the results of the company for the year then ended and have been properly prepared in accordance with the Companies Act 1985.


BDO STOY HAYWARD LLP
Chartered Accountants and Registered Auditors
Epsom

19 May 2006

PRESTBURY WENTWORTH INTERMEDIATE LIMITED

Profit and loss account for the year ended 31 May 2005

	Note	2005 £	Period from 29 September 2003 to 31 May 2004 £
Turnover		-	-
Cost of sales		-	-
Gross profit and operating profit		-	-
Interest receivable	3	-	67,338,173
Interest payable and similar charges	4	-	(67,338,173)
Result on ordinary activities before taxation		-	-
Taxation on result on ordinary activities	5	-	-
Retained result for the year / period		-	-

All amounts relate to continuing activities.

There were no differences between historical cost result and reported result on ordinary activities for either period.

There were also no differences between the recognised gains and losses and reported profit on ordinary activities for either period.

The notes on pages 8 to 10 form part of the financial statements.

PRESTBURY WENTWORTH INTERMEDIATE LIMITED

Reconciliation of movements in shareholders' funds for the year ended 31 May 2005

Reconciliation of movements in shareholders' funds	Note	2005 £	Period from 29 September 2003 to 31 May 2004 £
Retained results for the year / period		-	-
Ordinary shares issued	7	-	15,424,858
Net increase in shareholders' funds		-	15,424,858
Opening shareholders' funds		<u>15,424,858</u>	<u>-</u>
Closing shareholders' funds		<u><u>15,424,858</u></u>	<u><u>15,424,858</u></u>

The notes on pages 8 to 10 form part of the financial statements.

PRESTBURY WENTWORTH INTERMEDIATE LIMITED

Balance sheet at 31 May 2005

	Note	2005 £	2004 £
Fixed assets			
Investment in subsidiary	6	15,424,858	15,424,858
Net assets		15,424,858	15,424,858
Capital and reserves			
Called up share capital	7	15,424,858	15,424,858
Equity shareholders' funds		15,424,858	15,424,858

The financial statements were approved by the Board on 19 May 2006.


S L Gumm
Director

The notes on pages 8 to 10 form part of the financial statements.

PRESTBURY WENTWORTH INTERMEDIATE LIMITED

Notes forming part of the financial statements for the year ended 31 May 2005

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

Basis of preparation

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

The company is exempt by virtue of s228 of the Companies Act 1985 from the requirement to prepare group accounts. These financial statements present information about the company as an individual undertaking and not about its group. The consolidated financial statements of Prestbury Wentworth Holdings Limited, within which this company is included, can be obtained from the address given in note 10.

Fixed asset investments

Investments held as fixed assets are stated at cost. Any permanent diminution in value is written off to the profit and loss account.

2 Employees, directors and auditors' remuneration

The average number of employees during the year, excluding directors, was nil (2004: nil).

No director received any emoluments from the company during the year (2004: nil).

The auditors' remuneration is borne (2004: was borne) by a fellow group company.

	2005 £	Period from 29 September 2003 to 31 May 2004 £
3 Interest receivable and similar income		
On loans to former fellow group undertakings	-	67,338,173
	2005 £	Period from 29 September 2003 to 31 May 2004 £
4 Interest payable and similar charges		
On loans from former fellow group undertakings	-	67,338,173
	2005 £	Period from 29 September 2003 to 31 May 2004 £
5 Taxation on result on ordinary activities		
<i>Current tax</i>		
UK corporation tax	-	-

PRESTBURY WENTWORTH INTERMEDIATE LIMITED

Notes forming part of the financial statements for the year ended 31 May 2005

(continued)

6 Investment in subsidiary undertaking

Subsidiary undertakings
£

Cost and net book value

At 31 May 2004 and 31 May 2005

15,424,858

Subsidiary undertaking

The following company was a subsidiary undertaking at the end of the year.

Name	Country of incorporation	Proportion of voting rights and ordinary share capital held	Nature of business
Prestbury Wentworth Portfolio Limited	England	100%	Property investment

7 Share capital

	2005 Number	2005 £	2004 Number	2004 £
<i>Authorised, allotted, called up and fully paid</i>				
15,424,858 Ordinary shares of £1	<u>15,424,858</u>	<u>15,424,858</u>	<u>15,424,858</u>	<u>15,424,858</u>

8 Related party transactions

The company has taken advantage of the exemption available to wholly owned subsidiary undertakings under Financial Reporting Standard 8, "Related Party Transactions", not to disclose details of any transactions with entities that are included in the consolidated financial statements of Prestbury Wentworth Holdings Limited.

9 Cashflow statement

The company has used the exemption under Financial Reporting Standard 1, "Cash Flow Statements", not to prepare a cash flow statement, as a consolidated cashflow statement is included in the financial statements of its ultimate parent company.

10 Controlling party information

Until 21 June 2004, the company's ultimate parent company was Prestbury Wentworth Limited which is incorporated in England and Wales. For the period to 31 May 2004, Prestbury Wentworth Limited was a joint venture company and was not controlled by any one entity or individual.

On 21 June 2004, Prestbury Wentworth Holdings Limited became the owner of 100% of the issued ordinary share capital of Prestbury Wentworth Limited. Prestbury Wentworth Holdings Limited is a joint venture company incorporated in England and Wales and is not controlled by any one entity or individual. The consolidated accounts of this company are available to the public and may be obtained from the company secretary, Cavendish House, 18 Cavendish Square, London W1G 0PJ. The company's immediate parent company is Prestbury Wentworth Acquisitions Limited.

11 Commitments and contingencies

The company, along with the other subsidiaries of the ultimate parent company, has entered into an agreement with the bankers of a fellow subsidiary company to cross-guarantee the bank loans made to that company. At 31 May 2005 these bank loans amounted to £474,420,710 (2004: £475,000,000).