Annual report for the period from 10 February 1997 to 31 December 1997

Registered no: SC172175





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Directors and advisers

Directors

J Milne

J T Milne

J Forbes

Secretary

J Milne

Registered auditors

Reeves & Neylan 4 Atholl Crescent Perth PH1 5NG

Solicitors

W & J Burness 16 Hope Street Charlotte Square Edinburgh EH2 4DD

Bankers

Royal Bank of Scotland plc 19 High Street Laurencekirk Kincardineshire AB3 1AA

Registered office

4 Atholl Crescent Perth PH1 5NG

Report of the directors for the period from 10 February 1997 to 31 December 1997

The directors present their report and the audited financial statements for the period ended 31 December 1997. This report has been prepared in accordance with the special provisions in Part VII of the Companies Act 1985 applicable to small companies.

Results and dividends

The trading profit for the period, after taxation, amounted to £190,328. The retained profit for the period of £190,328 will be transferred to reserves.

The directors do not recommend the payment of a dividend.

Review of the business and future developments

The company's principal activities during the period were property development, the letting of property and related management services. Both the level of business and the year end financial position were satisfactory, and the directors expect the present level of activity will be sustained for the foreseeable future.

Fixed assets

Movements in fixed assets during the period are set out in note 7 to the financial statements.

Directors and their interests

The directors and their interest in the shares of the company were as follows:

Ordinary shares of £1 each

Stephen Mabbot

Brian Reid

J Milne

1
J T Milne

1
J Forbes

Directors' responsibilities

The directors are required by UK company law 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
- * 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 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 special provisions of Part VII of the Companies Act 1985 applicable to small companies. 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.

Report of the director for the period from 10 February 1997 to 31 December 1997

X Townthan Milne

Auditors

A resolution to reappoint the auditors, Reeves & Neylan, will be proposed at the annual general meeting.

By order of the board

J Milne Secretary

29 April 1998

Report of the auditors to the shareholders of F M Developments Limited

We have audited the financial statements on pages 5 to 11 which have been prepared under the historical cost convention (as modified by the revaluation of certain fixed assets) and the accounting policies set out on page 7.

Respective responsibilities of directors and auditors

As described on page 2 the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

Basis of opinion

We conducted our audit in accordance with 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 at 31 December 1997 and of its profit for the period then ended and have been properly prepared in accordance with the Companies Act 1985.

Reeves & Meylan

Chartered Accountants and Registered Auditors

Perth 29 April 1998

Profit and loss account for the period from 10 February 1997 to 31 December 1997

| | Note | £ |
|---|------|-----------|
| Turnover | 1 | 1,974,890 |
| Cost of sales | | 1,566,205 |
| Gross profit | | 408,685 |
| Administrative expenses | | 122,703 |
| • | | 285,982 |
| Other operating income | | 47,389 |
| Operating profit | 2 | 333,371 |
| Interest receivable | 4 | 32 |
| Interest payable and similar charges | 5 | 89,651 |
| Profit on ordinary activities before taxation | | 243,752 |
| Tax on profit on ordinary activities | 6 | 53,424 |
| Retained profit for the financial period | | 190,328 |

All amounts relate to continuing activities.

All recognised gains and losses are included in the profit and loss account.

The accounting policies and notes on pages 7 to 12 form part of these financial statements.

Balance sheet at 31 December 1997

| | Note | £ | £ |
|--------------------------------|------|-----------|-----------|
| | | - | _ |
| Fixed assets | _ | | 200 0/2 |
| Tangible assets | 7 | | 398,063 |
| Current assets | | | |
| Stocks and work in progress | 8 | 1,334,688 | |
| Debtors | 9 | 86,191 | |
| | | 1,420,879 | |
| Creditors: amounts falling due | | | |
| within one year | 10 | 1,628,611 | |
| Net current liabilities | | | (207,732) |
| Net assets | | | 190,331 |
| | | | |
| | | | |
| Capital and reserves | | | _ |
| Called up share capital | 12 | | 3 |
| Profit and loss account | 13 | | 190,328 |
| | 14 | | 190,331 |

The financial statements were approved by the directors on 29 April 1998 and signed on their behalf by:

J Milne

Director

(Janathan Miline

The accounting policies and notes on pages 7 to 12 form part of these financial statements.

Principal accounting policies

The financial statements have been prepared in accordance with applicable Accounting Standards in the United Kingdom. A summary of the more important accounting policies, which have been applied consistently, is set out below.

Basis of accounting

These financial statements are prepared in accordance with the historical cost convention as modified to include revaluation of investment properties.

Tangible fixed assets

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

Depreciation

Certain of the company's properties are held for long term investments and, in accordance with SSAP19:

- i) Investment properties are revalued annually and the aggregate surplus or deficit is transferred to a revaluation reserve.
- ii) No depreciation or amortisation is provided in respect of freehold investment properties and leasehold investment properties with over 20 years of the lease remaining.
- iii) Compliance with SSAP19 is a departure from the Companies Act 1985 necessary to give a true and fair view.

Other fixed assets are depreciated in order to write off the cost of the assets, less their estimated residual values, over the expected useful economic lives of the assets concerned. The principal annual rates used for this purpose are:

Motor vehicles 25
Tools and office equipment 15

Stocks and work in progress

Stocks are stated at the lower of cost and net realisable value. Cost is determined on a first in first out basis and includes transport and handling costs. Where necessary, provision is made for obsolete, slow moving and defective stocks. Short term contracts are stated at cost less progress payments received and receivable.

Long term contracts are assessed on a contract by contract basis and are reflected in the profit and loss account by recording turnover and related costs as activity progresses. Where the outcome of each long term contract can be assessed with reasonable certainty before its conclusion, the attributable profit is recognised in the profit and loss account as the difference between the turnover and the related cost for that contract.

Cash flow statement

The company is exempt from the requirement to publish a cash flow statement under FRS1.

Principal accounting policies

Turnover

Turnover represents the value of properties sold which fall within the company's ordinary activities.

Deferred taxation

Provision is made for deferred taxation, using the liability method, for all material timing differences to the extent that it is probable that a liability or asset will crystallise.

1,816

391,624

4,623

F M Developments Limited

Notes to the accounts for the period from 10 February 1997 to 31 December 1997

1 Turnover

Turnover represents the value of properties sold which fall within the company's ordinary activities and the value of management services provided in the period.

2 Operating profit

At 31 December 1997

| Operating profit is arrived at after | r charging: | | | £ |
|---------------------------------------|--------------|------------------------|-------------------------|---------------------------|
| Auditors' remuneration - audit se | rvices | | | 4,800 |
| 3 Directors' emoluments | | | | £ |
| Fees Social security costs | | | | 74,290 7,115 81,405 |
| 4 Interest receivable | | | | £ |
| Interest accrued on retentions hel | d | | | 32 |
| 5 Interest payable and similar of | harges | | | £ |
| On bank overdrafts | | | | <u>89,651</u> |
| 6 Taxation on profit on ordinar | y activities | | | £ |
| Corporation tax @ 22% | | | | 53,424 53,424 |
| 7 Tangible fixed assets | | | | Tools and |
| | Total £ | Motor vehicles £ | Investment properties £ | office equipment |
| Cost Additions in period | 399,924 | 6,164 | 391,624 | 2,136 |
| At 31 December 1997 | 399,924 | 6,164 | 391,624 | 2,136 |
| Depreciation Charge for period | 1,861 | 1,541 | | 320 |
| At 31 December 1997 | 1,861 | 1,541 | _ | 320 |
| Written down value | 200.072 | 4 632 | 201 624 | 1 916 |

398,063

Notes to the accounts for the period from 10 February 1997 to 31 December 1997

| 8 Stocks | £ |
|--|---|
| Work in progress | 1,334,688 |
| 9 Debtors | £ |
| Trade debtors Other debtors | 47,576 38,615 86,191 |
| 10 Creditors: amounts falling due within one year | £ |
| Bank overdrafts Trade creditors Corporation tax payable Taxation and social security payments Accruals Deferred income Directors loans Other creditors | 1,309,044 28,495 53,424 11,603 14,907 12,502 134,817 63,819 1,628,611 |

The bank overdrafts are secured by a standard security over 9 Great Stuart Street and a floating charge over all other assets of the company.

11 Deferred taxation

Deferred taxation has not been provided in the financial statements because it is considered to be immaterial. The amounts unprovided are as follows:

| | Amount provided £ | Amount unprovided £ |
|---|-------------------|---------------------|
| Tax effect of timing difference due to: Excess of tax allowances over depreciation | - | 295 |
| 12 Called up share capital | | £ |
| Authorised Ordinary shares of £1 each | | 1,000,000 |
| Allotted, called up and fully paid Ordinary shares of £1 each | | 3 |

Notes to the accounts for the period from 10 February 1997 to 31 December 1997

13 Profit and loss account

£

| Retained profit for the period | 190,328 |
|--------------------------------|---------|
| At 31 December 1997 | 190,328 |

14 Reconciliation of movements in shareholders' funds

£

| Profit for the financial period Called up share capital | 190,328 |
|---|---------|
| Closing shareholders' funds | 190,331 |

15 Capital commitments

The company has contracted to purchase properties for resale or investment at £1,065,000.

16 Related party transactions

J T Milne purchased property from the company for £120,000 at open market value as determined by an independent surveyor.

J Milne rents a flat from the company at an open market rent. A debtor has been included in the financial statements for £2,400. This was paid post year end.