

TAKE TWO DEVELOPMENTS LIMITED
FINANCIAL STATEMENTS FOR THE 15 MONTH PERIOD ENDED 30 JUNE 2009
TOGETHER WITH DIRECTORS' AND INDEPENDENT AUDITORS' REPORTS
REGISTERED NUMBER: SC205863



TAKE TWO DEVELOPMENTS LIMITED

DIRECTORS' REPORT

FOR THE 15 MONTH PERIOD ENDED 30 JUNE 2009

The directors present their report and the financial statements of the Company for the 15 month period ended 30 June 2009. This directors' report has been prepared in accordance with the special provisions relating to small companies under section 246(4) of the Companies Act 1985.

BUSINESS REVIEW AND PRINCIPAL ACTIVITIES:

The principal activity of the Company during the period has been dealing with residual matters arising from previous development property transactions.

GOING CONCERN:

Following the completion of a new bank facility (Note 18), the directors have a reasonable expectation that there are adequate resources to allow the Company to continue to realise its assets and discharge its liabilities in the normal course of business for the foreseeable future. Accordingly, the directors have determined that it is appropriate to continue to adopt the going concern basis of accounting in the preparation of these financial statements.

RESULTS AND DIVIDENDS:

The trading results for the period and the Company's financial position at the end of the period are shown in the attached financial statements.

The directors have not recommended a dividend (31 March 2008 - £275,000).

FINANCIAL RISK MANAGEMENT:

The Company is not exposed to any significant financial risks as a result of its limited activities.

THE DIRECTORS OF THE COMPANY:

The directors who served during the period were:

I B Tudhope	(resigned 30 November 2009)
J R Davies	(resigned 29 January 2009)
A Glasgow	
L Higgins	
M S McGill	(appointed 5 March 2010)

TAKE TWO DEVELOPMENTS LIMITED

DIRECTORS' REPORT (continued)

FOR THE 15 MONTH PERIOD ENDED 30 JUNE 2009

STATEMENT OF DIRECTORS' RESPONSIBILITIES:

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

United Kingdom company law requires the directors to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the Company and of the profit or loss 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; 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 for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In so far as the directors are aware:

- there is no relevant audit information which the Company's auditors are unaware; and
- the directors have taken all the steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

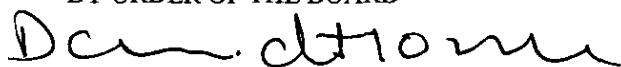
POST BALANCE SHEET EVENTS:

Events subsequent to the period end are disclosed in Note 18.

AUDITOR:

Grant Thornton UK LLP, having expressed their willingness to continue in office, will be deemed reappointed for the next financial year in accordance with section 487(2) of the Companies Act 2006 unless the Company receives notice under Section 488(1) of the Companies Act 2006.

BY ORDER OF THE BOARD



D Horne
Company Secretary

28 April 2010

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF TAKE TWO DEVELOPMENTS LIMITED

We have audited the financial statements of Take Two Developments Limited for the 15 month period ended 30 June 2009 which comprise the profit and loss account, the balance sheet and notes 1 to 18. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the Company's members, 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 members 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 members 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 financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant United Kingdom 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 if, in our opinion, the directors' report is consistent with the financial statements.

In addition we report to you if, in our opinion, 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 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.

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF TAKE TWO DEVELOPMENTS LIMITED (Continued)

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 the Company's affairs as at 30 June 2009 and of its loss for the period then ended; and
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the financial statements.



GRANT THORNTON UK LLP
REGISTERED AUDITOR
CHARTERED ACCOUNTANTS
GLASGOW
28 April 2010

TAKE TWO DEVELOPMENTS LIMITED

PROFIT AND LOSS ACCOUNT

FOR THE 15 MONTH PERIOD ENDED 30 JUNE 2009

	<u>Notes</u>	<u>15 months to 30 June 2009</u>	<u>Year to 31 March 2008</u>
Other operating expenses	2	£ (2,231)	£ -
Other operating income	3	-	12,973
OPERATING (LOSS)/PROFIT		<u>(2,231)</u>	<u>12,973</u>
Investment income	5	807	17,652
(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	6	<u>(1,424)</u>	<u>30,625</u>
Tax on (loss)/profit on ordinary activities	7	<u>(2,800)</u>	<u>(9,388)</u>
(LOSS)/PROFIT FOR THE FINANCIAL PERIOD	12	<u>£ (4,224)</u>	<u>£ 21,237</u>

The current period and prior year results have been derived wholly from continuing operations.

The Company has no recognised gains or losses in the current period or prior year other than the reported (loss)/profit for each period/year and therefore no Statement of Total Recognised Gains and Losses is presented.

The reported (loss)/profit on ordinary activities before taxation equates to the historical cost (loss)/profit on ordinary activities before taxation.

The accompanying notes form an integral part of this profit and loss account.

TAKE TWO DEVELOPMENTS LIMITED

BALANCE SHEET - 30 JUNE 2009

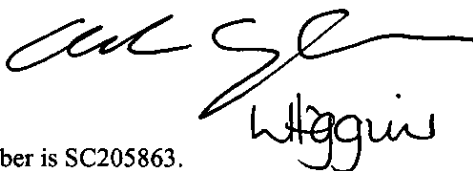
	<u>Notes</u>	<u>30 June 2009</u>	<u>31 March 2008</u>
CURRENT ASSETS			
Debtors	9	£ 194,991	£ 206,865
Cash at bank		303	209
		<hr/> 195,294	<hr/> 207,074
CREDITORS: Amounts falling due within one year	10	(113,632)	(121,188)
		<hr/>	<hr/>
NET ASSETS		£ 81,662	£ 85,886
		<hr/>	<hr/>
CAPITAL AND RESERVES			
Called-up share capital	11	£ 1,000	£ 1,000
Profit and loss account	12	80,662	84,886
		<hr/>	<hr/>
SHAREHOLDERS' FUNDS	13	£ 81,662	£ 85,886
		<hr/>	<hr/>

The accompanying notes form an integral part of this balance sheet.

SIGNED ON BEHALF OF THE BOARD ON 28 APRIL 2010.

A Glasgow)
L Higgins)

) Directors



The Company's registration number is SC205863.

TAKE TWO DEVELOPMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

1. ACCOUNTING POLICIES:

The principal accounting policies which have been applied consistently throughout the current period and prior year are:

a) Basis of accounting

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

No cash flow statement has been presented as provided by FRS 1 (Revised) as the consolidated financial statements of the ultimate holding company (Note 16) contain a consolidated cash flow statement and are publicly available.

b) Taxation

Current tax, including UK corporation tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

The taxation liabilities of certain group undertakings are reduced wholly or in part by the surrender of losses by fellow group undertakings. The tax benefits arising from group relief are normally recognised in the financial statements of the surrendering undertakings.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is not recognised when fixed assets are revalued unless by the balance sheet date there is a binding agreement to sell the revalued assets and the gain or loss expected to arise on sale has been recognised in the financial statements. Neither is deferred tax recognised when fixed assets are sold and it is more likely than not that the taxable gain will be rolled over, being charged to tax only if and when the replacement assets are sold.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

TAKE TWO DEVELOPMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

2. OTHER OPERATING EXPENSES:

The following is included in other operating expenses:

	<u>15 months to 30 June 2009</u>	<u>Year to 31 March 2008</u>
Administrative expenses	£ 2,231	£ -
	<u> </u>	<u> </u>

3. OTHER OPERATING INCOME:

Other operating income in the prior year relates to the release of provisions for fees following completion of account settlements.

4. STAFF COSTS:

The Company had no employees during the current period or prior year and none of the directors received any remuneration from the Company or from other undertakings in respect of services to it.

5. INVESTMENT INCOME:

The following are included in investment income:

	<u>15 months to 30 June 2009</u>	<u>Year to 31 March 2008</u>
Bank interest	£ 14	£ 486
Other interest	793	17,166
	<u>£ 807</u>	<u>£ 17,652</u>

6. (LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION:

The (loss)/profit on ordinary activities before taxation is stated after charging:

	<u>15 months to 30 June 2009</u>	<u>Year to 31 March 2008</u>
Auditor's remuneration for audit services	£ 1,500	£ 2,029
	<u> </u>	<u> </u>

TAKE TWO DEVELOPMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

7. TAX ON (LOSS)/PROFIT ON ORDINARY ACTIVITIES:

The tax charge comprises:

	<u>15 months to 30 June 2009</u>	<u>Year to 31 March 2008</u>
Current tax		
UK corporation tax	£ -	£ 4,688
Total current tax charge	<u>-</u>	<u>4,688</u>
Deferred tax		
Origination and reversal of timing differences	2,800	4,200
Effect of tax rate change on opening balance	-	500
Total deferred tax (Note 9)	<u>2,800</u>	<u>4,700</u>
Total tax on profit on ordinary activities	<u>£ 2,800</u>	<u>£ 9,388</u>

The difference between the total current tax shown above and the amount calculated by applying the standard rate of UK corporation tax to the (loss)/profit before tax is as follows:

	<u>15 months to 30 June 2009</u>	<u>Year to 31 March 2008</u>
(Loss)/profit on ordinary activities before tax	£ (1,424)	£ 30,625
Tax on (loss)/profit on ordinary activities at standard UK corporation tax rate of 28.02% (31 March 2008 – 30%)	£ (399)	£ 9,188
Effects of:		
Unrelieved tax losses and other deductions arising in the period	399	(4,500)
Current tax charge for the period	<u>£ -</u>	<u>£ 4,688</u>

The Company earns its results in the UK, therefore the tax rate used for tax on (loss)/profit on ordinary activities is the standard rate for UK corporation tax, currently 28.02% (31 March 2008 – 30%).

In the opinion of the directors there is an unprovided deferred tax asset of £3,199 (31 March 2008 - £Nil).

8. DIVIDENDS PROPOSED AND PAID:

	<u>15 months to 30 June 2009</u>	<u>Year to 31 March 2008</u>
Final dividend proposed and paid of £Nil per ordinary share (31 March 2008 – £275 per ordinary share)	<u>£ -</u>	<u>£ 275,000</u>

TAKE TWO DEVELOPMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

9. DEBTORS:

The following amounts are included in the net book value of debtors:

	<u>30 June 2009</u>	<u>31 March 2008</u>
Amounts owed by other group undertakings	£ 8,517	£ 18,417
VAT recoverable	478	437
Other debtors	185,996	185,211
Deferred tax	-	2,800
	<u>£ 194,991</u>	<u>£ 206,865</u>

The movement in the deferred tax asset is (£2,800) (Note 7).

10. CREDITORS: Amounts falling due within one year:

The following amounts are included in creditors falling due within one year:

	<u>30 June 2009</u>	<u>31 March 2008</u>
Accruals and deferred income	£ 113,632	£ 116,500
Corporation tax	-	4,688
	<u>£ 113,632</u>	<u>£ 121,188</u>

11. CALLED-UP SHARE CAPITAL:

	<u>30 June 2009</u>	<u>31 March 2008</u>
Authorised:		
50,000 ordinary A shares of £1 each	£ 50,000	£ 50,000
50,000 ordinary B shares of £1 each	50,000	50,000
	<u>£ 100,000</u>	<u>£ 100,000</u>
Allotted, called-up and fully paid:		
1,000 ordinary B shares of £1 each	£ 1,000	£ 1,000

A and B ordinary shares rank pari passu in all respects.

TAKE TWO DEVELOPMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

12. PROFIT AND LOSS ACCOUNT:

The movement in the period was as follows:

	<u>30 June 2009</u>
Balance at 31 March 2008	£ 84,886
Loss for the period	(4,224)
Balance at 30 June 2009	<u>£ 80,662</u>

13. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS:

	<u>30 June 2009</u>	<u>31 March 2008</u>
(Loss)/profit for the financial period	£ (4,224)	£ 21,237
Dividends paid	-	(275,000)
Net depletion to shareholders' funds	<u>(4,224)</u>	<u>(253,763)</u>
Opening shareholders' funds	85,886	339,649
Closing shareholders' funds	<u>£ 81,662</u>	<u>£ 85,886</u>

14. GUARANTEES AND OTHER FINANCIAL COMMITMENTS:

There were no capital commitments at 30 June 2009 (31 March 2008 - £Nil).

15. RELATED PARTY TRANSACTIONS:

The Company has taken advantage of the exemption available under FRS 8 not to disclose transactions with fellow group undertakings.

16. ULTIMATE HOLDING COMPANY:

The Company's immediate parent is The Premier Property Group Limited and the ultimate holding company is Murray International Holdings Limited, both of which are registered in Scotland.

The largest and smallest group in which the results of the Company are consolidated is that headed by the ultimate holding company whose principal place of business is at 9 Charlotte Square, Edinburgh, EH2 4DR. Copies of Murray International Holdings Limited financial statements are available from the above address.

TAKE TWO DEVELOPMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

17. ULTIMATE CONTROL:

Sir D E Murray, a director of the ultimate holding company (Note 16), and members of his close family control the Company as a result of controlling directly or indirectly 88% of the issued share capital of the ultimate holding company.

18. POST BALANCE SHEET EVENTS:

On 21 April 2010, Murray International Holdings Limited (Note 16) and certain of its subsidiaries completed a financial restructuring, details of which are set out in the financial statements of Murray International Holdings Limited for the period ended 30 June 2009. A summary of the principal terms of this financial restructuring are set out below:

- (i.) Lloyds Banking Group has increased its equity interests in the Group, subscribing for approximately £150.0m of additional share capital and share premium in Murray International Holdings Limited while reducing debt levels by a similar quantum.
- (ii.) Following the issue of share capital, Sir David E. Murray and members of his close family continue to control the Company and the Group as a result of controlling, either directly or indirectly, 76% of the voting share capital of the issued share capital of the Company. This percentage was previously 88%.
- (iii.) Group borrowing facilities have been renewed with Lloyds Banking Group following completion of the financial restructuring. This has involved segregating the overall Group banking arrangement into a series of sub-facilities relevant and applicable to each of the Group's Divisions.
- (iv.) The Group has acquired minority interests held in certain subsidiaries in the Group for nominal value including PPG Metro Limited, PPG Land Limited, PPG Southern Limited and Brogue Properties Limited; and
- (v.) The Group has acquired minority interests held in certain subsidiaries in the Group for nominal value.

The impact of these changes has been shown in the unaudited pro forma group balance sheet set out in the Directors' Report of the financial statements of Murray International Holdings Limited. This unaudited pro forma balance sheet highlights the effect on the 30 June 2009 balance sheet of Murray International Holdings Limited of the various steps outlined above as if they had taken place on 30 June 2009.

As referred to above, The Premier Property Group Limited ("PPG"), the immediate parent company, finalised the terms of a new bank facility on 21 April 2010. The new arrangements incorporate term loan and working capital facilities which are made available to PPG and its subsidiaries over a 7 year period.