FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JANUARY 2002

TOGETHER WITH DIRECTORS' AND AUDITORS' REPORTS

REGISTERED NUMBER: SC206554



DIRECTORS' REPORT

FOR THE YEAR ENDED 31 JANUARY 2002

The directors present their annual report on the affairs of the company, together with the financial statements and auditors' report for the year ended 31 January 2002.

PRINCIPAL ACTIVITY AND BUSINESS REVIEW:

The principal activity of the company is the investment in property within the UK for medium and long term performance.

RESULTS AND DIVIDENDS:

Results and dividends for the year were as follows:

Retained profit at 31 January 2001 £ 1,402,381

Profit for the financial year £ 2,279,515

Retained profit at 31 January 2002 £ 3,681,896

No dividend was paid or proposed in respect of the year (2001 - £Nil).

DIRECTORS AND THEIR INTERESTS:

The directors who served during the year were:

D E Murray

I B Tudhope

A Glasgow

ATH Smith

I Robertson

L Higgins (appointed 1 July 2001)

At 31 January 2002 none of the directors had any interests in the share capital of the company. The interests of the directors in the share capital of the ultimate holding company (Note 20) are disclosed in the directors' report accompanying that company's financial statements.

DIRECTORS' REPORT (continued)

FOR THE YEAR ENDED 31 JANUARY 2002

DIRECTORS' RESPONSIBILITIES:

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 its 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 which disclose with reasonable accuracy at any time the financial position of the company and 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:

The directors will place a resolution before the annual general meeting to re-appoint Arthur Andersen as auditors for the ensuing year.

9 Charlotte Square Edinburgh EH2 4DR BY ORDER OF THE BOARD

Davidtome

D Horne

Company Secretary

23 July 2002

ARTHUR ANDERSEN

Chartered Accountants Saltire Court, 20 Castle Terrace Edinburgh EH1 2DB

To the shareholders of PPG METRO LIMITED:

We have audited the financial statements of PPG Metro Limited for the year ended 31 January 2002 which comprise the Profit and Loss account, Balance Sheet, Cashflow Statement and the related notes numbered 1 to 23. These financial statements have been prepared under the accounting policies set out therein.

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.

BASIS OF 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 circumstances of the company, 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 affairs of the company as at 31 January 2002 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

ARTHUR ANDERSEN

Anther Andersen

CHARTERED ACCOUNTANTS AND REGISTERED AUDITORS

23 JULY 2002

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 JANUARY 2002

	Notes	Year ended 31 January 2002	40 week period ended 31 January 2001
TURNOVER	1(f)	£ 26,854,222	£ 6,493,377
Cost of sales		(19,692,136)	(1,621,896)
GROSS PROFIT		7,162,086	4,871,481
Other operating expenses (net)	2	(18,200)	(41,487)
OPERATING PROFIT		7,143,886	4,829,994
Investment income	4	88,006	-
Interest payable and similar charges	5	(4,104,327)	(2,813,665)
PROFIT ON ORDINARY ACTIVITIES			
BEFORE TAXATION	6	3,127,565	2,016,329
Tax on profit on ordinary activities	7	(848,050)	(613,948)
RETAINED PROFIT FOR THE			
FINANCIAL PERIOD	15	£ 2,279,515	£ 1,402,381

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

The company has no recognised gains or losses in either period other than the profits for each period.

The reported profit on ordinary activities before taxation equates to the historical cost profit on ordinary activities before taxation.

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

BALANCE SHEET - 31 JANUARY 2002

	Notes		
FIXED ASSETS		<u>2002</u>	<u>2001</u>
Tangible assets Investments	8 9	£ 40,768,644 14,336,324	£ 73,060,331
		55,104,968	73,060,333
CURRENT ASSETS			
Debtors Cash at bank and in hand	10	1,341,568 230,771	550,396 1,335,079
		1,572,339	1,885,475
CREDITORS: Amounts falling due within one year	11	(2,258,653)	(3,547,489)
NET CURRENT LIABILITIES		(686,314)	(1,662,014)
TOTAL ASSETS LESS CURRENT LIABILITIES		54,418,654	71,398,319
CREDITORS: Amounts falling due after more than one year	12	(50,500,000)	(69,850,000)
PROVISIONS FOR LIABILITIES AND CHARGES	13	(235,758)	(144,938)
NET ASSETS		£ 3,682,896	£ 1,403,381
CAPITAL AND RESERVES			
Called-up equity share capital Profit and loss account	14 15	£ 1,000 3,681,896	£ 1,000 1,402,381
SHAREHOLDERS' FUNDS	16	£ 3,682,896	£ 1,403,381
SIGNED ON BEHALF OF THE BOARD ON 23 J D E Murray)	ULY 2002	Aller	vanj
The accompanying notes form an integral part of th	is balance si	heet.	\\ \J.

CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 JANUARY 2002

	Notes	Year ended 31 January 2002	40 week period ended 31 January 2001
Net cash inflow from operating activities	17(a)	£ 22,912,602	£ 7,494,621
Returns on investment and servicing of finance	17(b)	(4,016,322)	(2,011,864)
Taxation	17(c)	(222,779)	-
Capital expenditure and financial investment	17(d)	(427,809)	(73,998,676)
Acquisitions and dividends	17(e)	-	(2)
Cash inflow/(outflow) before financing		18,245,692	(68,515,921)
Financing	17(f)	(19,350,000)	69,851,000
(Decrease)/increase in cash in the period		£ (1,104,308)	£ 1,335,079
Reconciliation of net cash (outflow)/inflow to movement in net funds			
(Decrease)/increase in cash in the period		£ (1,104,308)	£ 1,335,079
Cash outflow/(inflow) from changes in net debt		19,350,000	(69,850,000)
Change in net funds resulting from cash flows		£ 18,245,692	£ (68,514,921)
Net debt at start of period		(68,514,921)	-
Net debt at end of period	17(g)	£(50,269,229)	£ (68,514,921)

The accompanying notes form an integral part of this cash flow statement.

NOTES TO THE FINANCIAL STATEMENTS

ACCOUNTING POLICIES:

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

(a) Basis of accounting

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

(b) Consolidation

No consolidated financial statements have been prepared for the company and its subsidiary undertakings under the terms of Section 228(1)(b) of the Companies Act 1985 which exempts parent companies whose financial statements are included in the financial statements of a larger group from preparing consolidated financial statements. Note 20 contains details of the ultimate holding company.

(c) Investment properties

In accordance with SSAP 19, investment properties are revalued annually. Surpluses or deficits on individual properties are transferred to the investment revaluation reserve, unless a deficit (or its reversal) is expected to be permanent and is in excess of any previously recognised surplus over cost related to the same property in which case it is charged (or credited) to the profit and loss account. Depreciation is not provided in respect of freehold investment properties or leasehold investment properties where the unexpired term of the lease is more than 20 years. The directors consider that this accounting policy, which represents a departure from the statutory accounting rules, is necessary to provide a true and fair view.

(d) Investments

Fixed asset investments are shown at cost less provision for impairment.

(e) Taxation

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

NOTES TO THE FINANCIAL STATEMENTS (continued)

ACCOUNTING POLICIES (continued):

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 nondiscounted basis.

(f) Turnover

Turnover comprises sales of investment properties and rental income. Turnover is net of VAT.

2. OTHER OPERATING EXPENSES (NET):

The following is included in other operating expenses (net):

expenses (net).	<u>2002</u>	(2 <u>001</u> 40 weeks)
£	18,200	£	41,487

STAFF COSTS: 3.

The company had no employees other than the directors during the period. The directors, other than I Robertson, are remunerated by other group undertakings. I Robertson is remunerated by an unrelated party

INVESTMENT INCOME:

Administrative expenses

The following is included in investment income:		<u>2002</u>	<u>2001</u> (40 weeks)
Interest receivable and similar income	£	88,006	-
			

NOTES TO THE FINANCIAL STATEMENTS (continued)

5	INTEREST PAYABLE AND	O SIMILAR CHARGES:
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	The following are included in interest payable and	similar cha	arges:	
			<u>2002</u>	(40 weeks)
	On bank loans and overdrafts On interest bearing loan notes 2000/2006 Other interest	£	3,622,474 480,000 1,853	£ 2,520,450 293,215
		£	4,104,327	£ 2,813,665
6.	PROFIT ON ORDINARY ACTIVITIES BEFORE	TAXATI	ON:	
	The profit on ordinary activities before taxation is s	tated after	charging:	
			<u>2002</u>	2001 (40 weeks)
	Auditors' remuneration for audit services	£	10,000	£ 6,000
7.	TAX ON PROFIT ON ORDINARY ACTIVITIES	:		
	The tax charge comprises:		<u>2002</u>	<u>2001</u> (40 weeks)
	Current tax UK Corporation tax	£	766,279	£ 469,010
	Adjustments in respect of prior years - UK corporation tax	£	(9,049)	£ -
	Total current tax		757,230	469,010
	Deferred tax Origination and reversal of timing differences		90,820	144,938
	Total deferred tax (see note 13)	£	90,820	£ -
	Total tax on profit on ordinary activities	£	848,050	£ 613,948

NOTES TO THE FINANCIAL STATEMENTS (continued)

7. TAX ON PROFIT ON ORDINARY ACTIVITIES (continued):

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

	<u>2002</u>	200 <u>1</u> (40 weeks)
Profit on ordinary activities before tax	£ 3,127,565	£ 2,016,329
Tax on profit on ordinary activities at standard UK corporation tax rate of 30% (2001 – 30%)	938,269	604,899
Effects of: Expenses not deductible for tax purposes Capital allowances in excess of depreciation Adjustments to tax charge in respect of previous periods Capital gains Over provision	(574,501) (90,820) (9,049) 493,331	(634,010) (144,938) 634,010 9,049
Current tax charge for period	£ 757,230	£ 469,010

The company earns its profits primarily in the UK, therefore the tax rate used for tax on profit on ordinary activities is the standard rate for UK corporation tax, currently 30%.

NOTES TO THE FINANCIAL STATEMENTS (continued)

8. TANGIBLE FIXED ASSETS:

The following are included in the net book value of tangible fixed assets:

	2002	<u>2001</u>
Investment properties	£ 40,768,644	£73,060,331
		=======================================
The movement in the year was as follows:		
and the second s	Investment properties	
COST: At 31 January 2001	£ 73,060,331	
Additions	427,809	
Disposals	(32,719,496)	
At 31 January 2002	£ 40,768,644	
DEPRECIATION:		
At 31 January 2001	•	
and 31 January 2002	£ -	
NET BOOK VALUE:		
At 31 January 2001	£ 73,060,331	
		
At 31 January 2002	£ 40,768,644	

Freehold and leasehold investment properties were valued on an open-market, existing-use basis by the directors as at 31 January 2002.

In accordance with SSAP 19, investment properties are not depreciated (Note 1(c)). It is not possible to quantify the depreciation which would otherwise have been charged.

NOTES TO THE FINANCIAL STATEMENTS (continued)

9. FIXED ASSET INVESTMENTS:

The following are included in the net book value of fixed asset investments:

	<u>2002</u>		<u>2001</u>
Investment in subsidiary undertakings	£ 14,336,324	£	2
The movement in the year was as follows:			
	Subsidiary undertakings		
COST AND NET BOOK VALUE	<u>under untiliga</u>		
At 31 January 2001	£ 2		
Additions	14,336,322		
At 31 January 2002	£14,336,324		

During the year the company acquired the entire share capital of PPG Metro Grosvenor Limited and PPG Metro Oswald Limited.

The subsidiary undertakings at 31 January 2002 were:

	Country of registration	Principal <u>activity</u>	Percentage holding
PPG Metro Corunna Limited	Scotland	Property investment	100%
PPG Metro Grosvenor Limited	Scotland	Property investment	100%
PPG Metro Oswald Limited	Scotland	Property investment & development	100%

10. DEBTORS:

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

	<u>2002</u>		<u> 2001</u>
Amounts falling due within one year:			
Amounts due by other group undertakings	£ 902,611	£	-
Trade debtors	345,956		488,975
VAT	24,033		-
Other debtors	68,968		61,421
	£ 1,341,568	£	550,396

NOTES TO THE FINANCIAL STATEMENTS (continued)

11. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

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

<u>2002</u>	<u>2001</u>
£ 905,411	£ 962,223 331,600
363,982	222,780
86,350	32,282 86,350
432,375	1,912,254
£ 2,258,653	£ 3,547,489
	£ 905,411 470,535 363,982 - 86,350 432,375

12. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

The following amounts are included in creditors falling due after more than one year:

	<u>2002</u>	<u>2001</u>
Interest bearing loan notes 2000/2006 Term bank loan	£ 6,000,000 44,500,000	£ 6,000,000 63,850,000
	£ 50,500,000	£ 69,850,000
		

The interest bearing loan notes 2000/2006 are unsecured and bear interest at commercial rates. The loan notes are repayable by 31 January 2006.

The term bank loan of £44,500,000 at 31 January 2002 is secured by a bond and floating charge over the assets of the company and by standard securities over certain properties. The loan is repayable by 14 January 2005 or earlier dependent on the disposal of certain investment properties. It bears interest at normal commercial rates.

NOTES TO THE FINANCIAL STATEMENTS (continued)

13. PROVISION FOR LIABILITIES AND CHARGES:

Deferred taxation has been provided to the extent that the directors have concluded, on the basis of reasonable assumptions and the intention of management, that it is probable that the liability will be realised.

			<u>2002</u>		<u>2001</u>
	Deferred taxation – accelerated capital allowances	£	235,758	£	144,938
		====			
	The movement during the year comprises:				
	At 31 January 2001	£	144,938		
	Charged to profit and loss account		90,820		
	At 31 January 2002	£	235,758		
		====			
	Deferred taxation has been provided in full.				
14.	CALLED-UP EQUITY SHARE CAPITAL:				
			2002		<u>2001</u>
	Authorised:		<u> 200</u> 2		<u>2001</u>
	1,000 ordinary shares of £1 each	£	1,000	£	1,000
	Allotted, called-up and fully paid:				
	1,000 ordinary shares of £1 each	£	1,000	£	1,000

NOTES TO THE FINANCIAL STATEMENTS (continued)

15. RESERVES:

Interest received

Net cash outflow from returns on

investment and servicing of finance

Interest paid

15.	RESERVES:			
	The movement in the year was as follows:	Profit and loss account		
	Balance at 31 January 2001 Profit for the financial year	£ 1,402,381 2,279,515		
	Balance at 31 January 2002	£ 3,681,896		
16.	RECONCILIATION OF MOVEMENTS IN SHARE	HOLDERS' FUNDS:		
		2002		<u>2001</u>
	Profit for the financial period New shares issued	£ 2,279,515	£	1,402,381 1,000
	Net addition to shareholders' funds Opening shareholders' funds	2,279,515 1,403,381		1,403,381
	Closing shareholders' funds	£ 3,682,896	£	1,403,381
17.	NOTES TO CASH FLOW STATEMENT:			
	(a) Reconciliation of operating profit to operating case	h flows: <u>2002</u>		<u>2001</u>
	Operating profit Original cost of investment properties disposed of Increase in debtors (Decrease)/increase in creditors	£ 7,143,886 18,383,174 (791,172) (1,823,286)	£	4,829,994 938,345 (550,396) 2,276,678
	Net cash inflow from operating activities	£ 22,912,602	£	7,494,621
	(b) Returns on investment and servicing of finance			

88,005

(4,104,327)

£ (4,016,322)

(2,011,864)

£ (2,011,864)

NOTES TO THE FINANCIAL STATEMENTS (continued)

17. NOTES TO CASH FLOW STATEMENT (continued)

		<u>2002</u>	<u>2001</u>		
(c) Taxation					
UK corporation tax paid		£ (222,779)	£ -		
(d) Capital expenditure and finance	cial investment				
Purchase of tangible fixed assets		£ (427,809)	£(73,998,676)		
(e) Acquisitions and disposal					
Acquisition of subsidiary undertak	cing	£ -	£ (2)		
(f) Financing					
Issue of ordinary share capital Term loans Issue of loan notes Repayment of term loan		£ (19,350,000)	£ 1,000 63,850,000 6,000,000		
Net cash (outflow)/inflow from fire	nancing	£ (19,350,000)	£ 69,851,000		
(g) Analysis and reconciliation of net debt					
	At 31 January 2001	Cashflow	At 31 January 2002		
Cash at bank	£ 1,335,079	£ (1,104,308)	£ 230,771		
Debts due after one year	(69,850,000)	19,350,000	(50,500,000)		
Net debt	£ (68,514,921)	£ 18,245,692	£(50,269,229)		

18. MAJOR NON-CASH TRANSACTIONS

During the year the company transferred an investment property to PPG Metro Grosvenor in exchange for share capital. The investment property had been held in the company at a cost of £14,336,332.

NOTES TO THE FINANCIAL STATEMENTS (continued)

19. GUARANTEES AND OTHER FINANCIAL COMMITMENTS:

a) Capital commitments

There were no capital commitments at 31 January 2002 (2001 - £Nil).

b) VAT

The company is registered for VAT purposes in a group of undertakings which share a common registration number. As a result, it has jointly guaranteed the VAT liability of the group and failure by other members of the group to meet their VAT liabilities would give rise to additional liabilities for the company. The directors are of the opinion that no liability is likely to arise from the failure of those companies.

20. ULTIMATE HOLDING COMPANY:

The ultimate holding company is Murray International Holdings Limited which is registered in Scotland.

The largest 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. The smallest group in which the results of the company are consolidated is that headed by The Premier Property Group Limited whose principal place of business is at 43 Melville Street, Edinburgh, EH3 7JF.

21. ULTIMATE CONTROL:

Mr D E Murray a director of the ultimate holding company (Note 20), and members of his close family control the company as a result of controlling directly or indirectly 82% of the issued share capital of the ultimate holding company.

22. RELATED PARTY TRANSACTIONS:

During the year the company entered into the following transactions with related parties:

Related Party	Relationship	Nature of Transactions	<u>Amount</u>
The Premier Property Group Ltd	Parent company	(i) Interest payable	£240,000
		(ii) Management fees payable	£739,200
Murray Group Management Ltd	Fellow subsidiary of ultimate holding company (Note 20)	Tax group relief receivable	£393,248

The amounts due to or by other group undertakings at 31 January 2002 are shown in Notes 10, 11 and 12.

NOTES TO THE FINANCIAL STATEMENTS (continued)

23. POST BALANCE SHEET EVENTS

Subsequent to the year end, the company disposed of certain investment properties for a consideration of £11,915,000.