

MRDS Troon Limited
(Formerly Heritage Homes (Troon) Limited)

Directors' Report and Financial Statements

31 December 2004

Registered Number SC211197



Directors' Report and Financial Statements

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Directors' Report

The Directors have pleasure in presenting their report and audited financial statements for the year to 31 December 2004.

Business review

The result for the year is set out in the profit and loss account on page 4. On 3 February 2004 the company changed its name from Heritage Homes (Troon) Limited to MRDS (Troon) Limited.

Activity

The principal activity of the company is that of property development. The directors consider the year end financial position to be satisfactory.

Directors and Directors' Interests

The Directors of the company during the year were:

Ian H Mackay	(resigned 30 September 2004)
Ewan T Anderson	
Stanley G Mills	(appointed 15 January 2004)

None of the Directors had any interest in the share capital of the company.

Auditors

In accordance with Section 384 of the Companies Act 1985, a resolution for the re-appointment of KPMG LLP as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

By order of the Board



Ewan T Anderson
Director

7th October 2005

Statement of 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 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;
- 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 Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Independent Auditors' Report to the Members of MRDS (Troon) Limited

We have audited the financial statements on pages 4 to 7.

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 are responsible for preparing the Directors' Report and, as described on page 2, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

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.

Basis of Audit 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 as at 31 December 2004 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG LLP

KPMG LLP
Chartered Accountants
Registered Auditor
Edinburgh

26 October 2005

Profit and loss account

For the year ended 31 December 2004

	Note	2004 £	2003 £
Cost of sales		-	(11,374)
		<hr/>	<hr/>
Gross loss		-	(11,374)
Administrative expenses		-	11,374
		<hr/>	<hr/>
Result on ordinary activities before and after taxation		-	-
Profit and loss reserve at start of year		-	-
		<hr/>	<hr/>
Profit and loss reserve at end of year		-	-
		<hr/> <hr/>	<hr/> <hr/>

There are no recognised gains or losses other than those disclosed above.

Balance sheet

As at 31 December 2004

	Note	2004 £	2003 £
Current assets			
Debtors	3	100	238
Cash at bank and in hand		13,317	12,907
		<hr/>	<hr/>
		13,417	13,145
Creditors: amounts falling due within one year	4	(13,317)	(13,045)
		<hr/>	<hr/>
Net assets		100	100
		<hr/>	<hr/>
Capital and reserves			
Called up share capital	5	100	100
Profit and loss account		-	-
		<hr/>	<hr/>
Equity shareholders' funds		100	100
		<hr/>	<hr/>

These financial statements were approved by the board of directors on 7 October 2005 and were signed on its behalf by:



Ewan T Anderson
Director

Notes

(Forming part of the financial statements)

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 accounting

The accounts are prepared under the historical cost basis and in accordance with applicable Accounting Standards.

The company is exempt from the requirement of Financial Reporting Standard 1 to prepare a cash flow statement as it is entitled to the filing exemptions as a small company under sections 246 to 249 of the Companies Act 1985 when filing accounts with the Registrar of Companies.

Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Deferred taxation is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19.

Development work in progress

Development work in progress has been valued at cost plus attributable overheads or net realisable value if lower.

2. Staff numbers and costs

The company has no employees and no emoluments were paid to the Directors of the company during the year.

3. Debtors

	2004 £	2003 £
Amounts owed by parent undertaking	100	100
Other debtors	-	138
	<hr/> 100	<hr/> 238
	<hr/>	<hr/>

Notes (continued)

4. Creditors: amounts falling due within one year

	2004 £	2003 £
Amounts owed to parent undertaking	3,512	1,691
Accruals and deferred income	1,650	2,000
Maintenance provision	8,155	9,354
	<u>13,317</u>	<u>13,045</u>

5. Called up share capital

	2004 £	2003 £
<i>Authorised, Allotted and fully paid:</i>		
50 Ordinary 'A' shares of £1 each	-	50
50 Ordinary 'B' shares of £1 each	-	50
100 Ordinary shares of £1 each	100	-
	<u>100</u>	<u>100</u>

On 15 January 2004 a resolution was passed that each of the existing issued 50 'A' and 50 'B' Ordinary Shares of £1 be reclassified as 100 Ordinary Shares of £1.

6. Related party disclosures

As the company is a wholly owned subsidiary it has taken advantage of the exemption contained in FRS 8 and not disclosed transactions or balances with entities which form part of the group. The consolidated financial statements of The Miller Group Limited can be obtained from the address given below.

7. Ultimate parent company

The company's ultimate parent company is The Miller Group Limited, a company registered in Scotland. The accounts of The Miller Group Limited can be obtained from the Registrar of Companies, Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB