

MILLER (DUNDEE) LIMITED

Directors' report and financial statements

For the year ended 31 December 2006

Registered number SC217231



Directors' report and financial statements

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Directors' report

The directors present their annual report and audited financial statements for the year ended 31 December 2006

Business review and future developments

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

Results and dividends

The profit for the year amounted to £927,637 (2005 £6,829 loss). The directors do not recommend the payment of a dividend.

Directors

The directors of the company during the year were

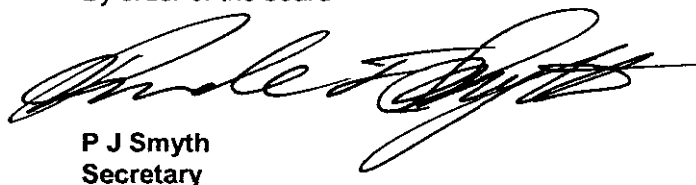
PH Miller
DT Milloy
M Wood

The directors had no interests in the shares of the company. The interests of PH Miller in the shares of the ultimate parent company, The Miller Group Limited, are shown in that company's financial statements. The interests of DT Milloy and M Wood in the shares of The Miller Group Limited are shown in the accounts of Miller Developments Holdings Limited, the intermediate parent company.

Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

By order of the board



P J Smyth
Secretary

30 MARCH 07

Edinburgh

Statement of directors' responsibilities in respect of the Directors' Report and the financial statements

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards.

The financial statements are required by law to 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.

In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and estimates that are reasonable and prudent,
- state whether applicable UK 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 that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that its 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 Miller (Dundee) Limited

We have audited the financial statements of Miller (Dundee) Limited for the year ended 31 December 2006 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. 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

As described in the Statement of Directors' Responsibilities on page 2, the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

Our responsibility is to audit the financial statements in accordance with relevant 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 to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements. We also 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 other transactions 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 judgments 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, in accordance with UK Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2006 and of its profit for the year then ended,
- 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.


KPMG LLP
Chartered Accountants
Registered Auditor
Edinburgh

Date
24 April 2007

Profit and loss account
for the year ended 31 December 2006

	<i>Note</i>	2006 £	2005 £
Turnover	2	5,222,350	243,635
Cost of Sales		(3,959,000)	(3,678)
Gross profit		1,263,350	239,957
Administrative expenses		(168)	(1)
Operating profit	3	1,263,182	239,956
Interest receivable	5	65,351	
Interest payable	6	(3,337)	(246,785)
Profit/(loss) on ordinary activities before taxation	3	1,325,196	(6,829)
Tax on profit on ordinary activities	7	(397,559)	
Profit/(loss) for the financial year		927,637	(6,829)

The company has no recognised gains or losses other than the profit for the year

The profit for the financial year has been derived from continuing activities

Balance sheet
31 December 2006

	<i>Note</i>	2006 £	2005 £
Current assets			
Work in Progress	8		3,959,000
Debtors	9	13,577	3,679
Bank		1,191,385	
		<hr/>	<hr/>
		1,204,962	3,962,679
Creditors amounts falling due within one year	10	(397,559)	(4,082,913)
		<hr/>	<hr/>
Net assets/(liabilities)		807,403	(120,234)
		<hr/>	<hr/>
Capital and reserves			
Called up share capital	11	1	1
Profit and loss account	12	807,402	(120,235)
		<hr/>	<hr/>
Shareholders' funds/(deficit)	13	807,403	(120,234)
		<hr/>	<hr/>

These financial statements were approved by the board of directors on 30 March 2007 and were signed on its behalf by


P H Miller
 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 to the company's financial statements

Basis of preparation

The financial statements have been prepared in accordance with applicable Accounting Standards and under the historical cost accounting rules

The company is exempt from the requirement of Financial Reporting Standard 1 to prepare a cash flow statement as it is a wholly owned subsidiary undertaking of The Miller Group Limited and its cash flows are included within the consolidated cash flow statement of that company

As the company is a wholly owned subsidiary of The Miller Group Limited, the company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities which form part of the group (or investees of the group qualifying as related parties) The consolidated financial statements of The Miller Group Limited, within which this company is included, can be obtained from the address given in note 14

Development work in progress

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

Taxation

The charge for taxation is based on the loss for the year and takes into account taxation deferred or accelerated because of timing differences between the treatment of certain items for taxation and accounting purposes Deferred tax 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

2 Turnover

Turnover represents income received from the rental of commercial property and development sales and excludes value added for tax Turnover arises entirely in the United Kingdom

3 Profit on ordinary activities before taxation

2006

2005

£

£

This is stated after charging/(crediting)

Auditors remuneration

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Auditors' remuneration is paid by a fellow subsidiary company, Miller Developments Limited and is disclosed in the accounts of that company

4 Remuneration of directors

There were no emoluments paid to the directors during the year There were no staff or employee costs during the year

Notes (cont'd)

5	Interest receivable	2006	2005
		£	£
	Bank interest	65,351	
6	Interest payable	2006	2005
		£	£
	On bank loans and overdrafts	3,337	246,785
7	Taxation	2006	2005
		£	£
	Analysis of charge in year		
	UK Corporation tax		
	Current tax on income for the year	397,559	
	Tax on profit/(loss) on ordinary activities	397,559	
	The current tax charge for the year is equal to (2005 lower than) the standard rate of corporation tax in the UK (30%) (2005 30%) The differences are explained below		
	Current tax reconciliation	2006	2005
		£	£
	Profit on ordinary activities before tax	1,325,196	(6,829)
	Current tax at 30% (2005 30%)	397,559	(2,049)
	Effects of		
	Losses carried forward	-	2,049
	Total current tax charge (see above)	397,559	
8	Work in progress	2006	2005
		£	£
	Development site		3,959,000
9.	Debtors	2006	2005
		£	£
	Other debtors	7,025	3,679
	Amounts due from fellow group companies		
	Amount owed by non group companies	6,552	
		13,577	3,679

Notes (cont'd)

10 Creditors amounts falling due within one year	2006	2005
	£	£
Bank overdraft		3,962,281
Amount owed to fellow group companies	397,559	40,247
Accruals and deferred income		69,513
Other creditors		10,872
	<u>397,559</u>	<u>4,082,913</u>
11 Share capital	2006	2005
	£	£
<i>Equity</i>		
<i>Authorised</i>		
1,000 ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>
<i>Allotted, called up and unpaid</i>		
1 ordinary share of £1	<u>1</u>	<u>1</u>
12 Profit and loss account	2006	2005
	£	£
At beginning of year	(120,235)	(113,406)
Profit/(loss) for the year	927,637	(6,829)
	<u>807,402</u>	<u>(120,235)</u>
13 Reconciliation of movements in shareholders' funds	2006	2005
	£	£
Opening shareholders' deficit	(120,234)	(113,405)
Profit/(loss) for the year	927,637	(6,829)
	<u>807,403</u>	<u>(120,234)</u>

14 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.