

Registration number Scotland 220083

Vincent Properties Limited

Directors' report and financial statements

for the year ended 30 September 2004



Vincent Properties Limited

Company information

Directors	J. Guthrie R. G. Urquhart P. J. Guthrie R. Guthrie B. P. Swiers M. Robson M. Harrison	(resigned 31 January 2005) (appointed 31 January 2005) (appointed 31 January 2005)
Secretary	B. P. Swiers	
Company number	Scotland 220083	
Registered office	56 George Street Edinburgh EH2 2LR	
Auditors	Moore Stephens 12/13 Alma Square Scarborough North Yorkshire YO11 1JU	
Business address	137 Scalby Road Scarborough North Yorkshire YO12 6TB	
Bankers	Bank of Scotland Head Office The Mound Edinburgh EH1 1YZ	

Vincent Properties Limited

Directors' report for the year ended 30 September 2004

The directors present their report and the financial statements for the year ended 30 September 2004.

Principal activity and review of the business

The principal activity of the company is property investment. The directors are pleased to report an acceptable period of trading consistent with current market trends and anticipate future trading to be in line with the market expectation.

Results and dividends

The results for the year are set out on page 4.

A dividend of £300,000 was paid during the year.

Directors and their interests

The directors named served during the period. The interests of Mr. J. Guthrie, Mr. P. J. Guthrie, Mr. R. Guthrie and Mr. B. P. Swiers in the capital of group companies are disclosed in the directors' report of Broadland Properties Limited. Mr. R. G. Urquhart held no interests in the capital of any group companies during the period under review.

Elective resolutions

The shareholders have passed elective resolutions dispensing with the requirement to hold an annual general meeting and to lay the accounts before an annual general meeting. Nevertheless the directors would like to remind the shareholders that any shareholder has the right to call for the accounts to be laid before a meeting of the shareholders and this right may be exercised by notice in writing to the company's registered office within 28 days of receipt of the accounts.

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 of the company for that year. In preparing these the directors are required to:

- select suitable accounting policies and 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 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.

This report was approved by the Board on 22 March 2005 and signed on its behalf by

B. P. Swiers
Secretary



Vincent Properties Limited

Independent auditors' report to the shareholders of Vincent Properties Limited

We have audited the financial statements of Vincent Properties Limited for the year ended 30 September 2004 which comprise the profit and loss account, the balance sheet and the related notes. These financial statements have been prepared under the historical cost convention and 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 the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards.

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 audit 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 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.

Vincent Properties Limited

Independent auditors' report to the shareholders of Vincent Properties Limited (continued)

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 30 September 2004 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Moore Stephens

**Moore Stephens
Registered Auditor**

22 March 2005

**12/13 Alma Square
Scarborough
North Yorkshire
YO11 1JU**

Vincent Properties Limited

Profit and loss account for the year ended 30 September 2004

		Continuing operations	
		2004	2003
	Notes	£	£
Turnover	2	832,635	554,996
Cost of sales		(265,718)	(377,843)
Gross profit		<u>566,917</u>	<u>177,153</u>
Administrative expenses		(16,875)	(12,684)
Operating profit	3	<u>550,042</u>	<u>164,469</u>
Other interest receivable and similar income	4	<u>1,719</u>	<u>137</u>
Profit on ordinary activities before taxation		551,761	164,606
Tax on profit on ordinary activities	6	(43,658)	(145,419)
Profit on ordinary activities after taxation		508,103	19,187
Dividends	8	(300,000)	-
Retained profit for the year	14	<u><u>208,103</u></u>	<u><u>19,187</u></u>

There are no recognised gains or losses other than the profit or loss for the above two financial years.

The notes on pages 6 to 11 form an integral part of these financial statements.

Vincent Properties Limited

**Balance sheet
as at 30 September 2004**

	Notes	2004		2003	
		£	£	£	£
Fixed assets					
Investments - properties	9		7,560,751		7,560,751
Current assets					
Debtors	10	634,789		538,621	
Cash at bank and in hand		12,932		15,288	
		<u>647,721</u>		<u>553,909</u>	
Creditors: amounts falling due within one year	11	<u>(7,782,734)</u>		<u>(7,940,683)</u>	
Net current liabilities			<u>(7,135,013)</u>		<u>(7,386,774)</u>
Total assets less current liabilities			425,738		173,977
Provisions for liabilities and charges	12		<u>(189,077)</u>		<u>(145,419)</u>
Net assets			<u>236,661</u>		<u>28,558</u>
Capital and reserves					
Called up share capital	13		1		1
Profit and loss account	14		<u>236,660</u>		<u>28,557</u>
Equity shareholders' funds	15		<u>236,661</u>		<u>28,558</u>

The financial statements were approved by the Board on 22 March 2005 and signed on its behalf by


J. Guthrie
 Director

The notes on pages 6 to 11 form an integral part of these financial statements.

Vincent Properties Limited

Notes to the financial statements for the year ended 30 September 2004

1. Accounting policies

1.1. Accounting convention

The financial statements are prepared under the historical cost convention .

The company has consistently applied all relevant accounting standards.

1.2. Turnover

Turnover represents amounts receivable for rents and service charges net of value added tax where applicable. Rent free periods have been accounted for in accordance with UITF 28.

1.3. Investment properties

In accordance with SSAP 19 the directors have included the company's investment properties in the balance sheet at the directors' estimate of their open market value. The corresponding unrealised surpluses and deficiencies are included in an undistributable revaluation reserve, unless the total of the revaluation reserve is insufficient to cover a deficit, in which case the amount by which the deficit exceeds the amount in the revaluation reserve is charged in the profit and loss account. In common with many other investment companies and in accordance with SSAP 19, no depreciation has been provided by the company on freehold, feuhold and long leasehold investment properties. This departure from statutory accounting principles is enabled under s226(5) of the Companies Act 1985 for the overriding purpose of presenting a true and fair view.

1.4. Deferred taxation

The company has applied FRS 19 in accounting for deferred tax. The general principle is that deferred tax is recognised as a liability or asset if the transactions or events that give an obligation to pay more tax in future or a right to pay less tax in future have occurred by the balance sheet date, although deferred tax is not provided on timing differences arising when a fixed asset is revalued without there being any commitment to sell the asset.

1.5. Acquisition and disposal of properties

Acquisitions of properties are accounted for on the date of unconditional contract and disposals of properties on the date of legal completion.

2. Turnover

The total turnover of the company for the year has been derived from its principal activity wholly undertaken in the UK.

3. Operating profit

	2004	2003
	£	£
Operating profit is stated after charging:		
Auditors' remuneration	1,850	2,660

Vincent Properties Limited

**Notes to the financial statements
for the year ended 30 September 2004**

..... continued

4. Interest receivable and similar income	2004	2003
	£	£
Other interest	1,719	137
 5. Directors' emoluments		
There were no employees during the year apart from the directors, who received no remuneration for their services.		
6. Taxation	2004	2003
	£	£
Analysis of tax charge in the year		
Current tax	-	-
Total current tax	-	-
Deferred tax	43,658	145,419
Tax on profit on ordinary activities	43,658	145,419
 Factors affecting the tax charge for the year		
Profit on ordinary activities before tax	551,761	164,606
Profit on ordinary activities before tax multiplied by the standard rate of UK corporation tax of 30%	165,528	49,382
Effects of:		
Group relief at 0%	(62,643)	133,097
Capital allowances on plant within buildings	(59,227)	(78,970)
Income not yet taxable	(43,658)	(103,509)
Current tax charge for year	-	-

Vincent Properties Limited

Notes to the financial statements for the year ended 30 September 2004

..... continued

7.	Deferred taxation	2004	2003
		£	£
	Full potential amounts		
	Short term timing differences	189,077	145,419
		<u>189,077</u>	<u>145,419</u>
	Of which provided in the accounts	189,077	145,419
		<u>189,077</u>	<u>145,419</u>
	Analysis of movement		
	Balance b/fwd	145,419	
	Deferred tax charge for the period	43,658	
		<u>189,077</u>	
	Balance c/fwd	<u>189,077</u>	
		<u>189,077</u>	
8.	Dividends	2004	2003
		£	£
	Dividends on equity shares:		
	Ordinary shares - dividend paid	300,000	-
		<u>300,000</u>	<u>-</u>
9.	Investments		
		Freehold property	Total
		£	£
	Cost or valuation		
	At 1 October 2003 & At 30 September 2004	7,560,751	7,560,751
		<u>7,560,751</u>	<u>7,560,751</u>
	Net book values		
	At 30 September 2004	7,560,751	7,560,751
		<u>7,560,751</u>	<u>7,560,751</u>
	At 30 September 2003	7,560,751	7,560,751
		<u>7,560,751</u>	<u>7,560,751</u>
	Historical cost		
	At 30 September 2004	7,560,751	7,560,751
		<u>7,560,751</u>	<u>7,560,751</u>
	At 30 September 2003	7,560,751	7,560,751
		<u>7,560,751</u>	<u>7,560,751</u>

Vincent Properties Limited

**Notes to the financial statements
for the year ended 30 September 2004**

..... continued

10. Debtors	2004	2003
	£	£
Other debtors	2,613	49,935
Prepayments and accrued income	632,176	488,686
	<u>634,789</u>	<u>538,621</u>

Amounts falling due after more than one year and included in debtors are:

Prepayments and accrued income	<u>591,935</u>	<u>453,239</u>
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11. Creditors: amounts falling due within one year	2004	2003
	£	£
Trade creditors	-	298
Amounts owed to group undertaking	7,607,264	7,688,492
Other taxes and social security costs	21,267	9,452
Other creditors	22,066	14,454
Accruals and deferred income	132,137	227,987
	<u>7,782,734</u>	<u>7,940,683</u>

Amounts owed to group companies are interest free and have no specific repayment terms and may therefore be due after more than one year.

12 Provisions for liabilities and charges	Deferred taxation (Note 7)	Total
	£	£
At 1 October 2003	145,419	145,419
Movement in the year	43,658	43,658
At 30 September 2004	<u>189,077</u>	<u>189,077</u>

Vincent Properties Limited

**Notes to the financial statements
for the year ended 30 September 2004**

..... continued

13. Share capital	2004	2003
	£	£
Authorised equity		
250,000 Ordinary shares of £1 each	<u>250,000</u>	<u>250,000</u>
Allotted, called up and fully paid equity		
1 Ordinary shares of £1 each	<u>1</u>	<u>1</u>
14. Equity Reserves	Profit and loss account	Total
	£	£
At 1 October 2003	28,557	28,557
Retained profit for the year	<u>208,103</u>	<u>208,103</u>
At 30 September 2004	<u>236,660</u>	<u>236,660</u>
15. Reconciliation of movements in shareholders' funds	2004	2003
	£	£
Profit for the year	508,103	19,187
Dividends	<u>(300,000)</u>	<u>-</u>
	208,103	19,187
Opening shareholders' funds	<u>28,558</u>	<u>9,371</u>
Closing shareholders' funds	<u>236,661</u>	<u>28,558</u>

16. Contingent liabilities

This company has given cross guarantees in respect of group borrowings from its bankers. Security given includes a bond and floating charge over the whole assets of this company, together with specific legal charges over investment properties.

17. Related party transactions

Advantage is taken of the exemption given in Financial Reporting Standard number 8 "Related Party Disclosures" from the requirement to separately disclose transactions with group companies.

Vincent Properties Limited

**Notes to the financial statements
for the year ended 30 September 2004**

..... continued

18. Ultimate parent undertaking

The accounts of this company are included in the consolidated accounts of Broadland Properties Limited, which is regarded as the company's ultimate parent company.