

MANHILL CO. LIMITED
FINANCIAL STATEMENTS
FOR THE
YEAR ENDED 31 MARCH 2008

COMPANY REGISTRATION NUMBER 804321

TUESDAY



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COMPANIES HOUSE

COHEN ARNOLD
Chartered Accountants & Registered Auditors
New Burlington House
1075 Finchley Road
LONDON
NW11 0PU

MANHILL CO. LIMITED
FINANCIAL STATEMENTS
YEAR ENDED 31 MARCH 2008

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MANHILL CO. LIMITED
OFFICERS AND PROFESSIONAL ADVISERS

THE DIRECTORS

Mr E Englander
Mr C Berger
Mr S Z Englander

COMPANY SECRETARY

Mrs S Englander

REGISTERED OFFICE

New Burlington House
1075 Finchley Road
London
NW11 0PU

AUDITOR

Cohen Arnold
Chartered Accountants
& Registered Auditors
New Burlington House
1075 Finchley Road
LONDON
NW11 0PU

MANHILL CO. LIMITED
THE REPORT OF THE DIRECTORS
YEAR ENDED 31 MARCH 2008

The Directors have pleasure in presenting their report and the financial statements of the Company for the year ended 31 March 2008.

PRINCIPAL ACTIVITIES

The principal activity of the Company is property trading which has remained unchanged during the year and no change is envisaged in the immediate future.

DIRECTORS

The Directors who served the Company during the year were as follows:

Mr E Englander
Mr C Berger
Mr S Z Englander

No Director has any beneficial interest in the share capital of the Company.

No Director has a service contract with the Company.

RESPONSIBILITIES OF THE DIRECTORS

The Directors are responsible for preparing the Annual 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 the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 period. In preparing these 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;
- 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 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.

MANHILL CO. LIMITED
THE REPORT OF THE DIRECTORS (*continued*)
YEAR ENDED 31 MARCH 2008

RESPONSIBILITIES OF THE DIRECTORS (*Continued*)

In so far as the Directors are aware:

- there is no relevant audit information of which the Company's auditor is unaware; and
- the Directors have taken all 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.

DONATIONS

During the year the Company made charitable donations aggregating £353,700.

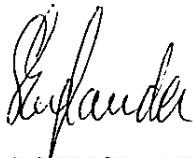
AUDITOR

A resolution to re-appoint Cohen Arnold as auditor for the ensuing year will be proposed at the annual general meeting in accordance with Section 385 of the Companies Act 1985.

SMALL COMPANY PROVISIONS

This report has been prepared in accordance with the special provisions for small Companies under Part VII of the Companies Act 1985.

Signed by order of the Directors



MRS S ENGLANDER
Company Secretary

Approved by the Directors on 25.10.08

MANHILL CO. LIMITED
INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF
MANHILL CO. LIMITED
YEAR ENDED 31 MARCH 2008

We have audited the financial statements of Manhill Co. Limited for the year ended 31 March 2008, which have been prepared in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2007) and on the basis of the accounting policies set out therein.

This report is made solely to the Company's shareholders, 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 shareholders 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 shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITOR

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 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.

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 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 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.

MANHILL CO. LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF MANHILL CO. LIMITED (*continued*)

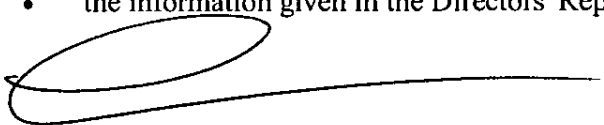
YEAR ENDED 31 MARCH 2008

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 United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities, of the state of the Company's affairs as at 31 March 2008 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.



New Burlington House
1075 Finchley Road
LONDON
NW11 0PU

COHEN ARNOLD
Chartered Accountants
& Registered Auditors

...26.1.08...
Date:

MANHILL CO. LIMITED
PROFIT AND LOSS ACCOUNT
YEAR ENDED 31 MARCH 2008

	Note	2008 £	2007 £
Surplus on Sale of Properties	2	242,509	423,248
Net Rental Income	2	235,434	264,779
Administrative expenses		361,013	777,401
Other operating income	3	<u>(11,999)</u>	<u>(11,236)</u>
OPERATING PROFIT/(LOSS)	4	128,929	(78,138)
Interest receivable		167,001	167,001
Interest payable and similar charges		<u>(195,846)</u>	<u>(186,471)</u>
PROFIT/(LOSS) FOR THE FINANCIAL YEAR		100,084	(97,608)
Balance brought forward		<u>121,174</u>	<u>218,782</u>
Balance carried forward		<u>221,258</u>	<u>121,174</u>

The notes on pages 8 to 12 form part of these financial statements.

MANHILL CO. LIMITED

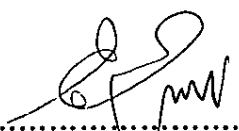
BALANCE SHEET

31 MARCH 2008

	Note	2008 £	2007 £
FIXED ASSETS			
Investments	5	171,330	171,330
CURRENT ASSETS			
Stocks		567,010	568,236
Debtors	6	2,821,361	2,769,961
Cash at bank		105	9,658
		<u>3,388,476</u>	<u>3,347,855</u>
CREDITORS: Amounts falling due within one year	7	<u>955,914</u>	<u>949,586</u>
NET CURRENT ASSETS		<u>2,432,562</u>	<u>2,398,269</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>2,603,892</u>	<u>2,569,599</u>
CREDITORS: Amounts falling due after more than one year	8	<u>2,367,792</u>	<u>2,433,583</u>
NET ASSETS		<u>236,100</u>	<u>136,016</u>
CAPITAL AND RESERVES			
Called-up equity share capital	10	100	100
Other reserves		14,742	14,742
Profit and loss account		<u>221,258</u>	<u>121,174</u>
SHAREHOLDERS' FUNDS		<u>236,100</u>	<u>136,016</u>

These financial statements have been prepared in accordance with the special provisions for small Companies under Part VII of the Companies Act 1985 and with the Financial Reporting Standard for Smaller Entities (effective January 2007).

These financial statements were approved by the Directors and authorised for issue on 25.1.09, and are signed on their behalf by:


.....
MR E ENGLANDER

DIRECTORS


.....
MR C BERGER

The notes on pages 8 to 12 form part of these financial statements.

MANHILL CO. LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31 MARCH 2008

1. ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared under the historical cost convention, and in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2007).

Turnover

The turnover shown in the profit and loss account represents amounts invoiced during the year.

Stocks

Stock is comprised of freehold and leasehold properties held for trading and is included in the Financial Statements at the lower of cost and estimated net realisable value.

Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

Acquisitions and disposals of properties

Acquisitions and disposals are considered to have taken place at the date of legal completion and are included in the financial statements accordingly.

Format of the financial statements

The Financial Statements are presented in accordance with the format prescribed by Schedule 4 Companies Act 1985 with suitable adaptation thereof which the Directors consider to be appropriate having regard to the nature of the Company's activities.

MANHILL CO. LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31 MARCH 2008

2. TURNOVER

The turnover of the Company is represented by sales proceeds on disposal of properties held for trading purposes coupled with rents and charges receivable in respect of those properties.

The surplus on disposal of properties and net rental income are comprised as follows:

	2008 £	2007 £
Net sale proceeds	243,736	430,185
Cost of properties sold	<u>(1,227)</u>	<u>(6,937)</u>
Surplus on disposal of properties	<u>242,509</u>	<u>423,248</u>
	2008 £	2007 £
Rents and charges receivable	377,858	374,460
Property outgoings	<u>(142,424)</u>	<u>(109,681)</u>
Net Rental Income	<u>235,434</u>	<u>264,779</u>

3. OTHER OPERATING INCOME

	2008 £	2007 £
Commission receivable	<u>11,999</u>	<u>11,236</u>

4. OPERATING PROFIT/(LOSS)

Operating profit/(loss) is stated after charging:

	2008 £	2007 £
Auditor's fees	<u>6,975</u>	<u>6,498</u>

The Directors did not receive any emoluments during the year nor in the previous year.

MANHILL CO. LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31 MARCH 2008

5. INVESTMENTS

	£
COST	
At 1 April 2007 and 31 March 2008	<u>171,330</u>
NET BOOK VALUE	
At 31 March 2008	<u>171,330</u>
At 31 March 2007	<u>171,330</u>

The Company holds 38,500 £1 Ordinary Shares and 38,500 £1 Ordinary B Shares in the Development and Property Holding Company Limited.

6. DEBTORS

	2008 £	2007 £
Trade debtors	23,831	18,776
Corporation tax repayable	986	986
Other debtors	<u>2,796,544</u>	<u>2,750,199</u>
	<u>2,821,361</u>	<u>2,769,961</u>

7. CREDITORS: Amounts falling due within one year

	2008 £	2007 £
Bank loans and overdrafts	422,012	412,807
Trade creditors	22,521	21,688
Other creditors	<u>511,381</u>	<u>515,091</u>
	<u>955,914</u>	<u>949,586</u>

MANHILL CO. LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31 MARCH 2008

8. CREDITORS: Amounts falling due after more than one year

	2008 £	2007 £
Bank loans	<u>2,367,792</u>	<u>2,433,583</u>

The Company and certain group Companies obtained joint facilities and have charged certain of their properties as security therefore. The total amount outstanding by the Companies at 31 March 2008 was £4.87m (2007: £4.99m) of which £2.44m (2007: £2.49m) is included in the financial statements of this Company.

9. RELATED PARTY TRANSACTIONS

Included in Other Debtors (Note 6) are amounts due from The Development & Property Holding Company Limited (£234,886) and Better Properties Limited (£1,898,733) respectively which are controlled by the Trustees of Settlements made by Mr E Englander and Mrs S Englander. The loan from Better Properties Limited bore interest at 13% per annum, whilst the others are interest free and effectively repayable on demand.

Included in Other Creditors (Note 7) is an amount due to Blustart Co Limited of £207,582 of which Mr E Englander and Mr S Z Englander are Directors. The loan is interest free and effectively repayable on demand.

The group Companies referred to in Note 8 are Companies of which Mr E Englander is a Director.

Certain of the Company's properties are managed by Better Properties Limited.

Mr E Englander has provided an unlimited guarantee in respect of the joint facility referred to in Note 8.

10. SHARE CAPITAL

Authorised share capital:

	2008 £	2007 £
100 Ordinary shares of £1 each	<u>100</u>	<u>100</u>

Allotted, called up and fully paid:

	2008 No	£	2007 No	£
Ordinary shares of £1 each	<u>100</u>	<u>100</u>	<u>100</u>	<u>100</u>

MANHILL CO. LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31 MARCH 2008

11. PARENT UNDERTAKING

The Parent Undertaking is Keren Association Limited, incorporated in Great Britain and registered in England.

12. CONTROL

The Company is a wholly owned subsidiary of Keren Association Limited.