



PERLEASE LIMITED

FINANCIAL STATEMENTS

FOR THE YEAR ENDED

28 FEBRUARY 2002

Company Registration Number: 1499521

PERLEASE LIMITED
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2002

Company registration number:	1499521
Registered office:	Breakspear House Bury Street Ruislip Middlesex HA4 7SY
Directors:	M W Jones S D Mantell
Secretary:	S D Mantell
Solicitors:	Clarke Willmott & Clarke
Auditors:	KPMG Audit Plc

PERLEASE LIMITED
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2002

INDEX	PAGE
Report of the directors	1 - 2
Statement of directors' responsibilities	3
Report of the independent auditors	4
Profit and loss account	5
Balance sheet	6
Notes to the financial statements	7 - 9

PERLEASE LIMITED
REPORT OF THE DIRECTORS

The Directors present their report together with financial statements for the year ended 28 February 2002.

Principal activities

The principal activity of the company is that of a sales agency.

Change of registered office

On 12 February 2002 the company changed its registered office to Breakspear House, Bury Street, Ruislip, Middlesex, HA4 7SY.

Results

The profit for the year after taxation amounted to £16,591 (2001: £44,575). The directors do not recommend the payment of a dividend (2001: £nil) leaving a profit of £16,591 (2001: £44,575) retained.

Directors

The Directors in office during the year were as follows:

R Templeman (resigned 30 January 2002)
S D Mantell
M W Jones (appointed 30 January 2002)

None of the directors had any interest in the shares of the company at 28 February 2002 or at any other date during the year.

The interests of the directors in the ordinary shares of the ultimate parent undertaking, Prowting PLC are as follows:

	As at 28 February 2002	As at 28 February 2001
S D Mantell	4,107	0

The interests of the directors in the Executive Share Option Schemes of the ultimate parent undertaking, Prowting PLC are as follows:

	Number of shares at 1 March 2001 and 28 February 2002	Date of grant	Exercise price
S D Mantell	35,000	21 May 2001	155p
S D Mantell	20,000	6 June 1999	117p
M W Jones	10,000	6 June 1999	117p

The interests of directors who are also directors of the ultimate parent undertaking, Prowting PLC, are shown in that company's financial statements.

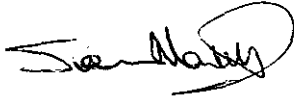
Other than stated above no director has any interest in either the ordinary or the preference shares of the ultimate parent undertaking, Prowting PLC.

PERLEASE LIMITED
REPORT OF THE DIRECTORS

Auditors

KPMG Audit Plc offer themselves for reappointment as auditors in accordance with Section 385 of the Companies Act 1985.

BY ORDER OF THE BOARD



S D Mantell
Secretary
Breakspear House, Bury Street,
Ruislip, Middlesex, HA4 7SY
26 April 2002

DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

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 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;

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 maintaining 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
PERLEASE LIMITED**

We have audited the financial statements on pages 5 to 9.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the directors' report and, as described on page 3, 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 28 February 2002 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG Audit Plc

**KPMG AUDIT PLC
CHARTERED ACCOUNTANTS
REGISTERED AUDITOR
8 SALISBURY SQUARE
LONDON
EC4Y 8BB**

26 April 2002

PERLEASE LIMITED
PROFIT & LOSS ACCOUNT
FOR THE YEAR ENDED 28 FEBRUARY 2002

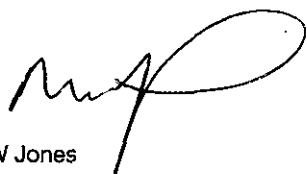
	Notes	2002 £	2001 £
Turnover	2	145,852	250,000
Cost of sales		<u>(94,501)</u>	<u>(155,642)</u>
Gross profit		51,351	94,358
Administrative expenses		<u>(30,040)</u>	<u>(31,578)</u>
Profit on ordinary activities before taxation	2	21,311	62,780
Tax on profit on ordinary activities	4	<u>(4,720)</u>	<u>(18,205)</u>
Profit for the financial year		<u>16,591</u>	<u>44,575</u>

All turnover and operating profits are derived from continuing operations in both the current and previous years.
There were no recognised gains or losses other than the profit for the year.

PERLEASE LIMITED
BALANCE SHEET
AS AT 28 FEBRUARY 2002

	Notes	2002 £	2001 £
Current assets			
Debtors	5	862,909	767,598
Cash at bank and in hand		<u>327,693</u>	<u>403,172</u>
		1,190,602	1,170,770
Creditors: amounts falling due within one year	6	<u>(68,452)</u>	<u>(65,211)</u>
Net assets		<u>1,122,150</u>	<u>1,105,559</u>
Capital and reserves			
Called up share capital	7	100	100
Profit and loss account	8	<u>1,122,050</u>	<u>1,105,459</u>
Equity shareholders' funds	9	<u>1,122,150</u>	<u>1,105,559</u>

The financial statements were approved by the Board of Directors on 26 April 2002 and were signed on its behalf by:



M W Jones
Director

The accompanying accounting policies and notes form an integral part of these financial statements.

1 ACCOUNTING POLICIES

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

The principal accounting policies of the company are set out below and have remained unchanged from the previous year other than the adoption of the transitional provisions of FRS17 "Retirement benefits", FRS18 "Accounting policies" and FRS19 "Deferred tax" with no material effect on the company's results.

Turnover

Turnover represents commissions receivable

Foreign currencies

Transactions in foreign currencies are translated at the average exchange rate prevailing during the year.

Deferred taxation

Except where otherwise required by accounting standards, full provision, without discounting, is made for all timing differences which have arisen but not reversed at the balance sheet date.

2 TURNOVER AND PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

The turnover and profit on ordinary activities before taxation are attributable to one activity, sales agency.

Audit fees for 2002 are payable by the ultimate parent undertaking.

3 DIRECTORS AND EMPLOYEES

There were no employees during the year (2001: nil) other than the directors, to whom no emoluments were paid or payable (2001: £nil).

4 TAX ON PROFIT ON ORDINARY ACTIVITIES

The tax charge is based on the profit for the year and represents:

	2002	2001
	£	£
UK Corporation tax at 30% (2001: 30%)	4,720	18,834
Adjustment in respect of prior year	0	(629)
	<u>4,720</u>	<u>18,205</u>
The charge differs from the UK rate due to:		
Expected tax charge at 30% (2001: 30%)	6,393	18,834
Prior year adjustments	0	(629)
Marginal rate relief	(1,673)	0
	<u>4,720</u>	<u>18,205</u>

PERLEASE LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 2002

5 DEBTORS

	2002	2001
	£	£
Amounts owed by undertakings in which the parent company has a participating interest	800,903	677,033
Amounts owed by group undertakings	62,006	90,565
	<u>862,909</u>	<u>767,598</u>

6 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2002	2001
	£	£
Amounts owed to group undertakings	7,877	7,877
Other creditors	38,500	38,500
Corporation tax	22,075	18,834
	<u>68,452</u>	<u>65,211</u>

7 SHARE CAPITAL

	2002	2001
	£	£
Authorised 1,000 ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>
Allotted, called up and fully paid 100 ordinary shares of £1 each	<u>100</u>	<u>100</u>

8 PROFIT AND LOSS ACCOUNT

	£
At 1 March 2001	1,105,459
Profit for the financial year	16,591
At 28 February 2002	<u>1,122,050</u>

9 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2002 £	2001 £
Profit for the financial year	16,591	44,575
Shareholders' funds at 1 March 2001	1,105,559	1,060,984
Shareholders' funds at 28 February 2002	<u>1,122,150</u>	<u>1,105,559</u>

10 CONTINGENT LIABILITIES

At 28 February 2002 and 28 February 2001 other than normal trade indemnities, the company had a contingent liability in respect of an unlimited guarantee securing certain bank advances to group undertakings.

11 CASHFLOW STATEMENT

Under Financial Reporting Standard 1, the Company is exempt from the requirement to prepare a cash flow statement on the grounds that it is a wholly owned subsidiary undertaking. A cash flow statement is prepared by the ultimate holding company, disclosed in note 13.

12 RELATED PARTY TRANSACTIONS

Under Financial Reporting Standard 8, the Company is exempt from the requirement to disclose transactions with other group companies.

In addition to those transactions exempt from disclosure, the company raised invoices totalling £195,853 in respect of sales commissions to Sociedade Imobiliaria Quinta da Semina Lda, a 50% associate of Prowting PLC.

13 ULTIMATE HOLDING COMPANY

The ultimate holding company is Prowting PLC which is registered in England and Wales. Copies of the accounts of Prowting PLC may be obtained from Breakspear House, Bury Street, Ruislip, Middlesex, HA4 7SY.