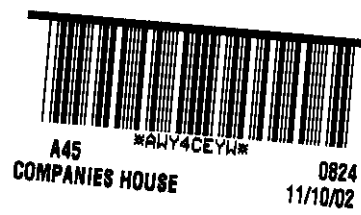


FAIRHOLD (HUDDERSFIELD) LIMITED

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2001



FAIRHOLD (HUDDERSFIELD) LIMITED

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2001

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DIRECTOR AND OFFICERS

DIRECTOR

W K Procter

SECRETARIES

OP Secretaries Limited
M H P Ingham

REGISTERED OFFICE

Euro House
131/133 Ballards Lane
London N3 1GR

AUDITORS

Baker Tilly
Chartered Accountants
The Clock house
140 London Road
Guildford
Surrey
GU1 1UW

DIRECTOR'S REPORT

The director submits his report and the financial statements for the year ended 31 December 2001.

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 of the company for that year. In preparing those financial statements, the directors are required to:

- a. select suitable accounting policies and then apply them consistently;
- b. make judgements and estimates that are reasonable and prudent; and
- c. 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 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.

Principal activities

The principal activity of the company during the year was property dealing.

Business review and future developments

On 1 February 2001 the company refinanced its external property finance by way of a loan from its United Kingdom holding company, Fairhold Holdings Limited.

The director is satisfied with the profit for the year and the financial position at the year end. He considers the company's prospects to be sound.

Properties held for resale

The properties held for resale as stock and included in the financial statements at a cost of £3,971,581 were valued by William M Mercer Limited on an actuarial basis at £17,060,000 as at 14 January 2001.

Dividends

The director does not recommend the payment of a dividend.

Director and his interests

The director who served during the year was as follows:

W K Procter

The director had no interest in the shares of the company at the year end.

DIRECTOR'S REPORT

Auditors

Pursuant to an elective resolution the company has elected not to re-appoint its auditors annually and Messrs Baker Tilly will continue in office in accordance with the provisions of section 386 of the Companies Act 1985.

By order of the Board,



W K Procter
Director

03 October 2002

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF FAIRHOLD (HUDDERSFIELD) LIMITED

We have audited the financial statements on pages 5 to 11.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

The directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards 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 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 other information contained in the Annual Report and consider whether it is consistent with the audited financial statements. This other information comprises only the Directors' Report. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

BASIS OF 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 at 31 December 2001 and of the result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

BAKER TILLY

Registered Auditor
Chartered Accountants
The Clock House
140 London Road
Guildford
Surrey GU1 1UW

10 October 2002

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 DECEMBER 2001

	Notes	2001 £	2000 £
Turnover	1	240,926	306,495
Cost of sales		(52,743)	(82,367)
Gross profit		188,183	224,128
Administrative expenses		(184,240)	(394,272)
Other operating income	2	526,824	526,423
Operating profit		530,767	356,279
Interest receivable	3	79,051	75,156
Interest payable and similar charges	4	(580,521)	(442,784)
Profit/(loss) on ordinary activities before taxation	5	29,297	(11,349)
Tax on profit on ordinary activities	7	-	-
Profit/(loss) for the financial year	14	£ 29,297	£ (11,349)

The operating profit for the year arises from its continuing operations.

No separate Statement of Total Recognised Gains and Losses has been presented as all such gains and losses have been dealt with in the Profit and Loss Account.

BALANCE SHEET

AT 31 DECEMBER 2001

	Notes	2001	2000
		£	£
Fixed assets			
Investments	8	648,214	648,214
Current assets			
Stock	9	3,918,838	3,971,581
Debtors	10	2,451,949	1,679,595
Cash at bank and in hand		1,461	1,112
		<u>6,372,248</u>	<u>5,652,288</u>
Creditors: amounts falling due within one year	11	(571,422)	(930,229)
Net current assets		<u>5,800,826</u>	<u>4,722,059</u>
Total assets less current liabilities		<u>6,449,040</u>	<u>5,370,273</u>
Creditors: amounts falling due after more than one year	12	(6,241,337)	(5,191,867)
Net assets		<u>£ 207,703</u>	<u>£ 178,406</u>
Capital and reserves			
Called up share capital	13	2	2
Profit and loss account	14	207,701	178,404
Shareholders' funds	14	<u>£ 207,703</u>	<u>£ 178,406</u>

Approved by the Board on 03 October 2002 and signed on its behalf by:



W K Procter
Director

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2001

1. Accounting policies

The following accounting policies have been used consistently in dealing with items which are considered material in relation to the financial statements.

Basis of accounting

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

The accounts present information about the company as an individual undertaking and not about its group. The company has not prepared consolidated accounts as the company itself is a wholly owned subsidiary undertaking.

Investments

Investments in subsidiary undertakings are stated at cost less provision for diminution in value.

Stocks

Properties acquired with a view to resale are identified as trading stock and stated at the lower of cost and net realisable value. Cost comprises the cost of acquisition including directly attributable fees, expenses and finance costs.

Turnover and recognition of profit

Turnover comprises the sale proceeds of trading stocks.

Profit on the sale of properties is recognised on agreement of the sale.

Cash flow statement

The company is exempt from the requirement to prepare a cash flow statement as it qualifies as a small company.

2. Other operating income

	2001 £	2000 £
Rent receivable	314,152	321,481
Other income	212,672	204,942
	<u>£ 526,824</u>	<u>£ 526,423</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2001

3. Interest receivable	2001 £	2000 £
Bank interest	19	853
Recharges to subsidiaries	79,032	74,303
	<u>£ 79,051</u>	<u>£ 75,156</u>

4. Interest payable and similar charges	2001 £	2000 £
Cost of finance	-	5,000
Bank loans	211,868	329,176
Interest payable to group undertakings	368,653	108,489
Bank overdraft	-	119
	<u>£ 580,521</u>	<u>£ 442,784</u>

5. Profit/(loss) on Ordinary Activities before taxation	2001 £	2000 £
This is stated after charging:		
Auditors' emoluments	£ 3,000	£ 10,000
	<u>£ 3,000</u>	<u>£ 10,000</u>

6. Employees and directors

Other than the directors who received no remuneration, no persons were employed during the year (2000: £Nil).

7. Taxation

There is no current charge to taxation due to the availability of group relief for which no charge will be incurred.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2001

8. Fixed asset investments

Subsidiary
undertakings
£

Cost and net book value

At 1 January 2001 and 31 December 2001

£ 648,214

The subsidiary undertakings are West Lancashire Investments Limited and Fairhold (Midlands) Limited, which are both wholly-owned, registered and with their place of business in England and Wales, and respectively engaged in property dealing and property investment.

The aggregate amount of the subsidiaries' share capital and reserves at the end of the financial year and the results for that period were as follows:

	Profit/ (loss) after tax 2001 £	Aggregate capital and reserves 2001 £
West Lancashire Investments Limited	80,361	903,781
Fairhold (Midlands) Limited	(23,406)	792,339
	<u>£ 3,918,838</u>	<u>£ 3,971,581</u>
9. Stocks	2001 £	2000 £
Properties held for resale	£ 3,918,838	£ 3,971,581
	<u>£ 2,451,949</u>	<u>£ 1,679,595</u>
10. Debtors	2001 £	2000 £
Trade debtors	160,691	153,334
Amounts owed by group undertakings	2,206,126	1,431,156
Other debtors	5,000	5,000
Prepayments and accrued income	80,132	90,105
	<u>£ 2,451,949</u>	<u>£ 1,679,595</u>
11. Creditors: amounts falling due within one year	2001 £	2000 £
Bank loan (see note 11)	-	235,500
Amounts owed to related parties	-	2,921
Accruals and deferred income	-	72,538
Amounts owed to group undertakings	571,422	619,270
	<u>£ 571,422</u>	<u>£ 930,229</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2001

12. Creditors: amounts falling due after more than one year	2001 £	2000 £
Bank loan	-	4,517,277
Amounts owed to group undertakings	738,294	674,590
United Kingdom holding company	5,503,043	-
	<u>£ 6,241,337</u>	<u>£ 5,191,867</u>

There are no fixed terms of repayment of the United Kingdom holding company loan. The interest charged accrues on the principal outstanding of the loan from time to time at 2% over LIBOR.

13. Share capital	2001 £	2000 £
Authorised 100 ordinary shares of £1 each	<u>£ 100</u>	<u>£ 100</u>
Allotted, issued and fully paid 2 ordinary shares of £1 each	<u>£ 2</u>	<u>£ 2</u>

14. Reserves and reconciliation of movements in shareholders' funds

	Share capital £	Profit and loss account £	Total shareholders' funds £
Balance at 1 January 2001	2	178,404	178,406
Profit for the financial year	-	29,297	29,297
Balance at 31 December 2001	<u>2</u>	<u>207,701</u>	<u>£ 207,703</u>

NOTES TO THE FINANCIAL STATEMENTS**FOR THE YEAR ENDED 31 DECEMBER 2001**

15. Contingent liability

The company has given an unlimited guarantee in respect of some of the indebtedness of its United Kingdom holding company. The company has also given an unlimited guarantee in respect of some of the indebtedness of the related parties Fairhold Homes Investment (No.2) Limited and Fairhold Homes Investment (No.3) Limited. These parties are related as they are subject to common control from the ultimate holding company. The guarantees are supported by a debenture and a charge over the company's investment properties. At 31 December 2001 the total amount outstanding subject to those guarantees was £95,353,045.

16. United Kingdom holding company

The immediate parent company is Owners Provident Limited a company incorporated in England and Wales. The company's United Kingdom and closest intermediate holding company for which group accounts are drawn up is Fairhold Holdings Limited, which is registered in England and Wales. This undertaking is the holding company of both the largest and smallest group for which group accounts are prepared and of which the company is a member. Copies of the financial statements are available from Companies House, Crown Way, Maindy, Cardiff, CF4 3UZ.

17. Ultimate holding company

The director regards the ultimate holding company to be Euro Investments Overseas Incorporated, a company incorporated in the British Virgin Islands.

18. Controlling party

The ultimate controlling party is the Tchenguiz Family Trust.

19. Related party transactions

The company provides funding to, and receives funding from, certain companies controlled by the Tchenguiz Family Trust. The sums are disclosed as amounts owed to/by related parties.

The company and the group have taken advantage of the exemption within Financial Reporting Standard 8 not to disclose intra-group related party transactions between subsidiary undertakings where more than 90% of the voting rights are controlled within the group.

20. Introduction of the Euro

All relevant parts of the company will be able to handle Euro transactions when required. The Euro has had no impact on the company as at 31 December 2001.