

Centros Miller Limited

(Formerly Centros Miller 1999 Limited)

Directors' report and financial statements

For the period ended 31 December 2004

Registered number SC268024



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Directors' report and financial statements

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Chairman's statement

The Company's main activity is the development of mixed used projects in town centres often in partnership with landowners and local authorities. The Company is also involved in mixed used development consultancy.

In December 2004, the management and staff and development consultancy agreements of Centros Miller 1999 Ltd were transferred to the Company. The Company also entered into a development consultancy agreement with Centros Miller 1999 Limited to manage its development projects.

The main projects under management include the redevelopment of the Tricorn Centre in Portsmouth, where the much vilified Tricorn Centre was demolished. Terms were also agreed with John Lewis Partnership to anchor the scheme with a 220,000 sq ft full line department store. In addition, a retail led mixed use development in Bury St Edmunds and an existing centre in Dorchester are all managed on behalf of our major investors, The Miller Group and Delancey on behalf of its funds.

The Company continues to support the British Council of Shopping Centres by our sponsorship of the Town Centre Environment Awards which recognise work undertaken by the public sector in bringing about improvements to town centre environments.

The Company continues to seek out new development and investment opportunities.

Directors' report

The directors have pleasure in submitting their report together with the financial statements of the company for the period ended 31 December 2004.

Incorporation

The company was incorporated on 18 May 2004.

Principal activities

The principal activity of the company is that of property development consultancy.

Results

The results for the period are set out on page 4. The company made a loss for the period of £51,750.

Change in Name

On 15 September 2004 the company changed its name from DMWS 669 Limited to Centros Miller 1999 Limited. On 22 December 2004 the company changed its name from Centros Miller 1999 Limited to Centros Miller Limited.

Directors

The directors of the company during the period were:

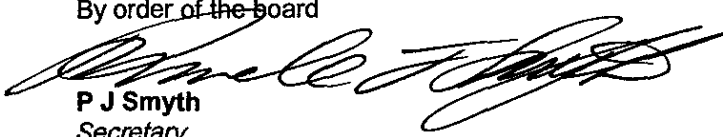
P H Miller	(appointed 14 September 2004)
Marlene Wood	(appointed 14 September 2004, resigned and appointed alternate director 18 March 2005)
DM Company Services Ltd	(appointed 18 May 2004, resigned 14 September 2004)
DM Director Limited	(appointed 18 May 2004, resigned 14 September 2004).
J F Laker	(appointed 30 November 2004)
J C Marsh	(appointed 1 December 2004)
D T Milloy	(appointed 18 March 2005)
J M Jackson	(appointed alternate director 18 March 2005)
DV3 Administration UK 1 Ltd	(appointed 30 November 2004)
DV3 Administration UK 2 Ltd	(appointed 30 November 2004)

The directors had no interests in the shares of the company during the period.

Auditors

During the period KPMG LLP were appointed auditors of the company. In accordance with Section 384 of the Companies Act 1985, a resolution for the reappointment of KPMG LLP as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

By order of the board


P J Smyth
Secretary

Edinburgh

Directors' responsibilities for the financial statements

Company law requires the directors to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the company and of the profit or loss 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 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 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 Centros Miller Limited

We have audited the financial statements on pages 5 to 8.

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

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 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 2004 and of its loss for the period from 18 May 2004 (date of incorporation) to 31 December 2004 and have been properly prepared in accordance with the Companies Act 1985.



KPMG LLP

Edinburgh

*Chartered Accountants
Registered Auditor*

27 September 2005

Profit and loss account
For the Period Ended 31 December 2004

	<i>Notes</i>	Period ended 31 December 2004
		£
Turnover		154,444
Cost of sales		(75,081)
Gross profit		79,363
Administrative expenses		(131,113)
Loss on ordinary activities before taxation	3	(51,750)
Tax on loss on ordinary activities		-
Retained loss for the period		(51,750)

Balance sheet
at 31 December 2004

	<i>Notes</i>	Period ended 31 December 2004 £
Current assets		
Debtors	4	181,472
Cash		365,194
 Creditors: amounts falling due within one year	 5	 (598,314)
 Net liabilities		 (51,648)
 Capital and reserves		
Called up share capital	6	102
Profit and loss account		(51,750)
 Equity shareholders' deficit	 7	 (51,648)
 Shareholders funds		
Equity		(51,650)
Non equity		2
		(51,648)

These financial statements were approved by the board of directors on 16 August 2005 and were signed on its behalf by:


PH 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 financial statements have been prepared on the going concern basis as the shareholders have indicated that they will continue to support the company.

Cash flow statement

The company is exempt from the requirement of Financial Reporting Standard number 1 to prepare a cash flow statement as it is entitled to the filing exemptions as a small company under sections 246 to 249 of the Companies Act 1985 when filing accounts with the Registrar of Companies.

Turnover

Turnover represents management fees received from development special purposes entities.

2. Remuneration of directors

There were no emoluments paid to the directors during the period.

3. Operating profit

2004

£

This is stated after charging:

Auditors' remuneration

-

4. Debtors

2004

£

Trade debtors

181,472

5. Creditors: amounts falling due within one year

2004

£

Accruals and deferred income

73,731

Other creditors

24,583

Shareholders' loans

500,000

598,314

The loans are non interest bearing and are repayable on demand.

Notes (continued)

6. Share capital	2004
	£
Equity	
<i>Authorised, allocated, called up and unpaid</i>	
50 ordinary 'A' shares of £1 each	50
50 ordinary 'B' shares of £1 each	50
1 preference 'A' share of £1 each	1
1 preference 'B' share of £1 each	1
	102

The ordinary A and B shares rank *pari passu* in all respects.

The A and B preference shares are non-equity and the holders of these shares have no voting rights. On winding up of the company, the A and B preference shareholders have the right to receive in priority to the ordinary shareholders the sum of £1 per share.

7. Reconciliation of movement in shareholders funds	2004
	£
Retained loss for the period	(51,750)
Issue of share capital	102
Closing shareholders' funds	(51,648)

8. Transaction with related parties

The company earned management fees of £76,000 from Centros Miller Dorchester Limited Partnership, the owners of which are Miller (Dorchester) Limited and DV3 Properties Dorchester Limited.

The company earned management fees of £60,444 from Centros Miller Portsmouth Limited Partnership, the owners of which are Miller (Portsmouth) Limited and DV3 Properties Portsmouth Limited.

9. Ultimate parent company

The company is jointly controlled by Miller Investments Holdings Limited and DV3 Centros Miller UK Limited.

At year end shareholder loans of £250,000 and £250,000 were outstanding to Miller Investments Holdings Limited and DV3 Centros Miller UK Limited respectively.