

Company Registration No. 03484352 (England and Wales)

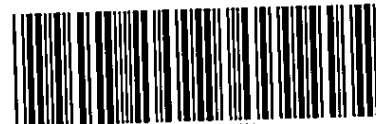
RECEIVED

- 5 OCT 2008

10319

RIDGELAND PROPERTIES LIMITED
DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2008

THURSDAY



LZT9MDX1

LD6

08/10/2009

72

COMPANIES HOUSE

RIDGELAND PROPERTIES LIMITED

COMPANY INFORMATION

Directors	Mr B. M. Comer Mr L. A. Comer
Secretary	Grosvenor Financial Nominees Limited
Company number	03484352
Registered office	c/o Jonathan Rose Solicitors 1 Comer House 19 Station Road Barnet Herts EN5 1QJ
Auditors	Evans Mockler Limited Highstone House 165 High Street Barnet Hertfordshire EN5 5SU
Business address	Sales Office Princess Park Manor Royal Drive London N11 3FL
Bankers	Anglo Irish Bank Corporation plc 10 Old Jewry London EC2R 8DN Bank of Ireland 20 Berkley Square London W1J 6LL
Solicitors	Jonathan S. Rose 19 Station Road Barnet Herts EN5 1QJ

RIDGELAND PROPERTIES LIMITED

CONTENTS

	Page
Directors' report	1 - 2
Independent auditors' report	3 - 4
Profit and loss account	5
Balance sheet	6
Cash flow statement	7
Notes to the cash flow statement	8
Notes to the financial statements	9 - 14

RIDGELAND PROPERTIES LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 30 JUNE 2008

The directors present their report and financial statements for the year ended 30 June 2008.

Principal activities and review of the business

The principal activity of the company continued to be that of development and sale of real estate.

During the year turnover slowed falling from £28.3 million to £6.8 million as most of the units in Cavalier House were sold in 2007.

The risks and uncertainties that affect the company is the slowing of the UK housing market.

The company uses KPIs in their financial management. The attached results show a gross profit percentage of 58%.

Results and dividends

The results for the year are set out on page 5.

Directors

The following directors have held office since 1 July 2007:

Mr B. M. Comer

Mr L. A. Comer

Auditors

In accordance with section 385 of the Companies Act 1985, a resolution proposing that Evans Mockler Limited be appointed as auditors of the company will be put to the Annual General Meeting.

Statement of directors' responsibilities

The directors are responsible for preparing 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;
- state whether applicable UK 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 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.

RIDGELAND PROPERTIES LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2008

Statement of disclosure to auditors

So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information.

By order of the board —

.....
Grosvenor Financial Nominees Limited

Secretary

S/10/09

RIDGELAND PROPERTIES LIMITED

INDEPENDENT AUDITORS' REPORT

TO THE SHAREHOLDERS OF RIDGELAND PROPERTIES LIMITED

We have audited the financial statements of Ridgeland Properties Limited for the year ended 30 June 2008 set out on pages 5 to 14. These financial statements have been prepared under 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 auditors' 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' 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.

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.

RIDGELAND PROPERTIES LIMITED

INDEPENDENT AUDITORS' REPORT (CONTINUED)

TO THE SHAREHOLDERS OF RIDGELAND PROPERTIES LIMITED

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 30 June 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.

Evans Mockler Limited

5/10/09.

Evans Mockler Limited

.....

**Chartered Certified Accountants
Registered Auditor**

Highstone House
165 High Street
Barnet
Hertfordshire
EN5 5SU

RIDGELAND PROPERTIES LIMITED

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 30 JUNE 2008

		2008	2007
	Notes	£	£
Turnover	2	6,826,870	28,282,554
Cost of sales		(2,859,244)	(21,455,926)
Gross profit		3,967,626	6,826,628
Administrative expenses		(2,285,023)	(7,806,649)
Other operating income		2,762,875	3,939,896
Operating profit	3	4,445,478	2,959,875
Other interest receivable and similar income	4	110,617	51,656
Interest payable and similar charges	5	(2,882,700)	(2,740,921)
Profit on ordinary activities before taxation		1,673,395	270,610
Tax on profit on ordinary activities	6	1,634,430	-
Profit for the year	13	3,307,825	270,610

The profit and loss account has been prepared on the basis that all operations are continuing operations.

There are no recognised gains and losses other than those passing through the profit and loss account.

RIDGELAND PROPERTIES LIMITED

BALANCE SHEET

AS AT 30 JUNE 2008

	Notes	2008 £	£	2007 £	£
Fixed assets					
Investments	7		2		2
Current assets					
Stocks	8	32,709,917		34,286,955	
Debtors	9	840,486		4,735,504	
Cash at bank and in hand		4,073,691		1,473,890	
		<u>37,624,094</u>		<u>40,496,349</u>	
Creditors: amounts falling due within one year	10	<u>(4,661,915)</u>		<u>(10,841,997)</u>	
Net current assets			32,962,179		29,654,352
Total assets less current liabilities			32,962,181		29,654,354
Creditors: amounts falling due after more than one year	11		<u>(35,365,311)</u>		<u>(35,365,311)</u>
			<u>(2,403,130)</u>		<u>(5,710,957)</u>
Capital and reserves					
Called up share capital	12		2		2
Profit and loss account	13		<u>(2,403,132)</u>		<u>(5,710,959)</u>
Shareholders' funds	14		<u>(2,403,130)</u>		<u>(5,710,957)</u>

Approved by the Board and authorised for issue on 3/10/09



Mr B. M. Comer
Director

Company Registration No. 03484352

RIDGELAND PROPERTIES LIMITED

CASH FLOW STATEMENT

FOR THE YEAR ENDED 30 JUNE 2008

	£	2008 £	£	2007 £
Net cash inflow from operating activities		5,375,483		6,697,347
Returns on investments and servicing of finance				
Interest received	110,617		51,656	
Interest paid	(2,882,700)		(2,740,921)	
		<u> </u>		<u> </u>
Net cash outflow for returns on investments and servicing of finance		(2,772,083)		(2,689,265)
Taxation		(3,599)		(213,741)
		<u> </u>		<u> </u>
Net cash inflow before management of liquid resources and financing		2,599,801		3,794,341
Financing				
Repayment of long term bank loan	-		(4,840,536)	
		<u> </u>		<u> </u>
Net cash outflow from financing		-		(4,840,536)
Increase/(decrease) in cash in the year		<u>2,599,801</u>		<u>(1,046,195)</u>

RIDGELAND PROPERTIES LIMITED

NOTES TO THE CASH FLOW STATEMENT

FOR THE YEAR ENDED 30 JUNE 2008

1 Reconciliation of operating profit to net cash inflow from operating activities		2008	2007
		£	£
	Operating profit	4,445,478	2,959,875
	Decrease in stocks	1,577,038	14,010,999
	Decrease/(increase) in debtors	3,895,018	(2,922,035)
	Decrease in creditors within one year	(4,542,051)	(7,351,492)
	Net cash inflow from operating activities	<u>5,375,483</u>	<u>6,697,347</u>

2 Analysis of net debt	1 July 2007	Cash flow	Other non-cash changes	30 June 2008
	£	£	£	£
Net cash:				
Cash at bank and in hand	1,473,890	2,599,801	-	4,073,691
Debt:				
Debts falling due after one year	(35,365,311)	-	-	(35,365,311)
Net debt	<u>(33,891,421)</u>	<u>2,599,801</u>	<u>-</u>	<u>(31,291,620)</u>

3 Reconciliation of net cash flow to movement in net debt		2008	2007
		£	£
	Increase/(decrease) in cash in the year	2,599,801	(1,046,195)
	Cash (inflow)/outflow from (increase)/decrease in debt	-	4,840,536
	Movement in net debt in the year	<u>2,599,801</u>	<u>3,794,341</u>
	Opening net debt	(33,891,421)	(37,685,762)
	Closing net debt	<u>(31,291,620)</u>	<u>(33,891,421)</u>

RIDGELAND PROPERTIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2008

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention.

Although the company has negative reserves, Opecprime Properties Limited, a connected company and major creditor, has pledged its continued financial support to ensure that the company can continue trading as a going concern.

1.2 Turnover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts.

1.3 Investments

Fixed asset investments are stated at cost less provision for diminution in value.

1.4 Stock and work in progress

Stocks are valued at the lower of cost and net realisable value.

Cost represents the total purchase costs and other ancillary professional fees but does not include any interest payable. Net realisable value is the amount at which property can be sold in the normal course of business after allowing for the costs of realisation.

1.5 Deferred taxation

Deferred taxation is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. The deferred tax balance has not been discounted.

2 Turnover

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

3 Operating profit

Operating profit is stated after charging:

Fees payable to the company's auditor for the audit of the company's annual accounts

2008

£

2007

£

4,000

4,500

4 Investment income

2008

£

2007

£

Bank interest

110,617

51,656

110,617

51,656

RIDGELAND PROPERTIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2008

5 Interest payable	2008	2007
	£	£
On bank loans and overdrafts	2,879,387	2,722,972
On overdue tax	3,313	17,949
	<u>2,882,700</u>	<u>2,740,921</u>
6 Taxation	2008	2007
	£	£
Domestic current year tax		
Adjustment for prior years	(1,634,430)	-
	<u>(1,634,430)</u>	<u>-</u>
Current tax charge	<u>(1,634,430)</u>	<u>-</u>
Factors affecting the tax charge for the year		
Profit on ordinary activities before taxation	<u>1,673,395</u>	<u>270,610</u>
Profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 30.00% (2007 - 30.00%)	<u>502,019</u>	<u>81,183</u>
Effects of:		
Adjustments to previous periods	(1,634,430)	-
Other tax adjustments	(502,018)	(81,183)
	<u>(2,136,448)</u>	<u>(81,183)</u>
Current tax charge	<u>(1,634,430)</u>	<u>-</u>

RIDGELAND PROPERTIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2008

7 Fixed asset investments

	Shares in subsidiary undertakings £
Cost	
At 1 July 2007 & at 30 June 2008	2
Net book value	
At 30 June 2008	2
At 30 June 2007	2

Holdings of more than 20%

The company holds more than 20% of the share capital of the following companies:

Company	Country of registration or incorporation	Class	Shares held %
Subsidiary undertakings			
Comer (New Soutgate) No 1 Limited	United Kingdom	Ordinary	100.00
Comer (New Soutgate) No 2 Limited	United Kingdom	Ordinary	100.00

The aggregate amount of capital and reserves and the results of these undertakings for the last relevant financial year were as follows:

	Principal activity	Capital and reserves 2008 £	Profit/(loss) for the year 2008 £
Comer (New Soutgate) No 1 Limited	Dormant	1	-
Comer (New Soutgate) No 2 Limited	Dormant	1	-

8 Work in progress

	2008 £	2007 £
Work in progress	32,709,917	34,286,955

The company is the beneficial owner of the site known as the North London Business Office Park. The legal title rests with its subsidiary companies Comer (New Southgate) No 1 Limited and Comer (New Southgate) No 2 Limited.

RIDGELAND PROPERTIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2008

9 Debtors	2008	2007
	£	£
Other debtors	782,536	4,735,504
Prepayments and accrued income	57,950	-
	<u>840,486</u>	<u>4,735,504</u>
10 Creditors: amounts falling due within one year	2008	2007
	£	£
Corporation tax	51,971	1,690,000
Other creditors	4,046,953	-
Accruals and deferred income	562,991	9,151,997
	<u>4,661,915</u>	<u>10,841,997</u>
11 Creditors: amounts falling due after more than one year	2008	2007
	£	£
Bank loans	<u>35,365,311</u>	<u>35,365,311</u>
Analysis of loans		
Wholly repayable within five years	<u>35,365,311</u>	<u>35,365,311</u>
	<u>35,365,311</u>	<u>35,365,311</u>
Loan maturity analysis		
In more than two years but not more than five years	<u>35,365,311</u>	<u>35,365,311</u>

Anglo Irish Bank Corporation plc hold a debenture to incorporate a first fixed legal charge over the properties owned by company. A right of set-off is incorporated within the terms of the loans.

RIDGELAND PROPERTIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2008

12 Share capital	2008	2007
	£	£
Authorised		
1,000 Ordinary shares of £1 each	1,000	1,000
	<u> </u>	<u> </u>
Allotted, called up and fully paid		
2 Ordinary shares of £1 each	2	2
	<u> </u>	<u> </u>
 13 Statement of movements on profit and loss account		 Profit and loss account £
Balance at 1 July 2007		(5,710,957)
Profit for the year		3,307,825
		<u> </u>
Balance at 30 June 2008		(2,403,132)
		<u> </u>
 14 Reconciliation of movements in shareholders' funds	 2008	 2007
	£	£
Profit for the financial year	3,307,825	270,610
Opening shareholders' funds	(5,710,957)	(5,981,567)
	<u> </u>	<u> </u>
Closing shareholders' funds	(2,403,130)	(5,710,957)
	<u> </u>	<u> </u>

15 Contingent liabilities

The Company acts as guarantor to Anglo Irish Bank Corporation plc for cross collateral loan facilities extended to associated companies. To this end, the bank holds a mortgage over the company's property. The liabilities outstanding to the bank in these companies at the year end was as follows :

Brookstream Properties Limited	£103,114,401
Miltonland Limited	£ 6,549,525
Opecprime Properties Limited	£ 7,429,479
Balcraff Properties Limited	£ 2,012,479
Sancroft Properties Limited	£ 5,499,650

RIDGELAND PROPERTIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2008

16 Employees

Number of employees

There were no employees during the year apart from the directors.

17 Control

The company is wholly owned by Granville Investments Limited, a company registered in Guernsey, whose ultimate controlling entities are three discretionary trusts. Mr L.A. Comer and Mr B.M.Comer are potential beneficiaries of two of these discretionary trusts.

18 Related party transactions

Ridgeland Properties Limited (the company) is related to Opecprime Properties Limited by way of common directors. During the year the company paid various expenses on behalf of Opecprime Properties Limited and had various expenses of its own paid by Opecprime Properties Limited. There were also various bank transfers between the companies.

At 30 June 2008 various other related companies which had balances with the company assigned these balances to Opecprime Properties Limited. The company paid a management charge of £150,000 to Opecprime Properties Limited. As at 30 June 2008 the company owed £3,696,404 to Opecprime Properties Limited (2007: £3,504,118). This balance is included within other debtors.

During the year the company received services amounting to £ 1,706,717 (2007: £7,070,639) from Comer Consulting a partnership based in Monaco, of which Mr L. Comer, a director of the company, is a partner.