

NEW FIELDS MANAGEMENT LIMITED  
(formerly Mawlaw 298 Limited)

ACCOUNTS

PERIOD FROM 11 MARCH 1996 TO 31 DECEMBER 1996



NEW FIELDS MANAGEMENT LIMITED (formerly Mawlaw 298 Limited)

Company Registration Number

3170408

Registered Office

7 Oakhill Road  
Sevenoaks  
Kent  
TN13 1NQ

Auditors

Price Waterhouse  
Chartered Accountants  
and Registered Auditors  
London

## NEW FIELDS MANAGEMENT LIMITED (formerly Mawlaw 298 Limited)

### DIRECTORS' REPORT

The directors present their first report and accounts for the period from incorporation on 11 March 1996 to 31 December 1996.

#### Change of Name

The company changed its name from Mawlaw 298 Limited to New Fields Management Limited on 18 March 1996.

#### Review of Activities

The company manages the land and estate development at New Fields, Stinsford Road, Poole, Dorset.

On 26 March 1996 the company acquired the freehold of the New Fields estate from a fellow subsidiary undertaking. The freehold was subject to the residue of a 999 year lease to a fellow subsidiary undertaking. There was nil consideration for the acquisition.

On 29 March a lease of 999 years was granted to E A Fuller & Son Limited in respect of unit 14. Simultaneously, Marley (New Fields) Limited surrendered its lease in respect of this unit. The consideration for both transactions was £190,000. Nil profit or loss was recorded.

On 11 September a lease of 999 years was granted to Forelle Estates Limited in respect of units 9, 10 and 11. Simultaneously, Marley (New Fields) Limited surrendered its lease in respect of these units. The consideration for both transactions was £495,000. Nil profit or loss was recorded.

On 25 October 1996 a lease of 999 years was granted to Forelle Estates Limited in respect of units 7 and 8. Simultaneously, Marley (New Fields) Limited surrendered its lease in respect of these units. The consideration for both transactions was £695,000. Nil profit or loss was recorded.

In accordance with the Articles of Association, 'B' ordinary shares of £10 were allotted to the new leaseholders as follows:

Allottee	Date	'B' ordinary shares issued and fully paid
E A Fuller & Son Limited	29 March	4
Forelle Estates Limited	11 September	14
Forelle Estates Limited	25 October	18

#### Directors

The directors at 31 December 1996, were

Mr P R Baker (appointed 18 March 1996)

Mr R E Beveridge (appointed 18 March 1996)

Ms S C Fadil and Mr E M Gummers resigned as directors on 18 March 1996.

# NEW FIELDS MANAGEMENT LIMITED (formerly Mawlaw 298 Limited)

## DIRECTORS' REPORT (continued)

The interests of Mr R E Beveridge and Mr P R Baker in the ordinary shares of Marley plc required to be reported herein and as disclosed by the register maintained pursuant to section 325 of the Companies Act 1985 were:

### a) Option schemes

#### R E Beveridge

<u>At date of appointment</u>	<u>Granted during the period</u>	<u>31.12.96</u>	<u>Exercise Price</u>	<u>Date of Grant</u>	<u>Option exercisable from to</u>	
27,121	-	27,121+	167.96p	16.10.87	16.10.90	15.10.97
38,759	-	38,759+	139.31p	5.10.89	5.10.92	4.10.99
5,494*	-	5,494*	51.87p	23.10.92	1.12.97	31.5.98
91,080	-	91,080+	120.54p	16.4.93	16.4.96	15.4.03
80,960	-	80,960+	152.15p	6.10.94	6.10.97	5.10.04
11,988*	-	11,988*	122.02p	6.10.94	1.12.99	31.5.00
46,286	-	46,286+	111.00p	12.10.95	12.10.98	11.10.05
-	80,000	80,000++	122.00p	10.09.96	10.09.99	9.09.06
<u>301,688</u>	<u>80,000</u>	<u>381,688</u>				
=====	=====	=====				

#### P R Baker

<u>At date of appointment</u>	<u>Granted during the period</u>	<u>31.12.96</u>	<u>Exercise Price</u>	<u>Date of Grant</u>	<u>Option exercisable from to</u>	
1,012	-	1,012+	167.96p	16.10.87	16.10.90	15.10.97
41,390	-	41,390+	139.31p	5.10.89	5.10.92	4.10.99
3,325	-	3,325*	51.87p	23.10.92	1.12.97	31.05.98
20,240	-	20,240+	120.54p	16.04.93	16.04.96	15.04.03
20,240	-	20,240+	152.15p	6.10.94	6.10.97	5.10.04
7,011	-	7,011*	122.02p	6.10.94	1.12.99	31.05.00
20,000	-	20,000+	111.00p	12.10.95	12.10.98	11.10.05
-	20,000	20,000++	122.00p	10.09.96	10.09.99	9.09.06
-	4,098	4,098**	98.00p	8.10.96	1.12.01	31.05.02
<u>113,218</u>	<u>24,098</u>	<u>137,316</u>				
=====	=====	=====				

+ Denotes option granted under the Executive Share Option Scheme

++ Denotes option granted under the 1996 Executive Share Option Scheme

\* Denotes options granted under the Savings-Related Share Option Scheme

\*\* Denotes option granted under the 1996 Savings Related Share Option Scheme

NEW FIELDS MANAGEMENT LIMITED (formerly Mawlaw 298 Limited)

DIRECTORS' REPORT (Continued)

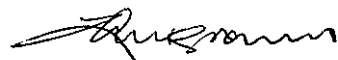
b)	<u>Holdings</u>	R E Beveridge Number of Shares	P R Baker Number of Shares
	At 18 March	13,622	191
	Additions	-	3
	At 31 December	<u>13,622</u> =====	<u>194</u> =====

R E Beveridge and P R Baker did not exercise an option to acquire shares during the period ended 31 December 1996. The market price of the shares at 31 December 1996 was 126½p. During the period the share price fluctuated between a high of 155p and a low of 116p.

Auditors

The auditors Price Waterhouse, who were appointed on 8 May 1996, have indicated their willingness to continue in office. Resolutions for their re-appointment and to authorise the directors to fix their remuneration will be submitted to the annual general meeting.

On behalf of the Board



D. J. A. Musgrave  
Secretary

7 July 1997

NEW FIELDS MANAGEMENT LIMITED (formerly Mawlaw 298 Limited)

PROFIT AND LOSS ACCOUNT

For the period from Incorporation to 31 December 1996

	£
TURNOVER	
Service charge income	8,482
OPERATING CHARGES	
Service charge expenditure	(6,425)
	-----
OPERATING PROFIT	2,057
Interest receivable	943
Sinking fund appropriation	(3,000)
	-----
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION	-
	=====

The company manages the land and estate at New Fields, Stinsford Road, Poole, Dorset. All expenditure and income relates purely to service charges in respect of the development.

There are no recognised gains or losses.

NEW FIELDS MANAGEMENT LIMITED (formerly Mawlaw 298 Limited)

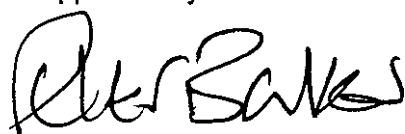
BALANCE SHEET

31 December 1996

	Notes	1996 £
FIXED ASSETS		
Tangible assets	3	-
CURRENT ASSETS		
Debtors	4	2,210
Cash at bank		15,701
		<u>17,911</u>
CREDITORS		
Amounts due within one year	5	(6,338)
NET CURRENT ASSETS		<u>11,573</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		11,573
Provisions for liabilities and charges	6	(11,211)
		<u>362</u> =====
CAPITAL AND RESERVES		
Called up share capital	7	362
Profit and loss account		-
Shareholders' funds		<u>362</u> =====

Shareholders' funds are entirely attributable to equity interests.

Approved by the Board on 7 July 1997



P. R. Baker  
Director

The notes on pages 8 to 11 form part of these accounts

NEW FIELDS MANAGEMENT LIMITED (formerly Mawlaw 298 Limited)

ACCOUNTING POLICIES

Basis of accounting

The accounts are prepared under the historical cost convention and in accordance with applicable accounting standards.



NEW FIELDS MANAGEMENT LIMITED (formerly Mawlaw 298 Limited)

NOTES TO THE ACCOUNTS

1. Staff costs

No staff were directly employed by the company.  
Directors' emoluments and fees amounted to nil.

2. Auditors remuneration

Auditors remuneration amounted to £400 for audit work.

3. Tangible fixed assets

	Freehold land and buildings
Cost	
Additions	-
	<hr/>
At 31 December 1996	-
	<hr/> <hr/>

On 26 March 1996 the company acquired the freehold of the land and buildings of the New Fields development from Marley Properties Limited. This freehold was subject to the residue of a 999 year lease to Marley (New Fields) Limited and as such had a nil value.

During the period there were new 999 year leases granted. In the opinion of the directors, the freehold continues to have a nil value at the year end.

4. Debtors

	1996 £
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Amounts falling due within one year

Due from fellow group undertakings	362
Service charges outstanding	1,847
Prepayments and accruals	1
	<hr/>
	2,210
	<hr/> <hr/>

NEW FIELDS MANAGEMENT LIMITED (formerly Mawlaw 298 Limited)

NOTES TO THE ACCOUNTS (continued)

5. Creditors	1996
	£
Amounts falling due within one year	
Charges to tenants in excess of expenditure	3,936
Service charges paid in advance	1,639
Accruals	763
	<u>6,338</u>
	=====

6. Provisions for liabilities and charges	1996
	£
Sinking fund bank account	
At 16 March 1996	8,131
Contributions during the period	3,000
Interest received - net	295
Amounts paid to managing agents	(215)
At 31 December 1996	<u>11,211</u>
	=====

The sinking fund is provided for the purpose of maintaining or improving the estate in the interests of good estate management and of the tenants thereof.

7. Share capital	1996
	£
Authorised	
'A' redeemable ordinary shares of £1 each	2
'B' ordinary shares of £10 each	1,000
	<u>1,002</u>
	=====
Called up and fully paid	
'A' redeemable ordinary shares of £1 each	2
'B' ordinary shares of £10 each	360
	<u>362</u>
	=====

## NEW FIELDS MANAGEMENT LIMITED (formerly Mawlaw 298 Limited)

### NOTES TO THE ACCOUNTS (continued)

#### 7. Share capital (continued)

The 'A' redeemable ordinary shares are issued to Marley (New Fields) Limited and these shares will be retained until the last unit on the development has been leased to a non group undertaking.

The 'B' ordinary shares are allotted for cash upon completion of each unit to the lessor in ratio to the service charges of the unit(s) acquired to the service charges of all units.

The 'A' redeemable ordinary shares confer voting control at all general meetings of the company. The 'A' redeemable ordinary shares and the 'B' ordinary shares have equal voting rights. When the last unit has been sold all these shares will be redeemed at par.

In the event of the company being wound up the whole or any part of the assets of the company will be divided among the members in specie.

The movements in the authorised share capital during the period since incorporation are as follows:

- On 15 March 1996, 98,998 unissued ordinary shares of £1 each of the company's authorised capital were cancelled.
- On the same day, 1,000 unissued ordinary shares of £1 each of the company's authorised capital were consolidated and redesignated as into 100 'B' ordinary shares of £10 each. One of the £1 unissued shares of £1 was redesignated as an 'A' redeemable ordinary share of £1.

The movements in the allotted and fully paid share capital during the period since incorporation are as follows:

- On 15 March 1996, the issued ordinary share of £1 was redesignated as an 'A' redeemable ordinary share of £1.
- On 18 March 1996, one new 'A' redeemable ordinary share of £1 was allotted to Marley (New Fields) Limited.
- On 29 March 1996, four 'B' ordinary shares of £10 each were allotted to E A Fuller & Son Limited.
- On 11 September 1996, fourteen 'B' ordinary shares of £10 each were allotted to Forelle Estates Limited.
- On 25 October 1996, eighteen 'B' ordinary shares of £10 each were allotted to Forelle Estates Limited.

NEW FIELDS MANAGEMENT LIMITED (formerly Mawlaw 298 Limited)

NOTES TO THE ACCOUNTS (continued)

8. Reconciliation of Shareholders funds

	£
At 11 March 1997	-
Issue of "A" redeemable shares	2
Issue of "B" ordinary shares	360
	<hr/>
At 31 December 1997	362
	=====

9. Granting of new long leases

As stated in the review of activities section of the Directors Report on pages 2 to 4, three new 999 year leases were granted during the period since incorporation.

10. Ultimate parent undertaking

The company is a subsidiary undertaking of its ultimate parent undertaking Marley plc, a company registered in England. The sole set of group accounts that consolidate the accounts of the company are those of Marley plc, copies of which are available from the address shown on page 1.

11. Related party transactions

Transactions with entities that are members of the Marley plc group are not disclosed as related party transactions, as the company is a subsidiary of the Marley plc group. All balances with related parties arose from transactions with entities that are members of the Marley plc group. Material balances existed with the following member of the Marley plc group at 31 December 1996:

Marley Properties Limited

## NEW FIELDS MANAGEMENT LIMITED (formerly Mawlaw 298 Limited)

### STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are required by the Companies Act 1985 to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company as at the end of the financial year and of the profit and loss for the financial year. The directors consider that in preparing the financial statements on pages 5 to 11, the company has used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates, and that all accounting standards which they consider to be applicable have been followed.

The directors have responsibility for ensuring that the company keeps accounting records which disclose with reasonable accuracy the financial position of the company and which enable them to ensure that the financial statements comply with the Companies Act 1985.

The directors 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.

### AUDITORS' REPORT TO THE MEMBERS OF NEW FIELDS MANAGEMENT LIMITED (formerly Mawlaw 298 Limited)

We have audited the financial statements on pages 5 to 11 which have been prepared under the historical cost convention and the accounting policy set out on page 7.

#### Respective responsibilities of directors and auditors

As described above the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

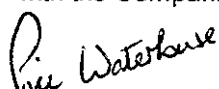
#### Basis of opinion

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 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 affairs of the company at 31 December 1996 and of its result for the period then ended and have been properly prepared in accordance with the Companies Act 1985.



Price Waterhouse  
Chartered Accountants  
and Registered Auditors  
London

7 July 1997