

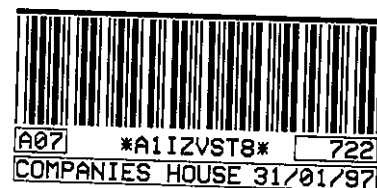
Company Registration Number :

1385909

NEW ENGLAND DEVELOPMENTS LIMITED

Report and Accounts

31 March 1996



NEW ENGLAND DEVELOPMENTS LIMITED

DIRECTORS' REPORT

Directors : P J Bushnell
P J Duffy (resigned 20 July 1995)
C M Turner (appointed 31 May 1995)

Secretary : Henderson Secretarial Services Limited

Registered Office : 3 Finsbury Avenue, London EC2M 2PA

The directors present their report and audited accounts for the year ended 31 March 1996.

Principal Activities

The principal activity of the Company during the year was the provision of management services.

Results and Dividends

The profit for the year after taxation amounted to £5,000 (1995: loss of £10,964). As the Company has no distributable reserves, the directors do not recommend the payment of a dividend.

Future Prospects

The Company is currently looking to expand the level of management services provided in future periods.

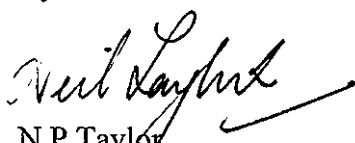
Directors

The directors of the Company during the year ended 31 March 1996 are listed above. No director had any interests in the share capital of the Company.

Status

The Company has passed elective resolutions in accordance with the Companies Act 1985 ('the Act') to dispense with the holding of Annual General Meetings, the laying of the Annual Report and Accounts before general meetings and, pursuant to Section 252, the obligation to appoint auditors. However, pursuant to Section 253(2) of the Act, any member of the Company may require the Report and Accounts to be laid before a general meeting by depositing a notice to that effect at the registered office of the Company not later than 28 days after the despatch of the Report and Accounts to members.

By order of the board



N P Taylor

For and on behalf of Henderson Secretarial Services Limited

Secretary

24 January 1997

NEW ENGLAND DEVELOPMENTS LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

Company law requires the directors to prepare accounts 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 of the Company for that period. In preparing those accounts, 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 accounts; and
- prepare the accounts 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 accounts comply with the Companies Act. 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.

NEW ENGLAND DEVELOPMENTS LIMITED

REPORT OF THE AUDITORS

to the members of New England Developments Limited

We have audited the accounts on pages 4 to 8 which have been prepared under the historical cost convention as modified by the revaluation of investment properties and on the basis of the accounting policies set out on page 7.

Respective responsibilities of Directors and Auditors

As described on page 2 the Company's directors are responsible for the preparation of the accounts. It is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion to you.

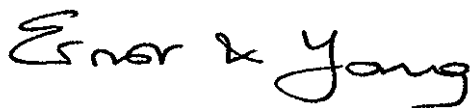
Basis of opinion

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 disclosure in the accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, 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 accounts 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 accounts.

Opinion

In our opinion the accounts give a true and fair view of the state of the Company's affairs at 31 March 1996 and of its profit for the period then ended and have been properly prepared in accordance with the Companies Act 1985.



ERNST & YOUNG
Chartered Accountants
Registered Auditor

London

24 January 1997

NEW ENGLAND DEVELOPMENTS LIMITED

PROFIT AND LOSS ACCOUNT for the year ended 31 March 1996

	<u>Note</u>	<u>1996</u> £	<u>1995</u> £
Turnover		<u>5,000</u>	<u>5,000</u>
Gross profit		5,000	5,000
Administrative expenses	2	—	(19,355)
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION		5,000	(14,355)
Taxation	3	—	<u>3,391</u>
PROFIT/(LOSS) ON ORDINARY ACTIVITIES AFTER TAXATION	6	<u>5,000</u>	<u>(10,964)</u>

The notes on pages 7 and 8 form part of these accounts.

NEW ENGLAND DEVELOPMENTS LIMITED

BALANCE SHEET at 31 March 1996

	<u>Note</u>	<u>1996</u> £	<u>1995</u> £
CURRENT ASSETS			
Debtors - amounts due from fellow subsidiary undertakings		590,667	585,667
CREDITORS - amounts falling due within one year	4	(1,349,903)	(1,349,903)
NET CURRENT LIABILITIES		<u>(759,236)</u>	<u>(764,236)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>(759,236)</u>	<u>(764,236)</u>
CAPITAL AND RESERVES			
Called up share capital	5	501	501
Profit and loss account deficit	6	<u>(759,737)</u>	<u>(764,737)</u>
TOTAL EQUITY SHAREHOLDERS' DEFICIT		<u>(759,236)</u>	<u>(764,236)</u>

These accounts were approved by the board on 24 January 1997.

C M Turner



Director

The notes on pages 7 and 8 form part of these accounts.

NEW ENGLAND DEVELOPMENTS LIMITED

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES for the year ended 31 March 1996

	<u>1996</u> £	<u>1995</u> £
Profit/(loss) on ordinary activities after taxation	<u>5,000</u>	(<u>10,964</u>)
Total recognised gains/(losses) for the year	<u>5,000</u>	(<u>10,964</u>)

RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS for the year ended 31 March 1996

Shareholders' deficit at 1 April	(764,236)	(753,272)
Profit/(loss) on ordinary activities after taxation	<u>5,000</u>	(<u>10,964</u>)
Shareholders' deficit at 31 March	<u>(759,236)</u>	(<u>764,236</u>)

Historical cost profits and losses

There are no differences between the amounts reported in the Profit and Loss Account and their historical cost equivalents.

The notes on pages 7 and 8 form part of these accounts.

NEW ENGLAND DEVELOPMENTS LIMITED

NOTES TO THE ACCOUNTS

1. Accounting Policies

a) Basis of accounting

The accounts have been prepared under the historical cost basis of accounting and in accordance with applicable accounting standards. All of the Company's operations are of a continuing nature. The accounts have been prepared on a going concern basis as the parent undertaking has agreed to continue to provide sufficient financial support for the foreseeable future to enable the Company to discharge its obligations as and when they fall due.

b) Turnover

Turnover consists of management fees arising in the United Kingdom, and is stated net of value added tax.

2. Administrative Expenses

Fees payable to the auditors for audit and other services are borne by a fellow subsidiary undertaking.

The directors of the Company received no emoluments during the year under review (1995 : NIL).

Mr P J Duffy received emoluments from Henderson Administration Limited for his services to that company and its subsidiaries up to 31 May 1995. A proportion of these emoluments (including pension contributions) related to the management of the Company. These amounts are included in the amounts disclosed in the accounts of TR Property Investment Trust PLC, the ultimate parent undertaking.

3. Taxation

	<u>1996</u>	<u>1995</u>
	£	£
Underprovision in prior years	-	(1,716)
Corporation tax credit for the year at 33%	<u>-</u>	<u>5,107</u>
	<u>-</u>	<u>3,391</u>

NEW ENGLAND DEVELOPMENTS LIMITED

NOTES TO THE ACCOUNTS

4. Creditors - amounts falling due within one year

	<u>1996</u>	<u>1995</u>
	£	£
Amounts due to fellow subsidiary undertakings	1,346,879	1,346,879
Accruals and deferred income	<u>3,024</u>	<u>3,024</u>
	<u>1,349,903</u>	<u>1,349,903</u>

5. Called Up Share Capital

	<u>1996</u>	<u>1995</u>
	£	£
Authorised :		
100,000 ordinary shares of £1 each	<u>100,000</u>	<u>100,000</u>
Allotted called up and fully paid :		
501 ordinary shares of £1 each	<u>501</u>	<u>501</u>

6. Profit And Loss Account

	£
At 1 April 1995	(764,737)
Profit for the year	<u>5,000</u>
At 31 March 1996	<u>(759,737)</u>

7. Cash Flow Statement

Cash flows of the Company are included in the group cash flow statement of TR Property Investment Trust PLC. Consequently, the Company is exempt under the terms of Financial Reporting Standard No.1 from publishing a cash flow statement

8. Parent Undertaking

The parent undertaking of the group undertakings for which group accounts are prepared and of which the company is a member is TR Property Investment Trust PLC, which is registered in England and Wales. Copies of the accounts of TR Property Investment Trust PLC can be obtained from the Company Secretary, TR Property Investment Trust PLC, 3 Finsbury Avenue, London EC2M 2PA.