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DIRECTORS' REPORT AND FINANCIAL STATEMENTS
for the year ended
31ST DECEMBER 1996



Heathcote & Coleman

Chartered Accountants

BIRMINGHAM

REPORT OF THE DIRECTORS

for the year ended 31st December 1996

The Directors present their report and financial statements for the year ended 31st December 1996.

BUSINESS REVIEW

The principal activity of the company is project management and design consultants, there being no significant change during the year.

DIRECTORS AND THEIR INTERESTS IN THE SHARE CAPITAL

The Directors who held office throughout the year and their interest in the shares of the company were:-

	<u>31.12.96</u>	31.12.95	
M.J. Harris	52	52	
R.D. Walton	26	26	

R.D. Walton retires by rotation but being eligible offers himself for reelection.

BOARD APPROVAL

This report having been prepared taking advantage of the exemptions conferred by Part II of Schedule 8 of the Companies Act 1985 was approved by the Board on 18th December 1997 and signed on its behalf by:-

M.J. HARRIS Director

PROFIT AND LOSS ACCOUNT

for the year ended 31st December 1996

	<u>Notes</u>	<u>1996</u>	<u>1995</u>
Turnover	2	16,053	76,244
Administrative Costs	3	(59,485)	(73,540)
		(43,432)	2,704
Interest Paid	4	(27)	(42)
(Loss)/Profit on Ordinary Activities before Taxation		(43,459)	2,662
Taxation	5	(24)	(653)
RETAINED (LOSS)/PROFIT for the year		£(43,483)	£ 2,009

The results are derived from continuing operations. The Profit and Loss Account reflects all recognised gains and losses during the year.

The notes on pages 4 to 6 form part of these financial statements.

BALANCE SHEET

31st December 1996

	<u>Notes</u>	<u>19</u>	96	<u>199</u>	5
FIXED ASSETS	6		1,818		1,895
CURRENT ASSETS Cash at Bank Debtors Work in Progress	7	814 65,502 38,778		- 69,457 55,000	
		105,094		124,457	
CREDITORS: Amounts falling due within one year	8	(59,314)		(35,271)	
NET CURRENT ASSETS			45,780		89,186
CREDITORS: Amounts falling due after one year	e 9		47,598 (87,652) £(40,054)		91,081 (87,652) £ 3,429
REPRESENTED BY:-			======		=====
Share Capital Profit and Loss Account	10 11		78 (40,132)		78 3,351
			£(40,054)		£ 3,429

The Directors having taken advantage of the exemptions conferred by Part I of Schedule 8 of the Companies Act 1985 has done so on the grounds that in their opinion the company is entitled to these exemptions as a small company.

The company has also taken advantage of the exemption from requirement for audit under subsection (1) of Section 249A of the Companies Act 1985. No notice has been deposited under subsection (2) of Section 249B of the Companies Act 1985.

The Directors acknowledge that they are responsible for maintaining adequate accounting records as defined under Section 221 of the Companies Act 1985, and confirms that the accounts give a true and fair view of the state of the company's affairs as at 31st December 1996 and of its loss for the year then ended in accordance with Section 226 of the Companies Act 1985, and which otherwise comply with the requirements of the Act relating to accounts, so far as applicable to the company.

Approved by the Board on 18th December 1997 and signed on its behalf by:-

M.J. HARRIS Director

The notes on pages 4 to 6 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st December 1996

1. ACCOUNTING POLICIES

The following accounting policies have been used consistently in dealing with items which are considered material in relation to the Company's financial statements. The accounts are in accordance with applicable accounting standards.

a. BASIS OF ACCOUNTING

These financial statements have been prepared under the historical cost accounting rules.

b. DEPRECIATION

Depreciation is provided on the tangible assets at rates calculated to write off the cost of each asset over its expected useful life as follows:-

Office Equipment - 10% reducing balance

c. WORK IN PROGRESS

Work in Progress is valued at the lower of cost, including attributable overhead expenses, and net realisable value.

d. DEFERRED TAXATION

No provision is required for deferred taxation.

2. TURNOVER

Turnover represents amounts invoiced by the company in respect of services provided.

3.	OPERATING PROFIT	<u> 1996</u>	<u>1995</u>
	Operating (Loss)/Profit is stated after charging:-		
	Directors Emoluments Depreciation of Tangible Fixed Assets	£ - £ 202 =====	£4,777 £ 210 =====
4.	INTEREST PAID		
	On Bank Overdraft	£ 27	£ 42 ====
5.	TAXATION		
	Corporation Tax payable on result for the year Under/(Over) reserve for earlier year	- 24	655 (2)
		£ 24	£ 653

NOTES TO THE FINANCIAL STATEMENTS (Continued)

for the year ended 31st December 1996

6.	TANGIBLE FIXED ASSETS	Office Equipment	
	COST As at 1st January 1996 Addition during year	2,372 125	
	As at 31st December 1996	£2,497	
	DEPRECIATION As at 1st January 1996 Charge for the year	477 202	
	As at 31st December 1996	£ 679	
	NET BOOK VALUE		
	As at 31st December 1996	£1,818 =====	
	As at 31st December 1995	£1,895 ====	
7.	DEBTORS	<u> 1996</u>	<u>1995</u>
	Other Debtors	£65,502 =====	£69,457 =====
	Other Debtors included £50,000 deposit on Directors has a market value of £100,000.	land, which in the	opinion of the
8.	CREDITORS: Amounts falling due within one year		
	Corporation Tax Creditors Directors Loan Account Social Security and other taxation	34,217 12,164 12,933	655 22,629 2,338 9,649
		£59,314	£35,271
9.	CREDITORS: Amounts due after one year		
	Loan	£87,652	£87,652

Of the above loan £50,000 is only repayable should the proposed project at Moxley proceed, or on the repayment of the deposit paid in respect of the land at Moxley. The balance of the loan amounting to £37,612 is repayable between one to five years.

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NOTES TO THE FINANCIAL STATEMENTS (Continued)

for the year ended 31st December 1996

10.	SHARE CAPITAL	<u> 1996</u>	<u> 1995</u>
	Authorised Ordinary Shares of £1 each	£100	£100
	Allotted, Called Up and Fully Paid Ordinary Shares of £1 each	£ 78 ===	£ 78
11.	RECONCILIATION OF MOVEMENT IN SHAREHOLDERS FUNDS		
	(Loss)/Profit for the financial year	£(43.483)	£ 2,009
	Net (Decrease)/Increase to shareholders funds Opening shareholders funds	(43,483) 3,429	2,009 1,420
	Closing shareholders funds	£(40,054)	£ 3,429

12. CAPITAL COMMITMENTS

The company had no capital commitments at 31st December 1996 (1995 - £Nil).

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13. CONTINGENT LIABILITIES

The company had no contingent liabilities at 31st December 1996 (1995 - £Nil).

14. RELATED PARTY TRANSACTIONS

During the year Mr R.D. Walton received interest free loans from a client company and at the Balance Sheet date the amount outstanding was £6,700.

15. POST BALANCE SHEET EVENT

Since the year end it has been agreed that the project at Moxley referred to in note 9 is to proceed and the loan has been repaid in full.