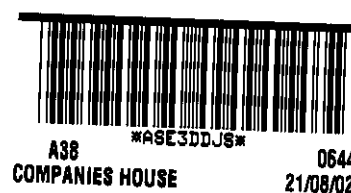


**T C L CONSTRUCTION LIMITED**  
**FINANCIAL STATEMENTS**  
**31ST OCTOBER 2001**

**Company Registration Number 975607**



**HOPPER WILLIAMS & BELL**  
Chartered Accountants & Registered Auditor  
Abacus House  
1 Spring Crescent  
Portswood  
Southampton

**T C L CONSTRUCTION LIMITED**  
**FINANCIAL STATEMENTS**  
**YEAR ENDED 31ST OCTOBER 2001**

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| <b>CONTENTS</b>                                                         | <b>PAGE</b> |
|-------------------------------------------------------------------------|-------------|
| Officers and professional advisers                                      | <b>1</b>    |
| The director's report                                                   | <b>2</b>    |
| Auditors' report to the shareholders                                    | <b>4</b>    |
| Profit and loss account                                                 | <b>5</b>    |
| Balance sheet                                                           | <b>6</b>    |
| Notes to the financial statements                                       | <b>7</b>    |
| <b>The following pages do not form part of the financial statements</b> |             |
| Detailed profit and loss account                                        | <b>10</b>   |
| Notes to the detailed profit and loss account                           | <b>11</b>   |

**T C L CONSTRUCTION LIMITED****OFFICERS AND PROFESSIONAL ADVISERS**

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|                          |                                                                                                                                          |
|--------------------------|------------------------------------------------------------------------------------------------------------------------------------------|
| <b>The director</b>      | J.A.C. Leach                                                                                                                             |
| <b>Company secretary</b> | Miss P.A. Leach                                                                                                                          |
| <b>Registered office</b> | Abacus House<br>1 Spring Crescent<br>Portswood<br>Southampton                                                                            |
| <b>Auditors</b>          | Hopper Williams & Bell<br>Chartered Accountants<br>& Registered Auditor<br>Abacus House<br>1 Spring Crescent<br>Portswood<br>Southampton |
| <b>Bankers</b>           | Barclays Bank plc<br>21 High Street<br>Lymington<br>Hampshire<br>SO41 9YJ                                                                |

**T C L CONSTRUCTION LIMITED****THE DIRECTOR'S REPORT****YEAR ENDED 31ST OCTOBER 2001**

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The director has pleasure in presenting his report and the financial statements of the company for the year ended 31st October 2001.

**PRINCIPAL ACTIVITIES AND BUSINESS REVIEW**

The principal activity of the company in the year under review was that of civil engineering and building contractors.

Although no work was carried out in the year, work is expected to recommence in the coming year.

In the opinion of the director the company was in a satisfactory position at year end.

**RESULTS AND DIVIDENDS**

The trading results for the year, and the company's financial position at the end of the year are shown in the attached financial statements.

The director has not recommended a dividend.

**THE DIRECTOR AND HIS INTERESTS IN SHARES OF THE COMPANY**

The director who served the company during the year together with his beneficial interests in the shares of the company was as follows:

|              | <b>Ordinary Shares of £1 each</b> |                        |
|--------------|-----------------------------------|------------------------|
|              | <b>At</b>                         |                        |
|              | <b>At 31 October 2001</b>         | <b>1 November 2000</b> |
| J.A.C. Leach | <u>1</u>                          | <u>1</u>               |

The company is a wholly owned subsidiary and the interests of the group directors are disclosed in the accounts of the parent company.

**DIRECTOR'S RESPONSIBILITIES**

Company law requires the director to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company at the end of the year and of the profit or loss for the year then ended.

In preparing those financial statements, the director is required to select suitable accounting policies, as described on page 7, and then apply them on a consistent basis, making judgements and estimates that are prudent and reasonable. The director must also prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable him to ensure that the financial statements comply with the Companies Act 1985. The director is 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.

**T C L CONSTRUCTION LIMITED**

**THE DIRECTOR'S REPORT** *(continued)*

**YEAR ENDED 31ST OCTOBER 2001**

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**AUDITORS**

A resolution to re-appoint Hopper Williams & Bell as auditors for the ensuing year will be proposed at the annual general meeting in accordance with section 385 of the Companies Act 1985.

Registered office:  
Abacus House  
1 Spring Crescent  
Portswood  
Southampton

Signed by



J.A.C. LEACH  
Director

Approved by the director on .....19/12/01.....

**T C L CONSTRUCTION LIMITED****AUDITORS' REPORT TO THE DIRECTOR****YEAR ENDED 31ST OCTOBER 2001**

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We have audited the financial statements on pages 5 to 8 which have been prepared in accordance with the Financial Reporting Standard for Smaller Entities (effective March 2000), under the historical cost convention and the accounting policies set out on page 7.

**RESPECTIVE RESPONSIBILITIES OF THE DIRECTOR AND THE AUDITORS**

As described on page 2, the company's director is responsible for the preparation of the 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 AUDIT 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 director 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 as at 31st October 2001 and of the loss of the company for the year then ended, and have been properly prepared in accordance with the Companies Act 1985.

Abacus House  
1 Spring Crescent  
Portswood  
Southampton

...19/11/2001...



HOPPER WILLIAMS & BELL  
Chartered Accountants  
& Registered Auditor

**T C L CONSTRUCTION LIMITED**  
**PROFIT AND LOSS ACCOUNT**  
**YEAR ENDED 31ST OCTOBER 2001**

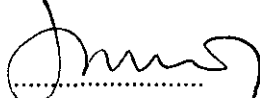
|                                                    | Note | 2001<br>£      | 2000<br>£      |
|----------------------------------------------------|------|----------------|----------------|
| <b>TURNOVER</b>                                    |      | -              | -              |
| Administrative expenses                            |      | 749            | 2,409          |
| <b>OPERATING LOSS</b>                              | 2    | (749)          | (2,409)        |
| Interest payable                                   |      | -              | 9              |
| <b>LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION</b> |      | (749)          | (2,418)        |
| Tax on loss on ordinary activities                 |      | -              | -              |
| <b>LOSS FOR THE FINANCIAL YEAR</b>                 |      | (749)          | (2,418)        |
| Balance brought forward                            |      | 135,217        | 137,635        |
| Balance carried forward                            |      | <u>134,468</u> | <u>135,217</u> |

**T C L CONSTRUCTION LIMITED****BALANCE SHEET****31ST OCTOBER 2001**

|                                                       | Note | 2001<br>£      | 2000<br>£      |
|-------------------------------------------------------|------|----------------|----------------|
| <b>CURRENT ASSETS</b>                                 |      |                |                |
| Debtors                                               | 3    | 143,860        | 146,416        |
| Cash at bank                                          |      | 207            | -              |
|                                                       |      | <u>144,067</u> | <u>146,416</u> |
| <b>CREDITORS: Amounts falling due within one year</b> | 4    | <u>(699)</u>   | <u>(2,299)</u> |
| <b>NET CURRENT ASSETS</b>                             |      | 143,368        | 144,117        |
| <b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>          |      | <u>143,368</u> | <u>144,117</u> |
| <b>CAPITAL AND RESERVES</b>                           |      |                |                |
| Called-up equity share capital                        | 6    | 8,900          | 8,900          |
| Profit and Loss Account                               |      | 134,468        | 135,217        |
| <b>SHAREHOLDERS' FUNDS</b>                            |      | <u>143,368</u> | <u>144,117</u> |

These financial statements have been prepared in accordance with the special provisions for small companies under Part VII of the Companies Act 1985 and with the Financial Reporting Standard for Smaller Entities (effective March 2000).

These financial statements were approved and signed by the director on ....(31/10/01).....

  
 J.A.C. LEACH

**T C L CONSTRUCTION LIMITED****NOTES TO THE FINANCIAL STATEMENTS****YEAR ENDED 31ST OCTOBER 2001****1. ACCOUNTING POLICIES****Basis of accounting**

The financial statements have been prepared under the historical cost convention, and in accordance with the Financial Reporting Standard for Smaller Entities (effective March 2000).

**2. OPERATING LOSS**

Operating loss is stated after charging:

|                       | 2001<br>£  | 2000<br>£  |
|-----------------------|------------|------------|
| Director's emoluments | -          | -          |
| Auditors' fees        | <u>600</u> | <u>725</u> |

**3. DEBTORS**

|                                    | 2001<br>£      | 2000<br>£      |
|------------------------------------|----------------|----------------|
| Amounts owed by group undertakings | 141,029        | 143,585        |
| VAT recoverable                    | <u>2,831</u>   | <u>2,831</u>   |
|                                    | <u>143,860</u> | <u>146,416</u> |

**4. CREDITORS: Amounts falling due within one year**

|                              | 2001<br>£  | 2000<br>£    |
|------------------------------|------------|--------------|
| Bank loans and overdrafts    | -          | 1,601        |
| Accruals and deferred income | <u>699</u> | <u>698</u>   |
|                              | <u>699</u> | <u>2,299</u> |

**5. RELATED PARTY TRANSACTIONS**

The company was under the ultimate control of Mr. J.A.C. Leach and Ms. P.A. Leach, the directors of Greenclose Limited, the holding company. Their interests in Greenclose Limited are disclosed in the parent company accounts.

At the year-end the inter-group balances owed to the company were as follows:

|                                    |                          |
|------------------------------------|--------------------------|
| Greenclose Limited                 | £27,391 (2000 £29,947)   |
| Imperial Hotel (Llandudno) Limited | £113,638 (2000 £113,638) |

There were no material transactions during the year between the company and the ultimate controlling parties.

**T C L CONSTRUCTION LIMITED****NOTES TO THE FINANCIAL STATEMENTS****YEAR ENDED 31ST OCTOBER 2001**

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**6. SHARE CAPITAL****Authorised share capital:**

|                                      | <b>2001</b>   | <b>2000</b>   |
|--------------------------------------|---------------|---------------|
|                                      | <b>£</b>      | <b>£</b>      |
| 10,000 Ordinary shares of £1.00 each | <u>10,000</u> | <u>10,000</u> |

**Allotted, called up and fully paid:**

|                        | <b>2001</b>  | <b>2000</b>  |
|------------------------|--------------|--------------|
|                        | <b>£</b>     | <b>£</b>     |
| Ordinary share capital | <u>8,900</u> | <u>8,900</u> |

**7. ULTIMATE PARENT COMPANY**

The ultimate holding company is Greenclose Limited, a company incorporated in England and Wales.