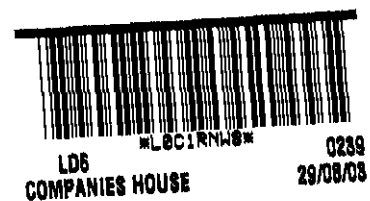


T C L CONSTRUCTION LIMITED
REPORT OF THE DIRECTOR AND
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 OCTOBER 2002

Hopper Williams & Bell
Registered Auditor
Chartered Accountants
Highland House
Mayflower Close
Chandler's Ford, Eastleigh
SO53 4AR



T C L CONSTRUCTION LIMITED

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FOR THE YEAR ENDED 31 OCTOBER 2002**

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T C L CONSTRUCTION LIMITED

**COMPANY INFORMATION
FOR THE YEAR ENDED 31 OCTOBER 2002**

DIRECTOR: J A C Leach

SECRETARY: Miss P A Leach

REGISTERED OFFICE: Pennington House
Pennington
Lyndhurst
Hampshire
SO41 8AA

REGISTERED NUMBER: 00975607

AUDITORS: Hopper Williams & Bell
Registered Auditor
Chartered Accountants
Highland House
Mayflower Close
Chandler's Ford, Eastleigh
SO53 4AR

T C L CONSTRUCTION LIMITED

REPORT OF THE DIRECTOR FOR THE YEAR ENDED 31 OCTOBER 2002

The director presents his report with the financial statements of the company for the year ended 31 October 2002.

PRINCIPAL ACTIVITY

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

REVIEW OF BUSINESS

The results for the year and financial position of the company are as shown in the annexed financial statements.

During the year TCL Construction Limited was in negotiation with its parent company, Greenclose Limited, regarding the prospective management of a significant project. Preliminary expenses have been incurred this year with the intention of sourcing personnel in order to commence this project.

DIRECTOR

J A C Leach was the sole director during the year under review.

His beneficial interest in the issued share capital of the company was as follows:

	31.10.02	1.11.01
Ordinary £1 shares	1	1

STATEMENT OF 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 and of the profit or loss of the company for that period. In preparing those financial statements, the director is required to

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

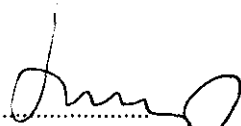
The director is responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable him to ensure that the financial statements comply with the Companies Act 1985. He is also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

AUDITORS

The auditors, Hopper Williams & Bell, will be proposed for re-appointment in accordance with Section 385 of the Companies Act 1985.

This report has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

ON BEHALF OF THE BOARD:


.....
J A C Leach - DIRECTOR

Dated: 30th April 2003

**REPORT OF THE INDEPENDENT AUDITORS TO THE SHAREHOLDERS OF
T C L CONSTRUCTION LIMITED**

We have audited the financial statements of T C L Construction Limited for the year ended 31 October 2002 on pages four to seven. These financial statements have been prepared in accordance with the Financial Reporting Standard for Smaller Entities (effective June 2002), under the historical cost convention and 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 director and auditors

As described on page two the company's director is responsible for the preparation of financial statements in accordance with applicable law and United Kingdom Accounting Standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

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 if, in our opinion, the Report of the Director is not consistent with the financial statements, if 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 director's remuneration and transactions with the company is not disclosed.

We read the Report of the Director and consider the implications for our report if we become aware of any apparent misstatements within it.

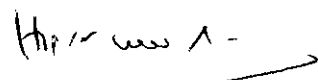
Basis of audit opinion

We conducted our audit in accordance with United Kingdom 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 31 October 2002 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.


Hopper Williams & Bell
Registered Auditor
Chartered Accountants
Highland House
Mayflower Close
Chandler's Ford, Eastleigh
SO53 4AR

Dated: 29/8/03

T C L CONSTRUCTION LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 OCTOBER 2002**

		2002 £	2001 £
	Notes		
TURNOVER		-	-
Administrative expenses		<u>(1,727)</u>	<u>(749)</u>
OPERATING LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION	2	(1,727)	(749)
Tax on loss on ordinary activities	3	<u>-</u>	<u>-</u>
LOSS FOR THE FINANCIAL YEAR AFTER TAXATION		<u>(1,727)</u>	<u>(749)</u>
DEFICIT FOR THE YEAR		<u>£(1,727)</u>	<u>£(749)</u>

The notes form part of these financial statements

T C L CONSTRUCTION LIMITED

BALANCE SHEET
31 OCTOBER 2002

	Notes	2002 £	2001 £
CURRENT ASSETS			
Debtors	4	142,163	143,860
Cash at bank		177	207
		<u>142,340</u>	<u>144,067</u>
CREDITORS			
Amounts falling due within one year	5	(699)	(699)
NET CURRENT ASSETS		<u>141,641</u>	<u>143,368</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>£141,641</u>	<u>£143,368</u>
CAPITAL AND RESERVES			
Called up share capital	6	8,900	8,900
Profit and loss account	7	132,741	134,468
SHAREHOLDERS' FUNDS		<u>£141,641</u>	<u>£143,368</u>

These financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies and with the Financial Reporting Standard for Smaller Entities (effective June 2002).

ON BEHALF OF THE BOARD:


.....
J A C Leach - DIRECTOR

Approved by the Board on *30th April 2003*

The notes form part of these financial statements

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 OCTOBER 2002**

1. ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective June 2002).

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

2. OPERATING LOSS

The operating loss is stated after charging:

	2002 £	2001 £
Auditors remuneration	600	600
	<u> </u>	<u> </u>
Director's emoluments and other benefits etc	-	-
	<u> </u>	<u> </u>

3. TAXATION

Analysis of the tax charge

No liability to UK corporation tax arose on ordinary activities for the year ended 31 October 2002 nor for the year ended 31 October 2001.

4. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2002 £	2001 £
Amounts owed by group undertakings	139,327	141,029
Other debtors	2,836	2,831
	<u>142,163</u>	<u>143,860</u>

5. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2002 £	2001 £
Other creditors	699	699
	<u> </u>	<u> </u>

T C L CONSTRUCTION LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 OCTOBER 2002****6. CALLED UP SHARE CAPITAL**

Authorised:		Nominal value:	2002 £	2001 £
Number:	Class:			
10,000	Ordinary	£1	<u>10,000</u>	<u>10,000</u>

Allotted, issued and fully paid:		Nominal value:	2002 £	2001 £
Number:	Class:			
8,900	Ordinary	£1	<u>8,900</u>	<u>8,900</u>

7. RESERVES

	Profit and loss account £
At 1 November 2001	134,468
Loss for the year	<u>(1,727)</u>
At 31 October 2002	<u>132,741</u>

8. RELATED PARTY DISCLOSURES

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	£25,689 (2001 £27,391)
Imperial Hotel (Llandudno) Limited	£113,638 (2001 £113,638)

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

T C L CONSTRUCTION LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 OCTOBER 2002**

	2002		2001	
	£	£	£	£
Income		-		-
Expenditure				
Auditors remuneration	600		600	
Advertising	1,102		-	
	<u> </u>	1,702	<u> </u>	600
		(1,702)		(600)
Finance costs				
Bank charges		25		149
		<u> </u>		<u> </u>
NET LOSS		<u>£(1,727)</u>		<u>£(749)</u>

This page does not form part of the statutory financial statements