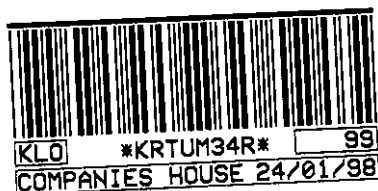


**Towers Business Park Management
Company Limited**

Report and Accounts

31 March 1997



ERNST & YOUNG

Towers Business Park Management Company Limited

Registered No. 02598310

DIRECTORS

J Carey (Chairman)
T Carey
D B Feehely

SECRETARY

D B Feehely

AUDITORS

Ernst & Young
Rolls House
7 Rolls Buildings
Fetter Lane
London EC4A 1NH

BANKERS

Allied Irish Bank (GB)
103 Kilburn High Road
London NW6 6JH

SOLICITORS

Summers & Co.
27 London End
Beaconsfield
Bucks HP9 2HN

REGISTERED OFFICE

Carey House
Great Central Way
Wembley
Middlesex HA9 0HR

Towers Business Park Management Company Limited

DIRECTORS' REPORT

The directors present their report and accounts for the year ended 31 March 1997.

RESULTS AND DIVIDENDS

The company made a profit for the year of £5,865 (1996 - £1,682). The directors do not recommend the payment of a dividend.

PRINCIPAL ACTIVITY

The company's principal activity during the year continued to be that of management and maintenance of property.

REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS

During the year, expenditure on the property which the company managed and maintained was below the level of maintenance contributions receivable for the year. Provision has been made, as in past years, for the excess to be refunded to the contributors. The directors propose to continue the company's operations in the ensuing year on a similar basis to that adopted for the year under review and previous years.

FIXED ASSETS

The company does not own any fixed assets.

DIRECTORS AND THEIR INTERESTS

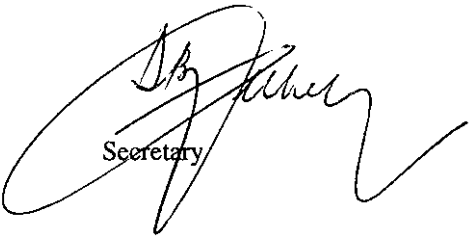
The directors at 31 March 1997 and their interests in the share capital of the company were as follows:

	<i>At 31 March 1997</i>	<i>At 1 April 1996</i>
	<i>Ordinary shares</i>	<i>Ordinary shares</i>
J Carey	1	1
T Carey	1	1
D B Feehely	-	-

AUDITORS

A resolution to reappoint Ernst & Young as auditors will be put to the members at the Annual General Meeting.

By order of the board


Secretary

10 SEP 1997

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE
ACCOUNTS

Company law requires the directors to prepare accounts 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 accounts, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- 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 1985. 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.

REPORT OF THE AUDITORS**to the members of Towers Business Park Management Company Limited**

We have audited the accounts on pages 5 to 8 which have been prepared under the historical cost convention and on the basis of the accounting policies set out on page 7.

Respective responsibilities of directors and auditors

As described on page 3 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.

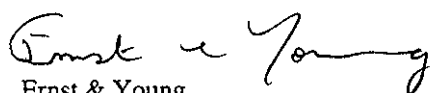
Basis of opinion

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 disclosures 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 affairs of the company as at 31 March 1997 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Ernst & Young
Chartered Accountants
Registered Auditor
London

22 January 1998

Towers Business Park Management Company Limited

PROFIT AND LOSS ACCOUNT for the year ended 31 March 1997

	<i>Notes</i>	<i>1997</i> £	<i>1996</i> £
TURNOVER	3	11,200	8,800
Administrative expenses		(5,335)	(7,118)
OPERATING PROFIT	4	5,865	1,682
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		5,865	1,682
Tax on profit on ordinary activities	7	-	-
PROFIT FOR THE FINANCIAL YEAR	11	5,865	1,682

There are no recognised gains and losses other than the profit for the financial year.

Towers Business Park Management Company Limited

BALANCE SHEET at 31 March 1997

	Notes	1997 £	1996 £
CURRENT ASSETS			
Debtors	8	11,159	3,478
Cash at bank and in hand		1,085	4,932
		<u>12,244</u>	<u>8,410</u>
CREDITORS: amounts falling due within one year	9	(8,768)	(10,799)
		<u>3,476</u>	<u>(2,389)</u>
NET CURRENT ASSETS/(LIABILITIES)			
		<u>3,476</u>	<u>(2,389)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			
		<u>3,476</u>	<u>(2,389)</u>
CAPITAL AND RESERVES			
Called up share capital	10	2	2
Profit and loss account	11	3,474	(2,391)
		<u>3,476</u>	<u>(2,389)</u>

Director

10 SEP 1997

Towers Business Park Management Company Limited

NOTES TO THE ACCOUNTS

at 31 March 1997

1. FUNDAMENTAL ACCOUNTING CONCEPT

The ultimate parent company and fellow subsidiary companies have agreed to provide sufficient funds to enable the company to continue operating and to meet its liabilities as they fall due. The directors consider that it is therefore appropriate to prepare the accounts on a going concern basis.

2. ACCOUNTING POLICIES

Basis of preparation

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

3. TURNOVER

Turnover, which is stated net of value added tax, represents contributions which are receivable from occupiers and owners of managed property in respect of the maintenance and general administration of that property.

Turnover is attributable to one continuing activity, the provision of services relating to the management and maintenance of property and comprises the following:

	1997 £	1996 £
Current contributions received	8,800	8,800
Contributions receivable in respect of prior year deficits	2,400	-
	<u>11,200</u>	<u>8,800</u>

4. OPERATING PROFIT

This is stated after charging:

	1997 £	1996 £
Auditors' remuneration	700	700
	<u>700</u>	<u>700</u>

5. DIRECTORS' EMOLUMENTS

	1997 £	1996 £
The emoluments of the individual directors amount to:	-	-
	<u>-</u>	<u>-</u>

6. STAFF COSTS

	1997 £	1996 £
Staff costs for the year amount to:	-	-
	<u>-</u>	<u>-</u>

The average weekly number of employees, including directors, during the year was as follows:

	1997 No.	1996 No.
Management and administration	3	3
	<u>3</u>	<u>3</u>

Towers Business Park Management Company Limited

NOTES TO THE ACCOUNTS at 31 March 1997

7. TAX ON PROFIT ON ORDINARY ACTIVITIES

No tax charge arises because of the incidence of losses.

8. DEBTORS

	1997 £	1996 £
Trade debtors	11,157	3,746
Other debtors	2	2
	<u>11,159</u>	<u>3,748</u>

9. CREDITORS: amounts falling due within one year

	1997 £	1996 £
Accruals and deferred income	8,768	10,799
	<u>8,768</u>	<u>10,799</u>

10. SHARE CAPITAL

	1997 No.	Authorised 1996 No.	Allotted, called up and fully paid 1997 £	1996 £
Ordinary shares of £1 each	14	14	2	2
	<u>14</u>	<u>14</u>	<u>2</u>	<u>2</u>

11. RECONCILIATION OF SHAREHOLDERS' FUNDS AND MOVEMENTS ON RESERVES

	Share capital £	Profit and loss account £	Total £
At 1 April 1995	2	(4,073)	(4,071)
Profit for the year		1,682	1,682
	<u>2</u>	<u>1,682</u>	<u>1,682</u>
At 1 April 1996	2	(2,391)	(2,389)
Profit for the year		5,865	5,865
	<u>2</u>	<u>5,865</u>	<u>5,865</u>
At 31 March 1997	2	3,474	3,476
	<u>2</u>	<u>3,474</u>	<u>3,476</u>