

PROJECT GENESIS LIMITED

FOR THE PERIOD ENDED

30TH JUNE 1994

Company Number : 2796310



PROJECT GENESIS LIMITED

**Annual report
for the period ended 30 June 1994**

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PROJECT GENESIS LIMITED**Directors and advisers****Executive directors**

**J W Fawcett
Mrs C W Fawcett**

Secretary and registered office

**Mrs C W Fawcett
Woodthorpe Hall
Old Tupton
Derbyshire
S42 6HJ**

Auditors

**Mitchells
93-97 Saltergate
Chesterfield
Derbyshire
S40 1LA**

Solicitors

**Clifford Chance
200 Aldersgate Street
London
EC1A 4JJ**

Bankers

**Midland Bank Plc
42 Middle Street
Consett
County Durham
DH8 5QL**

**Report of the directors
for the period ended 30 June 1994**

The directors present the audited financial statements for the period ended 30 June 1994.

Directors responsibilities

Company law requires us as directors to prepare financial statements 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 financial statements we are 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 a going concern basis unless it is inappropriate to presume that the company will continue in business.

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

Review of business and future developments

The company during the period entered into an agreement with the Derwentside District Council for the development of land in Conselt and surrounding areas. Preliminary expenses have been incurred by the company relating to this development.

Principal activities

The principal activity of the company is property development.

Incorporation and issue of shares

The company was incorporated as Rowanmist Limited on 5th March 1993, and subsequently changed its name to Project Genesis Limited on 10th May 1993.

On incorporation two £1 ordinary shares were issued at par fully paid. On 22nd May 1994 these two shares were reclassified as 1 'A' share and 1 'B' share respectively.

Dividends

The directors do not recommend the payment of a dividend in respect of the period ended 30th June 1994.

Changes in fixed assets

The company neither acquired nor disposed of any fixed assets during the period

Directors

The directors of the company at 30 June 1994, all of whom have been directors for the whole period, except as disclosed, were:

	Appointed	Resigned
D. Kossoff	5 March 1993	10 May 1993
M. E. Secretaries	5 March 1993	10 May 1993
J. W. Fawcett	10 May 1993	
Mrs C. W. Fawcett	10 May 1993	

Directors' interest in shares of the company

The directors had no direct interest in the shares of the company at 30th June 1994, according to the register required to be kept by Section 325 of the Companies Act 1985.

Dysart Developments Limited, however, a company in which Mr and Mrs Fawcett are the only shareholders held 1 'A' Share at 30th June 1994.

Insurance of directors

The company maintains insurance for its directors in respect of their duties as directors of the company.

Auditors

During the period Mitchells Chartered Accountants were appointed as the company's auditors. A resolution to re-appoint the auditors, Mitchells, will be proposed at the forthcoming annual general meeting.

By order of the board



C. W. Fawcett
Secretary

Date: 22 December 1994

REPORT OF THE AUDITORS TO THE MEMBERS OF PROJECT GENESIS LIMITED

We have audited the financial statements on page 6 to 11 which have been prepared under the historical cost convention and the accounting policies set out on page 8.

Respective Responsibilities of the Directors and Auditors

As described on page 2 the company's directors are responsible for the preparation of 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.

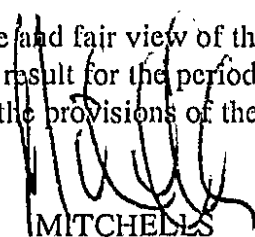
Basis of Opinion

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 directors 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 30th June 1994 and of its result for the period then ended and have been properly prepared in accordance with the provisions of the Companies Act 1985.



MITCHELLS

Chartered Accountants
Registered Auditors

93/97 Saltergate,
Chesterfield

Date: 22 December 1994

**AUDITORS' REPORT TO THE DIRECTORS OF PROJECT GENESIS
LIMITED PURSUANT TO SECTION 248 (3) OF THE COMPANIES ACT
1985**

We have examined the financial statements of the company and its subsidiary for the period ended 30 June 1994.

Basis of opinion

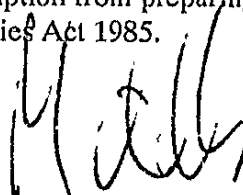
The scope of our work for the purpose of this report was limited to confirming that the company is entitled to exemption from preparing group financial statements.

Opinion

In our opinion the company is entitled to the exemption from preparing group accounts conferred by Section 248 of the Companies Act 1985.

93/97 Saltergate
Chesterfield

22 December 1994



MITCHELLS
Chartered Accountants
Registered Auditor

PROJECT GENESIS LIMITED**Profit and loss account
for the period ended 30th June 1994**

	<u>Note</u>	1994 £
Turnover		65,105
Operating costs		(65,104)
Operating profit		1
Interest payable and similar charges		
Interest payable	4	(14)
Interest receivable		13
Result on ordinary activities before taxation		-
Taxation	5	-
Result for the period		-
		=====
Statement of movement on profit and loss account		
Retained profits at 5th March 1993		-
Result for the period		-
Retained profits at 30th June 1994		-
		=====

The company has no recognised gains and losses other than those included in the profit and loss account above, and therefore no separate statement of total recognised gains and losses has been presented.

There is no difference between the result on ordinary activities before taxation and the result for the period stated above, and their historical cost equivalents.

The notes set out on pages 8 to 11 form part of these financial statements.

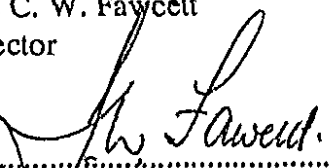
PROJECT GENESIS LIMITED**Balance sheet
for the period ended 30th June 1994**

	Note	£	£
Fixed Assets			
Investments	6		1
Current assets			
Debtors - long term contract balances		8,646	
Cash at bank and in hand		11,273	
		19,919	
Creditors : amounts falling due within one year	7	(19,918)	
Net current assets			1
Net Assets			2
			=====
Capital and reserves			
Called up share capital	8		2
Profit and loss account			-
			2
			=====

The financial statements on pages 6 to 11 were approved by the board of directors on 22.12.94 and signed on its behalf by:


.....

Mrs C. W. Fawcett
Director


.....

J. W. Fawcett
Director

The notes set out on pages 8 to 11 form part of these financial statements.

PROJECT GENESIS LIMITED**Notes to the financial statements
for the period ended 30th June 1994****1. Principal accounting policies**

The financial statements have been prepared in accordance with applicable Accounting Standards in the United Kingdom. A summary of the most important accounting policies, which have been applied consistently, is set out below:

Basis of accounting

The financial statements are prepared in accordance with the historical cost convention.

Group accounts

The company has taken advantage of the legal dispensation allowing it not to prepare and publish group accounts, as it is a wholly owned subsidiary of another United Kingdom registered company.

Investments in subsidiary companies

Investments in subsidiary companies are stated at the cost of acquisition. Provision is made against investments where their value at the balance sheet date is lower than cost.

Accounting for results and long-term contracts

Turnover on long-term contracts represents total costs incurred plus attributable profit for each development. Profits are included in the financial statements when a legally binding contract for the sale of the development has been entered into and the outcome of the development can be determined with reasonable certainty. Profits attributable to a financial period are calculated by reference to the proportion of a development's construction costs incurred in that period. Provision is made for losses on long-term contracts as soon as such losses become apparent.

The amount by which payments on account exceed turnover is shown under current liabilities and where turnover exceeds payments on account the difference is shown under debtors as amounts recoverable on contracts.

Costs on long-term contracts not yet taken to the profit and loss account less related foreseeable losses and payments on account are shown in stocks as long-term contract balances.

PROJECT GENESIS LIMITED

Cash flow statement

The company qualifies as a small company under the terms of Section 247 of the Companies Act 1985. As a consequence, it is exempt from the requirement to publish a cash flow statement.

Turnover and result on ordinary activities before taxation

Turnover, which excludes value added tax, represents the invoiced value of services supplied. The turnover and results for the period are attributable to the one principal activity of the company, all of which took place in the United Kingdom.

3. Operating profit

The operating profit is derived from continuing operations of the business and is stated after charging:-

	<u>1994</u>
Auditors remuneration	£1,500
	=====

The only employees of the company were the directors who received no emoluments for their services to the company during the period.

4. Interest payable and similar charges

Interest payable on sums:-

	<u>1994</u>
Wholly repayable within five years	£ 14
	=====

5. Tax on result on ordinary activities

No corporation tax charge arises on the results for the period. The company is a "close" company within the provisions of the Income and Corporation Taxes Act 1985.

6. Fixed asset investments

	<u>1994</u>
Unlisted shares at cost	£ 1
	=====

PROJECT GENESIS LIMITED

Details of the subsidiary company, which is registered in England and Wales is set out below:-

Name of company	Description of shares held	Proportion of nominal value of £1 ordinary shares held	Accounting Year end
Project Genesis (Town Centre) Limited	£1 Ordinary share	100%	30 June 95

At 30 June 1994 Project Genesis (Town Centre) Limited had retained profits of £Nil and net assets of £1.

7. Creditors: amounts falling due within one year

	<u>1994</u>
	£
Trade creditors	10,038
Tax and social security	9,880
	<u>19,918</u>
	=====

8. Called up share capital

			'A' shares of £1 each	'B' shares of £1 each
			1994	1994
			£	£
Authorised	-	Value	100	100
	-	Number	100	100
Issued	-	Value	1	1
	-	Number	1	1

On incorporation the authorised share capital of the company was 100 £1 ordinary shares and two shares were issued at par fully paid.

On 22nd May 1994 the authorised share capital was reclassified as 50 'A'shares and 50 'B' shares respectively. Also on 22nd May 1994 the two £1 ordinary shares in issue were reclassified as 1 'A' share and 1 'B' share respectively.

9. Reconciliation of movement in shareholders' funds

	£
Issue of share capital	2
Result for the period	-
	<u>2</u>
Closing shareholders funds	2
	===

PROJECT GENESIS LIMITED**10. Ultimate holding company**

The directors consider Dysart Developments Limited, a company incorporated in England and Wales, to be the ultimate holding company.