

ICA Estates Limited

Directors' report and financial statements

30 September 1995

Registered number ~~SG513231~~

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ICA Estates Limited

Directors' report and financial statements

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ICA Estates Limited

Directors' report

The directors present their annual report and audited financial statements for the year ended 30 September 1995.

Activities

The principal activity of the company is property dealing.

Results

The loss for the year is shown in the attached profit and loss account. The adverse balance on profit and loss account of £1,293,817 will be carried forward.

Directors

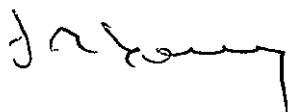
P A Oppenheim, H Rosenblatt and D M Young were directors throughout the year.

The directors have no beneficial or other interest in the shares of the company other than resulting from their interests in the ultimate parent undertaking, International Caledonian Assets Limited. Their interests in the shares of the ultimate parent undertaking are shown in the financial statements of that company.

Auditors

On 6 February 1995 our auditors changed the name under which they practise to KPMG and, accordingly, have signed their report in their new name. In accordance with Section 385 of the Companies Act 1985, a resolution for the re-appointment of KPMG as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

By order of the board



DM Young
Secretary

15 Great Stuart Street
Edinburgh
EH3 7TS

5 January 1996

ICA Estates Limited

Statement of directors' responsibilities

Company law requires the directors 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 for that period. In preparing those financial statements, the directors are required to (a) select suitable accounting policies and then apply them consistently, (b) make judgements and estimates that are reasonable and prudent, (c) state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements, and (d) prepare the financial statements 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 financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



Report of the auditors to the members of ICA Estates Limited

We have audited the financial statements on pages 3 to 9.

Respective responsibilities of directors and auditors

As described above 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 30 September 1995 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG

KPMG
Chartered Accountants
Registered Auditors

24 Blythswood Square
Glasgow
G2 4QS

5 January 1996



ICA Estates Limited

Profit and loss account
for the year ended 30 September 1995

	<i>Note</i>	1995 £	1994 £
Turnover		54,000	1,515,000
Cost of sales		(29,220)	(490,708)
Gross profit		24,780	1,024,292
Net rents	2	67,241	162,923
Administration expenses		(310,074)	(517,913)
Operating (loss)/profit		(218,053)	669,302
Interest payable		-	(1,072)
(Loss)/profit on ordinary activities before taxation	3-4	(218,053)	668,230
Tax on (loss)/profit on ordinary activities		-	-
(Loss)/profit for the year		(218,053)	668,230
Adverse balance brought forward		(1,075,764)	(1,743,994)
Adverse balance carried forward		(1,293,817)	(1,075,764)

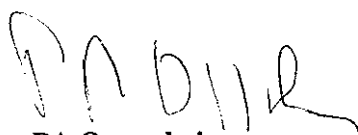
ICA Estates Limited has no recognised gains or losses other than the loss for the year.

ICA Estates Limited

Balance sheet
at 30 September 1995

	Note	£	1995 £	£	1994 £
Current assets					
Stocks	1(c)	803,102		829,024	
Debtors	5	663,298		1,035,959	
		<u>1,466,400</u>		<u>1,864,983</u>	
Creditors: amounts falling due within one year	6	<u>(854,382)</u>		<u>(806,139)</u>	
Total assets less current liabilities			612,018		1,058,844
Net current assets excluding debtors of £662,298 (1994 :£1,012,177) due after one year		<u>(51,280)</u>		<u>46,667</u>	
Creditors: amounts falling due after more than one year	7		<u>(1,905,735)</u>		<u>(2,134,508)</u>
			<u>(1,293,717)</u>		<u>(1,075,664)</u>
Capital and reserves					
Called up share capital	8		100		100
Profit and loss account			<u>(1,293,817)</u>		<u>(1,075,764)</u>
			<u>(1,293,717)</u>		<u>(1,075,664)</u>

These financial statements were approved by the board of directors on 5 January 1996 and were signed on its behalf by:


PA Oppenheim
Director

ICA Estates Limited

Reconciliation of shareholders funds *for the year ended 30 September 1995*

	1995 £	1994 £
(Loss)/profit for the year	(218,053)	668,230
Net (reduction)/addition to shareholders funds	(218,053)	668,230
Shareholders funds at 1 October	(1,075,664)	(1,743,894)
Shareholders funds at 30 September	(1,293,717)	(1,075,664)

ICA Estates Limited

Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

(a) The financial statements of the company have been prepared under the historical cost convention and in accordance with applicable UK accounting standards. The financial statements have been prepared on a going concern basis as the parent company has confirmed that it will continue to support the company to meet its obligations.

(b) The effect of events relating to the year, which occurred before the date of approval of the financial statements by the board of directors, have been included in the statements to the extent required to show a true and fair view of the state of affairs at the year end and of the results for the year ended on that date.

(c) Stocks

Stocks, comprising properties for resale, are stated at the lower of cost and the directors' estimate of realisable value. Profits on sales of properties are taken only when legal title passes.

2 Net rents

Net rents represents rents receivable less direct property outgoings.

	1995 £	1994 £
Gross rents receivable	79,833	174,481
Less: Direct property outgoings	(12,592)	(11,558)
Net rents	<u>67,241</u>	<u>162,923</u>

3 Auditors' remuneration

Auditors' remuneration is accounted for on a group basis.

ICA Estates Limited

Notes (continued)

4 Directors' remuneration and staff costs

The directors received no remuneration during the year (1994: £nil) and there were no employees during the year (1994: nil).

5 Debtors

	1995 £	1994 £
<i>Due within one year:</i>		
Rents receivable	1,000	23,782
<i>Due after one year:</i>		
Due by fellow subsidiary undertakings	662,298	1,012,177
	<u>663,298</u>	<u>1,035,959</u>

6 Creditors: amounts falling due within one year

	1995 £	1994 £
Bank overdraft	832,388	782,359
Sundry creditors and accruals	21,994	23,780
	<u>854,382</u>	<u>806,139</u>

ICA Estates Limited

Notes (continued)

7	Creditors: amounts falling due after more than one year	1995	1994
		£	£
	Due to parent undertaking	1,470,821	1,699,380
	Due to fellow subsidiary undertakings	434,914	435,128
		1,905,735	2,134,508

There are no specified terms under which amounts owed to group undertakings are advanced. The relevant companies have, however, confirmed that repayment of the amounts noted above will not be requested in the coming year. Interest is charged at variable rates on these advances.

8	Called up share capital	1995	1994
		£	£
	<i>Authorised</i>		
	Ordinary shares of £1 each	100	100
	<i>Allotted, called up and fully paid</i>		
	Ordinary shares of £1 each	100	100

9 Parent undertaking

The company is a wholly owned undertaking of International Caledonian Assets Limited which is incorporated in Scotland. Copies of the financial statements of International Caledonian Assets Limited can be obtained from the following address:

15 Great Stuart Street
Edinburgh
EH3 7TS

10 Guarantee

The company has given a guarantee for all advances from and obligations to the bank by the parent undertaking. At 30 September 1995 the parent undertaking's bank overdraft and loans amounted to £6,281,672 (1994: £7,477,379).

ICA Estates Limited

Notes *(continued)*

11 Cash flow statement

The Accounting Standards Board has issued Financial Reporting Standard (FRS 1), which requires companies to prepare a cash flow statement in place of a statement of source and application of funds. However, companies which are wholly owned subsidiary undertakings of a European Union parent are granted exemption by FRS 1 from the requirement to prepare a cash flow statement, provided that certain conditions are met. ICA Estates Limited is such a subsidiary undertaking and, accordingly, a cash flow statement has not been prepared.