(Registered in England No. 319658)

DIRECTORS' REPORT AND ACCOUNTS FOR THE YEAR ENDED 31ST DECEMBER 1986

BURGIS & BULLOCK Chartered Accountants 11/13 Waterloo Place Leamington Spa



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31ST DECEMBER 1986

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Directors

The Lord Guernsey C.A.R. Biddle

Secretary

A.J. Davies

Registered Office

St. Philips House St. Philips Place Birmingham B3 2PP

Auditors

Burgis & Bullock Chartered Accountants 11/13 Waterloo Place Leamington Spa CV32 5LB

Solicitors

Ryland Martineau St. Philips House St. Philips Place Birmingham B3 2PP

REPORT OF THE DIRECTORS

The Directors present their report and audited Accounts for the year ended 31st December 1986.

1. Activities

The Company has not traded during the year.

2. Results and Dividends

The state of the Company's affairs is as set out in the Accounts on Pages 4 to 8.

The Directors do not recommend payment of a dividend for the year.

Consolidated accounts have not been prepared for the reasons outlined in Note 4 to the Accounts.

3. Fixed Assets

Details of fixed assets are given in Note 3 to the Accounts. In the opinion of the Directors, the market value of freehold land is not less than its book value.

4. <u>Directors</u>

The following have served as Directors throughout the year and their interests in the capital of the holding company are disclosed in the accounts of that company:-

The Lord Guernsey C.A.R. Biddle, LL.B

5. Auditors

Messrs. Burgis and Bullock, Chartered Accountants, have signified their willingness to stand for re-appointment as auditors in accordance with Section 384 of the Companies Act 1985.

By Order of the Board

A.J. Davies Secretary

St. Philips House, St. Philips Place, Birmingham.

Date 38 Avguer 1987

REPORT OF THE AUDITORS

TO THE MEMBERS OF

JACKSONS (WARWICKSHIRE) BRICKWORKS LIMITED

We have audited the Accounts on Pages 4 to 8 in accordance with approved Auditing Standards.

Consolidated accounts have not been prepared for the reasons outlined in Note 4 to the Accounts, and the Accounts therefore fail to comply with Statement of Standard Accounting Practice Number 14.

Except for the failure to produce consolidated accounts noted above, in our opinion the Accounts, which have been prepared under the historical cost convention, as modified by the revaluation of certain fixed assets, give a true and fair view of the state of affairs of the Company as at 31st December 1986 and of the Loss for the year then ended and comply with the Companies Act 1985.

Chartered Accountants

11/13 Waterloo Place, Leamington Spa.

Date 28 AUGUST 1987

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31ST DECEMBER 1986

	Note	<u>1986</u>	<u>1985</u>
Profit on Ordinary Activities After Taxation		-	-
Extraordinary Item	2	(15840)	
Loss Transferred to Reserves	6	£(15840)	£ -

BALANCE SHEET AT 31ST DECEMBER 1986

	Notes	<u> 1986</u>	1985
Fixed Assets		ŗ.	r.
Tangible Assets Investments	3 4	995000 3411	166077 3411
		998411	169488
Creditors: Amounts Falling Due Within One year			
Amounts owed to Group Companies Other Creditors	4	(6650) (15840)	(6650) -
v.		£975921	£162838
Capital and Reserves			
Called Up Share Capital	5	53076	53076
Reserves	6	922845	109762
		£975921	£162838

Directors

28 August 1987

Date

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31ST DECEMBER 1986

Accounting Policies

a) Accounting Convention

The accounts are prepared under the historical cost convention, modified by the revaluation of fixed assets.

b) Depreciation

No depreciation is provided on freehold land.

c) <u>Deferred Taxation</u>

In accordance with Statement of Standard Accounting Practice No. 15, provision is made under the liability method for deferred taxation only where it is considered possible that such taxation will become payable within the foreseeable future, having regard to expected future trading conditions. Disposal of land used in the business of the group is not envisaged in the foreseeable future. If such disposals occurred the effect for corporation tax purposes would be as stated in Note 7 to the Accounts.

2.	Extraordinary Item	1986	1985
	Loss incurred in the settlement of a claim for damages against the company	£15840	£ -
3.	Fixed Assets	Freehold Land	Total £
	Cost or Valuation at 1st January 1986	166077	166077
	Adjustment arising on Revaluation	828923	828923
	Valuation at 31st December 1986	£995000	£995000
	Valuation	£995000	£995000
	Net Book Value		
	At 31st December 1986	£995000	£995000
	At 31st December 1985	£166077	£166077

The comparable value of the Freehold Land if determined according to the historical cost convention would be £48884.

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Fixed Assets are shown at the value placed upon them by a firm of Chartered Surveyors at 31st December 1986, and have been valued on the basis of fair market value.

NOTES TO THE ACCOUNTS (CONTINUED)

FOR THE YEAR ENDED 31ST DECEMBER 1986

Group Companies	1986 £	1985 £
Amount owing to Ultimate Holding Company: Current Account	(2050)	(2050)
Amount owing to fellow Subsidiary Company: Current Account	(4600)	(4600)
	£(6650)	£(6650)
Subsidiary Company		
Shares at Cost	5200	5200
Less : Amount Written Off	1789	1789
	£3411	£3411 ====
Capital and Reserves at 31st December 1986	£3411	

The Company owns all the shares in J. Jackson & Sons (Bricks) Limited whose registered offices are in England.

Consolidated accounts have not been prepared since the Company's subsidiary, J. Jackson & Sons (Bricks) Limited, ceased trading during 1982 and the Directors are of the opinion that such accounts would not be meaningful.

5. Share Capital

	<u>1986</u>		<u>1985</u>	
	Authorised £	Issued and Fully Paid	Authorised £	Issued and Fully Paid
Ordinary Shares of lp each	476	476	476	476
Deferred Ordinary Shares of £l each	55524	52600	55524	52600
	£56900	£53076	£56000	£53076

NOTES TO THE ACCOUNTS (CONTINUED)

FOR THE YEAR ENDED 31ST DECEMBER 1986

6. Reserves

	Share Premium Account	Profit and Loss Account	Revaluation Reserve £	Total £
At 1st January 1986	15000	(22431)	117193	109762
Surplus on Revaluation of Freehold Land	-	_	828923	828923
Profit and Loss Account	-	(15840)		(15840)
At 31st December 1986	£15000	£(38271)	£946116	£922845

7. Contingent Liabilities

Freehold Land is, generally, employed in the business of the Group and disposal of any material part of it outside the Group is not contemplated. If it were to be disposed of for a consideration equal to the value at which it is included in these Accounts, and deferment of the liability to corporation tax under the provisions of Sections 116/121 of the Capital Gains Tax Act 1979 could not be claimed, the liability to corporation tax at 35% would be approximately £187000.

There is a claim for damages against the Company, which is believed to be approximately £120000. The Directors are of the opinion that there is a good defence against this claim which will continue to be fully contested.

The Bank Overdraft and Loan Facilities of the Ultimate Holding Company are secured on the land held by the Company.

8. Holding Company

The Holding Company is Packington Estate Enterprises Limited, a company incorporated in England.