

SEAGLEN INVESTMENTS LIMITED

Company No: 616559

FINANCIAL STATEMENTS

for the year ended

31ST MARCH 1995

**COHEN, ARNOLD & CO
CHARTERED ACCOUNTANTS
REGISTERED AUDITOR
LONDON W1X 2JP**



SEAGLEN INVESTMENTS LIMITED

DIRECTORS

B S E Freshwater
D Davis

SECRETARY

C C Morse F.C.I.S.

REGISTERED OFFICE

Freshwater House
158-162 Shaftesbury Avenue
LONDON WC2H 8HR

AUDITORS

Cohen, Arnold & Co
13-17 New Burlington Place
Regent Street
LONDON W1X 2JP

SEAGLEN INVESTMENTS LIMITED
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FOR THE YEAR ENDED 31ST MARCH 1995

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SEAGLEN INVESTMENTS LIMITED

REPORT OF THE DIRECTORS

The Directors have pleasure in presenting their Report, together with the Financial Statements of the Company for the year ended 31st March 1995.

BUSINESS REVIEW

The principal activity of the Company is property trading. There has been no significant change in the nature of the Company's business activities during the year under review, nor is any envisaged in the immediate future.

RESULTS AND DIVIDEND

The results for the year are set out in the attached Financial Statements and Explanatory Notes. The Directors do not recommend the payment of a dividend for the year under review (1994 : £Nil).

PROPERTIES

The Company's trading property was professionally valued in 1992 and, at that time, had a surplus over book value which was not incorporated in the Financial Statements. The Board are satisfied that, at 31st March 1995, the property held for trading still had a value substantially in excess of its book value.

DIRECTORS AND DIRECTORS' INTERESTS

The Directors who served throughout the year and who are still in office are:

Mr B S E Freshwater
Mr D Davis

The Articles of Association of the Company do not require the Directors to retire by rotation.

Neither Director has a service contract, nor do they receive any emoluments from the Company.

Day to day management of the Company's property is carried out by Highdorn Co. Limited and Freshwater Property Management Limited. Mr B S E Freshwater is a Director of both Companies and is also interested in the share capital of Highdorn Co. Limited. Mr B S E Freshwater and Mr D Davis are also Governors of the Parent Undertaking of Freshwater Property Management Limited but have no beneficial interest in either company.

The whole of the issued share capital of the Company is owned by The Bampton Property Group Limited. At 31st March 1995 neither of the Directors had any interest in the share and loan capital of the Company, the Company's Parent Undertaking or any Subsidiary of the Company's Parent Undertaking.

The interests of the Directors, and those of their families and family trusts, in the share capital of Daejan Holdings PLC, the Ultimate Parent Undertaking, are set out in the Directors' Report of that Company.

SEAGLEN INVESTMENTS LIMITED

REPORT OF THE DIRECTORS

(Continued)

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 its profit or loss for that period. In preparing the Financial Statements, the Directors are required to:

- i) select suitable accounting policies and apply them consistently
- ii) make judgements and estimates that are reasonable and prudent
- iii) follow applicable Accounting Standards, subject to any material departures disclosed and explained in the Financial Statements
- iv) 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 maintaining 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 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.

DONATIONS

During the year the Company made no charitable donation nor political contribution.

INCOME AND CORPORATION TAXES ACT 1988

The Directors are advised that the Company is a close company within the meaning of the Act.


AUDITORS

The auditors, Cohen, Arnold & Co, are willing to continue in office and a resolution re-appointing them in accordance with Section 385 of the Companies Act 1985 and authorising the Board to fix their remuneration will be proposed at the Annual General Meeting.

Head Office:
Freshwater House
158-162 Shaftesbury Avenue
London WC2H 8HR

Date: 14 July 1995

BY ORDER OF THE BOARD


C.C. MORSE
SECRETARY

REPORT OF THE AUDITORS, COHEN, ARNOLD & CO

TO THE MEMBERS

-OF-

SEAGLEN INVESTMENTS LIMITED

We have audited the Financial Statements set out on pages 4 to 9.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

As indicated in the Directors' Report, 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 the Financial Statements and to report our opinion to you.

BASIS OF OPINION

We have 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 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.

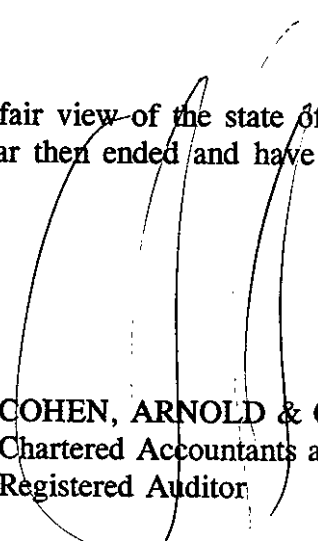
We have planned and performed our audit so as to obtain all the information and explanations which we consider necessary in order to provide us with sufficient evidence and to give reasonable assurance that the Financial Statements are free from material mis-statement, whether caused by fraud or other 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 affairs of the Company at 31st March 1995 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

London

Date: 14 July 1995


COHEN, ARNOLD & CO
Chartered Accountants and
Registered Auditor

SEAGLEN INVESTMENTS LIMITED
PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31ST MARCH 1995

	Note	<u>1995</u>	<u>1994</u>
		£	£
Rents and Charges Receivable		33,819	37,318
Property Outgoings		(30,198)	2,777
GROSS PROFIT		3,621	40,095
Administrative Expenses	2	(3,500)	(1,175)
OPERATING PROFIT		121	38,920
Interest Payable	3	(41,000)	(41,000)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(40,879)	(2,080)
Taxation - credit	4	14,685	13,918
(LOSS)/PROFIT FOR THE FINANCIAL YEAR	8	£(26,194)	£11,838

None of the Company's activities was acquired or discontinued during the financial year nor in the previous year.

The Company has no recognised gains or losses other than those reflected in the above Profit and Loss Account for the financial year nor for the previous year.

The notes on pages 6 to 9 form part of these Financial Statements.

SEAGLEN INVESTMENTS LIMITED

BALANCE SHEET AS AT 31ST MARCH 1995

	Note	<u>1995</u> £	<u>1994</u> £
CURRENT ASSETS			
Properties held for Trading	1	477,171	477,171
Debtors	5	49,437	51,403
		<hr/>	<hr/>
		526,608	528,574
CREDITORS: Amounts falling due within one year	6	(436,702)	(412,474)
		<hr/>	<hr/>
NET ASSETS		£89,906	£116,100
		<hr/>	<hr/>
CAPITAL AND RESERVES			
Equity Share Capital		100	100
Non-Equity Share Capital		100	100
		<hr/>	<hr/>
Called up Share Capital	7	200	200
Profit and Loss Account	8	89,706	63,765
Distributable Capital Reserve	8	-	52,135
		<hr/>	<hr/>
		£89,906	£116,100
		<hr/>	<hr/>

These Financial Statements were approved by the Board of Directors on 14 July 1995 and signed on its behalf by:

.....
B S E FRESHWATER

DIRECTORS

.....
D DAVIS

The notes on pages 6 to 9 form part of these Financial Statements.

SEAGLEN INVESTMENTS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 1995

1. PRINCIPAL 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.

1.1 BASIS OF ACCOUNTING

The Financial Statements are prepared under the historical cost convention and in accordance with applicable Accounting Standards.

1.2 PROPERTIES HELD FOR TRADING

These properties are stated at the lower of cost and net realisable value.

1.3 ACQUISITIONS AND DISPOSALS OF PROPERTIES

Acquisitions and disposals are considered to have taken place at the date of legal completion.

1.4 CASH FLOW STATEMENT

Under Financial Reporting Standard No. 1, the Company is exempt from the requirement to prepare a cash flow statement on the grounds that it is a wholly - owned Subsidiary Undertaking of a Parent Undertaking registered in England and Wales, which prepared consolidated Financial Statements that include a consolidation cash flow statement.

2. ADMINISTRATIVE EXPENSES

	<u>1995</u> £	<u>1994</u> £
Audit Fees	£3,500	£1,175
	<u> </u>	<u> </u>

The Directors of the Company received no remuneration during the year or in the preceding year.

Apart from the Directors there were no other employees of the Company during the year or in the preceding year.

3. INTEREST PAYABLE

	<u>1995</u> £	<u>1994</u> £
Group Interest Payable	£41,000	£41,000
	<u> </u>	<u> </u>

SEAGLEN INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 1995

4. TAXATION

	<u>1995</u>	<u>1994</u>
	<u>£</u>	<u>£</u>
Taxation based on Results for the year:		
Consideration Receivable for Group Relief	<u>£14,685</u>	<u>£13,918</u>

5. DEBTORS

	<u>1995</u>	<u>1994</u>
	<u>£</u>	<u>£</u>
Rents and Service Charges Receivable	12,772	5,453
Other Debtors and Prepayments	36,665	45,950
	<u>£49,437</u>	<u>£51,403</u>

6. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	<u>1995</u>	<u>1994</u>
	<u>£</u>	<u>£</u>
Rents and Service Charges Charged in Advance	5,273	5,199
Amount due to Immediate Parent Undertaking	372,645	364,098
Amount due to Intermediate Parent Undertaking	41,000	41,000
Other Creditors and Accruals	17,784	2,177
	<u>£436,702</u>	<u>£412,474</u>

SEAGLEN INVESTMENTS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 1995

7. CALLED UP SHARE CAPITAL

	<u>1995</u> £	<u>1994</u> £
<u>Authorised, Allotted, Called up and Fully Paid:</u>		
100 Ordinary Shares of £1 each	100	100
100 Deferred Ordinary Shares of £1 each	100	100
	<hr/>	<hr/>
	£200	£200
	<hr/>	<hr/>

Other than the Deferred Ordinary Shares, funds relate exclusively to equity Shareholders' interests.

The Deferred Ordinary Shares rank after the Ordinary Shares up to their nominal amount. Any excess reserves thereafter are distributed amongst ordinary shareholders only.

8. RESERVES

	<u>Profit and</u> <u>Loss Account</u> £	<u>Distributable</u> <u>Capital Reserve</u> £	<u>Total</u> £
At 1st April 1994	63,765	52,135	115,900
Transfer to Profit and Loss Account	52,135	(52,135)	-
Loss for the Financial Year	(26,194)	-	(26,194)
	<hr/>	<hr/>	<hr/>
At 31st March 1995	£89,706	£ -	£89,706
	<hr/>	<hr/>	<hr/>

The Capital Reserve is fully distributable, and has therefore been transferred to Revenue Reserves.

SEAGLEN INVESTMENTS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 1995

9. DIRECTORS' INTEREST IN CONTRACTS

Day to day management of the Company's property is carried out by Highdorn Co. Limited and Freshwater Property Management Limited, which are members of the Freshwater Group of Companies with which this Company is closely associated. Mr B.S.E. Freshwater is a Director of both companies and is also interested in the share capital of Highdorn Co. Limited. During the year £4,584 (1994: £2,709) was paid to Highdorn Co. Limited and Freshwater Property Management Limited for the provision of a full range of management services, which were charged for at normal commercial rates.

10. ULTIMATE PARENT UNDERTAKING

The Company's Ultimate Parent Undertaking is Daejan Holdings PLC, a company incorporated in the United Kingdom and registered in England and Wales.

The Parent Undertaking of the largest group of undertakings for which group Financial Statements are drawn up is Daejan Holdings PLC and the Parent of the smallest group of undertakings for which group Financial Statements are drawn up is Bampton Holdings Limited.

Copies of these Financial Statements can be obtained from Freshwater House, 158-162 Shaftesbury Avenue, London, WC2H 8HR.

SEAGLEN INVESTMENTS LIMITED

PROPERTY REVENUE ACCOUNT

FOR THE YEAR ENDED 31ST MARCH 1995

	<u>£</u>	<u>1995</u>	<u>£</u>	<u>£</u>	<u>1994</u>	<u>£</u>
Rent Receivable			33,819		37,318	
<u>Deduct: Property Outgoings</u>						
Ground Rent and Service Charges Payable	21,580			(8,193)		
General Rates	860			1,107		
Repairs and Maintenance	668			1,600		
Management & Letting Commission	4,584			2,709		
Legal Fees	2,506			-		
			(30,198)		2,777	
NET PROPERTY REVENUE			£3,621		£40,095	