DIRECTORS' REPORT AND ACCOUNTS

31ST DECEMBER, 1984

COHEN, ARNOLD & CO. 13-17 New Burlington Place, Regent Street, London WIX 2JP

> PEAT, MARWICK, MITCHELL & CO. 1 Puddle Dock, Blackfriars, London EC4V 3PD.



REPORT OF THE DIRECTORS

The directors have pleasure in presenting their report together with the accounts of the company for the year ended 31st December, 1984.

Review of activities:

The principal activity of the company is investment including property investment.

Throughout the year the company has pursued its traditional activities and there have been no significant changes in the nature of the business, nor are any envisaged in the immediate future.

Accounts and dividend:

The results for the year ended 31st December, 1984 are set out in the attached accounts and notes. The directors do not recommend the payment of a dividend.

Properties:

The company's investment properties are included in the balance sheet either at cost or at a directors' valuation made in December 1970, which was substantiated by a subsequent professional valuation in April 1971. The directors do not feel that the costs of an up-to-date valuation of the company's investment properties can be justified but they have carefully considered each of the properties and are of the opinion that they all have an open market value at least equal to the figure at which they are stated in the balance sheet.

Directors:

The directors who served throughout the year and who are still in office are Mr. B.S.E. Freshwater and Mr. D. Davis.

The Articles of Association of the company do not require the directors to retire by rotation.

The directors do not have service contracts nor do either of them receive any remuneration from the company or from its subsidiaries.

Directors' interests in contracts:

Day-to-day management of the company's properties is carried out by Highdorn Co. Limited, one of the Freshpater Group of Companies with which this company is closely associated. Mr. B.S.E. Freshwater is a director of Highdorn Co. Limited and is also interested in its share capital.

REPORT OF THE DIRECTORS (continued)

Directors' interests in share capital:

Out of 1,000 issued shares 649 are owned by Metropolitan Properties Company Limited. Of the remaining 351 shares Mr. B.S.E. Freshwater is beneficially interested in 162 shares and has a non-beneficial interest in a further 4 shares; other members of the Freshwater Family are interested in the remaining 185 shares.

The ultimate holding company is Linnet Limited, a company incorporated in the Isle of Man and controlled by trusts.

Income and Corporation Taxes Act, 1970:

So far as the directors are aware, the company is a "close company" within the meaning of Section 282 of the above Act.

Auditors:

A resolution will be proposed at the forthcoming Annual General Meeting that Messrs. Cohen, Arnold & Co., Chartered Accountants, and Messrs. Peat, Marwick, Mitchell & Co., Chartered Accountants, be re-appointed joint auditors of the company and that their remuneration be determined by the directors.

By order of the board

Freshwater House, 158/162 Shaftesbury Avenue, London WC2H 8HR.

2 8 JUN 1985

REPORT OF THE JOINT AUDITORS TO THE MEMBERS OF METROPOLITAN PROPERTIES CO. (F.G.C.) LIMITED

We have audited the accounts set out on pages 4 to 18 in accordance with approved Auditing Standards.

The investment properties of the company are included in the accounts on the basis indicated in note 1 on accounting policies. This does not comply with the requirements of Statement of Standard Accounting Practice No.19 which requires such properties to be stated at current market value nor with the provisions of paragraph 18 of Schedule 8 of the Companies Act 1948 which requires buildings to be depreciated. However, as indicated in their report, the Directors have considered each of the properties and are of the opinion that they all have an open market value at least equal to the figure at which they are stated in the balance sheet.

Except for non-compliance with Statement of Standard Accounting Practice No.19 and paragraph 18 of Schedule 8 of the Companies Act 1948, in our opinion the accounts, which have been prepared on the basis of the accounting policies set out on pages 7 and 8, give a true and fair view of the state of affairs of the company at 31st December, 1984 and of its profit and source and application of funds for the year to that date and comply with the Companies Acts 1948 to 1981.

LONDON

28 JUN 1985

Chartered Accountants

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST DECEMBER, 1984

Rents and charges receivable Property outgoings 3 (1,769) 3 (1,905) 3 (1,905) 3 (1,905) 3 (1,905) 3 (1,905) 3 (1,905) 3 (1,905) 3 (1,905) 3 (1,905) 3 (1,905) 3 (1,905) 3 (1,905) 3 (1,905) 3 (1,905) 3 (1,000		Note	£'000	£ 000	£'000	1983 £1000
1,284	Rents and charges receivable Property outgoings					7,
Interest receivable Administrative and other expenses Interest payable Other expenses Ot	Property sales Cost of sales	1,2&4	-		-	17
Administrative and other expenses 6 (2) (520) Interest payable 7 (2,367) (2,152) PROFIT ON ORDINARY 369 34 Taxation 8 487 (29) PROFIT ON ORDINARY 4CTIVITIES BEFORE TAXATION 8 487 (29) PROFIT ON ORDINARY 57 856 5 Extraordinary item 9 3,332 5 PROFIT AFTER TAXATION 57 THE FINANCIAL YEAR 4,188 5 Transfer to capital reserve 10 (4,052) (1,094) PROFIT/(LOSS) FOR THE 51NANCIAL YEAR 5				1,020	_	1,094
Interest payable 7 (2,367) (2,152) PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION 369 34 Taxation 8 487 (29) PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION FOR THE FINANCIAL YEAR 856 5 Extraordinary item 9 3,332 - PROFIT AFTER TAXATION AND EXTRAORDINARY ITEM FOR THE FINANCIAL YEAR 4,188 5 Transfer to capital reserve 10 (4,052) (1,094) PROFIT/(LOSS) FOR THE FINANCIAL YEAR	Administrative and	5		1,686	,	1,595
ACTIVITIES BEFORE TAXATION Taxation 8 487 (29) PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION FOR THE FINANCIAL YEAR 856 Extraordinary item 9 3,332 PROFIT AFTER TAXATION AND EXTRAORDINARY ITEM FOR THE FINANCIAL YEAR 5 Transfer to capital reserve 10 (4,052) (1,094) PROFIT/(LOSS) FOR THE		6 7			,	
Taxation 8 487 (29) PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION FOR THE FINANCIAL YEAR 856 5 Extraordinary item 9 3,332 — PROFIT AFTER TAXATION AND EXTRAORDINARY ITEM FOR THE FINANCIAL YEAR 4,188 5 Transfer to capital reserve 10 (4,052) (1,094) PROFIT/(LOSS) FOR THE						
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION FOR THE FINANCIAL YEAR PROFIT AFTER TAXATION AND EXTRAORDINARY ITEM FOR THE FINANCIAL YEAR Transfer to capital reserve PROFIT/(LOSS) FOR THE FINANCIAL YEAR 10 (29) 487 (29) 487 (29) 487 (29) 487 (29) 487 (29) 487 (29) 487 (29) 487 (29) 487 (29) 5 (1,094)				369		34
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION FOR THE FINANCIAL YEAR 9 3,332 PROFIT AFTER TAXATION AND EXTRAORDINARY ITEM FOR THE FINANCIAL YEAR 4,188 5 Transfer to capital reserve 10 (4,052) PROFIT/(LOSS) FOR THE FINANCIAL YEAR	Taxation	8		487		(29)
FOR THE FINANCIAL YEAR Extraordinary item 9 3,332 PROFIT AFTER TAXATION AND EXTRAORDINARY ITEM FOR THE FINANCIAL YEAR 4,188 5 Transfer to capital reserve 10 (4,052) PROFIT/(LOSS) FOR THE FINANCIAL YEAR 10						
PROFIT AFTER TAXATION AND EXTRAORDINARY ITEM FOR THE FINANCIAL YEAR Transfer to capital reserve 10 (4,052) (1,094) PROFIT/(LOSS) FOR THE FINANCIAL YEAR	FOR THE FINANCIAL YEAR			856		5
AND EXTRAORDINARY ITEM FOR THE FINANCIAL YEAR 4,188 5 Transfer to capital reserve 10 (4,052) PROFIT/(LOSS) FOR THE FINANCIAL YEAR	Extraordinary item	9		3,332		
FOR THE FINANCIAL YEAR 4,188 5 Transfer to capital reserve 10 (4,052) PROFIT/(LOSS) FOR THE FINANCIAL YEAR 10						
PROFIT/(LOSS) FOR THE				4,188		5
FINANCIAI YEAR	Transfer to capital reserve	10		(4,052)		(1,094)
	PROFIT/(LOSS) FOR THE FINANCIAL YEAR	18		136		(1,089)

The notes on pages 7 to 18 form part of these accounts.

BALANCE SHEET AT 31ST DECEMBER, 1984

	Note	£'000	£'000	£1000	1983 £'000
FIXED ASSETS Tangible assets - properties held for investment Investments	1,11&1 12	9	3,057 6,116		3,244
CURRENT ASSETS Debtors Cash at bank and in hand CREDITORS: AMOUNTS FALLING	13	27,736 109 27,845	9,173	20,027 347 20,374	9,360
DUE WITHIN ONE YEAR	14	(<u>27,343</u>)		(<u>25,184</u>)	
NET CURRENT ASSETS/ (LIABILITIES)			502		(4,810)
TOTAL ASSETS LESS CURRENT LIABILITIES	*		9,675		4,550
CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR	15		(92)		(152)
PROVISIONS FOR LIABILITIES AND CHARGES	16	<i>^</i>	(1,089)		(29)
NET ASSETS			8,494		4,369
CAPITAL AND RESERVES Called up share capital Revaluation reserve Other reserves	17	912	1	975	1
Profit and loss account Reserves	18	12,734 (5,153)	8,493	10,182 (6,789)	4,368

The notes on pages 7 to 18 form part of these accounts.

Directors

8,494

4,359

Accounts approved by the board of directors on 28 JUN 1985



STATEMENT OF SOURCE AND APPLICATION OF FUNDS FOR THE YEAR ENDED 31ST DECEMBER, 1984

SOURCE OF FUNDS	<u>1984</u> £¹000	1983 £'000
Profit before taxation Exclude:	369	34
Surplus on sales of properties	(1,020)	(1,094)
Funds absorbed by operations other than sales of properties	(651)	(1,060)
Sales of properties (net of selling expenses £54,000 - 1983:£55,000) Proceeds of extraordinary item Consideration received for group relief	1,156 4,761 24	1,262 - -
Funds generated from operations	5,290	202
APPLICATION OF FUNDS		
Expenditure on investment property Movement in group balances Reduction in long term loans Movements in other net current assets	12 2,922 60 2,459	28 127 18 (884)
(Reduction)/increase in bank balances	5,453 (163)	(711) 913
,	5,290	202

NOTES ON THE ACCOUNTS

1. ACCOUNTING POLICIES

- (a) Basin of preparation of the accounts:

 The accounts have been prepared under the historical cost convention as adjusted by the policy of accounting for investment properties referred to in note 1(f).
- (b) Sales of investment properties:

 During the year the company disposed of properties which had been held as investments but which were not considered to be economic to retain. Since such sales of investment properties are expected to recur, it is company policy to include the resulting surpluses (based on the excess of net sales proceeds over cost) with the company's profits before extraordinary items and transfer such surpluses, which under the Articles of Association are not available for distribution as dividends, to capital reserve.
- (c) Deferred taxation:

 Deferred taxation is provided in respect of all timing differences, using the liability method, other than those where in the opinion of the directors there is no reasonable probability that a taxation liability will arise in the foreseeable future.
- (d) Depreciation:
 No depreciation is provided on freehold property nor on leasehold property having an unexpired term of more than fifty years.
 Leasehold properties having an unexpired term of less than fifty years are amortised evenly over the remaining period of the lease.
- (e) Disposal of properties: Disposals are considered to have taken place at the date of legal completion.
- (f) Investment properties: Investment properties are included in the balance sheet on the following bases:

Expenditure prior to December 1970:

- at a directors' valuation made in December 1970 which was substantiated by a subsequent professional valuation in April 1971, or
- at original cost where the valuation resulted in a diminution in value and the reasons for that diminution no longer apply.

F.penditure since December 1970:

- at cost

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1. ACCOUNTING POLICIES (continued)

(g) Foreign currencies:
Assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date.

2. TURNOVER

The analysis of the main sources of income and their respective contribution towards the profit for the year (before taxation and extraordinary item) is as follows:

- -				
		984	19	983
Porto	£'000	Profit £'000	Turnover	Profit £'000
Rents and service charges receivable Investment property sales Interest receivable	1,801 1,210 1,686	30 1,020 1,686	1,922 1,317 1,595	(503) 1,094 1,595
Profit on ordinary activities	4,697		4,834	·
before interest and taxation Interest payable		2,736 (2,367)	, ,	2,186 (2,152)
Profit on ordinary activities before taxation				
		369	ž,	34

The amounts attributed to "profit" have been calculated after deducting from the relevant sources of gross income their respective direct costs and the estimated proportion of administration expenses.

PARTICULARS OF STAFF

The company employed an average of 38 persons during the year (1983:41 persons). The aggregate payroll costs of these persons were as follows:

Hagas and a r	<u>1984</u> £'000	£'000
Wages and salaries Social security costs	146 16	140 16
	162	156

NOTES ON THE ACCOUNT() (continued)

### Transfer from reserves of surpluses on revaluation now realised (note 18) Surplus over book value 1,020	,	AUDILUG AN ALVEG AT TURE		
on revaluation now realised (note 18) Surplus over book value 957 1,01 1,020 1,090 1,090 5. INTEREST RECEIVABLE 1984 1983 1,000 External interest receivable Interest receivable from a connected company (see note 13) Group finance charges receivable 1,496 1,510 1,686 1,590 AUMINISTRATIVE AND OTHER EXPENSES 1984 1988 1980 1,690 2,7000 E7000 Auditors' remuneration (Reduction in provision)/provision against amounts due from subsidiary companies Administrative, legal and professional	4.•	SURPLUS ON SALES OF INVESTMENT PROPERTIES	-	£'000
5. INTEREST RECEIVABLE 1984 1983 £ 1000 £ 1000 External interest receivable 99 1. Interest receivable from a connected company (see note 13) 91 6. Group finance charges receivable 1,496 1,510 1,686 1,590		on revaluation now realised (note 18)		77 1,017
External interest receivable 99 1: Interest receivable from a connected company (see note 13) 91 6. Group finance charges receivable 1,496 1,516 6. ADMINISTRATIVE AND OTHER EXPENSES Auditors' remuneration 25 2. (Reduction in provision)/provision against amounts due from subsidiary companies Administrative, legal and professional			1,020	1,094
Interest receivable from a connected company (see note 13) 91 6. Group finance charges receivable 1,496 1,510 1,686 1,590 1,686 1,590 1,686 1,590 Administrative AND OTHER EXPENSES 1984 £'000 £'000 Auditors' remuneration 25 2. (Reduction in provision)/provision against amounts due from subsidiary companies (88) 40. Administrative, legal and professional	5.	INTEREST RECEIVABLE	1984	1983
connected company (see note 13) Group finance charges receivable 1,496 1,590 1,686 1,686 1,590 1,686 1,590 1,686 1,590 1,686 1,590 1,686 1,590 1,686 1,590 1,686 1,590 1,686 1,686 1,590 1,686 1,686 1,686 1,686 1,686 1,590 1,686		External interest receivable	99	15
Auditors' remuneration (Reduction in provision)/provision against amounts due from subsidiary companies Administrative, legal and professional		connected company (see note 13)		64 1,516
Auditors' remuneration 25 2. (Reduction in provision)/provision against amounts due from subsidiary companies (88) 40. Administrative, legal and professional			***************************************	1,595
Auditors' remuneration 25 2. (Reduction in provision)/provision against amounts due from subsidiary companies (88) 40. Administrative, legal and professional	5.	ADMINISTRATIVE AND OTHER EXPENSES	1004	1002
(Reduction in provision)/provision against amounts due from subsidiary companies (88) 40. Administrative, legal and professional				£,000
subsidiary companies (88) 40. Administrative, legal and professional		(Reduction in provision)/provision	25	25
and other expenses 65 9		subsidiary companies		405
2 52	•	and other expenses		90 520

The directors received no emoluments during the year (1983:£nil).

NOTES ON THE ACCOUNTS (continued)

7. INTEREST PAY	ARLE
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		•
Loans terminating after 31st December, 1989 Bank loans and overdrafts Group finance charges payable	16 8 2,343	1983 £'000 20 33 2,099
8. TAXATION	2,367	2,152
The credit/(charge) in the profit and loss account comprises:	£ 1000	1983 £'000
Consideration payable for group relief Prior year adjustment Movement on deferred taxation account (note 16)	(102) 220 (1,060)	(29)
Taxation credit relating to extraordinary item	(942) 1,429	(29)
•	487	(29)

9. EXTRAORDINARY ITEM

The extraordinary item arose on the sale of the company's 100% holding in a subsidiary company, Metropolitan Properties Co. (Cloisters) Limited, and is shown net of attributable taxation of £1,429,000.

10. TRANSFER TO CAPITAL RESERVE

	}	£'000	£'000
Surplus on sales of investment	1,	2 000	2 000
properties (note 4)	`	1,020	1,094
Taxation on surplus on sales		•	• •
of investment properties		(300) 3,332	ير••
Extraordinary item (note 9)		3,332	, -
		4,052	1,094

11. TANGIBLE ASSETS Investment properties:

	Freehold £'000	Long leases £'000	Total £'000
Land and buildings: At directors' valuation - 1970			_
At cost	1,938 372	860 74,	2,798 446
At 1st January, 1984 Additions Disposals	2,310 12 (131)	934	3,244 12 (199)
At 31st December, 1984	2,191	866	3,057
At directors' valuation - 1970 At cost	1,811 380	794 72	2,605 452
At 31st December, 1984	2,191	866	3,057

The relevant amounts determined under the historical cost convention of land and buildings included in the accounts at valuation are as follows:

Cost: At 31st	December,	1984 _.		. •	1,140	509	1,649
Cost:	× 4	· - {	1				
	December,	1983			1,229	552	1,781
				3	-		

Included in the investment properties stated at valuation is £44,000 (1983:£41,000) which represents accumulated ground rent reversions.

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Under Statement of Standard Accounting Practice No.19 investment properties should be included in the balance sheet at their open market value. The directors do not consider that the costs of a valuation for this purpose can be justified. These accounts do not therefore comply with Statement of Standard Accounting Practice No.19 and the effect of this departure cannot be quantified.

12. INVESTMENTS Investment in subsidiary companies comprises:

	companies comprises	s:		
	Shares at cost or valuation (note 20) Disposal at cost (£100) (note 9)		1984 £'000 6,116	1983 £1000 6,116
			6,116	6,116
13.	DEBTORS		y	•
			1984 £'000	1983 £'000
	Rents and service charges due and accrued Prepayments		683 41	825 39
	Interest receivable from subsidiary company Interest receivable from external sources Interest receivable from immediate holding		418	318 1
	Amount receivable from a connected company (see below)		2,203	849
	Interest receivable from a connected company (see below)		741	545
*	Other debtors		19	~-
	Taxation recoverable		182	3
	Consideration receivable for group relief	\$2	85 220	65
,	Amounts receivable from holding and		220	24
٥	fellow subsidiary companies Amounts receivable from subsidiary companies		23.029 115	13,872
			, E 4.0	3,486
		Ü	27,736	20,027
	· ()			

The connected company referred to above is Metropolitan Properties Co. (Overseas) Limited which is an associated company of an intermediate holding company. Mr. B.S.E. Freshwater and Mr. D. Davis are directors of Metropolitan Properties Co. (Overseas) Limited and Mr. B.S.E. Freshwater is also interested in its share capital. The loan bears interest at 15% per annum, is repayable on demand and is guaranteed by an intermediate holding company of Metropolitan Properties Co. (F.G.C.) Limited.

NOTES ON THE ACCOUNTS (continued)

14. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

15.

Amount secured

THE PARTITUE DOK WIT	HIN ONE YEAR		
		1984 £ 000	1983 £ ¹ 000
Rents and service charges charged and paid in advance			
Interest payable to subsidiary com		376	339
Creditors and accruals	pany	_	800
Long term loan interest		450	424
Consideration payable for group re	lief	1 102	1
Dana Todis and Overdrafts (see hel	ow)	1	76
Mortgage advances (note 15) Amounts payable to intermediate ho		23	18
and fellow subsidiary companies	lding and		
Amounts payable to subsidiary compa	nies	122	108
,mpc	-11400	26,268	23,418
		27,343	25,184
Bank loans and overdrafts include ton assets of:	the following amo	ounts which a	re secured
		1984	1983
		£'000	£1000
The company	,	_	7 6
			75 ======
CREDITORS: AMOUNTS FALLING DUE AFTE	R MORE THAN ONE	YEAR	-
		108/	1983
		£1000	£'000
			<u> </u>
Mortgage advances		92	152
The mante of the second of the	Eallands.		
The mortgage advances comprise the	rorrowrug:		
	Interest	1984	1983
	rate %	£'000	£ 1000
Instalment mortgages	±11 00	1 1 5	170
1985/96	*11.88	115	170
Amounts repayable prior to 1st January, 1986 (note 14)		(23)	(18)
to too ballacty; thoo (note th)			
**		92	152

The securities given comprise charges on properties and guarantees.

115

170

Deferred

NOTES ON THE ACCOUNTS (continued)

15. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR (continued)

* The interest rates are either fixed or vary according to bank base rate

or building society rate. The weighted average for the year is shown.

The loans are repayable as follows:

Within a year 1-2 years 2-5 years After 5 years (see below)	£ 1984 £ 1000 23 26 66	1983 £'000 18 20 78 54
A	115	170

As referred to above the loans are repayable by instalments ending in 1996 however as the company has continued to make repayments of principal upon the original agreed terms but has repaid a major part of the liability from the proceeds of the disposals of the security charged, it is anticipated that such final redemption will be prior to 31st December, 1989.

16. PROVISION FOR LIABILITIES AND CHARGES

53

	taxation provision
Balance at 1st January, 1984 Movement during the year	£'000 29
Movement during the year	1,060
Balance at 31st December, 1984	1,089

The deferred taxation position at 31st December, 1984 is as follows:

	<u> 1984</u>		1983	
	Potential	Provided £'000	Potential £'000	Provided £'000
Interest accrued	1,089	1,089	170	170
Capital allowances	109	-	108	
Unrealised surpluses on revaluation of property	192	_	292	_
Losses	-	-	(141)	(141)
	1,390	1,089	429	29

No provision has been made for corporation tax on the eventual disposal of certain assets on which capital allowances have been claimed as in the opinion of the directors there is no reasonable probability that a taxation liability will arise in the foreseeable future.

No provision has been made for any liability that may arise in respect of taxation relating to surpluses on revaluation of investment properties as in the opinion of the directors these properties are held for long-term investment purposes and consequently any liability will be recognised when disposals take place.

NOTES ON THE ACCOUNTS (continued)

1	7.	SHARE	CAPITAL
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17.	SHARE CAPITAL		
	Ordinary shares of £1 each: Authorised, issued and fully paid	Number	<u>£</u>
	at 31st December, 1984 and 1983	1,000	1,000
18.	RESERVES		
	Revaluation reserve:	£'000	£1000
	At 1st January, 1984 Transfer to profit and loss account of surpluses on prior years' revaluation of investment	975	,
,	properties now realised (note 4) At 31st December, 1984	(63)	912
	Other reserve: Capital reserve: At 1st January, 1984 Transfer to profit and loss account: Taxation on surpluses on sales of investment properties in earlier accounting periods, previously charged to profit and loss account Transfer from profit and loss account At 31st December, 1984	10,182 (1,500) 8,682 4,052	12,734
•	Profit and loss account: Adverse balance: At 1st January, 1984 Credit for taxation on surpluses on sales of investment properties in earlier accounting periods, now charged to capital reserve Profit for the year after transfer to capital reserve At 31st December, 1984	(6,789) 1,500 (5,289) 136	(5,153)
	•		8,493

NOTES ON THE ACCOUNTS (continued)

19. CHARGES ON ASSETS AND GUARANTEES
Properties with book values at 31st December, 1984 £2,381,000
(1983:£2,423,000) were charged as part security for the following loans

The company	<u>1984</u> £⁵000	<u>1983</u> £'000
The company Immediate holding company Subsidiary company	115 8,401 102	246 13,581 102
	8,618	13,929
In addition, guarantees have been given in respect of	f:	
(i) Loans included in the above totals	1984 £'000	<u>1983</u> £¹000
amounting to	2,519	7,533
(ii) Another loan to the immediate holding company, not secured on assets of		
of this company amounting to	-	237
	2,519	7,770

At 31st December, 1984 there was a legal claim outstanding against the company which was made by a former director of a subsidiary in 1975 and which amounted to £363,000. The directors and legal advisors of the company consider that this claim has no foundation whatsoever and accordingly no provision has been made in the accounts. The company made a counter-claim in 1975 against the former director which was still outstanding at 31st December, 1984 and which amounted to £245,000.

20. SUBSIDIARY COMPANIES

The subsidiary companies which principally affected the results or assets of the group are shown below:

Investment company:

E. Alec Colman Investments Limited

Property investment companies:

Calabar Properties Limited
Calabar (Wellingborough) Limited
Calabar (Woolwich) Limited
Deritend Investments (Birkdale) Limited
Deritend Investments (Cheetham) Limited
K.S. Investments Limited
Metropolitan Properties Co. (Colman) Limited
Philcol Properties Limited
Savile Estates Limited
Westhampton Properties Limited

Property trading companies:

Arthur Llewellyn Limited
Calabar Developments Limited
Calabar Estates Limited
Calabar (Flats) Limited
Deritend Investments (Crumpsall) Limited
Derno Estates Limited
Ediscum Limited
Henry Davies Developments Limited
Metropolitan Properties Co. (Regis) Limited
Metropolitan Property Realizations Limited
Norman Sinclair (Manchester) Limited

All the above companies are wholly owned and incorporated in Great Britain and registered in England.

No consolidated accounts have been prepared as throughout the year the company was a wholly owned subsidiary of another body corporate, incorporated in Great Britain.

Profits (less losses) of subsidiary companies all of which have not been dealt with in the accounts of the company were as follows:

Financial periods of subsidiaries ending with or during the year ended 31st December, 1984 (£2,100,932)
Previous financial periods since acquisition (2,332,076)

The share capital, together with revenue and capital reserves of the subsidiaries at 31st December, 1984 aggregated

£5,088,129

In the opinion of the directors the aggregate investment in subsidiary companies is worth not less than the amount at which it is stated in the balance sheet.

DIRECTORS' INTERESTS IN CONTRACTS

Day-to-day management of the company's properties is carried out by

Highdorn Co. Limited, one of the Freshwater Group of Companies with which

this group is closely associated. Mr. B.S.E. Freshwater is a director of

Highdorn Co. Limited and is also interested in the share capital of that

During the year £227,000 (1983:£234,000) including VAT, was paid to Highdorn Co. Limited for the full range of management and administration services which were charged for at normal commercial rates.

- 22. TRANSACTIONS BETWEEN GROUP COMPANIES

 General arrangements exist within the group of companies controlled by the ultimate holding company for the transfer of funds and properties as a part of the normal operations of the group.
- 23. ULTIMATE HOLDING COMPANY
 The company's ultimate holding company is Linnet Limited, a company
 incorporated in the Isle of Man and controlled by trusts.

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PROPERTY REVENUE ACCOUNT FOR THE YEAR ENDED 31ST DECEMBER, 1984

Rent receivable Service charges receivable Property outgoings:		1984 £1,436,107 365,324 1,801,431	1983 £1,431,834 490,708
Ground rent General rates Water rates Insurances Light and heat Porterage and cleaning Repairs and maintenance Legal and professional fees Letting commission Management commission	£146,410 108,544 5,936 58,225 172,583 215,915 753,758 57,949 54,519 195,340	(1,769,179)	£145,918 81,210 3,209 60,074 319,813 205,990 794,150 41,678 63,678 189,704 (1,905,424)
NET PROPERTY REVENUE	·	£ 32,252	£ 17,118

METROPOLITAN PROPERTIES CO. (E.G.C.) LOSSIES

PROFIT AND LOSS ACCIONS FOR THE YEAR ENDED BIST DECEMBER, 1984

	1984	<u> 1983</u>
Rents and charges receivable Property outgoings	£1,801,431 (<u>1,769,179</u>) £ 32,252	EL_922,542 CL_925,4247 E 17,118
Property sales Cost of sales	£1,209,775 (189,751) 1,020,024	£1,317,024 (223,173) 1,093,851
Interest receivable	1,685,204	L,595,351
Administrative and other expenses Interest payable	s (1,721) (2,366,854)	(520,447) (2,152,195)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	369,905	33,678
Texation	487,000	(29,000)
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION FOR THE FINANCIAL YEAR	855,905	4,678
Extraordinary frem	3,332,068	
PROFIT AFTER TAXATION AND EXTRAORDINARY ITEM FOR THE FINANCIAL YEAR	4,188,973	4,678
Transfer to capital reserve	.(4,052,092)	(1,093,851)
	136,881	(1,089,173)
Adverse balance brought forward	(5,289,698)	(5,700,525)
ADVERSE BALANCE CARRIED FORWARD	(£5,152,817)	(£6,789,698)