DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 1996

Company Number: 890705

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Company Information

Directors

A.S. Perloff

M.L. Bloch

P.A. Rowson

Secretary

P.A. Rowson

Company Number

890705

Registered Office

38 Mount Pleasant

London

WC1X0AP

Auditors

Hereward Philips

Prospect House 2 Atheneaum Road

London

N20 9YU

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DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 1996

The directors present their report and the financial statements for the year ended 31 December 1996.

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 of the company for that period. In preparing those financial statements, the directors 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 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 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.

Results and dividends

The result for the year after taxation, amounted to £NIL (1995 - £ NIL) .

The directors do not recommend that a dividend is paid and the retained profit of £NIL be carried to reserves.

Principal activities and review of business

The company did not trade during the year and there are no plans to commence trading in the foreseeable future.

Directors

The directors who served during the year and their beneficial interests in the company's issued share capital were:

	Ordinary sha	Ordinary shares of £1 each	
	1996	1995	
A.S. Perloff	-	-	
M.L. Bloch	-	-	
P.A. Rowson	-	-	

No Director had any interest in the shares of the company at the year end but their interests in the parent undertaking, Panther Securities PLC, are disclosed in that company's financial statements.

Auditors

The auditors, Hereward Philips, will be proposed for reappointment in accordance with section 385 of the Companies Act 1985.

This report was approved by the board on 7th May 1447

P. A. RALDOON

Director

AUDITORS' REPORT TO THE SHAREHOLDERS OF OWEN HOPKINS LIMITED

We have audited the financial statements on pages 3 to 5 which have been prepared under the historical cost convention and the accounting policies set out on page 5.

Respective responsibilities of directors and auditors

As described on page 1 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 31 December 1996 and have been properly prepared in accordance with the Companies Act 1985.

Hereward Philips

Chartered Accountants and

Registered Auditors

Prospect House 2 Atheneaum Road London

May 199,

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PROFIT AND LOSS ACCOUNT For the year ended 31 December 1996

	Note	1996 £	1995 £
LOSS BROUGHT FORWARD		(113,186)	(113,186)
LOSS CARRIED FORWARD		(113,186)	(113,186)

All amounts relate to discontinued operations.

There were no recognised gains and losses for 1996 or 1995 other than those included in the profit and loss account.

The notes on pages 5 form part of these financial statements.

BALANCE SHEET As at 31 December 1996

					· · · · · · · · · · · · · · · · · · ·
	Note	£	1996 £	£	1995 £
CREDITORS: amounts falling due within one year	4	(113,086)		(113,086)	
NET CURRENT LIABILITIES			(113,086)		(113,086)
TOTAL ASSETS LESS CURRENT LIAE	BILITIES		(113,086)		(113,086)
CAPITAL AND RESERVES					
Called up share capital Profit and loss account	5		100 (113,186)		100 (113,186)
SHAREHOLDERS' FUNDS	6		(113,086)		(113,086)

The financial statements were approved by the board on 7th May 1997

Director

The notes on pages 5 form part of these financial statements,

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 December 1996

1. ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention.

2. TURNOVER

The company did not trade during the year.

3. OPERATING PROFIT

The operating profit is stated after charging:

1996	1995
£	£

No director received any emoluments (1995 - £Nil)

4. CREDITORS:

Amounts falling due within one year		
	1996	1995
	£	£
Amounts owed to group undertakings:		
- parent and fellow subsidiaries	113,086	113,086
	113,086	113,086
		

The inter company loans are interest free and repayable on demand; however there is no present intention to seek repayment of these loans.

5. CALLED UP SHARE CAPITAL

Authorised	1996 £	1995 £
100 ordinary shares of £1 each	100	100
Allotted, called up and fully paid		
100 ordinary shares of £1 each	100	100
		

6. SHAREHOLDERS' FUNDS

SHAREHOLDERS, FUNDS		
Reconciliation of movements on shareholders' funds		
	1996 £	1995 £
	£.	. .
Opening shareholders' funds	(113,086)	(113,086)
Closing shareholders' funds	(113,086)	(113,086)

7. PARENT UNDERTAKING

The company's ultimate parent undertaking is Panther Securities Plc, a company incorporated in Great Britain.