Registered Company Number 976653

TILBURY DEVELOPMENTS LIMITED

31st December 1994

REPORT OF THE DIRECTORS

The directors present their report and the audited accounts for the year ended 31st December 1994.

ACTIVITIES

The company effectively ceased trading in 1991.

RESULTS

The results of the company are as set out in the accounts on pages 5 to 8
The directors do not recommend the payment of a dividend (1993 - £Nil).
The profit for the year of £61 (1993 £515) has been transferred to reserves.

DIRECTORS

The directors who served during the year and who remain directors at the date of this report are set out below:-

D M Nicoll
A G Silber
M S Lee

None of the directors has any beneficial interest in the shares of the company.

The interests of the directors at 31st December 1994 in the capital of the ultimate parent undertaking are as stated below.

Director	Options over shares of 25p each			
	Number of options		Exercise Price	Period of Exercise
	31.12.94	01.01.94		
D M Nicoll	4,935	4,935	542p	Between 13/04/95 & 12/04/02.

No options to subscribe for shares of 25p each in the ultimate parent undertaking were granted to or exercised by directors during the year to 31st December 1994. The market price of the shares at 31st December 1994 was 568p.

Mr M S Lee is also a director of the ultimate parent undertaking and his interest is disclosed in the accounts of that company.

The directors have no other interest in any other group undertaking (1993 - none).

REPORT OF THE DIRECTORS (continued)

AUDITORS

Touche Ross & Co are willing to be reappointed as auditors in accordance with section 385 of the Companies Act 1985 pursuant to section 119 of the Companies Act 1989. Resolutions will be proposed at the annual general meeting to reappoint them and to authorise the directors to fix their remuneration.

Tilbury House
Ruscombe Park
Twyford
Reading
Berkshire
RG10 9JU

Approved by the Board of Directors and signed on behalf of the Board by

A G Silber
Secretary

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:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed.
- 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 of fraud and other irregularities.

AUDITORS' REPORT TO THE MEMBERS OF TILBURY DEVELOPMENTS LIMITED

We have audited the financial statements on pages 5 to 8 which have been prepared under the accounting policies set out on page 7.

Respective responsibilities of directors and auditors

As described on page 3 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 circumstances of the company 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 affairs of the company as at 31st December 1994 and of the profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Touche Ross & Co

Touche Ross & Co
Chartered Accountants and Registered Auditors

Hill House
1 Little New Street
London
EC4A 3TR

20 April 1995

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST DECEMBER 1994

	Note	1994 £	1993 £
Interest receivable	2	-	768
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		-	768
Tax on profit on ordinary activities	3	61	(253)
RETAINED PROFIT FOR THE YEAR	7	£ 61	£ 515

All trading was discontinued in 1991.

A Statement of Total Recognised Gains and Losses is not presented as there have been no recognised gains or losses other than the profit for the year as set out above.

BALANCE SHEET AT 31ST DECEMBER 1994

	Note	1994 £	1993 £
CURRENT ASSETS			
Debtors	4	77,342	77,534
CREDITORS FALLING DUE WITHIN ONE YEAR	5	-	253
NET CURRENT ASSETS		77,342	77,281
CAPITAL AND RESERVES			
Called up share capital	6	50,000	50,000
Profit and loss account	7	27,342	27,281
Shareholders funds	8	£ 77,342	£ 77,281
Atttibutable to equity shareholder		67,342	67,281
Attributable to non equity shareholder		10,000	10,000

These financial statements were approved by the Board of Directors on 6th April 1995. Signed on behalf of the Board of Directors.

D M Nicoll
DIRECTOR

A G Silber
DIRECTOR

NOTES ON THE ACCOUNTS FOR THE YEAR ENDED 31ST DECEMBER 1994

1. ACCOUNTING POLICIES

The financial statements have been prepared in accordance with applicable accounting standards. The particular accounting policies adopted are described below.

a) **CONVENTION**

These financial statements have been prepared in accordance with the historical cost convention.

2. INTEREST RECEIVABLE

	1994 £	1993 £
Group interest	£ -	£ 768

3. TAX ON PROFIT ON ORDINARY ACTIVITIES

Taxation is based on the profit for the year and comprises:		
U.K. Corporation tax at 33% on taxable profits (1992 - 33%)	-	(253)
Adjustments relating to earlier years	-	(253)
Corporation tax	61	-
Tax credit/(charge) for the year	61	(253)

4. DEBTORS

Amounts owed by fellow subsidiary undertakings	£ 77,342	£ 77,534

5. CREDITORS falling due within one year

Corporation tax	£ -	£ 253

NOTES ON THE ACCOUNTS FOR THE YEAR ENDED 31ST DECEMBER 1994 (continued)

6. CALLED UP SHARE CAPITAL

	1994 £	1993 £
Authorised		
10,000 cumulative convertible preferred ordinary shares of £1 each	10,000	10,000
45,000 ordinary shares of £1 each	45,000	45,000
	£ 55,000	£ 55,000
Allotted and fully paid		
10,000 cumulative convertible preferred ordinary shares of £1 each	10,000	10,000
40,000 ordinary shares of £1 each	40,000	40,000
	£ 50,000	£ 50,000

The cumulative convertible preferred ordinary shares may be converted to ordinary shares by the shareholders at any time providing that all such shares are converted at that time. The parent company has agreed to waiver the accumulated dividend on these shares.

7. PROFIT AND LOSS ACCOUNT

1st January 1994	27,281
Profit for the year	61
31st December 1994	£ 27,342

8. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

Profit attributable to shareholders	61	515
Movement in year	61	515
Opening shareholders' funds	77,281	76,766
Closing shareholders' funds	£ 77,342	£ 77,281

9. CONTINGENT LIABILITIES

The company has given guarantees covering banking facilities made available to the parent and fellow subsidiary undertakings. At 31st December 1994 these amounted to £Nil (1993 - £Nil).

10. CASH FLOW STATEMENT

The company is not presenting a cash flow statement. It has taken advantage of the exemption contained in Financial Reporting Standard 1 - Cash Flow Statements, as the ultimate parent undertaking, Tilbury Douglas Plc, has included a consolidated cash flow statement in the group accounts.

11. ULTIMATE PARENT UNDERTAKING

The company's ultimate parent undertaking is Tilbury Douglas Plc, which is incorporated in Great Britain and registered in England and Wales. The group accounts of Tilbury Douglas Plc are available from Companies House, Crown Way, Maindy, Cardiff CF4 3UZ.