DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2007

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COMPANY INFORMATION

DIRECTORS

Dr W W Frischmann

S S Prabhu

SECRETARY

L S Roberts

COMPANY NUMBER

1586826

REGISTERED OFFICE

5 Manchester Square

London W1M 5RE

AUDITORS

Berg Kaprow Lewis LLP

Chartered Accountants & Registered Auditor

35 Ballards Lane

London N3 1XW

BANKERS

Barclays Bank ptc

P O Box 544 54 Lombard Street

London EC3V 9EX

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DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2007

The directors present their report and the financial statements for the year ended 31 March 2007

PRINCIPAL ACTIVITIES

The principal activity of the company during the year was that of development management

BUSINESS REVIEW

In partnership with London & General Property Limited we have been short listed for development opportunities in the Channel Islands and Isle of Man

We are reviewing the opportunity to extend the activities of Hawk into the field of housing and mixed-use development, building on our established relationship with English Partnerships and other public sector landholders

The company operates a defined benefit pension scheme. The scheme's funds are administered by trustees and are independent of the company's finances. Contributions are paid to the schemes in accordance with the recommendations of a qualified independent actuary, Scottish Equitable.

The Scheme's Actuary has recommended that as from 5 April 2006 the company contributes to the scheme at the rate of 124 7% of pensionable salaries of the contributing member, followed by 63 5% of the pensionable payroll plus £3,850 per month for 18 years. The company had previously contributed at 91 8% of pensionable salaries from 8 September 2003.

The Scheme's Actuary has certified that these contributions are adequate for the purpose of securing that by the end of this 18 year period the scheme will meet the minimum funding requirement imposed by section 56(1) of the Pensions Act 1995

In partnership with London & General Property Limited we have been short listed for development opportunities in Guernsey, Jersey and the Isle of Man, which has require expenditure to progress planning permission

All members of staff employed by the group as a whole are available to any company within the group dependent upon the demand or resources of the constituent company

RESULTS

The loss for the year, after taxation, amounted to £180,531 (2006 - loss £1,483)

DIRECTORS

The directors who served during the year were

Dr W W Frischmann S S Prabhu

COMPANY'S POLICY FOR PAYMENT OF CREDITORS

The company follows a standard code for payment of creditors and ensures that the finance department is aware of this policy and as far as possible adheres to it. It is the company's policy to agree terms of payment with each supplier and to abide as far as possible by those terms. A copy of this policy is available from the company secretary at the registered office.

DIRECTORS' INSURANCE

Directors' and officers' liability insurance has been maintained by the company during the year

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2007

GOING CONCERN

The directors confirm that they are satisfied the company has adequate resources to continue in business for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the accounts

PROVISION OF INFORMATION TO AUDITORS

So far as each of the directors is aware at the time the report is approved

- there is no relevant audit information of which the company's auditors are unaware, and
- the directors have taken all steps that they ought to have taken to make themselves aware of any
 relevant audit information and to establish that the auditors are aware of that information

AUDITORS

The auditors, Berg Kaprow Lewis LLP, will be proposed for reappointment in accordance with section 385 of the Companies Act 1985

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Annual report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to 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 these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- 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 that disclose with reasonable accuracy at any time the financial position of the company and 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.

This report was approved by the board on 31 October 2007 and signed on its behalf

S S Prabhu Director

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF HAWK DEVELOPMENT MANAGEMENT PLC

We have audited the financial statements of Hawk Development Management Plc for the year ended 31 March 2007 set out on pages 5 to 16. These financial statements have been prepared in accordance with the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an Auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of directors' responsibilities

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland)

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' report is consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed

We read the Directors' report and consider the implications for our report if we become aware of any apparent misstatements within it

BASIS OF AUDIT OPINION

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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 judgments 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.

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF HAWK DEVELOPMENT MANAGEMENT PLC

OPINION

In our opinion

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 March 2007 and of its loss for the year then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the Directors' report is consistent with the financial statements

BERG KAPROW LEWIS LLP

Bez Kapon Lewis LLP

Chartered Accountants Registered Auditor

London

31 October 2007

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2007

		2007	2006
	Note	£	£
TURNOVER	1,2	39,063	169,194
Cost of sales and expenditure to progress planning permission		(131,519)	(66,814)
GROSS (LOSS)/PROFIT		(92,456)	102,380
Administrative expenses		(73,475)	(90,352)
OPERATING (LOSS)/PROFIT	3	(165,931)	12,028
Other finance income	6	(14,600)	(9,000)
(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE			
TAXATION		(180,531)	3,028
Tax on (loss)/profit on ordinary activities	7		(4,511)
LOSS ON ORDINARY ACTIVITIES AFTER TAXATION		(180,531)	(1,483)

All amounts relate to continuing operations

The notes on pages 8 to 16 form part of these financial statements

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES FOR THE YEAR ENDED 31 MARCH 2007

	Note	2007 £	2006 £
LOSS FOR THE FINANCIAL YEAR		(180,531)	(1,483)
Actuarial (loss) / gain related to pension scheme	15	(159,900)	31,000
Movement on deferred tax relating to pension liabilities		19,820	(7,410)
TOTAL RECOGNISED GAINS AND LOSSES RELATING TO THE YEAR		(320,611)	22,107

The notes on pages 8 to 16 form part of these financial statements

BALANCE SHEET AS AT 31 MARCH 2007

	Note	3	2007 £	£	2006 £
FIXED ASSETS	11010	~	4	4	2
Tangible fixed assets	8		7,558		7,558
CURRENT ASSETS					
Debtors	9	72,301		284,015	
Cash at bank		113		264	
		72,414	•	284,279	
CREDITORS: amounts falling due within one year	10	(222,396)		(200,230)	
NET CURRENT (LIABILITIES)/ASSETS	•		(149,982)		84,049
TOTAL ASSETS LESS CURRENT LIABILIT	ΓIES	,	(142,424)		91,607
Defined benefit pension scheme liability	15		(334,440)		(247,860)
NET LIABILITIES INCLUDING PENSION SCHEME ASSETS/(LIABILITIES)			(476,864)		(156,253)
CAPITAL AND RESERVES		·			
Called up share capital	11		12,502		12,502
Profit and loss account	12		(489,366)		(168,755)
SHAREHOLDERS' DEFICIT	13		(476,864)		(156,253)

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 31 October 2007

WW Fushway Dr W W Frischmann

Director

The notes on pages 8 to 16 form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2007

1. ACCOUNTING POLICIES

1.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards

At the balance sheet date the company's net liabilities exceeded its assets. The financial statements have been prepared on the going concern basis as in the opinion of the directors the company will receive continued support from other companies in the Pell Frischmann Group of the companies for the foreseeable future.

12 CASH FLOW

The company, being a subsidiary undertaking where 90% or more of the voting rights are controlled within the group whose consolidated financial statements are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with FRS 1

13 TURNOVER

Turnover represents fees receivable and reimbursables for services rendered exclusive of Value Added Tax

Turnover is included in respect of long-term contracts according to the stage of completion of each contract

1 4 TANGIBLE FIXED ASSETS AND DEPRECIATION

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases.

Fixtures & fittings

25% Reducing balance

Computer equipment

25% Straight line

No depreciation is provided on freehold buildings on the grounds that it would be immaterial

1.5 DEFERRED TAXATION

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse

Deferred tax assets and liabilities are discounted

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2007

1. ACCOUNTING POLICIES (continued)

1.6 PENSIONS

The company's employees belong to the Hawk Development Management Plc Retirement and Death Benefits Scheme which is funded by both employer's and employees' contributions and which is of the defined benefit type. The pension cost is assessed in accordance with the advice of an independent qualified actuary and the pension charge is based on a full actuarial valuation dated 31 March 2005.

The operating, financing and deferred tax costs of the scheme are recognised separately in the profit and loss account. Service costs are spread over the period over which the employees' benefits accrue. Administration and other costs are charged to the profit and loss account when incurred Financing and costs and deferred tax movements are recognised in the periods in which they arise

Actuarial gains and losses are recognised immediately in the Statement of Total Recognised Gains and Losses

2. TURNOVER

All turnover arose within the United Kingdom

3. OPERATING (LOSS)/PROFIT

During the year, no director received any emoluments (2006 - £NIL)

4 AUDITORS' REMUNERATION

	2007	2006
Construction to the annual condition for the condition of the	£	£
Fees payable to the company's auditor for the audit of the company's annual accounts	6,325	<i>5,250</i>

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2007

5.	STAFF COSTS		
	Staff costs were as follows		
		2007 £	2006 £
	Wages and salaries	43,385	27,152
	Social security costs	2,341	2,042
	Other pension costs (Note 15)	(8,331)	8,448
		37,395	37,642
	The average monthly number of employees, including the directors	s, during the year was as	follows
		2007	2006
		No.	No
	Administration	4	4
6	OTHER FINANCE INCOME		
		2007 £	2006 £
	Expected return on pension scheme assets	40,200	51,000
	Interest on pension scheme liabilities	(54,800)	(60,000)
		(14,600)	(9,000)
7	TAXATION		
		2007	2006
		3	£
	ANALYSIS OF TAX CHARGE IN THE YEAR		
	UK corporation tax charge on (loss)/profit for the year Adjustments in respect of prior periods	•	450 4,061
	TAX ON (LOSS)/PROFIT ON ORDINARY ACTIVITIES	-	4,511

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2007

7 TAXATION (continued)

FACTORS AFFECTING TAX CHARGE FOR THE YEAR

The tax assessed for the year is lower than (2006 - lower than) the standard rate of corporation tax in the UK (19%). The differences are explained below

	2007 £	2006 £
(Loss)/profit on ordinary activities before tax	(180,531)	3,028
(Loss)/profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2006 - 19%)	(34,301)	575
EFFECTS OF		
Capital allowances for year in excess of depreciation Adjustments to tax charge in respect of prior periods Other tax adjustments	- - 34,301	(98) 4,061 (27)
CURRENT TAX CHARGE FOR THE YEAR (see note above)	-	4,511

8 TANGIBLE FIXED ASSETS

	Land and buildings £	Plant and machinery £	Furniture, fittings and equipment £	Total £
COST				
At 1 April 2006 and 31 March 2007	7,558	22,859	11,806	42,223
DEPRECIATION				
At 1 April 2006 and 31 March 2007	-	22,859	11,806	34,665
NET BOOK VALUE			_	
At 31 March 2007	7,558	•	-	7,558
At 31 March 2006	7,558	-	-	7,558

9. DEBTORS

	2007 £	2006 £
Trade debtors	8,927	1,057
Amounts owed by group undertakings	40,832	262,829
Other debtors	22,542	7,076
Prepayments and accrued income	•	13,053
	72 201	284,015
	72,301	204,013
		

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2007

			
10	CREDITORS AMOUNTS FALLING DUE WITHIN ONE YEAR		
		2007	2006
		3	£
	Trade creditors	42,400	31,867
	Amounts owed to group undertakings	143,796	130,594
	Corporation tax Accruals and deferred income	36,200	450 37,319
		222,396	200,230
11	SHARE CAPITAL		
		2007	2006
		2007 £	£
	AUTHORISED		•
	100,000 Ordinary shares of £1 each	100,000	100,000
	, , , , , , , , , , , , , , , , , , , ,		
	ALLOTTED, CALLED UP AND FULLY PAID		
	2 Ordinary shares of £1 each	2	2
	2 Ordinary Shares of 21 Sash		
	ALLOTTED, CALLED UP AND PARTLY PAID		
		40.500	40.500
	12,500 Ordinary shares of £1 each	12,500	12,500
12	RESERVES		
			Profit and loss account
			ioss account
	At 1 April 2006		(168,755)
	Loss for the year		(180,531)
	Pension reserve movement		(140,080)
	At 31 March 2007		(489,366)

The closing balance on the Profit and loss account includes a £334,440 (2006 - £228,040) debit, stated after deferred taxation of £77,960 (2006 - £77,960), in respect of pension scheme liabilities of the company pension scheme

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2007

13 RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' DEFICIT

	2007 £	2006 £
Opening shareholders' deficit Loss for the year Other recognised gains and losses during the year	(156,253) (180,531) (140,080)	(178,360) (1,483) 23,590
Closing shareholders' deficit	(476,864)	(156,253)

14. CONTINGENT LIABILITIES

There are unquantified contingent liabilities in the normal course of business arising under engineering contracts and the company is covered by professional indemnity insurance in respect of any claims

15. PENSION COMMITMENTS

The company operates a Defined benefit pension scheme

The company's total pension cost included within operating (loss)/profit was £8,331 (2006 - £8,448), being £3,600 (2006 - £3,000) in respect of its Defined benefit pension scheme arrangements

The scheme's actuary, Scottish Equitable, has recommended that as from 5 April 2006, the company contributes to the scheme at the rate of 124 7% of pensionable salaries of the contributing member, followed by 63 5% of the pensionable payroll plus £3,850 per month for 18 years The company had previously contributed at 91 8% of pensionable salaries from 8 September 2003

The scheme's actuary has certified that these contributions are adequate for the purpose of securing that by end of this 18 year period the scheme will meet the minimum funding requirement imposed by section 56(1) of the Pension Act 1985

The amounts in the financial statements for the year ended 31 March 2007, relating to pensions, are based on a full actuarial valuation dated 31 March 2005

THE MAIN FINANCIAL ASSUMPTIONS USED IN THE ACTUARIAL VALUATION WERE:

	2007	2006
	%	%
Inflation	3 3	28
Rate of increase in salaries	3.3	28
Rate of increase for pensions payment accrued on or after 6 April		
2005 (Limited Price Indexation) or RPI if less	2 5	21
Discount rate for liabilities	5.4	<i>56</i>
Future rate of increase pensions in deferment (in excess of		
GMPS)	3 3	28

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2007

15. PENSION COMMITMENTS (continued)

THE ASSETS IN THE SCHEME AND THE EXPECTED RATES OF RETURN WERE:

	g-term rate of return expected at 2007	2007	Long-term rate of return expected at 2006	Value at 2006
	%	3	%	£
Equities	8.3	386,100	8 1	344,000
Bonds	5.4	290,000	5 1	336,000
Gilts	4.8	16,300	-	•
Other assets	5.3	47,300	4 5	18,000
Total market value of assets		739,700		698,000
Present value of scheme liabilities		(1,152,100)		(1,004,000)
Deficit in the scheme		(412.400)		(206,000)
		(412,400)		(306,000)
Related deferred tax liability		77,960		77,960
Net pension liability		(334,440)		(228,040)

The following amounts have been recognised in the financial statements in the year to 31 March 2007 and 31 March 2006 under the requirements of FRS17

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2007

15. PENSION COMMITMENTS (continue

,,				
	2007 £	2006 £		
MOVEMENTS IN DEFICIT DURING THE YEAR:		7		
Surplus / (deficit) in scheme at beginning of year Current year service cost Contributions Other finance income Actuarial (loss)/gain	(306,000) (3,600) 71,700 (14,600) (159,900)	(345,000) (3,000) 20,000 (9,000) 31,000		
Deficit in scheme at end of year	(412,400)	(306,000)		
HISTORY OF EXPERIENCE GAINS AND LOSSES IN THE SCHEME				
	2007	2006		
Difference between the expected and actual return on scheme assets Amount (£) Percentage of scheme assets	11,100 1.5 %	44,000 63%		
Experience gains and losses on scheme liabilities Amount (£) Percentage of the present value of the scheme liabilities	(171,000) (14.8)%	(13,000) (1 3)%		
Total amount recognised in Amount (£) Percentage of the present value of the scheme liabilities	(159,900) (13 9)%	31,000 3 1 %		

16 RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemptions conferred by the Financial Reporting Standard No 8 in respect of the disclosure of transactions with other group undertakings

During the year the company provided project management services to Leale's Yard Ltd, a company in which a group undertaking has 25% interest. The balance due from Leale's Yard Ltd as at 31 March 2007 was £8,927

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2007

17. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The company is a wholly subsidiary of Universal Project Management Services Limited, itself a wholly owned subsidiary of Pell Frischmann Group Ltd

The ultimate parent undertaking is Pell Frischmann Holdings Limited, a company incorporated in England and Wales, which prepares group financial statements

Copies of the group financial statements of Pell Frischmann Holdings Limited can be obtained from Mrs L S Roberts, the company secretary, at the following address

5 Manchester Square London W1M 5RE Tel 020 7486 3661

The directors, W W Frischmann and S S Prabhu are also directors of Pell Frischmann Holdings Limited and details of their interest in the shares of that company are disclosed in its report and financial statemetris