REGISTRAR OF COMPANIES

REGISTERED NUMBER: 1697219 (England and Wales)

Report of the Directors and

Financial Statements

for the Year Ended 30 June 2000

for

St Mary Abchurch Investments Limited

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Company Information for the Year Ended 30 June 2000

DIRECTORS:

D H Carter S A Richards

W S C Richards

SECRETARY:

Tarrakarn Limited

REGISTERED OFFICE:

40 Great James Street

London WC1N 3HB

REGISTERED NUMBER:

1697219 (England and Wales)

AUDITORS:

Munday Long & Co.

Chartered Certified Accountants

Registered Auditors Alton House 66 High Street

Northwood Middlesex

HA6 1BL

Report of the Directors for the Year Ended 30 June 2000

The directors present their report with the financial statements of the company for the year ended 30 June 2000.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of an investment company.

DIRECTORS

The directors during the year under review were:

D H Carter S A Richards W S C Richards

The beneficial interests of the directors holding office on 30 June 2000 in the issued share capital of the company were as follows:

Ordinary Shares £1 shares	30.6.00	1.7.99
D H Carter	-	-
S A Richards	10,000	10,000
W S C Richards	20,000	20,000

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.

AUDITORS

The auditors, Munday Long & Co., will be proposed for re-appointment in accordance with Section 385 of the Companies Act 1985.

This report has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

ON BEHALF OF THE BOARD:

D H Carter - DIRECTOR

Dated: 30 November 2001

Report of the Independent Auditors to the Shareholders of St Mary Abchurch Investments Limited

We have audited the financial statements of St Mary Abchurch Investments Limited for the year ended 30 June 2000 on pages four to eight. These financial statements have been prepared in accordance with the Financial Reporting Standard for Smaller Entities (effective March 2000), under the historical cost convention and the accounting policies set out therein.

Respective responsibilities of directors and auditors

As described on page two the company's directors are responsible for the preparation of financial statements in accordance with applicable law and United Kingdom Accounting Standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

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 if, in our opinion, the Report of the Directors is not consistent with the financial statements, if 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 transactions with the company is not disclosed.

We read the Report of the Directors 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 United Kingdom 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 30 June 2000 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Munday Long & Co.

Chartered Certified Accountants

Registered Auditors

Alton House

66 High Street

Northwood

Middlesex

HA6 1BL

Dated: 12 December 2001

Profit and Loss Account for the Year Ended 30 June 2000

		30.6.00	30.6.99
	Notes	£	£
TURNOVER		528,633	2,011,615
Cost of sales		219,349	736,211
GROSS PROFIT		309,284	1,275,404
Administrative expenses		52,542	3,249
OPERATING PROFIT	2	256,742	1,272,155
Interest receivable and similar income		49,806	6,011
		306,548	1,278,166
Interest payable and similar charges		23,343	22,900
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	S	283,205	1,255,266
Tax on profit on ordinary activities	3	75,840	396,430
PROFIT FOR THE FINANCIAL YEAR AFTER TAXATION	R	207,365	858,836
Retained profit brought forward		_1,100,096	241,260
RETAINED PROFIT CARRIED FORV	WARD	£1,307,461	£1,100,096

Balance Sheet 30 June 2000

		30.6.00		30.6.99	
	Notes	£	£	£	£
FIXED ASSETS: Investments	4		916,621		553,475
CURRENT ASSETS: Debtors Cash at bank	5	69,817		1,280,727	
Cash at bank		795,614		70,049	
CREDITORS: Amounts falling		865,431		1,350,776	
due within one year	6	214,591		544,155	
NET CURRENT ASSETS:			650,840		806,621
TOTAL ASSETS LESS CURRENT LIABILITIES:			1,567,461		1,360,096
CREDITORS: Amounts falling due after more than one year	7		200,000		200,000
			£1,367,461		£1,160,096
CAPITAL AND RESERVES:					
Called up share capital Profit and loss account	8		60,000 _1,307,461		60,000 1,100,096
SHAREHOLDERS' FUNDS:			£1,367,461		£1,160,096

These financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies and with the Financial Reporting Standard for Smaller Entities (effective March 2000).

ON BEHALF OF THE BOARD:

D H Carter - DIRECTOR

Approved by the Board on 30 November 2001

Notes to the Financial Statements for the Year Ended 30 June 2000

1. ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective March 2000).

Turnover

Turnover represents income from investments excluding value added tax.

Deferred taxation

Provision is made at current rates for taxation deferred in respect of all material timing differences except to the extent that, in the opinion of the directors, there is reasonable probability that the liability will not arise in the foreseeable future.

2. OPERATING PROFIT

The operating profit is stated after charging:

Auditors' remuneration	30.6.00 £ <u>1,996</u>	30.6.99 £ <u>1,492</u>
Directors' emoluments and other benefits etc	<u>-</u>	<u>-</u>

3. TAXATION

The tax charge on the profit on ordinary activities for the year was as follows:

	30.6.00 £	30.6.99 £
UK corporation tax (Over)/Under provision prior	77,258	383,073
years	(1,418)	13,357
	75,840	396,430

UK corporation tax has been charged at 30% (1999 - 30.75%).

4. FIXED ASSET INVESTMENTS

COST:	£
At 1 July 1999 Additions Disposals	553,475 580,229 (217,083)
At 30 June 2000	916,621
NET BOOK VALUE: At 30 June 2000	916,621
At 30 June 1999	553,475

Notes to the Financial Statements for the Year Ended 30 June 2000

4. FIXED ASSET INVESTMENTS - continued

	Investments listed on recognised stock exchange Unlisted investments	30.6.00 £ 666,871 249,750 916,621	30.6.99 £ 553,475
	Market value of listed investments at 30 June 2000 - £733,177 (1999 - £1,029,574	1).	
5.	DEBTORS	30.6.00 £	30.6.99
ŧ	Amounts falling due within one year:	I.	£
	Amounts due from company under common control Directors' current accounts	2,487	1,205,017 9,894
		2,487	1,214,911
	Amounts falling due after more than one year:		
	Taxation	67,330	65,816
	Aggregate amounts	69,817	1,280,727
6.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		30.6.00 £	30.6.99 £
	Accruals Amounts due to companies	99,712	40,265
	under common control Social security & other taxes Taxation	23,788 91,091	6,288 19,788 <u>477,814</u>
		214,591	544,155
7.	CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR	30.6.00 £	30.6.99 £
	Convertible loan stock	200,000	200,000

The loan stock is convertible into 20,000 ordinary shares or redeemable at par in whole or in part on 30 June and 31 December 1997 to 2004.

Notes to the Financial Statements for the Year Ended 30 June 2000

8. CALLED UP SHARE CAPITAL

Authorised, allotted, issued and fully paid:

Number:	Class:	Nominal	30.6.00	30.6.99
		value:	£	£
60,000	Ordinary Shares	£1	60,000	60,000

9. TRANSACTIONS WITH DIRECTORS

The following loan to a director subsisted during the year ended 30 June 2000:

	L
W S C Richards	
Balance outstanding at start of year	9,894
Balance outstanding at end of year	2,487
Maximum balance outstanding during year	9,894

During the year under review the company paid WSC Richards, £10,000 (1999 - £10,000) in respect of interest on his £100,000 convertible loan stock. All transactions took place under normal commercial terms.

10. RELATED PARTY DISCLOSURES

During the year under review the company was charged £41,774 (1999 - nil), by Tarrakarn Limited, a company owned and controlled by the directors, for management services. All transactions took place under normal commercial terms.

During the year under review the company paid Carter Consolidated Limited, a company owned and controlled by D H Carter £1,000 (1999 - £1,625), for professional services carried out on the company's behalf. All transactions took place under normal commercial terms.