COMPANY NUMBER: 1737529

AUDITORS' REPORT TO IMPERIAL SQUARE DEVELOPMENTS LIMITED

PURSUANT TO PARAGRAPH 24 OF SCHEDULE 8 TO THE COMPANIES ACT 1985

We have examined the abbreviated accounts on pages 3 to 6 together with the financial statements of Imperial Square Developments Limited prepared under Section 226 of the Companies Act 1985 for the year ended 30 April 1996.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the abbreviated accounts in accordance with Schedule 8 to the Companies Act 1985. It is our responsibility to form an independent opinion as to the company's entitlement to the exemptions claimed in the directors statement on page 2 and whether the abbreviated accounts have been properly prepared in accordance with that Schedule.

Basis of opinion

We have carried out the procedures we considered necessary to confirm, by reference to the audited financial statements, that the company is entitled to the exemptions and that the abbreviated accounts have been properly prepared from those financial statements. The scope of our work for the purpose of this report does not include examining or dealing with events after the date of our report on the full financial statements.

Opinion

In our opinion the company is entitled under Section 246 and 247 of the Companies Act 1985 to the exemptions conferred by Section A of Part III of Schedule 8 to that Act, in respect of the year ended 30 April 1996, and the abbreviated accounts on pages 3 to 6 have been properly prepared in accordance with that Schedule.

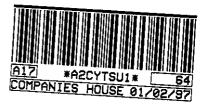
Other information

On January 1997 we reported, as auditors of Imperial Square Developments Limited, to the members on the financial statements prepared under Section 226 of the Companies Act 1985 for the year ended 30 April 1996, and our report was as follows:

"We have audited the financial statements on pages 4 to 11.

Respective responsibilities of directors and auditors

As described on page 2 the company's directors are responsible for the preparation of the 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.



AUDITORS' REPORT TO IMPERIAL SQUARE DEVELOPMENTS LIMITED (Continued)

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 mis-statement, 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 April 1996 and of its loss for the year then ended and have been properly prepared in accordance with the provisions of the Companies Act 1985 applicable to small companies."

HAZLEWOODS

Registered Auditors

Cheltenham

27 January 1997

BALANCE SHEET

30 April 1996

FIXED ASSETS	Note	1996	1995
Tangible assets	2	37,154	29,691
CURRENT ASSETS		 -	
Stocks Debtors Cash at bank and in hand		119,285 10,658	578,009 125,116 60,313
CDED TO DO		129,943	763,438
CREDITORS due within one year	3	151,929	733,110
NET CURRENT (LIABILITIES) A	ASSETS	(21,986)	30,328
TOTAL ASSETS LESS CURRENT LIABILITIES		15,168	60,019
PROVISIONS FOR LIABILITIES AND CHARGES	\$	14,000	30,500
		£ 1,168	£ 29,519
CAPITAL AND RESERVES			
Called up share capital Profit and loss account		100 1,068	100 29,419
SHAREHOLDERS' FUNDS		£ 1,168	£ 29,519

Advantage has been taken of the exemptions conferred by Section A of Part III of Schedule 8 to the Companies Act 1985.

Advantage has been taken, in the preparation of the accounts, of the exemptions conferred by Part I of Schedule 8 to the Act.

In the opinion of the directors the company is entitled to the exemptions conferred by Schedule 8 to the Act on the basis that it qualifies as a small company under Section 247 of the Act.

Approved by the Board on & Jan 1997

J A Thompson - Director

NOTES TO THE ACCOUNTS

for the year ended 30 April 1996

1 ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost convention, adopting the following principal accounting policies.

Turnover

Turnover represents the amounts, excluding value added tax, receivable during the year for goods and services supplied.

Depreciation

Depreciation is calculated to write off the cost less estimated residual value of tangible assets over their estimated useful lives at the following rates per annum:

Office equipment Motor vehicles 15% of written down value 25% of written down value

Stocks

Stocks and work in progress other than long term contracts are valued at the lower of cost and net realisable value. Cost is represented by direct materials and labour together with attributable amounts of fixed and variable overheads incurred in bringing each product to its present location and condition. Net realisable value is estimated selling price less further costs expected to be incurred to completion and disposal.

Long Term Contracts

Profit from long term contracts is taken to the profit and loss account as the work is carried out if the final outcome can be assessed with reasonable certainty. The profit is calculated to reflect the proportion of the work carried out at the year end by recording turnover and related costs as contract activity progresses. Turnover from long term contracts is calculated as the proportion of total contract value which costs incurred to date bear, to total expected costs for that contract.

Revenues derived from variations on contracts are recognised only when they have been accepted by the customer. Full provision is made for losses on all contracts in the year in which they are first foreseen. Long term contract work in progress is shown at net cost after deducting foreseeable losses and payments on account.

Deferred Taxation

Provision is made for deferred taxation using the liability method (calculated at the rate at which it is estimated that tax will be payable) in respect of timing differences between profits as computed for tax purposes and profits as stated in the financial statements, to the extent that those differences will give rise to tax liabilities in the foreseeable future.

NOTES TO THE ACCOUNTS

for the year ended 30 April 1996

1 ACCOUNTING POLICIES (Continued)

Hire Purchase And Finance Leases

Assets acquired under hire purchase and finance leases are recorded in the balance sheet as tangible fixed assets at their equivalent capital value. The corresponding liability is included under creditors due within or after one year. The interest element is charged to profit and loss account and represents a constant proportion of the balance of capital repayments outstanding.

2 TANGIBLE FIXED ASSETS

Cost	Total
At 1 May 1995 Additions	53,210 41,868
Disposals	(37,658)
At 30 April 1996	£ 57,420
Depreciation	
At 1 May 1995 Charge for year	23,519
Disposals	11,457 (14,710)
At 30 April 1996	20,266
Net book value	
At 30 April 1996	£ 37,154
At 30 April 1995	£29,691

NOTES TO THE ACCOUNTS

for the year ended 30 April 1996

3	CREDITORS	1996	1995
	Creditors include the following borrowings:		
	Bank overdraft	16,896	-
	Hire purchase and finance lease obligations	-	£ 5,400
			
4	SHARE CAPITAL		
	Authorised:		
	Ordinary shares of £1 each	£ 50,000	£ 50,000
	Allotted and fully paid:		
	Ordinary shares of £1 each	£ 100	£ 100

5 RELATED PARTY TRANSACTIONS

During the year the company traded with Cawale Properties Limited, a company under the common control of the directors.

Management charge	£ 12,000	£ 60,000

At the year end the company had a loan due from Imperial Square Developments (Hoxton) Limited, a company under the common control of the directors. This amounted to £69,975 and is interest free with no fixed repayment terms.

At the year end the company owed £121,416 to Cawale Properties Limited, a company under the common control of the directors. Again, this loan was interest free with no fixed repayment terms.