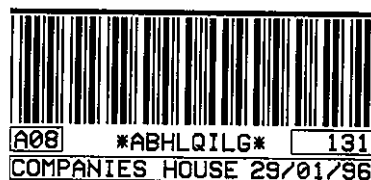


SOHO LIMITED

Accounts for the year ended

for the year ended 31 MARCH 1995

(Company registration number 1760921)



SOHO LIMITED

DIRECTORS

G. Cook
S. Dilworth
D. Meredith
T. Casey

SECRETARY

H. Wood

REGISTERED OFFICE.

8-10 Denman Street
London, W1V 7RF

AUDITORS

Smith & Williamson
Chartered Accountants
No.1 Riding House Street
London
W1A 3AS

SOLICITORS

Winckworth & Pemberton
Solicitors and Parliamentary Agents
35 Great Peter Street
Westminster
London
SW1P 3LR

SOHO LIMITED

Accounts for the year ended 31 MARCH 1995

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SOHO LIMITED

REPORT OF THE DIRECTORS

The directors present their report and the audited accounts of the company for the year ended 31 March 1995.

Principal activity

The principal activity of the company continued to be that of acquiring, carrying out improvements to, and managing commercial property.

Review of the business and future prospects

During the year one of the two units in management became vacant. Amounts due to the company arising from the previous occupancy are outstanding and legal action is being taken to recover them. The unit is now occupied on a temporary basis while a long-term tenant is being sought. Otherwise, no major changes to the company's activities have taken place during the year.

Results and dividends

The loss on ordinary activities before taxation was £12,597 (1994 profit £1,712). The directors do not recommend the payment of a dividend. The company has recently submitted to the Inland Revenue tax computations covering a number of years. These computations show that there are no liabilities to Corporation Tax but have not yet been agreed by the Inland Revenue. On the basis that the computations show that no liability arises, no provisions for Corporation Tax have been made in the accounts.

The directors have received a letter of support from Soho Housing Association Ltd, its holding company. On the basis that this financial assistance is available, the directors believe that it is appropriate for the company's accounts to be prepared on a going concern basis.

Directors

The directors during the year were as follows:

G. Cook
S. Dilworth
D. Jockelson (resigned 25 April 1995)
D. Meredith
T. Casey

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

SOHO LIMITED

REPORT OF THE DIRECTORS (Continued)

Directors' responsibilities

Company law requires directors to prepare accounts 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 accounts, 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 accounts 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 accounts 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.

APPROVED BY THE DIRECTORS
AND SIGNED ON THEIR BEHALF



H. WOOD
SECRETARY

Smith & Williamson

Chartered Accountants

REPORT OF THE AUDITORS TO THE MEMBERS OF SOHO LIMITED

We have audited the accounts on pages 5 to 12 which have been prepared under the historical cost convention and on the basis of the accounting policies set out on page 8.

Respective responsibilities of directors and auditors

As described on page 3 the company's directors are responsible for the preparation of the accounts. It is our responsibility to form an independent opinion, based on our audit, on those accounts 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 accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, 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 accounts 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 accounts.

Opinion

In our opinion the accounts give a true and fair view of the state of the company's affairs at 31 March 1995 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Smith & Williamson

24 January 1996

SMITH & WILLIAMSON
Chartered Accountants
Registered Auditors

No 1 Riding House Street
London W1A 3AS

SOHO LIMITED

PROFIT AND LOSS ACCOUNT for the year ended 31 MARCH 1995

	Notes	1995 £	1994 as restated £
Turnover	2	31,905	35,698
Administration expenses		(27,946)	(17,792)
Gross profit		3,959	17,906
Interest receivable and similar income		292	487
Interest payable and similar charges	3	(16,848)	(16,681)
(Loss)/profit on ordinary activities before taxation	4	(12,597)	1,712
Tax on (loss)/profit on ordinary activities	5	-	-
(Loss)/profit on ordinary activities after taxation		(12,597)	1,712
Profit and loss account brought forward as previously reported		(23,639)	(21,628)
Prior period adjustment	6	15,901	12,178
Profit and loss account carried forward		£(20,335)	£(7,738)

All of the company's activities are classed as continuing.

SOHO LIMITED

BALANCE SHEET for the year ended 31 MARCH 1995

	Notes	1995 £	1994 as restated £
FIXED ASSETS			
Tangible assets	7	220,586	225,426
CURRENT ASSETS			
Debtors	8	3,416	7,095
Cash at bank and in hand		4,627	26,839
		<hr/>	<hr/>
		8,043	33,934
CREDITORS: Amounts falling due within one year	9	(23,659)	(34,566)
		<hr/>	<hr/>
NET CURRENT LIABILITIES		(15,616)	(632)
		<hr/>	<hr/>
TOTAL ASSETS LESS CURRENT LIABILITIES		204,970	224,794
CREDITORS: Amounts falling due after more than one year	10	(225,303)	(232,530)
		<hr/>	<hr/>
		£(20,333)	£(7,736)
		<hr/>	<hr/>
CAPITAL AND RESERVES			
Called up share capital	11	2	2
Profit and loss account		(20,335)	(7,738)
		<hr/>	<hr/>
		£(20,333)	£(7,736)
		<hr/>	<hr/>

These accounts were approved by the directors on 23 January 1996 and are signed on their behalf by:



)
Director

SOHO LIMITED**STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES for the year ended 31 March 1995**

	1995 £	1994 £
(Loss)/profit for the year	(12,597)	<u>1,712</u>
Prior period adjustments (see note 6):		
cancellation of the Funds Account	(76,821)	
lease premium restatement	<u>15,901</u>	
Total gains and losses recognised since 31 March 1994 statutory accounts	<u>£(73,517)</u>	

SOHO LIMITED

NOTES TO THE ACCOUNTS for the year ended 31 March 1995

1. ACCOUNTING POLICIES

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

a) Accounting convention

The accounts have been prepared under the historical cost convention and on a going concern basis.

b) Depreciation

Capital expenditure on property assets is depreciated on a straight line basis over either a period of 50 years or, if less, the period of the relevant leasehold interest.

c) Lease premiums receivable

Lease premiums receivable are amortised straight line over the life of the lease.

2. TURNOVER	1995 £	1994 £
Rent receivable	28,625	33,000
Service charges receivable	1,914	1,332
	<hr/>	<hr/>
	30,539	£34,332
Amortisation of lease premium	1,366	1,366
	<hr/>	<hr/>
	£31,905	£35,698
	<hr/>	<hr/>
3. INTEREST PAYABLE AND SIMILAR CHARGES		
Interest on bank mortgage loan repayable in quarterly instalments to 12 March 2014	£16,848	£16,681
	<hr/>	<hr/>
4. LOSS/(PROFIT) ON ORDINARY ACTIVITIES BEFORE TAXATION	£	£
This is stated after charging:		
Auditors' remuneration	£1,071	£289
Depreciation	£4,840	£4,840
	<hr/>	<hr/>

None of the directors received any emoluments (1994 £nil).

SOHO LIMITED

NOTES TO THE ACCOUNTS for the year ended 31 March 1995 (Continued)

5. TAX ON (LOSS)/PROFIT ON ORDINARY ACTIVITIES

Corporation tax computations covering the periods 1 November 1987 to 31 March 1994 have recently been submitted to the Inland Revenue but have not yet been agreed by them. The computations indicate that no tax is payable, as does the draft computation for the period 1 April 1994 to 31 March 1995. No amounts are accrued in these accounts for any tax payable because of the above and because Soho Housing Association has confirmed that it will provide support to the company sufficient to honour any payment that might crystallise.

6. PRIOR PERIOD ADJUSTMENT

In 1989, the company received a substantial lease premium which was credited to a Fund account, classified as a reserve, and this Fund was adjusted each year so that it would become sufficient to meet future rental obligations. The company has changed its accounting policy to comply with the Urgent Issues Task Force abstract 12 "Lessee accounting for reverse premiums and similar incentives". The lease premium received is now amortised over 50 years, the length of the lease.

Accordingly, the following adjustments have been made to opening reserves with comparative amounts being restated:

	Reserves at 1 April 1994 £	Reserves at 1 April 1993 £
Reserves as previously reported	53,182	52,836
Cancellation of the Funds Account	(76,821)	(74,464)
Restatement of the Profit & Loss Account, reflecting accumulated amortisation of the lease premium	15,901	12,178
Reserves as restated	<u>£(7,738)</u>	<u>£(9,450)</u>

The impact of this change of accounting policy on the profit and loss account in the year ended 31 March 1995 has been to reduce the loss/(1994: increase the profit) by £3,723 (1994: £3,723).

The impact of this change of accounting policy on net assets was to reduce net assets by £57,197 (1994: £60,920).

SOHO LIMITED

NOTES TO THE ACCOUNTS for the year ended 31 March 1995 (Continued)

7.	FIXED ASSETS	£
	Cost at 1 April 1994 and 31 March 1995	241,962
	Depreciation At 1 April 1994	16,536
	Charge for year	4,840
	At 31 March 1995	21,376
	Net book value at 31 March 1995	£220,586
	Net book value at 31 March 1994	£225,426

The balances relate to 35, 37-40 Great Pulteney Street held under a lease due to end in 2076. In addition, the company has leasehold title to 30/31 Peter Street, due to end in 2038.

8.	DEBTORS	1995 £	1994 £
	Amounts due from tenants	24,351	14,980
	Less: provision for bad debts	(22,116)	(9,106)
		2,235	5,874
	Prepayments	1,181	1,221
		£3,416	£7,095
9.	CREDITORS: Amounts falling due within one year	£	£
	Bank loans	3,476	3,456
	Owed to Soho Housing Association Limited	10,163	22,223
	Sundry creditors	-	596
	Rent received in advance	5,625	5,625
	Accruals	3,029	1,300
	Deferred income: lease premium	1,366	1,366
		£23,659	£34,566

SOHO LIMITED

NOTES TO THE ACCOUNTS for the year ended 31 March 1995 (Continued)

	1995 £	1994 £
10. CREDITORS: Amounts falling due after more than one year		
Bank mortgage loan repayable in quarterly instalments to 12 March 2014	162,344	165,820
Owed to Soho Housing Association Limited	4,771	7,156
Deferred income: lease premium	58,188	59,554
	<hr/>	<hr/>
	£225,303	£232,530
	<hr/>	<hr/>
Loans are secured on the company's leasehold property.		
11. CALLED UP SHARE CAPITAL		
Authorised		
100 Ordinary shares of £1 each	£100	£100
	<hr/>	<hr/>
Allotted, called up and fully paid		
2 Ordinary shares of £1 each	£2	£2
	<hr/>	<hr/>

SOHO LIMITED

NOTES TO THE ACCOUNTS for the year ended 31 March 1995 (Continued)

12. RECONCILIATION OF SHAREHOLDERS' FUNDS

	1995 £	1994 £
Opening shareholders' funds (as reported in 31 March 1994 accounts)	53,184	52,838
Prior period adjustments	(60,920)	(62,286)
	<hr/>	<hr/>
Restated opening shareholders' funds	(7,736)	(9,448)
	<hr/>	<hr/>
(Loss)/profit for the year	(12,597)	1,712
	<hr/>	<hr/>
Closing shareholders' funds	£(20,333)	£(7,736)
	<hr/>	<hr/>

13. ULTIMATE HOLDING COMPANY AND GOING CONCERN

All of the company's shares are held on behalf of Soho Housing Association Limited, a Registered Housing Association and Industrial and Provident Society incorporated under the Industrial & Provident Societies Act 1965 in England. Consequently, the directors of Soho Limited regard the company as being a subsidiary of Soho Housing Association Limited.

The Directors of Soho Limited have received a letter of support from Soho Housing Association. On the basis that this financial assistance is available, the Directors believe that it is appropriate for the accounts to be prepared on a going concern basis.

Soho Limited does not have any employees. Soho Housing Association Limited provides administrative support to Soho Limited for which it received a fee of £1,000 (1994 £880).

SOHO LIMITED**DETAILED PROFIT AND LOSS ACCOUNT**

	1995 £	1994 £
TURNOVER		
Rent receivable	28,625	33,000
Service charges receivable	1,914	1,332
	<hr/>	<hr/>
	30,539	34,332
Peter Street lease premium amortised	1,366	1,366
	<hr/>	<hr/>
	31,905	35,698
	<hr/>	<hr/>
ADMINISTRATION EXPENSES		
Rent payable	3,025	2,973
Administration by SHA Ltd	1,000	880
Other administration	-	206
Audit fee	1,071	289
Bank charges	122	90
Annual return fees	32	32
Depreciation	4,840	4,840
Insurance	2,872	1,332
Provision for bad debts	11,678	7,150
Legal fees	3,306	-
	<hr/>	<hr/>
	(27,946)	(17,792)
	<hr/>	<hr/>
GROSS PROFIT	£3,959	£17,906
	<hr/>	<hr/>