DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2003

Lee Associates Audit Limited 5 Southampton Place London WC1A 2DA



COMPANY INFORMATION

Directors Lord R G Rogers

M J P Davies

Secretary Lord R G Rogers

Company number 1781751

Registered office Thames Wharf Studios

Rainville Road

London W6 9HA

Accountants Lee Associates Audit Limited

5 Southampton Place

London WC1A 2DA

Business address Thames Wharf Studios

Rainville Road

London W6 9HA

Bankers Lloyds TSB Bank Pic

Pall Mail St James 8-10 Waterloo Place

London SW1Y 4BE

Solicitors Jones Day

21 Tudor Street

London EC4Y 0DJ

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DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2003

The directors present their report and financial statements for the year ended 31 December 2003.

Principal activities

The company's principal activity during the year remained that of architects and design consultants. On 19 June 2003, the company changed its name from Richard Rogers Partnership Limited to Richard Rogers & Founders Limited.

Directors

The following directors have held office since 31 December 2002:

Lord R G Rogers M L S Goldschmied

(Resigned 30 June 2004)

M J P Davies

Directors' interests

The directors' interests in the shares of the company were as stated below:

| | Ordinary snares of £ 1 each | |
|-------------------|-----------------------------|------------------|
| | 31 December 2003 | 31 December 2002 |
| Lord R G Rogers | 11,667 | 11,667 |
| M L S Goldschmied | 7,778 | 7,778 |
| M J P Davies | 7,777 | 7,777 |

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

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M J P Davies

Director 23/06

ACCOUNTANTS' REPORT TO THE DIRECTORS ON THE UNAUDITED ACCOUNTS OF RICHARD ROGERS & FOUNDERS LIMITED

As described on the balance sheet you are responsible for the preparation of the accounts for the year ended 31 December 2003, set out on pages 3 to 6 and you consider that the company is exempt from an audit. In accordance with your instructions, we have compiled these unaudited accounts in order to assist you to fulfil your statutory responsibilities from the accounting records and information and explanations supplied to us.

Lee Associates Audit Limited

Lee Associates Audit Limited

24/3/06

Chartered Accountants

5 Southampton Place London WC1A 2DA

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2003

| | Notes | Year ended 31 December 2003 £ | Period ended 30 December 2002 £ |
|---|-------|---|---|
| Turnover | | 150,000 | 100 |
| Administrative expenses | | - | (41) |
| Profit on ordinary activities before taxation | | 150,000 | 59 |
| Tax on profit on ordinary activities | 2 | (28,500) | - |
| Profit on ordinary activities after taxation | 6 | 121,500 | 59 |

BALANCE SHEET AS AT 31 DECEMBER 2003

| | | 200 | 3 | 200 | 2 |
|---|-------|----------|---------|--------|--------|
| | Notes | £ | £ | £ | £ |
| Current assets | | | | | |
| Debtors | 3 | 231,604 | | 81,604 | |
| Creditors: amounts falling due within one | | | | | |
| year | 4 | (28,500) | | - | |
| Total assets less current liabilities | | | 203,104 | | 81,604 |
| | | | | | |
| Capital and reserves | | | | | |
| Called up share capital | 5 | | 35,000 | | 35,000 |
| Share premium account | 6 | | 44,372 | | 44,372 |
| Profit and loss account | 6 | | 123,732 | | 2,232 |
| Shareholders' funds | | | 203,104 | | 81,604 |
| | | | | | |

In preparing these financial statements:

- (a) The directors are of the opinion that the company is entitled to the exemption from audit conferred by Section 249A(1) of the Companies Act 1985;
- (b) No notice has been deposited under Section 249B(2) of the Companies Act 1985, and
- (c) The directors acknowledge their responsibilities for:
 - (i) ensuring that the company keeps accounting records which comply with Section 221 of the Companies Act 1985, and
 - (ii) preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the financial year and of its profit or loss for the financial year in accordance with the requirements of Section 226, and which otherwise comply with the requirements of this Act relating to accounts, so far as applicable to the company.

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 June 2002).

The financial statements were approved by the Board on .2313166...

Lord R G Rogers

Director

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2003

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective June 2002).

1.2 Turnover

Turnover represents amounts receivable for services net of VAT and trade discounts.

| 2 | Taxation | 2003 | 2002 |
|---|--|-----------|-----------|
| | | £ | £ |
| | Domestic current year tax | | |
| | U.K. corporation tax | 28,500 | |
| | Current tax charge | 28,500 | |
| 3 | Debtors | 2003 | 2002 |
| 3 | Debiois | £ | £ |
| | Other debtors | 231,604 | 81,604 |
| 4 | Creditors: amounts falling due within one year | 2003 £ | 2002 £ |
| | Taxation and social security | 28,500 | _ |
| 5 | Share capital | 2003 £ | 2002 £ |
| | Authorised | | |
| | 35,000 Ordinary shares of £1 each | 35,000 | 35,000 |
| | Allotted, called up and fully paid | | |
| | 35,000 Ordinary shares of £1 each | 35,000 | 35,000 |

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2003

6 Statement of movements on reserves

| | Share premium Profit and los account account | |
|---|--|------------------|
| | £ | £ |
| Balance at 31 December 2002 Retained profit for the period | 44,372 | 2,232 121,500 |
| Balance at 31 December 2003 | 44,372 | 123,732 |

7 Related party transactions

Thames Wharf Studios Limited, a related party due to the directors of Richard Rogers & Founders Limited also holding directorships and shareholdings in that company, was charged £150,000 in management fees during the year. At the year end that company owed £150,000 (2002 - £N/A).

Richard Rogers Architects Limited, a related party due to the directors of Richard Rogers & Founders Limited also holding directorships in that company, was charged £Nil (2002 - £100) in management fees during the year. That company recharged expenses incurred on behalf of Richard Rogers & Founders Limited amounting to £Nil (2002 - £100). At the year end the balance owed by that company was £10,654 (2001 - £10,654).

River Cads Limited, a related party due to the directors of Richard Rogers & Founders Limited also holding directorships and shareholdings in that company owed £70,950 at the year end (2002 - £70,950).