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RICHARD ROGERS PARTNERSHIP LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 30TH JUNE 1994

> Lee Associates 6 Great Queen Street London WC2B 5DG

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COMPANY INFORMATION

Directors R G Rogers

M L S Goldschmied

J M Young M J Davies

Secretary M L S Goldschmied

Company Number 1781751 (England and Wales)

Registered Office Thames Wharf Studios

Rainville Road London W6 9HA

Auditors Lee Associates

6 Great Queen Street London WC2B 5DG

Business Address Thames Wharf Studios

Rainville Road London W6 9HA

Bankers Hill Samuel Bank Limited

188 Brompton Road London SW3 1HQ

Solicitors Gouldens

22 Tudor Street London EC4Y 0JJ

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DIRECTORS' REPORT FOR THE YEAR ENDED 30TH JUNE 1994

The directors present their report and the financial statements for the year ended 30 June 1994.

PRINCIPAL ACTIVITIES

The company's principal activity during the year remained that of architects and design consultants, principally the supply of the professional services of the directors to Richard Rogers Architects Limited.

DIRECTORS AND THEIR INTERESTS

The directors who served during the year and their interests in the company were as stated below.

		Number of shares		
	Class of share	1994	1993	
R G Rogers	Ordinary shares	11,667	11,667	
M L S Goldschmied	Ordinary shares	7,778	7,778	
J M Young	Ordinary shares	7,778	7,778	
M J Davies	Ordinary shares	7,777	7,777	

AUDITORS

In accordance with Section 385 of the Companies Act 1985, a resolution proposing that Lee Associates be reappointed as auditors of the company will be put to the Annual General Meeting.

In the preparation of the directors' report advantage has been taken of the special exemptions applicable to small companies conferred by Part II of Schedule 8 to the Companies Act 1985.

This report was approved by the Board on $\frac{2}{3}/45$

Secretary

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' REPORT TO THE SHAREHOLDERS OF RICHARD ROGERS PARTNERSHIP LIMITED

We have audited the financial statements on pages 4 to 9 which have been prepared under the historical cost convention and the accounting policies set out on page 6.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

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

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 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.

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 1994 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985 applicable to small companies.

Date: 2/3/95

Chartered Accountants and Registered Auditor

6 Great Queen Street London WC2B 5DG

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30TH JUNE 1994

	Notes	1994 £	1993 £
TURNOVER		2,633,317	1,182,134
Cost of sales		(2,324,936)	(968,759)
GROSS PROFIT		308,381	213,375
Distribution costs Administrative expenses		(8,256) (303,449)	(32,285) (135,232)
OPERATING LOSS	2	(3,324)	45,858
Other interest receivable and similar income Interest payable and	3	-	971
similar charges	4	(8,269)	(536)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATI	ON	(11,593)	46,293
Tax on loss on ordinary activities	5	(1,706)	(13,992)
LOSS FOR THE YEAR	11	£ (13,299)	£ 32,301
			

There are no recognised gains and losses other than those passing through the profit and loss account.

BALANCE SHEET AS AT 30TH JUNE 1994

		1994		1993	
	Notes	£	£	£	£
FIXED ASSETS					
Tangible assets	6		24,768		37,637
CURRENT ASSETS					
Stocks Debtors Cash at bank and in hand	7	8,191 1,762,773 1,000 1,771,964		14,663 654,837 466,997 	
CREDITORS: amounts falling due within one year	8	(1,647,107)		(1,011,210)	
NET CURRENT ASSETS			124,857		125,287
			£ 149,625		£ 162,924
CAPITAL AND RESERVES					
Called up share capital Share premium account Profit and loss account	10 11		35,000 44,372 70,253		35,000 44,372 83,552
SHAREHOLDERS' FUNDS	12		£ 149,625		£ 162,924

- (a) Advantage has been taken of the special exemptions applicable to small companies conferred by Part I of Schedule 8 to the Companies Act 1985, and
- (b) In the directors' opinion the company is entitled to these exemptions as a small company.

The financial statements were approved by the Board on 2 mana 1995

Director, Stall Mine!

Director W

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30TH JUNE 1994

1. ACCOUNTING POLICIES

(a) Accounting convention

The financial statements are prepared under the historical cost convention and include the results of the company's operations as indicated in the directors' report, all of which are continuing.

The company has taken advantage of the exemption in Financial Reporting Standard No 1 from the requirement to produce a cashflow statement on the grounds that it is a small company.

(b) Turnover

Turnover represents amounts receivable for goods and services provided in the UK net of VAT and trade discounts.

(c) 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 less estimated residual value of each asset over its expected useful life, as follows:

Fixtures, fittings and equipment

10% Straight line

Motor vehicles

25% Reducing balance

(d) Stock and work in progress

Work in progress is valued at the lower of cost and net realisable value.

(e) **Pensions**

The pension costs charged in the financial statements represent the contributions payable by the company during the year in accordance with SSAP 24.

(f) Deferred taxation

Provision is made for deferred taxation using the liability method to take account of timing differences between the incidence of income and expenditure for taxation and accounting purposes except to the extent that the directors consider that a liability to taxation is unlikely to crystallise.

1994	1993
£	£
12,869 7,525	17,158
2,178,422	5,000 900,555
	£ 12,869 7,525

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30TH JUNE 1994 - continued

3.	OTHER INTEREST RECEIVABLE AND SIMILAR	INC	OME		1994 £		1993 £
	Bank interest received			_	-	=	971
4.	INTEREST PAYABLE				1994 £		1993 £
	On overdue tax			=	8,269	=	98
5.	TAXATION				1994 £		1993 £
	U.K. Current year taxation						~-
	U.K. Corporation tax at 25% (1993 - 25%)			_	1,706	_	13,992
				£	1,706	£	13,992
6.	TANGIBLE ASSETS						
		fitti	xtures, ngs & uipment	V	Motor ehicles		Total
	Cost		£		£		£
	At 1 July 1993 & at 30 June 1994		61,500		91,403		152,903
	Depreciation At 1 July 1993 Charge for year		56,887 4,613		58,379 8,256	-	115,266 12,869
	At 30 June 1994	_	61,500	_	66,635	_	128,135
	Net book values	-		_		_	
	At 30 June 1994	£		£	24,768	£	24,768
	At 30 June 1993	£	4,613	£	33,024	£	37,637

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30TH JUNE 1994 - continued

7.	DEBTORS	1994 £	1993 £
	Trade debtors Others	1,257,258 505,515	1,842 652,995
		£ 1,762,773	£ 654,837
8.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	1994 £	1993 £
	Bank loans and overdrafts Trade creditors Other creditors	15,184 11,827 1,620,096	17,854 993,356
		£ 1,647,107	£ 1,011,210

9. PENSION COSTS

The company contributes to money purchase pension schemes for certain senior executives, the assets of which are held seperately from those of the company in administered funds. The pension cost charge in the accounts is £683,000 (1993 - £270,000).

10.	SHARE CAPITAL	1994 £	1993 £
	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
11.	PROFIT AND LOSS ACCOUNT	1994 £	1993 £
	Retained profits at 1 July 1993 Retained loss for the year	83,552 (13,299)	51,251 32,301
	Retained profits at 30 June 1994	£ 70,253 £	83,552

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30TH JUNE 1994 - continued

12.	RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS FUNDS					
		1994 £	1993 £			
	Loss for the financial year Opening shareholders' funds	(13,299) 162,924	32,301 130,623			
	Closing shareholders' funds	£ 149,625	£ 162,924			