REGISTERED NUMBER: 1800226

Report of the Directors and

Financial Statements for the Year Ended 31 March 1997

for

Carlyle Mansions Limited



Index to the Financial Statements for the Year Ended 31 March 1997

	Page
Company Information	. 1
Report of the Directors	2
Report of the Auditors	4
Profit and Loss Account	5
Balance Sheet	6
Notes to the Financial Statements	7
Profit and Loss Account	9

Company Information for the Year Ended 31 March 1997

DIRECTORS:

H H Biermann
J J Studzinski
Amir H K Alam
R J Pepprell
Mrs J P Pearson
J A Thompson
H van Roijen

SECRETARY:

Mr N.J. Harper

REGISTERED OFFICE:

Kingsbourne House 229-231 High Holborn

London WC1V 7DA

REGISTERED NUMBER:

1800226

AUDITORS:

Hodgson Hickie Registered Auditors Chartered Accountants

The Old Bank

24 Battersea Park Road London SW11 4HY

Report of the Directors for the Year Ended 31 March 1997

The directors present their report with the financial statements of the company for the year ended 31 March 1997.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of the owner of Carlyle Mansions, Cheyne Walk, London SW3.

DIRECTORS

The directors during the year under review were:

H H Biermann E W Bisett J J Studzinski Amir H K Alam R J Pepprell Mrs J P Pearson

J A Thompson H van Roijen - resigned 29.5.96

The beneficial interests of the directors holding office on 31 March 1997 in the issued share capital of the company were as follows:

	31.3.97	1.4.96
Ordinary £1 shares		
H H Biermann	1	1
J J Studzinski	1	1
Amir H K Alam	1	1
R J Pepprell	1	1
Mrs J P Pearson	1	1
J A Thompson	1	1
H van Roijen	1	1

In accordance with the Articles of Association, Amir H K Alam, H H Biermann and R J Pepprell will retire at the forthcoming Annual General Meeting, and being eligible, will stand for re-election.

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, Hodgson Hickie, will be proposed for re-appointment in accordance with Section 385 of the Companies Act 1985.

Report of the Directors for the Year Ended 31 March 1997

In preparing this report, the directors have taken advantage of special exemptions applicable to small companies conferred by Part II of Schedule 8 to the Companies Act 1985.

ON BEHALF OF THE BOARD:

Mr N.J. Harper - SECRETARY

Dated: 16 July 1997

Report of the Auditors to the Shareholders of Carlyle Mansions Limited

We have audited the financial statements on pages five to eight which have been prepared under the historical cost convention and the accounting policies set out on page seven.

Respective responsibilities of directors and auditors

As described on page two 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 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 31 March 1997 and of its profit for the year then ended and have been properly prepared in accordance with the provisions of the Companies Act 1985 applicable to small companies.

Hodgson Hickie Registered Auditors Chartered Accountants The Old Bank 24 Battersea Park Road London SW11 4HY

Dated:

2 7 AUG 1997

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Profit and Loss Account for the Year Ended 31 March 1997

		31.3.97	31.3.96
	Notes	£	£
TURNOVER	2	858	610
			
GROSS PROFIT		858	610
Administrative expenses		560	559
OPERATING PROFIT	3	298	51
Interest receivable and similar income	4	7	4
PROFIT ON ORDINARY AC BEFORE TAXATION	TIVITIES	305	55
Tax on profit on ordinary activities		-	
PROFIT FOR THE FINANCI AFTER TAXATION	AL YEAR	305	55
Retained profit brought forward	I	1,335	1,280
RETAINED PROFIT CARRI	ED FORWARD	£1,640	£ <u>1,335</u>

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current and previous years.

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profits for the current and previous years.

Balance Sheet 31 March 1997

	31,3.97		31.3.96		
	Notes	£	£	£	£
FIXED ASSETS:					
Tangible assets	5		1		1
CURRENT ASSETS: Debtors	6	1,553		1,553	
Cash at bank	U	872		418	
Cush te bank					
		2,425		1,971	
CREDITORS: Amounts falling				(10	
due within one year	7	<u>762</u>		613	
NET CURRENT ASSETS:			1,663		1,358
TOTAL ASSETS LESS CURRENT LIABILITIES:			£ <u>1,664</u>		£ <u>1,359</u>
CAPITAL AND RESERVES: Called up share capital Profit and loss account	8		24 1,640		24 1,335
Shareholders' funds	9		£1,664		£1,359

In preparing these financial statements, the directors have taken advantage of special exemptions applicable to small companies conferred by Part I of Schedule 8 to the Companies Act 1985. The directors have done so on the grounds that, in their opinion, the company is entitled to the benefit of those exemptions because it meets the qualifying conditions for small companies as stated in Section 247 of the Companies Act 1985.

ON BEHALF OF THE BOARD:

M A Thompson - DIRECTOR

Approved by the Board on 16 July 1997

Notes to the Financial Statements for the Year Ended 31 March 1997

1. ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention.

Financial Reporting Standard Number 1

Exemption has been taken from preparing a cash flow statement on the grounds that the company qualifies as a small company.

Turnover

Turnover represents rent receivable.

Tangible fixed assets

Land and buildings are not depreciated. Freehold properties are maintained to ensure that their value does not diminish over time. The maintenance costs are charged to the service charge expenditure account in the year incurred. In the directors' opinion, depreciation would be immaterial and has not been charged.

2. TURNOVER

The turnover and profit before taxation are attributable to the one principal activity of the company.

3. OPERATING PROFIT

The operating profit is stated after charging:

	Auditors' remuneration	31.3.97 £ <u>500</u>	31.3.96 £ 500
	Directors' emoluments	-	=
4.	INTEREST RECEIVABLE AND SIMILAR INCOME	31.3.97	31.3.96
	Deposit account interest	£	<u>4</u>

5. TANGIBLE FIXED ASSETS

Freehold land and buildings at Carlyle Mansions, Cheyne Walk, London were purchased by contributions from lessees, who then became members. At presents there are 24 members.

6. DEBTORS: AMOUNTS FALLING DIJE WITHIN ONE YEAR

DOE WITHIN ONE TEAK	31.3.97 £	31.3.96 £
Carlyle Mansions Tenants Ltd	<u>1,553</u>	1,553

Notes to the Financial Statements for the Year Ended 31 March 1997

7.		S: AMOUNTS FALLING IN ONE YEAR			
	DOD WITH			31.3.97	31.3.96
	Trade credito	,		£ 262	£ 113
	Accrued expe			500	500
				_	
				<u>762</u>	613
8.	CALLED U	P SHARE CAPITAL			
	Authorised:				
	Number:	Class:	Nominal	31.3.97	31.3.96
	100	Ordinary	value: £1	£ 100	£ 100
	100	Orthinary	2.1	100	100
		ued and fully paid:		24.2.2	24.2.26
	Number:	Class:	Nominal value:	31.3.97 £	31.3.96 £
	24	Ordinary	£1	<u>24</u>	<u>24</u>
0	promov	YA MYONI OR MOVEMENTES IN SUADEVIA	or nanci erivino		
9.	RECONCIL	JATION OF MOVEMENTS IN SHAREH	OLDEKS, FUNDS	31.3.97	31.3.96
				£	£
	Profit for the	e financial year		305	55
		TION TO SHAREHOLDERS' FUNDS		305	55
	Opening share	reholders' funds		1,359	<u>1,304</u>
	CLOSING S	SHAREHOLDERS' FUNDS		1,664	1,359
	Equity interes	ests		1,664	1,359

Profit and Loss Account for the Year Ended 31 March 1997

	31.3.97	31.3.97		31.3.96	
	£	£	£	£	
Income: Ground Rent/Cage Rent Received		858		610	
Other income: Deposit account interest				4	
		865		614	
Expenditure: Sundry expenses Auditors remuneration	15 500	<u>515</u> 350	18 <u>500</u>	<u>518</u> 96	
Finance costs: Bank charges		45		41	
NET PROFIT		£305		£55	