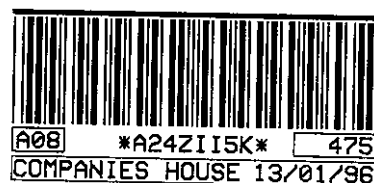


Whittle Jones Group Limited

Directors' report and financial statements

31 March 1995

Registered number 1911331



Whittle Jones Group Limited

Directors' report and financial statements

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Whittle Jones Group Limited

Directors' report

The directors present their report, together with the financial statements for the year ended 31 March 1995.

Principal activity

The principal activities of the company during the year were property management and allied professional work.

Business review

The company has continued to successfully manage its three operating subsidiaries (see note 7) during the year. The business of the company's operating subsidiaries were transferred into Whittle Jones Group after the year end.

Results and dividends

The loss for the year after taxation attributable to shareholders is £480 (*1994: loss £3,200*) and has been transferred to reserves. The directors do not recommend the payment of a dividend (*1994: £nil*).

Tangible fixed assets

A summary of the movements in the company's tangible fixed assets is shown in note 6 to the financial statements.

Directors

The directors who held office during the year were as follows:

GP Furlong
W McNab

No rights to subscribe for shares in or debentures of the company were granted to any of the directors or their immediate families, or exercised by them, during the financial year.

Whittle Jones Group Limited

Directors' report *(continued)*

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 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; and
- prepare the financial statements on a going concern basis unless it is inappropriate to presume that the company will continue in business.

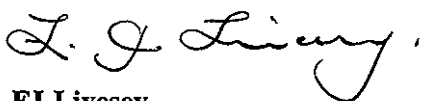
The directors are responsible for maintaining proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Auditors

On 6 February 1995 the auditors changed the name under which they practice to KPMG and, accordingly, have signed their report in their new name.

Pursuant to a shareholders' resolution, the company is not obliged to re-appoint its auditors annually and KPMG will therefore continue in office.

By order of the board



FJ Livesey
Secretary

28 Ribblesdale Place
PRESTON
Lancashire
PR1 3NA

3 / August 1995



Edward VII Quay
Navigation Way
Ashton-on-Ribble
PRESTON
Lancashire PR2 2YF

Report of the auditors to the members of Whittle Jones Group Limited

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 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 1995 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG
Chartered Accountants
Registered Auditors

31 August 1995

Whittle Jones Group Limited

Profit and loss account *for the year ended 31 March 1995*

	<i>Note</i>	1995 £	1994 £
Turnover	<i>1</i>	141,028	35,500
Administrative expenses		(141,508)	(38,700)
		<hr/>	<hr/>
Operating loss	<i>2</i>	(480)	(3,200)
Taxation on loss on ordinary activities	<i>3</i>	-	-
		<hr/>	<hr/>
Retained loss for the financial year	<i>12</i>	(480)	(3,200)
		<hr/>	<hr/>

Statement of total recognised gains and losses *for the year ended 31 March 1995*

The profit and loss account includes the only gains and losses of the company for the current and prior year.

There was no material difference between the reported profit and the historical cost profit of the company.

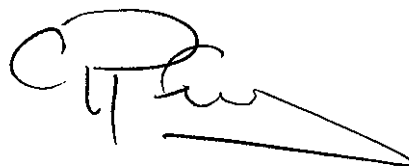
Whittle Jones Group Limited

Balance sheet as at 31 March 1995

	Note	1995		1994	
		£	£	£	£
Fixed assets					
Tangible assets	6		37,228		10,447
Investments	7		6		6
			<u>37,234</u>		<u>10,453</u>
Current assets					
Debtors	8	1,005,838		1,715,644	
Cash at bank and in hand		1,308,820		159,705	
		<u>2,314,658</u>		<u>1,875,349</u>	
Creditors: amounts falling due within one year	9	<u>(2,306,695)</u>		<u>(1,840,125)</u>	
Net current assets			<u>7,963</u>		<u>35,224</u>
			<u>45,197</u>		<u>45,677</u>
Capital and reserves					
Called up share capital	10	1,050		1,050	
Profit and loss account	11	44,147		44,627	
		<u>45,197</u>		<u>45,677</u>	
Equity shareholders' funds	12		<u>45,197</u>		<u>45,677</u>

Approved by the board of directors on 31 August 1995 and signed on its behalf by:

GP Furlong
Director



Whittle Jones Group Limited

Notes to the financial statements

1 Statement of accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material to the financial statements.

Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost convention.

The company is exempt by virtue of s228 of the Companies Act 1985 from the requirement to prepare group accounts. These financial statements present information about the company as an individual undertaking and not about its group.

The company is exempt from the requirement of Financial Reporting Standard No 1 to prepare a cash flow statement as it is a wholly owned subsidiary undertaking of TJH Group Limited, and its cash flows are included within the consolidated cash flow statement of that company.

Turnover

Turnover represents the amounts (excluding value added tax) derived from the provision of goods and services to customers during the year. All turnover arises in the United Kingdom.

Tangible fixed assets and depreciation

The cost of tangible fixed assets less their estimated residual value is written off on a straight line basis over their useful lives. The principal annual rates in use are:

Plant and machinery	-	25%
Fixtures and fittings	-	25%

Taxation

The charge for taxation is based on the loss for the year and takes into account the taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Provision is made for deferred taxation only to the extent that it is probable that an actual liability will crystallise.

2 Operating loss

	1995	1994
	£	£
<i>Operating loss is stated: after charging</i>		
Depreciation:		
owned assets	5,088	1,165
Auditors' remuneration	500	500

Whittle Jones Group Limited

Notes (continued)

3 Taxation

There is no tax charge for the year due to the losses incurred (1994: £nil).

4 Staff numbers and costs

	1995 £	1994 £
Employees costs (including directors):		
Wages and salaries	62,600	19,682
Social security costs	5,923	1,872
	<u>68,523</u>	<u>21,554</u>

The average number of persons employed by the company during the year (including directors) was:

	Number 1995	Number 1994
Management and administration	<u>5</u>	<u>6</u>

5 Directors' remuneration

No emoluments were paid to the directors of the company during the year (1994: £nil).

Whittle Jones Group Limited

Notes (continued)

6 Tangible fixed assets

	Plant and machinery £	Fixtures and fittings £	Total £
Cost			
At 1 April 1994	10,500	1,112	11,612
Additions	31,413	456	31,869
	<hr/>	<hr/>	<hr/>
At 31 March 1995	41,913	1,568	43,481
	<hr/>	<hr/>	<hr/>
Depreciation			
At 1 April 1994	1,095	70	1,165
Charge for year	4,696	392	5,088
	<hr/>	<hr/>	<hr/>
At 31 March 1995	5,791	462	6,253
	<hr/>	<hr/>	<hr/>
Net book value			
At 31 March 1995	36,122	1,106	37,228
	<hr/>	<hr/>	<hr/>
At 1 April 1994	9,405	1,042	10,447
	<hr/>	<hr/>	<hr/>

The company held no tangible fixed assets under finance lease or hire purchase contracts and had no capital commitments at the year end.

7 Fixed asset investments

	Investments in subsidiary undertakings £
Cost and net book value	
At beginning and end of year	<hr/> 6

Whittle Jones Group Limited

Notes (continued)

7 Fixed asset investments (continued)

The subsidiary undertakings at 31 March 1995 were:

Subsidiary undertaking	Country of incorporation	Principal activity	Proportion of ordinary shares held
Whittle Jones (Preston) Limited	England	Chartered surveyors	100%
Whittle Jones (Newcastle) Limited	England	Chartered surveyors	100%
Whittle Jones (Leeds) Limited	England	Chartered surveyors	100%

8 Debtors

	1995 £	1994 £
Trade debtors	181,769	-
Amounts owed by group undertakings	770,083	1,675,418
Other debtors	-	4,726
Prepayments and accrued income	53,986	35,500
	<u>1,005,838</u>	<u>1,715,644</u>
<i>The amounts owed by group undertakings comprise:</i>		
Parent and fellow subsidiary undertakings	695,273	1,543,827
Subsidiary undertakings	74,810	131,591
	<u>770,083</u>	<u>1,675,418</u>

Whittle Jones Group Limited

Notes (continued)

9 Creditors

	1995 £	1994 £
<i>Amounts falling due within one year</i>		
Trade creditors	425,895	99,912
Amounts owed to group undertakings	1,703,132	1,710,210
Other creditors including taxation and social security	160,904	1,455
Accruals and deferred income	16,764	28,548
	<u>2,306,695</u>	<u>1,840,125</u>
<i>The amounts owed to group undertakings comprises:</i>		
Parent and fellow subsidiary undertakings	1,702,118	1,710,210
Subsidiary undertakings	14	-
	<u>1,702,132</u>	<u>1,710,210</u>

10 Called up share capital

	1995 £	1994 £
<i>Authorised</i>		
5,000 ordinary shares of £1 each	<u>5,000</u>	<u>5,000</u>
<i>Allotted, called up and fully paid</i>		
1,050 ordinary shares of £1 each	<u>1,050</u>	<u>1,050</u>

11 Reserves

	Profit and loss account £
At 1 April 1994	44,627
Loss for the financial year	(480)
	<u>44,147</u>
At 31 March 1995	

Whittle Jones Group Limited

Notes (continued)

12 Reconciliation of movements in shareholders' funds

	1995 £	1994 £
Loss for the financial year	(480)	(3,200)
Shareholders' funds at beginning of year	45,677	48,877
	<hr/>	<hr/>
Shareholders' funds at end of year	45,197	45,677
	<hr/>	<hr/>

13 Contingent liabilities

The company is party to group banking arrangements for TJH Group Limited. Consequently, it is jointly and severally liable for the loans and overdrafts of TJH Group Limited and certain of its subsidiary undertakings. At 31 March 1995 the liability under this guarantee amounted to £125,341,544.

14 Ultimate parent company

The ultimate parent company is TJH Group Limited, a company registered in England and Wales.

The largest and smallest group in which the results of the company are consolidated is that headed by TJH Group Limited. The consolidated financial statements of TJH Group Limited are available to the public and may be obtained from:

The Registrar of Companies
Companies House
Crown Way
CARDIFF
CF4 3UZ