GREYCOAT COMMERCIAL DEVELOPMENTS LIMITED DIRECTORS' REPORT AND ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 1997



GREYCOAT COMMERCIAL DEVELOPMENTS LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31ST MARCH 1997

The directors present their report together with the accounts for the year ended 31st March 1997.

Principal Activities

The company was dormant (within the meaning of Section 252 of the Companies Act 1985) therefore an audit is not required.

The company has not traded since incorporation.

Directors

The directors who served during the year and their beneficial interests in the company's issued share capital were:

	31st March	1st April
	1997	1996
PA Thornton	-	-
CN Strickland	-	-
MA Poole	-	_

None of the directors had any interest in the share capital of the company during the year. Messrs PA Thornton, CN Strickland and MA Poole are also directors of the ultimate parent undertaking, Greycoat PLC, in whose accounts their interests in the share capital of that company and other group undertakings are shown.

Directors' Responsibilities

Company law requires the directors to prepare accounts for each financial year which give a true and fair view of the state of the company's affairs and of the profit or loss for that year. In preparing these accounts the directors:

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 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.

This report was approved by the board on 21st July 1997.

NC Brown, Secretary 21st July 1997

9 Savoy Street London WC2E 7EG

GREYCOAT COMMERCIAL DEVELOPMENTS LIMITED

BALANCE SHEET

AS AT 31ST MARCH 1997

	Notes	1997		1996	
		£	£	£	£
Current Assets					
Debtors	1	100		100	
Net Current Assets		_	100		100
Total Assets Less Current Liabilities		=	100	=	100
Capital and Reserves					
Share capital - equity	2	_	100	_	100
Shareholders' funds		_	100		100

The company was dormant (within the meaning of section 252 of the Companies Act 1985) throughout the year ended 31st March 1997

accounts were approved by the board on 21st July 1997 and signed on its behalf.

MA Poole Director

GREYCOAT COMMERCIAL DEVELOPMENTS LIMITED

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31ST MARCH 1997

1	Debtors	1997	1996
	Amounts owed by immediate parent undertakings	£ 100	£ 100
		100	100
2	Share Capital	1997	1996
	Authorised	£	£
	Equity Shares		
	Ordinary shares of £1 each	1,000	1,000
	Allotted	-	
	Equity Shares		
	Allotted, called up and fully paid ordinary shares of £1 each		100

3 Profit and Loss Account

The company has not traded since incorporation and accordingly no profit and loss account is attached. The deficit shown on the balance sheet arises from the write-off of formation expenses.

4 Ultimate Parent Undertaking

The company's ultimate parent undertaking is Greycoat PLC, which is registered in England. Copies of Greycoat PLC's accounts may be obtained from Greycoat PLC, 9 Savoy Street, London WC2E 7EG.