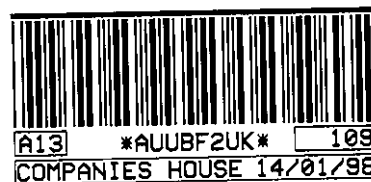


Company Registration No. 2056654

FINAKEY LIMITED
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 1997

20306 - 1997

Registered Office
50 Queen Anne Street
London
W1M OHQ



FINAKEY LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 28 FEBRUARY 1997**

The directors present their report and financial statements for the year ended 28 February 1997.

Principal Activities and Review of the Business

The principal activity of the company continued to be that of providing professional services.

Results and Dividends

The results for the year are set out on page 3.

It is proposed that the retained loss of £ 585 is transferred to reserves.

Directors

The following directors have held office during the year

P. M. Croshaw
B Hyslop
D de la Grange
Keylex Services Ltd

The Directors had no interest in the issued share capital of the company.

By order of the Board



P. M. Croshaw

Date ...09.01.98

FINAKEY LIMITED

**ACCOUNTANTS' REPORT TO THE DIRECTORS ON THE
UNAUDITED ACCOUNTS OF FINAKEY LIMITED**

As described on the balance sheet you are responsible for the preparation of the accounts for the year ended 28 February 1997, set out on pages 3 to 8 and you consider that the company is exempt from an audit and a report under section 249A(2) of the Companies Act 1985. 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.

Bentinck JG
Bentinck & Co

Chartered Accountants
Reporting Accountants

09.01.98

PO Box 227, Clinch's House
Lord Street
Douglas, Isle of Man
IM99 1R2

FINAKEY LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 28 FEBRUARY 1997**

	Notes	1997 £	1996 £
Turnover		6,265	7,737
Administrative expenses		(1,745)	(2,913)
Operating profit		4,520	4,824
Other interest receivable and similar income	2	2,070	187
Interest payable and similar charges	3	-	(1,149)
Profit on ordinary activities before taxation		6,590	3,862
Tax on profit on ordinary activities	4	(2,175)	(1,003)
Profit on ordinary activities after taxation		4,415	2,859
Dividends	5	(5,000)	(2,725)
Retained (loss)/profit for the year	10	(585)	134

The profit and loss account has been prepared on the basis that all operations are continuing operations.

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

FINAKEY LIMITED

**BALANCE SHEET
AS AT 28 FEBRUARY 1997**

	Notes	1997 £	£	1996 £	£
Fixed Assets					
Investments	6		13,450		13,450
Current Assets					
Debtors	7	27,582		24,895	
Cash at bank and in hand		57,635		78,774	
		<u>85,217</u>		<u>103,669</u>	
Creditors: amounts falling due within one year	8	<u>(82,874)</u>		<u>(100,741)</u>	
Net Current Assets			2,343		2,928
Total Assets Less Current Liabilities			<u>15,793</u>		<u>16,378</u>
Capital and Reserves					
Called up share capital	9		10,000		10,000
Profit and loss account	10		5,793		6,378
Shareholders' Funds - equity interests	11		<u>15,793</u>		<u>16,378</u>

FINAKEY LIMITED

**BALANCE SHEET
AS AT 28 FEBRUARY 1997**

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.

The financial statements were approved by the Board on ...09...01...98



P. M. Croshaw

Director

FINAKEY LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 1997

1 Accounting Policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention.

1.2 Compliance with accounting standards

The accounts have been prepared in accordance with applicable accounting standards.

1.3 Turnover

The total turnover of the company for the year represents amounts receivable for services supplied outside the UK net of trade discounts.

1.4 Investments

Fixed asset investments are stated at cost less provision for diminution in value.

1.5 Foreign currency translation

The company's accounting records are maintained in Pound Sterling. Last year's accounts were drawn in Swiss Francs and therefore the comparatives have been restated.

Transactions in other currencies are converted at the rate ruling at the date of the transaction. Current assets and liabilities are converted at the rate of exchange ruling at the balance sheet date. Any material gains or losses resulting from the conversion are taken to the profit and loss account.

1.6 Cash Flow

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.

2	Other Interest Receivable and Similar Income	1997 £	1996 £
	Profit on Exchange	2,035	-
	Bank interest	35	187
		<u>2,070</u>	<u>187</u>
3	Interest Payable and Similar Charges	1997 £	1996 £
	Loss on exchange	-	1,149
4	Taxation	1997 £	1996 £
	U.K. Current year taxation		
	U.K. Corporation tax at 33% (1996 - 25%)	2,175	1,003

FINAKEY LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 1997**

5 Dividends	1997	1996
	£	£
Ordinary final proposed	5,000	2,725

6 Fixed Asset Investments

Cost	Shares in participating interests
	£
At 1 March 1996 & at 28 February 1997	13,450

Holdings of more than 10%

The company holds more than 10% of the share capital of the following companies:

Company	Country of registration or incorporation	Shares held	
		Class	%
Participating interests			
Valsana Beheer B.V.	Netherlands	Ordinary	50

7 Debtors	1997	1996
	£	£
Other debtors	25,723	24,895
Prepayments and accrued income	1,859	-
	27,582	24,895

8 Creditors: amounts falling due within one year	1997	1996
	£	£
Corporation tax	2,175	1,003
Other taxes and social security costs	1,797	-
Other creditors	72,371	97,013
Accruals and deferred income	1,531	-
Proposed dividend	5,000	2,725
	82,874	100,741

FINAKEY LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 28 FEBRUARY 1997****9 Share Capital**

The authorised share capital of the Company comprises 10000 Ordinary £1 Shares of which 10000 have been issued and are fully paid up (1996 - 10000)

10 Statement of Movements on Profit and Loss Account

	Profit and loss account £
Balance at 1 March 1996	6,378
Retained loss for the year	(585)
	<hr/>
Balance at 28 February 1997	5,793
	<hr/>

11 Reconciliation of Movements in Shareholders' Funds

	1997 £	1996 £
Profit for the financial year	4,415	2,859
Dividends	(5,000)	(2,725)
	<hr/>	<hr/>
Net (depletion in)/addition to shareholders' funds	(585)	134
Opening shareholders' funds	16,378	16,244
	<hr/>	<hr/>
Closing shareholders' funds	15,793	16,378
	<hr/>	<hr/>

12 Employees**Number of employees**

There were no employees during the year apart from the directors

13 Ultimate Controlling Party

The directors are not aware of the identity of the ultimate controlling party.