

COMPANY NUMBER: 02295119

REPORT AND ACCOUNTS

**Birmingham Airport
Developments Limited**

5 APRIL 1995



Birmingham Airport Developments Limited

Registered No 2295119

DIRECTORS

F S Hunt

B Summers

D G Lewis (Alternate)

S H Greenwood (Alternate)

SECRETARY

C J C Westwood

AUDITORS

Ernst & Young

Chartered Accountants

PO Box 1

3 Colmore Row

Birmingham

B3 2DB

BANKERS

Barclays Bank PLC

15 Colmore Row

Birmingham

B3 2BY

SOLICITORS

Clifford Chance

200 Aldersgate Street

London

EC1A 4JJ

REGISTERED OFFICE

Birmingham International Airport

Birmingham

B26 3QJ

Birmingham Airport Developments Limited

DIRECTORS REPORT

The directors present their report and accounts for the year ended 5 April 1995

RESULTS

The results for the year are set out on page 6.

REVIEW OF THE BUSINESS

The Company's principal activity is the commercial office development of Trinity Park, a site on the edge of the Birmingham International Airport and National Exhibition Centre complex. During the year the Company sold most of the land comprising the site at a profit to its carrying value. This enable the repayment of all outstanding loan balances and the declaration of a dividend of £3,150,000 to-Ordinary Shareholders.

Development of the remaining land on the site is currently under consideration.

During the year the Company became a wholly owned Subsidiary of Birmingham International Airport plc.

Birmingham Airport Developments Limited

DIRECTORS REPORT

DIRECTORS AND THEIR INTERESTS

The directors during the period were as follows:

F S Hunt	(Appointed 29/7/94)
Sir Stanley Yapp	(Resigned 29/7/94)
B Summers	
A H Mintern	(Resigned 16/12/94)
D L Shaw	(Resigned 16/12/94)
D G Lewis	(Alternate to B Summers)
S H Greenwood	(Alternate to F Hunt, previously alternate to Sir Stanley Yapp until 29/7/94)
R D Gibbs	(Alternate to D Shaw - Resigned 11/11/94)

No director had any interest in the share capital of the Company.

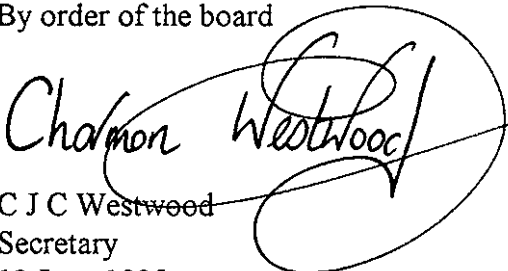
AUDITORS

Ernst & Young have confirmed their willingness to continue in office and a resolution proposing their re-appointment will be submitted at the forthcoming Annual General Meeting.

SMALL COMPANY EXEMPTIONS

The directors have taken advantage of the exemptions conferred by Part II of Schedule 8 to the Companies Act 1985.

By order of the board


C J C Westwood
Secretary
12 June 1995

Birmingham Airport Developments Limited

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

Company law requires the directors to prepare accounts 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 accounts, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the accounts; and
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors confirm that the accounts comply with the above requirements.

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 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.

Birmingham Airport Developments Limited

REPORT OF THE AUDITORS

To the members of Birmingham Airport Developments Limited

We have audited the accounts on pages 6 to 10, which have been prepared under the historical cost convention and on the basis of the accounting policies set out on page 8.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

As described on pages 2 to 4 the Company's directors are responsible for the preparation of the accounts. It is our responsibility to form an independent opinion on the accounts based on our audit and report our opinions 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 accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, 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 accounts 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 accounts.

OPINION ON THE ACCOUNTS

In our opinion, the accounts give a true and fair view of the state of affairs of the Company at 5 April 1995 and of its profit for the period then ended and have been properly prepared in accordance with the Companies Act 1985 applicable to small companies.



Ernst & Young
Chartered Accountants
Registered Auditor
Birmingham

12 June 1995

Birmingham Airport Developments Limited

PROFIT & LOSS ACCOUNT for the year ended 5 April 1995

	<i>Note</i>	<i>1995</i> £	<i>1994</i> £
TURNOVER	2	6,890,000	-
Cost of sales		2,950,285	167,338
Gross Profit/(Loss)		<u>3,939,715</u>	<u>(167,338)</u>
Administrative Expenses		16,248	23,929
Operating Profit/(Loss)		<u>3,923,467</u>	<u>(191,267)</u>
Bank Interest Receivable		25,509	5,198
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION	3	<u>3,948,976</u>	<u>(186,069)</u>
Tax on Profit on Ordinary Activities		270,000	-
PROFIT/(LOSS) ON ORDINARY ACTIVITIES AFTER TAXATION		<u>3,678,976</u>	<u>(186,069)</u>
Dividend on Equity Shares		3,150,000	-
		<u>528,976</u>	<u>(186,069)</u>
RETAINED LOSS BROUGHT FORWARD		<u>(186,069)</u>	-
RETAINED PROFIT/(LOSS) CARRIED FORWARD		<u>342,907</u>	<u>(186,069)</u>

There are no recognised gains and losses other than the profit for the year ended 5 April 1995 and the loss of the year ended 5 April 1994.

Birmingham Airport Developments Limited

BALANCE SHEET at 5 April 1995

	Note	1995		1994	
		£	£	£	£
FIXED ASSETS:					
Investment	5		1		1
CURRENT ASSETS:					
Development Work in Progress	6	251,000		2,650,000	
Debtors	7	83,004		10,843	
Cash at bank and in hand		327,031		2,192	
		<u>661,035</u>		<u>2,663,035</u>	
CREDITORS:					
amounts falling due within one year	8	318,029		2,849,005	
		<u></u>		<u></u>	
NET CURRENT ASSETS/(LIABILITIES)			343,006		(185,970)
TOTAL ASSETS LESS CURRENT LIABILITIES			<u>343,007</u>		<u>(185,969)</u>
SHARE CAPITAL & RESERVES:					
Called up share capital	9		100		100
Profit and loss account			342,907		(186,069)
	10		<u>343,007</u>		<u>(185,969)</u>

The directors have taken advantage of the exemptions conferred by Part I of Schedule 8 to the Companies Act 1985, on the grounds that the Company is entitled to the benefit of those exemptions as a small company.

F S Hunt)
B Summers) Directors

12 June 1995

F. S. Hunt
B. Summers

Birmingham Airport Developments Limited

NOTES TO THE ACCOUNTS at 5 April 1995

1. ACCOUNTING POLICIES

Accounting convention

The accounts are prepared on a going concern basis.

Work in progress

Work in progress is stated at net realisable value, based on the open market valuation carried out by Chesterton International Property Consultants on 24 April 1992.

2. TURNOVER

Turnover represents the amounts derived from the sale of land stated net of value added tax.

	1995 £	1994 £
Sale of Land	6,890,000	NIL
	<u>6,890,000</u>	<u>NIL</u>

3. PROFIT/(LOSS) ON ORDINARY ACTIVITIES

This is stated after charging

	1995 £	1994 £
Auditors' remuneration	1,800	1,500
	<u>1,800</u>	<u>1,500</u>

Directors emoluments were nil during the year (1994:NIL). The Company employed no staff during the year (1994:NIL).

4. TAX ON PROFIT ON ORDINARY ACTIVITIES

	£	£
Based on the profit for the year		
Corporation tax at 33%	270,000	-
	<u>270,000</u>	<u>-</u>

The tax charge for the year has been reduced by the utilisation of brought forward trading losses.

Birmingham Airport Developments Limited

NOTES TO THE ACCOUNTS at 5 April 1995

5. INVESTMENT

Name of Company	Incorporation and Operation	Holding	Proportion Held	Year End	Nature of Business
Trinity Park (Birmingham) Management Ltd	England 17/5/91	Preference Share	100%	5/4/95	Management Company

6. DEVELOPMENT WORK IN PROGRESS

Work in progress
£

Cost	
At 6 April 1994	2,650,000
Disposed of in the year	2,399,000
Net realisable value at 5 April 1995	251,000

The net realisable value of work in progress at 5 April 1995 is based on the open market valuation carried out by Chesterton International Property Consultants on 24 April 1992, as the directors consider that there has been no reduction in value since this date.

7. DEBTORS

	1995 £	1994 £
Other taxes and social security	15,414	10,843
Other debtors	67,590	-
	83,004	10,843

Birmingham Airport Developments Limited

NOTES TO THE ACCOUNTS at 5 April 1995

8. CREDITORS: amounts falling due within one year

	<i>1995</i>	<i>1994</i>
	<i>£</i>	<i>£</i>
Trade creditors	44,830	14,044
Accruals	3,199	2,961
Shareholders loans	-	2,832,000
Corporation Tax	270,000	-
	<u>318,029</u>	<u>2,849,005</u>

9. SHARE CAPITAL

	<i>Authorised</i>		<i>Allotted, called up & fully paid</i>	
	<i>1995</i>	<i>1994</i>	<i>1995</i>	<i>1994</i>
	<i>£</i>	<i>£</i>	<i>£</i>	<i>£</i>
Ordinary Shares of £1 each	<u>1,000</u>	<u>1,000</u>	<u>100</u>	<u>100</u>

10. RECONCILIATION OF SHAREHOLDERS' FUNDS

	<i>1995</i>	<i>1994</i>
	<i>£</i>	<i>£</i>
At 6 April 1994	(185,969)	100
Profit/(Loss) for the year	528,976	(186,069)
At 5 April 1995	<u>343,007</u>	<u>(185,969)</u>

11. ULTIMATE PARENT UNDERTAKING

The Company is a wholly owned subsidiary of Birmingham International Airport plc. incorporated in England and Wales and in whose accounts the results for the year are incorporated. Copies of the Birmingham International Airport plc accounts are available from Birmingham International Airport plc, Birmingham, B26 3QJ