

**ROMANS PROFESSIONAL SERVICES
LIMITED**

Report and Financial Statements

31 December 2001



Deloitte & Touche
Columbia Centre
Market Street
Bracknell
Berkshire
RG12 1PA

REPORT AND FINANCIAL STATEMENTS 2001

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REPORT AND FINANCIAL STATEMENTS 2001

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

D R Norton
P A Coles
P Kavanagh

SECRETARY

D R Norton

REGISTERED OFFICE

4 King Street Lane
Winnersh
Berkshire
RG41 5AS

BANKERS

National Westminster Bank PLC
Abbey Gardens
4 Abbey Street
Reading
Berkshire
RG1 3BA

SOLICITORS

Clifton Ingram
22-24 Broad Street
Wokingham
Berkshire
RG40 1BA

AUDITORS

Deloitte & Touche
Chartered Accountants
Columbia Centre
Market Street
Bracknell
Berkshire
RG12 1PA

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the year ended 31 December 2001.

ACTIVITIES

The principal activity of the company is that of Chartered Surveyors.

REVIEW OF DEVELOPMENTS

Both the level of business and the year end financial position were satisfactory.

RESULTS AND DIVIDENDS

The results for the year are shown in the profit and loss account on page 5. The directors do not recommend the payment of a dividend (2000 - £nil).

FUTURE PROSPECTS

The directors expect that the present level of activity will continue for the foreseeable future.

POST BALANCE SHEET EVENT

On 2 January 2002, the company purchased the whole of the issued share capital of Lennon Planning Limited, a company incorporated in England and Wales.

DIRECTORS AND THEIR INTERESTS

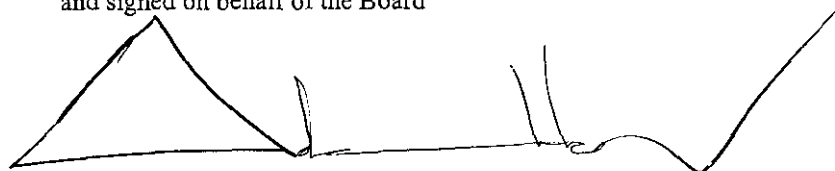
The directors of the company during the year and their interests in the shares of the company as recorded in the register of directors' interests were as follows:-

	Ordinary shares of £1 each	
	2001 No.	2000 No.
P Kavanagh	46	46
D R Norton	57	57
P A Coles	11	11

AUDITORS

Deloitte & Touche have expressed their willingness to continue in office as auditors and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors
and signed on behalf of the Board



D R Norton

Secretary

11 July 2002

STATEMENT OF DIRECTORS' RESPONSIBILITIES

United Kingdom 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 as at the end of the financial year 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; and
- 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 the system of internal control, for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ROMANS PROFESSIONAL SERVICES LIMITED

We have audited the financial statements of Romans Professional Services Limited for the year ended 31 December 2001 which comprise the profit and loss account, the balance sheet, and the related notes 1 to 12. These financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of directors and auditors

As described in the statement of directors' responsibilities, the company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and auditing standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the directors' report for the above year and consider the implications for our report if we become aware of any apparent misstatements.

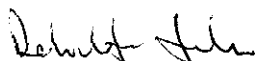
Basis of audit opinion

We conducted our audit in accordance with United Kingdom 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 December 2001 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



DELOITTE & TOUCHE

Chartered Accountants and Registered Auditors

12 July 2002

PROFIT AND LOSS ACCOUNT
Year ended 31 December 2001

	Note	2001 £	2000 £
TURNOVER	2	2,728,265	1,812,699
Administrative expenses		(2,341,049)	(1,445,356)
OPERATING PROFIT	4	387,216	367,343
Interest receivable and similar income	5	12,673	10,844
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		399,889	378,187
Tax on profit on ordinary activities	6	(148,331)	(117,462)
RETAINED PROFIT FOR THE YEAR		251,558	260,725
Retained profit brought forward		615,938	355,213
Retained profit carried forward		867,496	615,938

All amounts derive from continuing operations.

There have been no recognised gains or losses nor other movements in shareholders' funds other than the profit for the current and preceding financial year and accordingly, no statement of total recognised gains and losses is presented.

BALANCE SHEET
31 December 2001

	Note	2001 £	2000 £
FIXED ASSETS			
Tangible assets	7	292,836	286,917
CURRENT ASSETS			
Debtors	8	860,577	452,967
Cash at bank and in hand		259,205	291,040
		1,119,782	744,007
CREDITORS: amounts falling due within one year	9	(545,008)	(414,872)
NET CURRENT ASSETS		574,774	329,135
NET ASSETS		867,610	616,052
CAPITAL AND RESERVES			
Called up share capital	10	114	114
Profit and loss account		867,496	615,938
EQUITY SHAREHOLDERS' FUNDS		867,610	616,052

These financial statements were approved by the Board of Directors on 11 July 2002.

Signed on behalf of the Board of Directors

D R Norton

Director

NOTES TO THE ACCOUNTS
Year ended 31 December 2001**1. ACCOUNTING POLICIES**

The financial statements are prepared in accordance with applicable accounting standards. The particular accounting policies adopted are described below.

Accounting convention

The financial statements are prepared under the historical cost convention.

Tangible fixed assets

Depreciation is provided on the tangible fixed assets over their estimated useful lives. The methods and rates of depreciation are as follows:

Long leasehold property	Over term of lease
Motor vehicles	25% on written down value
Fixtures, fittings and equipment	25% on cost

Pension costs

The company operates a defined contribution pension scheme for the benefit of the employees. The assets of the scheme are administered by the trustees in a fund independent from those of the company. The pension costs charged against profits represent the amount of contributions payable to the scheme in respect of the accounting period.

2. TURNOVER

Turnover represents amounts derived from the provision of goods and services which fall within the company's ordinary activities after deduction of trade discounts and Value Added Tax. The turnover and pre-tax profit, all of which arises in the United Kingdom, is attributable to one activity, Chartered Surveying.

3. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

	2001 £	2000 £
Directors' remuneration:		
Emoluments	245,137	192,930
Pension contributions	1,800	1,800
	<u>246,937</u>	<u>194,730</u>
	£	£
Highest paid director:		
Emoluments	220,137	157,930
Pension contributions	1,800	1,800
	<u>221,937</u>	<u>159,730</u>

The company contributed into the defined contribution pension scheme of one director (2000 - one).

	2001 No.	2000 No.
Average number of persons employed		
Surveyors and valuers	27	16
Administration and management	17	14
	<u>44</u>	<u>30</u>

NOTES TO THE ACCOUNTS
Year ended 31 December 2001**3. INFORMATION REGARDING DIRECTORS AND EMPLOYEES (continued)**

	2001 £	2000 £
Staff costs during the year (including directors)		
Wages and salaries	1,416,386	878,225
Social security costs	138,783	90,682
Pension costs	11,427	10,952
	<u>1,566,596</u>	<u>979,859</u>

4. OPERATING PROFIT

	2001 £	2000 £
Operating profit is after charging:		
Depreciation – owned assets	62,564	47,996
Loss on sale of fixed assets	6,400	7,788
Auditors' remuneration – audit fees	3,600	3,000
	<u>72,564</u>	<u>58,784</u>

5. INTEREST RECEIVABLE AND SIMILAR INCOME

	2001 £	2000 £
Bank deposit interest	<u>12,673</u>	<u>10,844</u>

6. TAX ON PROFIT ON ORDINARY ACTIVITIES

	2001 £	2000 £
United Kingdom corporation tax at 30% (2000 - 30%)	145,687	117,841
Deferred taxation	-	(365)
Prior year adjustment	2,644	(14)
	<u>148,331</u>	<u>117,462</u>

The tax charge is disproportionately high due to disallowed expenditure and an underprovision in the previous year.

NOTES TO THE ACCOUNTS
Year ended 31 December 2001**7. TANGIBLE FIXED ASSETS**

	Long leasehold property £	Motor vehicles £	Fixtures, fittings and equipment £	Total £
Cost				
At 1 January 2001	87,679	198,021	101,872	387,572
Additions	-	49,435	44,250	93,685
Disposals	-	(56,100)	-	(56,100)
At 31 December 2001	87,679	191,356	146,122	425,157
Accumulated depreciation				
At 1 January 2001	1,700	49,940	49,015	100,655
Charge for the year	1,753	39,948	20,863	62,564
Disposals	-	(30,898)	-	(30,898)
At 31 December 2001	3,453	58,990	69,878	132,321
Net book value				
At 31 December 2001	84,226	132,366	76,244	292,836
At 31 December 2000	85,979	148,081	52,857	286,917

The long leasehold property is sublet to a related party, Imperial Estate Agents Limited, at a rate of £12,000 per annum (note 11).

8. DEBTORS

	2001 £	2000 £
Trade debtors	512,235	356,975
Other debtors	301,952	57,434
Prepayments and accrued income	46,390	38,558
	<u>860,577</u>	<u>452,967</u>

9. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2001 £	2000 £
Trade creditors	68,797	57,093
Corporation tax	62,057	118,726
Other taxes and social security	131,897	91,077
Other creditors	-	1,401
Accruals and deferred income	282,257	146,575
	<u>545,008</u>	<u>414,872</u>

NOTES TO THE ACCOUNTS
Year ended 31 December 2001

10. CALLED UP SHARE CAPITAL

	2001 £	2000 £
Authorised		
1,000 ordinary shares of £1 each	1,000	1,000
Called up, allotted and fully paid		
114 ordinary shares of £1 each	114	114

11. TRANSACTIONS WITH RELATED PARTIES

During the year the company paid £266,254 in respect of recharged items such as rent, rates and telephone costs to Imperial Estate Agents Limited, a company in which P Kavanagh, D Norton and P Coles are shareholders and in which D Norton and P Coles are directors. The company received £93,307 from Imperial Estate Agents Limited in respect of items such as introduction fees. These transactions were on an arms length basis. At the year end the company was owed an amount of £33,990 from Imperial Estate Agents Limited.

During the year, the company received £2,760 in respect of recharged items and £4,000 from the sale of a motor vehicle from Flower Independent Financial Advisors Limited, a company in which P Kavanagh, D Norton and P Coles are directors. These transactions were on an arms length basis. At the year end, the company was owed £840 from Flower Independent Financial Advisors Limited.

At the year end, the company was owed £726 by P Kavanagh in respect of his non-interest bearing director's current account. The maximum liability owing to the company on this account during the year was £1,635.

At the year end, the company was owed £101 by D Norton in respect of his non-interest bearing director's current account. This was the maximum liability owing to the company on this account during the year.

12. POST BALANCE SHEET EVENT

On 2 January 2002, the company purchased the whole of the issued share capital of Lennon Planning Limited, a company incorporated in England and Wales.