

Company Registration Number :

2663561

Report and Accounts

TRUST UNION FINANCE (1991) PLC

31 March 1995



TRUST UNION FINANCE (1991) PLC

DIRECTORS' REPORT

Directors : P C Hyde-Thomson (Chairman)
R R St J Barkshire
P J Bushnell
R W Carey
G H B Carter
W G Cochrane
P J Duffy
G C Musson
A Ross Goobey (appointed 26 May 1994)
C M Turner (appointed 31 May 1995)

Secretary : Henderson Secretarial Services Limited

Registered Office : 3 Finsbury Avenue, London EC2M 2PA

The directors present their report and the audited accounts for the year ended 31 March 1995.

Principal Activities

The principal activity of the Company is that of an investment holding company.

Results and Dividends

The loss for the period after taxation amounted to £557,000 (1994 : £191,000 loss) which has been transferred to reserves leaving an accumulated deficit carried forward of £1,326,000. As the Company has no distributable reserves, the directors do not recommend the payment of a dividend.

Changes in Fixed Assets

Changes in fixed assets during the year are set out in note 4 to the accounts.

TRUST UNION FINANCE (1991) PLC

DIRECTORS' REPORT (cont.)

Directors

The directors of the Company during the year ended 31 March 1995 were those shown above. No director had any interest in the share capital of the Company. All directors, except P J Bushnell, are directors of the parent company, TR Property Investment Trust PLC, and their interests in the parent company's share capital are shown in that company's accounts. P J Bushnell has no interest in the shares of TR Property Investment Trust PLC.

Auditors

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

By order of the Board



N P Taylor

For and on behalf of Henderson Secretarial Services Limited

Secretary

20 July 1995

TRUST UNION FINANCE (1991) PLC

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 are responsible for ensuring that proper accounting records are kept 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.

TRUST UNION FINANCE (1991) PLC

REPORT OF THE AUDITORS

to the members of Trust Union Finance (1991) PLC

We have audited the accounts on pages 5 to 11 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 page 3 the Company's directors are responsible for the preparation of the accounts. It is our responsibility to form an independent opinion, based on our audit, on those accounts 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 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

In our opinion the accounts give a true and fair view of the state of the affairs of the Company at 31 March 1995 and of the loss of the Company for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



ERNST & YOUNG
Chartered Accountants
Registered Auditor
London
20 July 1995

TRUST UNION FINANCE (1991) PLC

PROFIT AND LOSS ACCOUNT For the year ended 31 March 1995

	<u>Note</u>	<u>1995</u> £'000	<u>1994</u> £'000
Administrative expenses	2	<u>(8)</u>	<u>-</u>
OPERATING LOSS		(8)	-
Interest receivable		-	11
Interest payable and similar charges	3	<u>(819)</u>	<u>(300)</u>
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(827)	(289)
Taxation	4	<u>270</u>	<u>98</u>
LOSS ON ORDINARY ACTIVITIES AFTER TAXATION		<u>(557)</u>	<u>(191)</u>

The notes on pages 8 to 11 form part of these accounts.

TRUST UNION FINANCE (1991) PLC

BALANCE SHEET at 31 MARCH 1995

	<u>Note</u>	<u>1995</u> £'000	<u>1994</u> £'000
FIXED ASSETS			
Investments	5	<u>13,163</u>	<u>13,163</u>
CURRENT ASSETS			
Debtors	6	2,161	2,799
CREDITORS - amounts falling due within one year	7	<u>(270)</u>	<u>(358)</u>
NET CURRENT ASSETS		<u>1,891</u>	<u>2,441</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		15,054	15,604
CREDITORS - Amounts falling due after more than one year	7	<u>(9,814)</u>	<u>(9,807)</u>
TOTAL NET ASSETS		<u>5,240</u>	<u>5,797</u>
CAPITAL AND RESERVES			
Called up share capital	8	13	13
Other non distributable reserves		6,553	6,553
Profit and loss account deficit	9	<u>(1,326)</u>	<u>(769)</u>
TOTAL EQUITY SHAREHOLDERS' FUNDS		<u>5,240</u>	<u>5,797</u>

These accounts were approved by the board on 20 July 1995.

P C Hyde-Thomson)
) Directors
 P J Duffy)

P C Hyde-Thomson

[Signature]

The notes on pages 8 to 11 form part of these accounts.

TRUST UNION FINANCE (1991) PLC

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES for the year ended 31 March 1995

	<u>1995</u> £'000	<u>1994</u> £'000
Loss on ordinary activities after taxation	(557)	(193)
Other reserve adjustments	-	(84)
Prior year adjustment (see below)	—	86
Total recognised losses for the year	<u>(557)</u>	<u>(191)</u>

RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS for the year ended 31 March 1995

	<u>1995</u> £'000	<u>1994</u> £'000
Loss on ordinary activities after taxation	(557)	(193)
Decrease in non-distributable reserves	-	(84)
Prior year adjustment (see below)	—	86
Net reduction in shareholders' funds	(557)	(191)
Shareholders' funds at 1 April	<u>5,797</u>	<u>5,988</u>
Shareholders' funds at 31 March	<u>5,240</u>	<u>5,797</u>

The prior year adjustment reflects a change in accounting policy with regard to the treatment of debenture finance costs (see Note 1 (e)).

Historical cost profits and losses

There are no differences between the amounts reported in the Profit and Loss Account and their historical cost equivalents.

The notes on pages 8 to 11 form part of these accounts.

TRUST UNION FINANCE (1991) PLC

NOTES TO THE ACCOUNTS

1. ACCOUNTING POLICIES

a) Basis of accounting

The accounts have been prepared under the historical cost basis of accounting and in accordance with applicable accounting standards. All of the Company's operations are of a continuing nature.

b) Income and expenses

Income and expenses are recognised on an accruals basis.

c) Investments

Investments are stated at cost unless there has been a permanent diminution in value in which case they are written down to net asset value.

d) Deferred taxation

Deferred taxation is provided at the anticipated tax rate on all timing differences to the extent that it is probable that the liability will crystallise. Deferred taxation assets are recognised to the extent that their recovery is anticipated against the taxation on profits of the group up to the end of the following year.

e) Debentures

Debenture issue costs are amortised over the life of the debenture. Finance costs are charged at a constant rate of interest on the outstanding amount of the debt (including interest), over the life of the debenture.

(f) Group relief for corporation tax losses

Where the benefit of group relief has been received from / surrendered to fellow group undertakings, the Company pays / receives an amount equal to the tax liability which would have arisen.

TRUST UNION FINANCE (1991) PLC

NOTES TO THE ACCOUNTS

2. ADMINISTRATIVE EXPENSES

a) Auditors' Remuneration

Fees for audit and other services are borne by a fellow subsidiary undertaking.

b) Directors' Emoluments

The directors of the Company received no emoluments during the year under review (1994 £Nil).

Mr P J Duffy received emoluments from Henderson Administration Limited and its subsidiaries for his services to that company. A proportion of these emoluments (including pension contributions) related to the management of TR Property Investment Trust PLC and its subsidiary undertakings. These amounts are included in the amounts disclosed in the accounts of TR Property Investment Trust PLC, the ultimate holding company.

3. INTEREST PAYABLE

	<u>1995</u> £'000	<u>1994</u> £'000
Loan stock interest (on loanstock due within one year)	-	(1)
Finance costs on debentures falling due after more than 5 years	(819)	(299)
	<u>(819)</u>	<u>(300)</u>

4. TAXATION

	<u>1995</u> £'000	<u>1994</u> £'000
Corporation tax credit at 33%	563	-
Deferred tax (charge)/credit	(293)	98
Credit for the year	<u>270</u>	<u>98</u>

5. FIXED ASSETS

Investment in fellow subsidiary undertaking - at cost	£'000
At 31 March 1994 and 31 March 1995	<u>13,163</u>

The investment in fellow subsidiary undertaking is a holding of 70.23% of the ordinary shares in New England Properties PLC, a company registered and operating in England and Wales. The principal activities of New England Properties PLC are property investment, development, dealing and management services. In the opinion of the directors, the aggregate value of shares in New England Properties PLC is not less than the aggregate amounts stated in the balance sheet.

Trust Union Finance (1991) PLC is a wholly owned subsidiary of another UK company (see Note 9) and has dispensed with the requirement to prepare group accounts as permitted by S228 Companies Act 1985.

TRUST UNION FINANCE (1991) PLC

NOTES TO THE ACCOUNTS

6. DEBTORS

	<u>1995</u> £'000	<u>1994</u> £'000
Amounts due from fellow subsidiary undertakings	2,071	2,417
Deferred taxation	89	382
Other debtors and prepayments	<u>1</u>	<u>-</u>
	<u>2,161</u>	<u>2,799</u>

Deferred taxation :

£'000

At 1 April 1994	382
Transfer from revenue account	(293)
At 31 March 1995	<u>89</u>

Deferred taxation arises in respect of short term timing differences on interest payments.

7. CREDITORS - amounts falling due within one year

	<u>1995</u> £'000	<u>1994</u> £'000
Income tax payable	68	75
Debenture interest accrued	202	223
Guaranteed variable rate unsecured loan notes	-	11
Other creditors	<u>-</u>	<u>49</u>
	<u>270</u>	<u>358</u>

CREDITORS - amounts falling due after more than one year

8.125% Debenture Stock 2008:	£'000
At 1 April 1994	9,807
Amortisation of costs and discount on issue	<u>7</u>
At 31 March 1995	<u>9,814</u>

8. CALLED UP SHARE CAPITAL

	<u>1995</u> £	<u>1994</u> £
Authorised:		
50,000 ordinary shares of £1 each	<u>50,000</u>	<u>50,000</u>
Allotted, called up and fully paid		
12,500 ordinary shares of £1 each	<u>12,500</u>	<u>12,500</u>

TRUST UNION FINANCE (1991) PLC

NOTES TO THE ACCOUNTS

9. PROFIT AND LOSS ACCOUNT

	£'000
At 1 April 1994	(769)
Retained profit	<u>(557)</u>
At 31 March 1995	<u>(1,326)</u>

10. CASH FLOW STATEMENT

Cash flows of the Company are included in the group cash flow statement of TR Property Investment Trust PLC. Consequently, the Company is exempt under the terms of Financial Reporting Standard No.1 from publishing a cash flow statement

11. PARENT UNDERTAKING

The parent undertaking of the group undertakings for which group accounts are prepared and of which the company is a member is TR Property Investment Trust PLC, which is registered in England and Wales. Copies of the accounts of TR Property Investment Trust PLC can be obtained from the Company Secretary, TR Property Investment Trust PLC, 3 Finsbury Avenue, London EC2M 2PA.