

Directors' Report and Accounts

TRUST UNION FINANCE (1991) PLC

31 March 1994

Company Registration Number :

2663561



TRUST UNION FINANCE (1991) PLC

DIRECTORS' REPORT

Directors : P C Hyde-Thomson (Chairman)
R R St J Barkshire
P J Bushnell
R W Carey (appointed 29 July 1993)
G H B Carter
W G Cochrane
P J Duffy
G C Musson
A Ross Goobey (appointed 26 May 1994)

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 1994.

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 £193,000 (1993 : £578,000 loss) which has been transferred to reserves leaving an accumulated deficit carried forward of £771,000. As the company has no distributable reserves, the directors do not recommend the payment of a dividend.

Changes in Fixed Asset Investments

Changes in fixed asset investments during the year are set out in note 3 to the accounts.

TRUST UNION FINANCE (1991) PLC

DIRECTORS' REPORT (cont.)

Directors

The directors of the company throughout the year ended 31 March 1994 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
31 October 1994

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 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 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 1994 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
27 October 1994

TRUST UNION FINANCE (1991) PLC

PROFIT AND LOSS ACCOUNT

For the year ended 31 March 1994

	<u>1994</u> £'000	<u>1993</u> £'000
Bank deposit interest	11	-
Interest payable to fellow subsidiary undertakings	-	(861)
Other interest payable (on debentures falling due after more than 5 years)	(299)	(1)
Amortisation of debenture issue costs	<u>(3)</u>	<u>-</u>
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION	(291)	(862)
Taxation (Deferred tax credit)	<u>98</u>	<u>284</u>
LOSS ON ORDINARY ACTIVITIES AFTER TAXATION	<u>(193)</u>	<u>(578)</u>
Profit and loss account brought forward	(578)	-
Retained loss for the period	(193)	(578)
Profit and loss account carried forward	<u>(771)</u>	<u>(578)</u>

The notes on pages 8 to 10 form part of these accounts.

TRUST UNION FINANCE (1991) PLC

BALANCE SHEET - 31 MARCH 1994

	Note	1994 £'000	1993 £'000
FIXED ASSETS			
Investments	3	13,163	13,163
CURRENT ASSETS			
Debtors	4	2,906	284
CREDITORS - amounts falling due within one year	5	<u>(358)</u>	<u>(7,448)</u>
NET CURRENT ASSETS/(LIABILITIES)		2,548	(7,164)
TOTAL ASSETS LESS CURRENT LIABILITIES		15,711	5,999
CREDITORS - Amounts falling due after more than one year	5	<u>(10,000)</u> <u>5,711</u>	<u>(11)</u> <u>5,988</u>
CAPITAL AND RESERVES			
Called up share capital	6	13	13
Other reserves	7	6,469	6,553
Profit and loss account		<u>(771)</u> <u>5,711</u>	<u>(578)</u> <u>5,988</u>

These accounts were approved by the board on 27 October 1994.

P C Hyde-Thomson)
P J Duffy) Directors

PC Hyde-Thomson
[Signature]

The notes on pages 8 to 10 form part of these accounts.

TRUST UNION FINANCE (1991) PLC

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES for the year ended 31 March 1994

	Year ended 31 March <u>1994</u> £'000	Period ended 31 March <u>1993</u> £'000
Loss on ordinary activities after taxation	(193)	(578)
Unrealised appreciation on fixed asset investments	-	6,553
Other reserve adjustments	<u>(84)</u>	<u>-</u>
Total recognised (losses)/gains for the period	<u>(277)</u>	<u>5,975</u>

RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS for the year ended 31 March 1994

	Year ended 31 March <u>1994</u> £'000	Year ended 31 March <u>1993</u> £'000
Loss on ordinary activities after taxation	(193)	(578)
Ordinary shares issued	-	13
(Decrease)/increase in non-distributable reserves	<u>(84)</u>	<u>6,553</u>
Net (reduction in)/addition to shareholders' funds	(277)	5,988
Shareholders' funds at 1 April	<u>5,988</u>	<u>-</u>
Shareholders' funds at 31 March	<u>5,711</u>	<u>5,988</u>

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 10 form part of these accounts.

TRUST UNION FINANCE (1991) PLC

NOTES TO THE ACCOUNTS

1. ACCOUNTING POLICIES

(a) Accounting convention

The accounts have been prepared under the historical cost convention 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 realisable 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) Debenture issue costs are amortised over the life of the debenture

2. DIRECTORS' EMOLUMENTS

No director received any emolument during the period.

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.

TRUST UNION FINANCE (1991) PLC

NOTES TO THE ACCOUNTS

3. **FIXED ASSET INVESTMENTS**

£'000

Investment in fellow subsidiary undertaking
At 31 March 1993 and 31 March 1994

13,163

The investment in fellow subsidiary undertaking is a holding of 70.23% of the ordinary shares in New England Properties PLC, a company incorporated in England and Wales.

Trust Union Finance (1991) PLC is a wholly owned subsidiary of another UK company (see Note 8) and has dispensed with the requirement to prepare group accounts as permitted by S228 Companies Act 1985.

4. **DEBTORS**

1994
£'000

1993
£'000

Amounts due from fellow subsidiary undertakings
Deferred taxation
Other debtors and prepayments

2,417
382
107
2,906

-
284
-
284

Deferred taxation :

At 1 April 1993
Transfer from revenue account
At 31 March 1994

284
98
382

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

5. **CREDITORS - amounts falling due within one year**

Amounts due to fellow subsidiary undertakings
Income tax payable
Debenture interest accrued
Guaranteed variable rate unsecured loan notes
Other creditors and accruals

-
75
223
11
49
358

7,448
-
-
-
-
7,448

TRUST UNION FINANCE (1991) PLC

NOTES TO THE ACCOUNTS

CREDITORS - amounts falling due after more than one year

8.125% Debenture Stock 2008 *	10,000	-
Guaranteed variable rate unsecured loan notes	<u>-</u>	<u>11</u>
	<u>10,000</u>	<u>11</u>

- * Issued on 17 November 1993, at 99.157%, representing a discount of £84,300, which has been transferred to reserves (Note 7). The issue was made to refinance medium term loans which matured during the year in a fellow subsidiary undertaking.

6. SHARE CAPITAL

	Authorised	Issued and Fully Paid
Ordinary Shares of £1 each	<u>£50,000</u>	<u>£12,500</u> *
At 31 March 1993 and 31 March 1994		

- * Issued to a fellow subsidiary undertaking.

7. OTHER RESERVES

	£'000
Non distributable reserves at 31 March 1993	6,553
Movement during the year	<u>(84)</u>
Non distributable reserves at 31 March 1994	<u>6,469</u>

8. 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.