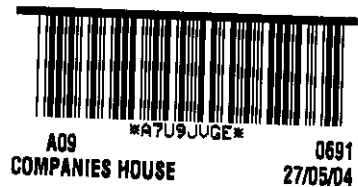


Company Registration No. 2771653

HIGHCHARM PROPERTIES LIMITED
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2002

2996-B-2002

Registered Office
60 Welbeck Street
London
W1M 8BH



HIGHCHARM PROPERTIES LIMITED

DIRECTOR'S REPORT FOR THE YEAR ENDED 31 DECEMBER 2002

The director presents his report and financial statements for the year ended 31 December 2002.

Principal activity

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

Review of the business and future developments

The director considers that the results of the company are satisfactory and that the company is expected to continue at its present levels in the future.

Results and dividends

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

No dividends have been declared or paid during this or the comparative period.

Directors

The following directors have held office since 1 January 2002:

Annan Limited	(Appointed 11 February 2004)
A M Taylor	(Resigned 2 July 2002)
L R Taylor	(Resigned 11 February 2004)

The directors have no interest in the issued share capital of the company.


Director's responsibilities

Company law requires the director to prepare financial statements 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 financial statements, the director is 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 financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable him to ensure that the financial statements comply with the Companies Act 1985. He is 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.

On behalf of the board


.....
Annan Limited (Director)

Date: 21/4/2004

MeesPierson Intertrust

ACCOUNTANTS' REPORT TO THE DIRECTOR ON THE ACCOUNTS OF HIGHCHARM PROPERTIES LIMITED

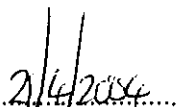
We report on the accounts for the year ended 31 December 2002.

As described on the balance sheet you are responsible for the preparation of the accounts for the year ended 31 December 2002, set out on pages 3 to 8 and you consider that the company is exempt from an audit. 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.

Our procedures consisted of comparing the accounts with the accounting records kept by the company and making such enquiries of the officers and other officials of the company as we considered necessary for the purposes of this report.

In our opinion the accounts are in agreement with the accounting records kept by the company under section 221 of the Companies Act 1985.


MeesPierson Intertrust Limited


2/4/2004.....

MeesPierson Intertrust Limited

P.O. Box 227, Clinch's House, Lord Street, Douglas, Isle of Man, IM99 1RZ

Telephone +44 1624-683229, Fax +44 1624-612624

MeesPierson Intertrust Limited registered in the Isle of Man, Company Registration No. 28731

Licensed by the Isle of Man Financial Supervision Commission as a Corporate Service Provider

Directors: M.C. Cundy, B. Deconinck, M.W. Denton, P.N. Eckersley, S.E. McGowan, S.J. Turner

Internet: www.meespiersonintertrust.com, E-mail: mail@meespiersonintertrust.com

HIGHCHARM PROPERTIES LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2002

	Notes	2002 £	2001 £
Turnover	2	30,913	24,233
Cost of sales		(6,182)	(15,661)
Gross profit		<u>24,731</u>	<u>8,572</u>
Administrative expenses		(6,464)	(5,104)
Operating profit	3	<u>18,267</u>	<u>3,468</u>
Other interest receivable and similar income	4	1,378	-
Interest payable and similar charges	5	-	(304)
Profit on ordinary activities before taxation		<u>19,645</u>	<u>3,164</u>
Tax on profit on ordinary activities	6	(2,164)	-
Profit on ordinary activities after taxation	11	<u>17,481</u>	<u>3,164</u>
Loss brought forward at 1 January 2002		(220,019)	(223,183)
Loss carried forward at 31 December 2002		<u>(202,538)</u>	<u>(220,019)</u>

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.

HIGHCHARM PROPERTIES LIMITED

BALANCE SHEET AS AT 31 DECEMBER 2002

	Notes	2002 £	£	2001 £	£
Fixed assets					
Tangible assets	7		430,385		430,385
Current assets					
Debtors	8	33,448		17,599	
Cash at bank and in hand		30,551		18,204	
		<u>63,999</u>		<u>35,803</u>	
Creditors: amounts falling due within one year	9	<u>(695,922)</u>		<u>(685,207)</u>	
Net current liabilities			(631,923)		(649,404)
Total assets less current liabilities			<u>(201,538)</u>		<u>(219,019)</u>
Capital and reserves					
Called up share capital	10		1,000		1,000
Profit and loss account	11		(202,538)		(220,019)
Shareholders' funds - equity interests	12		<u>(201,538)</u>		<u>(219,019)</u>

In preparing these financial statements:

- (a) The director is 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 director acknowledges his 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 21/4/2004.....


.....
Annan Limited
Director

HIGHCHARM PROPERTIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2002

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention, and in accordance with applicable accounting standards.

The company has taken advantage of the exemption in Financial Reporting Standard No 1 from the requirement to produce a cash flow statement on the grounds that it is a small company.

1.2 Tangible fixed assets and depreciation

Investment properties are included in the balance sheet at their open market value. Depreciation is provided only on those investment properties which are leasehold and where the unexpired lease term is less than 20 years.

Although this accounting policy is in accordance with the applicable accounting standard, SSAP 19, Accounting for investment properties, it is a departure from the general requirement of the Companies Act 1985 for all tangible assets to be depreciated. In the opinion of the director compliance with the standard is necessary for the financial statements to give a true and fair view. Depreciation or amortisation is only one of many factors reflected in the annual valuation and the amount of this which might otherwise have been charged cannot be separately identified or quantified.

1.3 Deferred taxation

Deferred taxation is provided at appropriate rates on all timing differences using the liability method only to the extent that, in the opinion of the director, there is a reasonable probability that a liability or asset will crystallise in the foreseeable future.

1.4 Foreign currency translation

The company's accounting records are maintained in Sterling.

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.

2 Turnover

Turnover represents income derived from the company's principal activity.

3 Operating profit	2002	2001
	£	£
Operating profit is stated after charging:		
Accountancy	1,500	1,500
	<hr/>	<hr/>
4 Other interest receivable and similar income	2002	2001
	£	£
Profit on foreign exchange	1,378	-
	<hr/>	<hr/>
	1,378	-
	<hr/>	<hr/>

HIGHCHARM PROPERTIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2002

5	Interest payable and similar charges	2002	2001
		£	£
	Loss on foreign exchange	-	304
		<u>-</u>	<u>304</u>
		<u>-</u>	<u>304</u>
6	Taxation	2002	2001
		£	£
	Domestic current year tax		
	Corporation tax at 11.90% (2001 - 30.00%)	2,164	-
		<u>2,164</u>	<u>-</u>
	Current tax charge	<u>2,164</u>	<u>-</u>
	Factors affecting the tax charge for the year		
	Profit on ordinary activities before taxation	19,645	3,164
		<u>19,645</u>	<u>3,164</u>
	Profit on ordinary activities before taxation multiplied by the standard rate of corporation tax of 11.90% (2001: 30.00%)	2,338	949
		<u>2,338</u>	<u>949</u>
	Effects of:		
	Tax losses utilised	(174)	(949)
		<u>(174)</u>	<u>(949)</u>
		<u>(174)</u>	<u>(949)</u>
	Current tax charge	<u>2,164</u>	<u>-</u>
7	Tangible fixed assets		
			Investment properties
			£
	Market Value		
	At 1 January 2002 & at 31 December 2002		430,385
			<u>430,385</u>
	The investment represents the ownership of a property situated in France. The property was valued on an open market basis by Cabinet Cazalieres, property valuers and surveyors, on 5th November 1999.		
8	Debtors	2002	2001
		£	£
	Trade debtors	33,448	17,599
		<u>33,448</u>	<u>17,599</u>

HIGHCHARM PROPERTIES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2002**

9	Creditors: amounts falling due within one year	2002	2001
		£	£
	Corporation tax	2,164	-
	Other creditors	687,245	681,957
	Accruals and deferred income	6,513	3,250
		<u>695,922</u>	<u>685,207</u>
10	Share capital	2002	2001
		No.	No.
	Authorised		
	1,000 Ordinary £1 shares	<u>1,000</u>	<u>1,000</u>
	Allotted, called up and fully paid	£	£
	1,000 Ordinary £1 shares	<u>1,000</u>	<u>1,000</u>
11	Statement of movements on profit and loss account		Profit and loss account £
	Balance at 1 January 2002		(220,019)
	Retained profit for the year		<u>17,481</u>
	Balance at 31 December 2002		<u>(202,538)</u>
12	Reconciliation of movements in shareholders' funds	2002	2001
		£	£
	Profit for the financial year	17,481	3,164
	Opening shareholders' funds	<u>(219,019)</u>	<u>(222,183)</u>
	Closing shareholders' funds	<u>(201,538)</u>	<u>(219,019)</u>
13	Contingent liabilities		
	There were no known contingent liabilities at the balance sheet date.		
14	Capital commitments		
	There were no major capital commitments as at the balance sheet date		

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2002

15 Employees

Number of employees

There were no employees during the year apart from the directors. The directors received no remuneration during the year.

16 Ultimate Controlling Party and Related Party Transactions

The director is aware of the identity of the ultimate controlling party. However, they are under a duty of confidentiality that prevents them from disclosing certain information otherwise required by Financial Reporting Standard 8. Therefore they have taken the exemption offered by the Standard in respect of confidentiality.