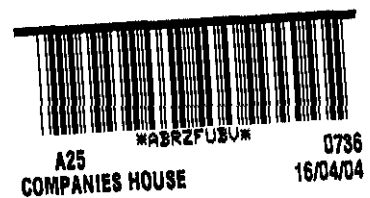


Company Registration No. 2991809

SANDCOURT LIMITED
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2003

11132-A-2003

Registered Office
23 Bullescroft Road
Edgeware
Middlesex
HA8 8RN



SANDCOURT LIMITED

DIRECTOR'S REPORT FOR THE YEAR ENDED 30 JUNE 2003

The director presents her report and financial statements for the year ended 30 June 2003.

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 July 2002:

A M Taylor	(Resigned 2 July 2002)
C Stewart	(Resigned 2 July 2002)
L R Taylor	

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 her to ensure that the financial statements comply with the Companies Act 1985. She 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


.....
L R Taylor (Director)

Date: 05/08/04

MeesPierson Intertrust

ACCOUNTANTS' REPORT TO THE DIRECTOR ON THE ACCOUNTS OF SANDCOURT LIMITED

We report on the accounts for the year ended 30 June 2003.

As described on the balance sheet you are responsible for the preparation of the accounts for the year ended 30 June 2003, set out on pages 3 to 10 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

OS/OS/BL

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, M.W. Denton, P.N. Eckersley, D.F. Lavin, S.E. McGowan, S.J. Turner

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

SANDCOURT LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 30 JUNE 2003**

	Notes	2003 £	2002 £
Administrative expenses		(4,141)	(4,299)
Operating loss	2	(4,141)	(4,299)
Other interest receivable and similar income	3	392	553
Loss on ordinary activities before taxation		(3,749)	(3,746)
Tax on loss on ordinary activities	4	-	(317)
Loss on ordinary activities after taxation	8	(3,749)	(4,063)
Profit brought forward at 1 July 2002		33,751	37,814
Profit carried forward at 30 June 2003		30,002	33,751

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.

SANDCOURT LIMITED

**STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
FOR THE YEAR ENDED 30 JUNE 2003**

	2003	2002
	£	£
Loss for the financial year	(3,749)	(4,063)
<i>Currency translation differences on foreign currency loans</i>	<i>(56,244)</i>	<i>(63,513)</i>
<i>Currency translation differences on foreign currency investments</i>	<i>56,244</i>	<i>63,513</i>
	<hr/>	<hr/>
Total recognised gains and losses relating to the year	(3,749)	(4,063)
	<hr/>	<hr/>

SANDCOURT LIMITED


**BALANCE SHEET
AS AT 30 JUNE 2003**

	Notes	2003 £	£	2002 £	£
Fixed assets					
Investments	5		969,934		913,690
Current assets					
Cash at bank and in hand		6,765		7,113	
		<u>6,765</u>		<u>7,113</u>	
Creditors: amounts falling due within one year	6	<u>(945,697)</u>		<u>(886,052)</u>	
Net current liabilities			<u>(938,932)</u>		<u>(878,939)</u>
Total assets less current liabilities			<u>31,002</u>		<u>34,751</u>
Capital and reserves					
Called up share capital	7		1,000		1,000
Profit and loss account	8		30,002		33,751
Shareholders' funds - equity interests	9		<u>31,002</u>		<u>34,751</u>

In preparing these financial statements:

- 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;
- No notice has been deposited under Section 249B(2) of the Companies Act 1985, and
- The director acknowledges her responsibilities for:
 - ensuring that the company keeps accounting records which comply with Section 221 of the Companies Act 1985, and
 - 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 05/07/03.


L F Taylor
Director

SANDCOURT LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2003

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 financial statements have been prepared on the going concern basis. This is considered appropriate as the ultimate beneficial shareholders will continue to provide financial support to the company for the foreseeable future.

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 Investments

Fixed asset investments are stated at cost less provision for diminution in value.

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 Pounds 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.

1.5 Group accounts

The financial statements present information about the company as an individual undertaking and not about its group. The company and its subsidiary undertaking comprise a small-sized group. The company has therefore taken advantage of the exemptions provided by section 248 of the Companies Act 1985 not to prepare group accounts.

2 Operating loss	2003	2002
	£	£
Operating loss is stated after charging:		
Accountancy	834	764
	<hr/>	<hr/>
3 Other interest receivable and similar income	2003	2002
	£	£
Profit on foreign exchange	392	553
	<hr/>	<hr/>
	<hr/>	<hr/>
	392	553
	<hr/>	<hr/>

SANDCOURT LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 30 JUNE 2003

4 Taxation	2003	2002
	£	£
Domestic current year tax		
Corporation tax at 30.00% (2002 - 30.00%)	-	-
Adjustment for prior years	-	317
	<u>-</u>	<u>317</u>
Current tax charge	<u>-</u>	<u>317</u>
 Factors affecting the tax charge for the year		
Loss on ordinary activities before taxation	(3,749)	(3,746)
	<u>(3,749)</u>	<u>(3,746)</u>
 Loss on ordinary activities before taxation multiplied by the standard rate of corporation tax of 30.00% (2002: 30.00%)	(1,125)	(1,124)
	<u>(1,125)</u>	<u>(1,124)</u>
Effects of:		
Losses not recognised for accounting purposes	1,125	1,124
Adjustments to previous periods	-	317
	<u>1,125</u>	<u>1,441</u>
Current tax charge	<u>-</u>	<u>317</u>

On the basis of these financial statements no provision has been made for corporation tax.

SANDCOURT LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 30 JUNE 2003

5 Fixed asset investments

	Shares in subsidiary undertakings £
Cost	
At 1 July 2002	913,690
Revaluation	56,244
	<hr/>
At 30 June 2003	969,934
	<hr/>
At 30 June 2002	913,690
	<hr/>

Holdings of 20% or more

The company holds 20% or more of the share capital of the following companies:

Company	Country of registration or incorporation	Class	Shares held %
Subsidiary undertakings			
Satrifel S.L.	Spain	ordinary	99

The aggregate amount of capital and reserves and the results of these undertakings for the last relevant financial year were as follows:

	Principal Activity	Capital and reserves 2003 £	Profit for the year 2003 £
Satrifel S.L.	Real Estate	1,360,453	26,505
		<hr/>	<hr/>

6 Creditors: amounts falling due within one year

	2003 £	2002 £
Other creditors	939,430	883,186
Accruals and deferred income	6,267	2,866
	<hr/>	<hr/>
	945,697	886,052
	<hr/>	<hr/>

SANDCOURT LIMITED

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 30 JUNE 2003**

7 Share capital	2003 No.	2002 No.
Authorised		
1,000 ordinary £1 shares	1,000	1,000
	<u> </u>	<u> </u>
Allotted, called up and fully paid	£	£
1,000 ordinary £1 shares	1,000	1,000
	<u> </u>	<u> </u>

8 Statement of movements on profit and loss account	Profit and loss account £
Balance at 1 July 2002	33,751
Retained loss for the year	(3,749)
	<u> </u>
Balance at 30 June 2003	30,002
	<u> </u>

9 Reconciliation of movements in shareholders' funds	2003 £	2002 £
Loss for the financial year	(3,749)	(4,063)
Other recognised gains and losses	56,244	63,513
	<u> </u>	<u> </u>
Net addition to shareholders' funds	(3,749)	59,450
Opening shareholders' funds	34,751	38,814
	<u> </u>	<u> </u>
Closing shareholders' funds	31,002	34,751
	<u> </u>	<u> </u>

10 Contingent liabilities

There were no known contingent liabilities at the balance sheet date.

11 Capital commitments

There were no major capital commitments as at the balance sheet date

12 Employees

Number of employees

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

SANDCOURT LIMITED

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 30 JUNE 2003**

13 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.