FINANCIAL STATEMENTS

for the year ended

31 March 2001

*A54 DZ25
COMPANIES HOUSE 30/05/03

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

F Moussavi

A Zaera-Polo

SECRETARY

F Moussavi

REGISTERED OFFICE

International House Queens Road Brighton East Sussex BN1 3XE

AUDITORS

Baker Tilly Chartered Accountants International House Queens Road Brighton East Sussex BN1 3XE

DIRECTORS' REPORT

The directors submit their report and financial statements of F O Architects Limited for the year ended 31 March 2001.

PRINCIPAL ACTIVITIES

The principal activity of the company during the year was to tender for, obtain and carry out architectural commissions.

THE DIRECTORS AND THEIR INTERESTS IN SHARES OF THE COMPANY

The directors who served the company during the year together with their beneficial interests in the shares of the company were as follows:

| | Ordin | Ordinary Shares of £1 each | |
|--------------|---------------|----------------------------|--|
| | At | At | |
| | 31 March 2001 | 1 April 2000 | |
| F Moussavi | 50 | 50 | |
| A Zaera-Polo | 50 | 50 | |
| | | | |

AUDITORS

Our auditors, BDO Stoy Hayward, Brighton office merged with Baker Tilly with effect from 31 March 2003 and have signed their audit report in their new name. A resolution to reappoint Baker Tilly as auditors to the company will be proposed at the Annual General Meeting

SMALL COMPANY PROVISIONS

This report has been prepared in accordance with the special provisions for small companies under Part VII of the Companies Act 1985.

By order of the board

F Moussavi

Company Secretary

17/05/03

DIRECTORS' RESPONSIBILITIES IN THE PREPARATION OF FINANCIAL STATEMENTS

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 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;
- b. make judgements and estimates that are reasonable and prudent;
- c. 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 requirements of 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.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF FO ARCHITECTS LIMITED

We have audited the financial statements on pages 6 to 11.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom 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 to you 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 other information contained in the Annual Report, and consider whether it is consistent with the audited financial statements. This other information comprises only the Directors' Report. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

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 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.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF FO ARCHITECTS LIMITED (continued)

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs at 31 March 2001 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

BAKER TILLY

Registered Auditor Chartered Accountants International House Queens Road Brighton East Sussex BN1 3XE

29/5/03

PROFIT AND LOSS ACCOUNT for the year ended 31 March 2001

| | Notes | 2001 £ | 2000 £ |
|---|-------|-----------|-----------|
| TURNOVER | | 923,785 | 3,938,935 |
| Cost of sales | | 791,925 | 3,828,316 |
| Gross profit | | 131,860 | 110,619 |
| Administrative expenses | | 32,955 | 39,084 |
| OPERATING PROFIT | 1 | 98,905 | 71,535 |
| Interest receivable | | 1,868 | 88 |
| PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION | | 100,773 | 71,623 |
| Taxation | 2 | 30,000 | 23,127 |
| RETAINED PROFIT FOR THE FINANCIAL YEAR | | 70,773 | 48,496 |

The operating profit for the year arises from the company's continuing operations.

No separate Statement of Total Recognised Gains and Losses has been presented as all such gains and losses have been dealt with in the Profit and Loss Account.

BALANCE SHEET

31 March 2001

| | Notes | 2001 £ | 2000 £ |
|---|-------|-----------|-----------|
| FIXED ASSETS | | | |
| Tangible assets | 3 | 41,605 | 42,962 |
| CURRENT ASSETS | | | |
| Debtors | 4 | 442,214 | 2,501,403 |
| Cash at bank | | 662,626 | 365,106 |
| | | 1,104,840 | 2,866,509 |
| CREDITORS Amounts falling due within one year | 5 | 701,472 | 1,885,271 |
| NET CURRENT ASSETS | | 403,368 | 981,238 |
| TOTAL ASSETS LESS CURRENT LIABILITIES | | 444,973 | 1,024,200 |
| PROVISIONS FOR LIABILITIES AND CHARGES | | | |
| Other provisions | 6 | 339,821 | 989,821 |
| | | 105,152 | 34,379 |
| CAPITAL AND RESERVES | | | |
| Called up equity share capital | 8 | 100 | 100 |
| Profit and loss account | 9 | 105,052 | 34,279 |
| SHAREHOLDERS' FUNDS | 10 | 105,152 | 34,379 |

These financial statements have been prepared in accordance with the special provisions for small companies under Part VII of the Companies Act 1985.

These financial statements were approved by the directors on the 17/05/3.... and are signed on their behalf by:

F Moussavi

Director

ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The financial statements have been prepared under the historical cost convention.

CASH FLOW STATEMENT

The directors have taken advantage of the exemption in Financial Reporting Standard No 1 (revised) from including a cash flow statement in the financial statements on the grounds that the company is small.

TURNOVER

The turnover shown in the profit and loss account represents amounts invoiced during the year, exclusive of Value Added Tax.

FIXED ASSETS

All fixed assets are initially recorded at cost.

DEPRECIATION

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Leasehold Property

- 10% on a staight line basis

Compter Equipment

- 20% on a straight line basis

Fixture & Fitting

- 15% on a straight line basis

OPERATING LEASE AGREEMENTS

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease.

FOREIGN CURRENCIES

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences are taken into account in arriving at the operating profit.

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2001

| 1 | OPERATING PROFIT | | | | |
|---|--|----------------------------|---------------------------|-----------------------------|----------------------------------|
| | Operating profit is stated after charging/(c | rediting): | | 2001 | 2000 |
| | Directors' emoluments Depreciation | | | £ 132,664 12,724 | £ 36,670 14,749 |
| | Net (profit)/loss on foreign currency transl | lation | | (792) | 17,651 |
| 2 | TAX ON PROFIT ON ORDINARY ACT | IVITIES | | | |
| | | | | 2001 £ | 2000 £ |
| | Current tax: | | | ~ | ~ |
| | UK Corporation tax based on the results | for the year at 20% | (2000 - 20%) | 30,000 | 23,127 |
| | Total current tax | | | 30,000 | 23,127 |
| 3 | TANGIBLE FIXED ASSETS | | | | |
| | | Leasehold Property £ | Plant & Machinery £ | Fixtures & Fittings £ | Total £ |
| | Cost At 1 April 2000 Additions | 26,281 7,000 | 28,121 | 21,916 4,367 | 76,318 11,367 |
| | At 31 March 2001 | 33,281 | 28,121 | 26,283 | 87,685 |
| | Depreciation At 1 April 2000 Charge for the year | 3,328 | 22,666 5,454 | 10,690 3,942 | 33,356 12,724 |
| | At 31 March 2001 | 3,328 | 28,120 | 14,632 | 46,080 |
| | Net book value At 31 March 2001 | 29,953 | _1 | 11,651 | 41,605 |
| | At 31 March 2000 | 26,281 | 5,455 | 11,226 | 42,962 |
| 4 | DEBTORS | | | | |
| | Trade debtors Directors current accounts | | | 2001 £ 434,439 | 2000 £ 2,448,702 28,149 |
| | VAT recoverable Other debtors | | | 2,177 5,598 | 4,555 19,997 |
| | Outer actions | | | 442,214 | 2,501,403 |
| | | | | | |

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2001

| 5 | CREDITORS: Amounts falling due within one year | | |
|---|--|-------------|-----------|
| | | 2001 | 2000 |
| | | £ | £ |
| | Bank loans and overdrafts | 37,606 | _ |
| | Trade creditors | 619,408 | 1,867,887 |
| | Corporation tax | 35,627 | 5,627 |
| | Other creditors | 8,831 | 11,757 |
| | | 701,472 | 1,885,271 |
| 6 | OTHER PROVISIONS | | |

| | 2001 |
|-------------------------|-----------|
| | £ |
| Losses provision: | |
| Balance brought forward | 989,821 |
| Movement for year | (650,000) |
| | 339,821 |
| | |

7 RELATED PARTY TRANSACTIONS

The company was under the control of F Moussavi and A Zero-Polo who between them own 100% of the issued share capital.

The company incurred expenditure of £7,000 in continuing conversion of offices property which is owned by the directors. This property is occupied by the company rent free.

At the year end the company owed the directors £316 by way of a loan. The maximum overdrawn balance by the directors during the year was £35,984.

8 SHARE CAPITAL

9

| | 2001 £ | 2000 £ |
|--|-----------|-----------|
| Authorised: | | |
| 100 Ordinary shares of £1 each | 100 | 100 |
| | 2001 | 2000 |
| | £ | £ |
| Allotted, called up and fully paid: | | |
| 100 Ordinary shares of £1 each | 100 | 100 |
| PROFIT AND LOSS ACCOUNT | | |
| | 2001 | 2000 |
| | £ | £ |
| At 1 April 2000 | 34,279 | (14,217) |
| Retained profit for the financial year | 70,773 | 48,496 |
| At 31 March 2001 | 105,052 | 34,279 |

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2001

10 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

| | 2001 | 2000 |
|--|---------|----------|
| | £ | £ |
| Profit for the financial year | 70,773 | 48,496 |
| Opening shareholders' equity funds/(deficit) | 34,379 | (14,117) |
| Closing shareholders' equity funds | 105,152 | 34,379 |