

Company Registration No. 3460920 (England and Wales)

Chiltern Trust Company Limited

Directors' report and financial statements

For the period ended 31 March 1999



Chiltern Trust Company Limited

Company Information

Directors	AD Bischoff DNG Hughes GP Leask DR Perrin JL Skilton	(Appointed 30 October 1997) (Appointed 30 October 1997) (Appointed 21 May 1999) (Appointed 30 October 1997 – resigned 29 July 1998) (Appointed 29 July 1998 – resigned 21 May 1999)
Secretary	JS Freedman	(Appointed 24 February 1999)
Company number	3460920	
Registered office	Sceptre House 169/173 Regent Street London W1R 7FB	
Auditors	PricewaterhouseCoopers	
Business address	Sceptre House 169/173 Regent Street London W1R 7FB	

Chiltern Trust Company Limited

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Chiltern Trust Company Limited

Directors' report

For the period ended 31 March 1999

The directors present their report and financial statements for the period from incorporation on 30 October 1997 to 31 March 1999.

Principal activities

The company commenced trading on 1 April 1998. The principal activity of the company is to act as a corporate trustee.

Results and dividends

The results for the year are set out on page 4.

Directors

The following directors have held office since 30 October 1997:-

AD Bischoff	(Appointed 30 October 1997)
DNG Hughes	(Appointed 30 October 1997)
GP Leask	(Appointed 21 May 1999)
DR Perrin	(Appointed 30 October 1997 – resigned 29 July 1998)
JL Skilton	(Appointed 29 July 1998 – resigned 21 May 1999)

Directors' interests

The directors had no interest in the shares of the company at any time during the period. The interests of AD Bischoff and GP Leask in the share capital of the ultimate parent undertaking are disclosed in the accounts of Chiltern Group Plc.

During the course of the year Chiltern Group Plc issued options to purchase ordinary shares in that company. The option relating to AD Bischoff is disclosed in the accounts of Chiltern Group Plc. The options relating to DNG Hughes are disclosed in the accounts of Williams Jeffery Barber International Limited. The options relating JL Skilton are disclosed in the accounts of Chiltern International Services Limited.

Auditors

In accordance with section 385 of the Companies Act 1985, a resolution proposing that PricewaterhouseCoopers be re-appointed will be put forward to the Annual General Meeting.

Chiltern Trust Company Limited

Directors' report (continued)

For the period ended 31 March 1999

Directors' responsibilities

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:-

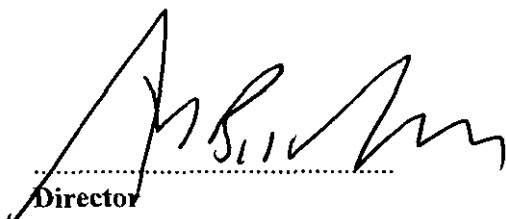
- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The 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 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.

Year 2000

The policy as regards the year 2000 problem and the effects thereof are disclosed in the accounts of Chiltern Group Plc.

By order of the board


.....
Director

25/8/99
.....
Date

Chiltern Trust Company Limited

Auditors' report

To the shareholders of Chiltern Trust Company Limited

We have audited the financial statements on pages 4 to 8, which have been prepared under the historical cost convention and the accounting policies set out on page 6.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the Annual Report, including as described on page 1 and 2 of the financial statements. Our responsibilities, as independent auditors, are established by statute, the Auditing Practices Board and our profession's ethical guidance.

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. 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 is not disclosed.

We read the other information contained in the Annual Report and consider the implications for our report if we become aware of any apparent misstatement or material inconsistencies with the financial statements.

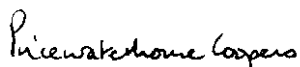
Basis of audit opinion

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.

Opinion

In our opinion, the financial statements give a true and fair view of the state of the company's affairs at 31 March 1999 and of its profit for the period then ended and have been properly prepared in accordance with the Companies Act 1985.



PricewaterhouseCoopers

Chartered Accountants and Registered Auditors
London

Date: 25 August 1999

Chiltern Trust Company Limited

Profit and loss account

For the period ended 31 March 1999

	Notes	17 Months to 31.3.99 £
Turnover	2	26,454
Administration expenses	3	(2,504)
Operating profit	4	23,950
Interest receivable		2
Profit on ordinary activities before taxation		23,952
Tax on profit on ordinary activities	5	(6,000)
Retained profit carried forward		17,952

The profit and loss account has been prepared on the basis that all operations are continuing operations.

There are no recognised gains or losses other than those recorded in the profit and loss account.

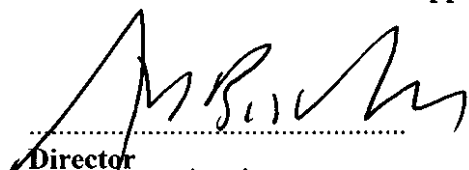
Chiltern Trust Company Limited

Balance sheet

As at 31 March 1999

	Notes	1999 £	£
Current assets			
Debtors	6	274,383	
Cash at bank and in hand		77	
		<u>274,460</u>	
Creditors: amounts falling due within one year	7	<u>(6,508)</u>	
Total assets less current liabilities			<u>267,952</u>
Capital and reserves			
Called up share capital	8		250,000
Profit and loss account			<u>17,952</u>
Shareholders' funds – equity interests	9		<u>267,952</u>

The financial statements were approved by the board on 25/8/99



Director

25/8/99

Date

The notes on pages 6 to 8 form an integral part of these financial statements

Chiltern Trust Company Limited

Notes to the financial statements For the period ended 31 March 1999

1 Accounting Policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention.

1.2 Compliance with accounting standards

The financial statements have been prepared in accordance with applicable Accounting Standards.

The company has taken advantage of the exemption in Financial Reporting Standard No.1 from producing a cash flow statement since a consolidated cashflow statement is included in the accounts of the company's parent undertaking, Chiltern Group Plc.

1.3 Turnover

Turnover represents amounts receivable for services rendered net of VAT and trade discounts.

2 Turnover

The total turnover of the company for the period has been derived from its principal activity undertaken in the United Kingdom.

3 Administration expenses

None of the directors received remuneration with respect to the company during the period.

4 Operating profit

**17 Months
to 31.03.99**
£

Operating profit is stated after charging:-

Auditors' remuneration

-

The auditors' remuneration is borne by the parent company, Chiltern Group Plc.

5 Taxation

**17 Months
to 31.03.99**
£

U.K. current year taxation

U.K. corporation tax at 31%

6,000

There is no material unprovided liability for deferred taxation at 31 March 1999.

Chiltern Trust Company Limited

Notes to the financial statements (continued) For the period ended 31 March 1999

6	Debtors	1999 £
	Amounts owed by group undertakings	<u>274,383</u>
7	Creditors: Amounts falling due within one year	1999 £
	Amounts owed to group undertakings	23
	Accruals	485
	Corporation tax	<u>6,000</u>
		<u>6,508</u>
8	Share capital	1999 £
	Authorised	
	250,000 Ordinary shares of £1 each	<u>250,000</u>
	Allotted, called up and fully paid	
	250,000 Ordinary shares of £1 each	<u>250,000</u>
	On incorporation, 100,000 £1 shares were issued at par to provide an initial capital base. On 27 August 1998 a further 150,000 shares were issued at par to provide additional working capital for the company.	
9	Reconciliation of movements in shareholders' funds	1999 £
	Profit for the financial period	15,952
	Proceeds of share issues	<u>250,000</u>
	Closing shareholders' funds	<u>265,952</u>

Chiltern Trust Company Limited

Notes to the financial statements (continued) **For the period ended 31 March 1999**

10 Contingent liabilities

There were no contingent liabilities at the balance sheet date.

11 Capital commitments

There were no capital commitments at the balance sheet date.

12 Related party transactions

The company has taken advantage of the exemption under FRS8 not to disclose intra-group related party transactions.

13 Parent companies

Chiltern Group Plc, a company registered in England and Wales, is the immediate controlling party and the parent undertaking of the smallest group to consolidate the accounts of the company. Copies of the consolidated accounts of the company are available from the Registrar of Companies.

The directors consider Chiltern Participations Limited, a company incorporated in Jersey, to be the ultimate parent company.

The Company's ultimate controlling parties are the Trustees of the Habib Settlement.