

Wyn-Ro Developments Limited

FINANCIAL STATEMENTS

for the year ended

31 May 1999



Wyn-Ro Developments Limited

DIRECTORS AND OFFICERS

DIRECTORS

R Tchenguiz
V A Tchenguiz

SECRETARY

M H P Ingham

COMPANY NUMBER

2384078 (England)

REGISTERED OFFICE

18 Upper Grosvenor Street
London
W1X 9PB

AUDITORS

Baker Tilly
The Clock House
140 London Road
Guildford
Surrey GU1 1UW

SOLICITORS

Julian Holy
31 Brechin Place
London
SW7 4QD

Wyn-Ro Developments Limited

DIRECTORS' REPORT

The directors submit their report and financial statements of Wyn-Ro Developments Limited for the year ended 31 May 1999.

PRINCIPAL ACTIVITIES

The principal activity of the company, which has remained unchanged during the financial year, was property investment.

REVIEW OF THE BUSINESS

In the opinion of the directors the result for the year and the financial position of the company at 31 May 1999 were satisfactory given the support of the United Kingdom holding company.

DIVIDENDS

The directors do not recommend payment of a dividend.

DIRECTORS

The following directors have held office since 1 June 1998:-

R Tchenguiz
V A Tchenguiz

DIRECTORS' INTERESTS IN SHARES

The directors at 31 May 1999 had no beneficial interest in the share capital of the company at any time during the year.

The interests of the directors in the share capital of the United Kingdom holding company, Rotch Property Group Limited, are set out in the directors' report of that company.

INVESTMENT PROPERTY

The investment property held at 31 May 1999 was valued as at that date at £700,000 by the directors. There was no increase in valuation during the year.

YEAR 2000

A centrally managed and co-ordinated programme was undertaken to address the impact on the business of the Year 2000 and this was completed before the end of 1999. All computer systems, telecommunication and other technical systems were assessed. The incremental cost of this programme was not material.

Subsequent to this review, it appears that the company's systems and processes are Year 2000 compliant, and the directors anticipate that this will continue to be the case.

Wyn-Ro Developments Limited

DIRECTORS' REPORT

AUDITORS

Pursuant to an elective resolution, the company has elected not to re-appoint its auditors annually and Baker Tilly, Chartered Accountants, will therefore continue in office in accordance with the provisions of section 386 of the Companies Act 1985.

By order of the board



R Tchenguiz
Director

31 March 2000

Wyn-Ro Developments Limited

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:

- a. 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 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.

AUDITORS' REPORT TO THE SHAREHOLDERS OF WYN-RO DEVELOPMENTS LIMITED

We have audited the financial statements on pages 6 to 13, which have been prepared in accordance with the accounting policies set out on page 9.

Respective responsibilities of directors and auditors

As described on page 4 the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

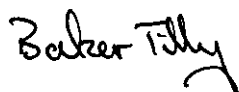
Basis of opinion

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 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 as at 31 May 1999 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



BAKER TILLY

Registered Auditor
Chartered Accountants
The Clock House
140 London Road
Guildford
Surrey GU1 1UW

31 March 2000

Wyn-Ro Developments Limited

PROFIT AND LOSS ACCOUNT

for the year ended 31 May 1999

| | <i>Notes</i> | 1999 £ | 1998 £ |
|--|--------------|-----------|-----------|
| RENT RECEIVABLE | | 54,500 | 54,646 |
| Other operating expenses | 1 | (6,278) | (4,549) |
| OPERATING PROFIT | | 48,222 | 50,097 |
| Interest receivable | | - | 1,745 |
| | | 48,222 | 51,842 |
| Interest payable and similar charges | 2 | (50,383) | (50,245) |
| (LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION | 3 | (2,161) | 1,597 |
| Taxation | 5 | - | - |
| (LOSS)/PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION | 12 | (2,161) | 1,597 |

All amounts derive from continuing activities.

Wyn-Ro Developments Limited

PROFIT AND LOSS ACCOUNT

for the year ended 31 May 1999

STATEMENT OF RECOGNISED GAINS AND LOSSES

| | <i>Notes</i> | 1999 £ | 1998 £ |
|---|--------------|-----------|-----------|
| (Loss)/profit for the financial year | | (2,161) | 1,597 |
| Unrealised surplus on revaluation of property | 6 | - | 5,000 |
| | | <hr/> | <hr/> |
| Total gains and losses recognised since last financial statements | | (2,161) | 6,597 |
| | | <hr/> | <hr/> |

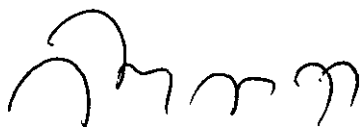
Wyn-Ro Developments Limited

BALANCE SHEET

31 May 1999

| | <i>Notes</i> | 1999 £ | 1998 £ |
|---|--------------|-----------------|-----------------|
| FIXED ASSETS | | | |
| Tangible assets | 6 | 700,000 | 700,000 |
| CURRENT ASSETS | | | |
| Debtors | 7 | 58,604 | 22,033 |
| CREDITORS: Amounts falling due within one year | 8 | (139,978) | (102,842) |
| NET CURRENT LIABILITIES | | <u>(81,374)</u> | <u>(80,809)</u> |
| TOTAL ASSETS LESS CURRENT LIABILITIES | | 618,626 | 619,191 |
| CREDITORS: Amounts falling due after more than one year | 9 | (501,669) | (500,073) |
| NET ASSETS | | <u>116,957</u> | <u>119,118</u> |
| CAPITAL AND RESERVES | | | |
| Called up share capital | 11 | 2 | 2 |
| Revaluation reserve | 12 | 120,525 | 120,525 |
| Profit and loss account | 12 | (3,570) | (1,409) |
| EQUITY SHAREHOLDERS' FUNDS | 13 | <u>116,957</u> | <u>119,118</u> |

Approved by the board on 31 March 2000



R Tchenguiz
Director

Wyn-Ro Developments Limited

ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The financial statements have been prepared in accordance with applicable accounting standards.

The following accounting standards have been used consistently in dealing with items which are considered material in relation to the financial statements.

The financial statements have been prepared under the historical cost convention with the exception of land and buildings which are stated at revalued amounts.

INVESTMENT PROPERTIES

In accordance with Statement of Standard Accounting Practice No. 19, investment properties are revalued annually and the aggregate surplus or deficit is transferred to a revaluation reserve. No depreciation or amortisation is provided in respect of freehold investment properties and leasehold investment properties with over 20 years to run.

This treatment may be a departure from the requirements of the Companies Act concerning depreciation of fixed assets.

However, these properties are not held for consumption but for investment and the directors consider that systematic annual depreciation would be inappropriate. The accounting policy adopted is therefore necessary for the financial statements to give a true and fair view. Depreciation or amortisation is only one of the many factors reflected in the annual valuation and the amount which might otherwise have been shown cannot be separately identified or quantified.

DEFERRED TAXATION

Deferred taxation is calculated on the liability method. It is provided to the extent that it is considered, with reasonable probability, that a liability will become payable within the foreseeable future.

No provision is made for any liability to tax that would arise in the event of the sale of the investment property at the value at which it is stated in the financial statements. However, an estimate of this liability is disclosed in note 10.

CASH FLOW STATEMENT

The company is exempt from the requirement to prepare a cash flow statement as it is a wholly owned subsidiary undertaking.

Wyn-Ro Developments Limited

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 May 1999

| | | |
|--|-------------------|-------------------|
| 1. OTHER OPERATING EXPENSES | 1999 £ | 1998 £ |
| Administrative expenses | 6,278 | 4,549 |
| | <u> </u> | <u> </u> |
| 2. INTEREST PAYABLE | 1999 £ | 1998 £ |
| On amounts payable to group undertakings | 49,544 | 50,039 |
| Other interest | 839 | 206 |
| | <u> </u> | <u> </u> |
| | 50,383 | 50,245 |
| | <u> </u> | <u> </u> |
| 3. (LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION | 1999 £ | 1998 £ |
| (Loss)/Profit on ordinary activities before taxation is stated after charging/(crediting): | | |
| Auditors' remuneration | 500 | 500 |
| | <u> </u> | <u> </u> |

4. EMPLOYEES

There were no employees during the year apart from the directors, who received no emoluments.

5. TAXATION

There is no current charge to taxation in view of the losses incurred.

Wyn-Ro Developments Limited

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 May 1999

6. TANGIBLE FIXED ASSETS

| | <i>Investment property £</i> |
|-----------------------------|--------------------------------------|
| Cost or valuation | |
| 1 June 1998 and 31 May 1999 | 700,000 |

The property was valued as at 31 May 1999 at £700,000 (1998 £700,000) by the directors.

The original cost of the property was £579,475 (1998 £579,475).

Investment property at net book value comprises:

| | 1999 £ | 1998 £ |
|----------|-----------|-----------|
| Freehold | 700,000 | 700,000 |

7. DEBTORS

| | 1999 £ | 1998 £ |
|--|-----------|-----------|
| Due within one year | | |
| Trade debtors | 22,031 | 22,031 |
| Amounts owed by United Kingdom holding company | 36,396 | - |
| Amounts owed by group undertakings | 2 | 2 |
| Other debtors | 175 | - |
| | 58,604 | 22,033 |

8. CREDITORS: Amounts falling due within one year

| | 1999 £ | 1998 £ |
|--|-----------|-----------|
| Trade creditors | 1,702 | - |
| Amounts owed to United Kingdom holding company | - | 10,230 |
| Amounts owed to group undertakings | 83,498 | 44,339 |
| Taxes and social security costs | 19,888 | 14,238 |
| Accruals and deferred income | 34,890 | 34,035 |
| | 139,978 | 102,842 |

Wyn-Ro Developments Limited

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 May 1999

| 9. CREDITORS: Amounts falling due in more than one year | 1999 | 1998 |
|---|---------|---------|
| | £ | £ |
| Amounts owed to group undertakings | 501,669 | 500,073 |
| Loan maturity analysis: | | |
| Between one and two years | 4,365 | 4,877 |
| Between two and five years | 16,069 | 17,954 |
| In five years or more | 481,235 | 477,242 |

The group undertaking loan is financed by a loan from a third party to that group undertaking which is secured on the company's freehold property and bears interest between 9.32% and 10.19% annum. The loan is subject to cross-guarantees and cross-collateralisation of the underlying properties used as security with other group loans. The total value of the group loans subject to this cross-collateralisation, including company's, is £90,324,824.

10. DEFERRED TAXATION

No provision for deferred taxation has been made in respect of the property held as an investment which is included in these financial statements at a valuation of £700,000 (1998 £700,000). It is estimated that if this property were to be sold at that valuation the tax liability would amount to £26,000 (1998 £29,000).

| 11. SHARE CAPITAL | 1999 | 1998 |
|---------------------------------|------|------|
| | £ | £ |
| Authorised | | |
| 100 ordinary shares of £ 1 each | 100 | 100 |
| Allotted, issued and fully paid | | |
| 2 ordinary shares of £ 1 each | 2 | 2 |

12. STATEMENT OF MOVEMENT ON RESERVES

| | Revaluation reserve £ | Profit and loss account £ |
|----------------------------|-----------------------------|---------------------------------|
| 1 June 1998 | 120,525 | (1,409) |
| Retained loss for the year | - | (2,161) |
| 31 May 1999 | 120,525 | (3,570) |

Wyn-Ro Developments Limited

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 May 1999

| 13. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS | 1999 | 1998 |
|--|---------|---------|
| | £ | £ |
| (Loss)/Profit for the financial year | (2,161) | 1,597 |
| Other recognised gains and losses | - | 5,000 |
| | <hr/> | <hr/> |
| Net (depletion in)/addition to shareholders' funds | (2,161) | 6,597 |
| Opening shareholders' funds | 119,118 | 112,521 |
| | <hr/> | <hr/> |
| Closing shareholders' funds | 116,957 | 119,118 |
| | <hr/> | <hr/> |

14. OWNERSHIP AND CONTROL

The company's closest intermediate holding company for which group accounts are drawn up is Wyn-Ro Properties Limited, which is registered in England. This parent undertaking is the holding company of the smallest group for which group accounts are prepared and of which the company is a member. Copies of the financial statements are available from Companies House, Crown Way, Maindy, Cardiff, CF4 3UZ.

The company's ultimate United Kingdom holding company for which group accounts are drawn up is Rotch Property Group Limited, which is registered in England. This parent undertaking is the holding company of the largest group for which group accounts are prepared and of which the group is a member. Copies of the financial statements are available from Companies House, Crown Way, Maindy, Cardiff, CF4 3UZ.

In view of the company's deficiency of current assets, this holding company has agreed to provide financial support as and when required in order for the company to meet its external obligations.

The directors regard the ultimate holding company to be Vin-Rotch Properties Limited Inc., a company incorporated in the Republic of Panama.

The ultimate controlling party is the Tchenguiz Family Trust.

15. RELATED PARTY TRANSACTIONS

The company is exempt from disclosing intra-group related party transactions under Financial Reporting Standard 8 by virtue of it being a wholly owned subsidiary undertaking of Wyn-Ro Properties Limited, for which group accounts are prepared.