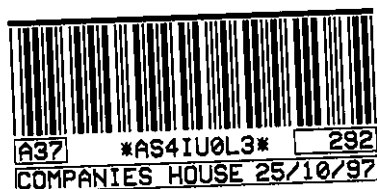


REPORT AND ACCOUNTS

Trinity Park (Birmingham) Management Limited

5 APRIL 1997



Trinity Park (Birmingham) Management Limited

Registered No 02611804

DIRECTORS

B Summers

P J Hadden

J Kirkpatrick

S Murphy

T W Broadfield (Alternate)

P J Chatfield (Alternate)

T G Lippiatt (Alternate)

SECRETARY

C J C Westwood

AUDITORS

Ernst & Young

Chartered Accountants

One Colmore Row

Birmingham

B3 2DB

BANKERS

Barclays Bank PLC

15 Colmore Row

Birmingham

B3 2BY

SOLICITORS

Clifford Chance

200 Aldersgate Street

London

EC1A 4JJ

REGISTERED OFFICE

Birmingham International Airport

Birmingham

B26 3QJ

Trinity Park (Birmingham) Management Limited

DIRECTORS' REPORT

The directors present their report and accounts for the year ended 5 April 1997.

RESULTS

The results for the period are set out on page 6. The costs incurred in the management of the estate are fully recovered from the Company's shareholders.

PRINCIPAL ACTIVITY

The principal activity of the Company is the management of Trinity Park, a development of office buildings adjacent to Birmingham International Airport and the National Exhibition Centre.

Trinity Park (Birmingham) Management Limited

DIRECTORS' REPORT

DIRECTORS AND THEIR INTERESTS

The directors during the period were as follows:

B Summers
P J Hadden
J Kirkpatrick
S Murphy
T Broadfield (Alternate to B Summers)
P J Chatfield (Alternate to P J Hadden)
T G Lippiatt (Alternate to J Kirkpatrick)

No director had any interest in the share capital of the Company.

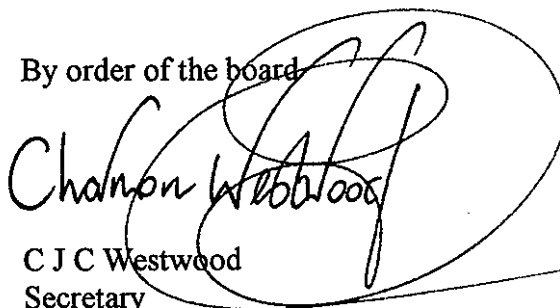
AUDITORS

Ernst & Young have confirmed their willingness to continue in office and a resolution proposing their re-appointment will be submitted at the forthcoming Annual General Meeting.

SMALL COMPANY EXEMPTIONS

The directors have taken advantage of the exemptions conferred by Part II of Schedule 8 to the Companies Act 1985.

By order of the board



C J C Westwood
Secretary

23 September 1997

Trinity Park (Birmingham) Management Limited

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

Company law requires the directors to prepare accounts 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 accounts, 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 accounts; and
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors confirm that the accounts comply with the above requirements.

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 accounts 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.

Trinity Park (Birmingham) Management Limited

REPORT OF THE AUDITORS

To the members of Trinity Park (Birmingham) Management Limited

We have audited the accounts on pages 6 to 9, which have been prepared under the historical cost convention and on the basis of the accounting policy set out on page 8.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

As described on pages 2 to 4 the Company's directors are responsible for the preparation of the accounts. It is our responsibility to form an independent opinion on the accounts based on our audit and report our opinions to you.

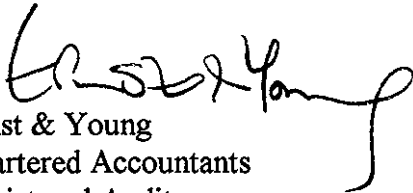
BASIS OF OPINION

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 accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, 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 accounts 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 accounts.

OPINION ON THE ACCOUNTS

In our opinion, the accounts give a true and fair view of the state of affairs of the Company at 5 April 1997 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985 applicable to small companies.



Ernst & Young
Chartered Accountants
Registered Auditor
Birmingham

23 September 1997

Trinity Park (Birmingham) Management Limited

PROFIT & LOSS ACCOUNT

for the year ended 5 April 1997

	<i>Notes</i>	1997 £	1996 £
Turnover	2	74,251	71,800
Cost of sales		74,591	72,878
Net operating Loss	3	<u>(340)</u>	<u>(1,078)</u>
Interest receivable		340	1,078
Profit/(Loss) on Activities		<u>NIL</u>	<u>NIL</u>

There are no recognised gains and losses for the year ended 5 April 1997 and the year ended 5 April 1996.

Trinity Park (Birmingham) Management Limited

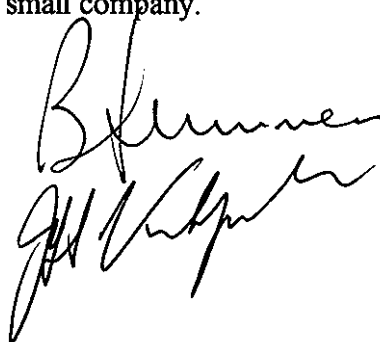
BALANCE SHEET at 5 April 1997

	Notes	1997 £	1996 £
CURRENT ASSETS			
Debtors	4	8,785	11,860
Cash at bank and in hand		37,826	16,742
		<u>46,611</u>	<u>28,602</u>
CREDITORS: amounts falling due within one year	5	<u>46,603</u>	<u>28,594</u>
NET CURRENT ASSETS		<u>8</u>	<u>8</u>
SHARE CAPITAL & RESERVES			
Called up share capital (Equity and Non-Equity)	6	8	8
	7	<u>8</u>	<u>8</u>

The directors have taken advantage of the exemptions conferred by Part I of Schedule 8 to the Companies Act 1985, on the grounds that the Company is entitled to the benefit of those exemptions as a small company.

B Summers)
J Kirkpatrick) Directors

23 September 1997



Trinity Park (Birmingham) Management Limited

NOTES TO THE ACCOUNTS at 5 April 1997

1. ACCOUNTING POLICY

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

2. TURNOVER

Turnover represents the amounts derived from service charges, which are stated net of value added tax, all generated from one continuing activity within the UK.

3. OPERATING LOSS

	1997 £	1996 £
Auditors Remuneration - Audit Services	750	750
- Other Services	1000	1,050
	<u>1750</u>	<u>1,800</u>

Directors emoluments were nil for the year (1996: NIL). The Company employed no staff during the year (1996: NIL).

4. DEBTORS

	1997 £	1996 £
Trade Debtors	8,535	11,795
Prepayments	250	65
	<u>8,785</u>	<u>11,860</u>

5. CREDITORS: amounts falling due within one year

	1997 £	1996 £
Trade Creditors	22,782	15,789
Accruals & Deferred Income	23,821	12,447
Other Taxes and Social Security	-	358
	<u>46,603</u>	<u>28,594</u>

Trinity Park (Birmingham) Management Limited

NOTES TO THE ACCOUNTS at 5 April 1997

6. SHARE CAPITAL

	<i>Authorised</i>		<i>Allotted, called up & fully paid</i>	
	<i>1997</i>	<i>1996</i>	<i>1997</i>	<i>1996</i>
	£	£	£	£
Preference Shares of £1 each	1	1	1	1
Ordinary Shares of £1 each	99	99	7	7
	<u>100</u>	<u>100</u>	<u>8</u>	<u>8</u>
	=====	=====	=====	=====

The Preference Shareholder is entitled to receive notice of and to attend and address any general meeting of the Company at which meeting it shall have on a poll such total number of votes as is one more than three times the number of votes which are as and on such poll in aggregate by the other shareholders in the Company.

On winding up it has a preferential right to be redeemed before the ordinary shares.

It does not carry any further right to participate in the profits or assets of the Company.

7. SHAREHOLDERS' FUNDS

	<i>1997</i>	<i>1996</i>
	£	£
Attributable to Equity Shareholders	7	7
Non-Equity Shareholders	1	1
	<u>8</u>	<u>8</u>
	=====	=====

Trinity Park (Birmingham) Management Limited

NOTES TO THE ACCOUNTS

at 5 April 1997

8. RELATED PARTY TRANSACTIONS

The following entities conducted transactions with Trinity Park (Birmingham) Management Limited (TPBM) during the year ended 5 April 1997 and were considered related parties as defined by FRS (8), Related Party Transactions.

Birmingham Airport Developments Limited (BADL)

BADL owns the Preference Share which carries voting rights outlined in Note 6 to the accounts which enables them to direct the operational and financial policies of TPBM.

3i Group plc, A & J Mucklow (Properties) Limited and National Mutual Life Assurance Society

The above are ordinary shareholders and owners of the Trinity Park site office buildings. The parties have entered into arms length transactions whereby they reimburse the expenses incurred by TPBM in managing the site.

During the year expenses t

otalling £29,077 were charged to 3i Group plc. At the balance sheet date £932 remained outstanding and amounts owing were £10,593.

During the year expenses totalling £23,448 were charged to National Mutual Life Assurance Society. At the balance sheet date £383 remained outstanding and amounts owing were £5,211.

During the year expenses totalling £21,726 were charged to A & J Mucklow (Properties) Limited. At the balance sheet date £994 remained outstanding and amounts owing were £4,828.