

3530679

**WBS INVESTMENT LIMITED**  
**DIRECTOR'S REPORT AND FINANCIAL STATEMENTS**  
**for the year ended**  
**31 December 2002**



# WBS INVESTMENT LIMITED

## COMPANY INFORMATION

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Director P J de Savary

Secretary H Patel

Company Number 3530679 (England)

Registered Office 1st Floor  
59 Knightsbridge  
London  
SW1X 7RA

Auditors MacKenzie Kerr  
Chartered Accountants and Registered Auditors  
Redwood  
19 Culduthel Road  
Inverness  
IV2 4AA

Solicitors Evans Dodd  
5 Balfour Place  
Mount Street  
London  
W1Y 5RG

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**WBS INVESTMENT LIMITED**

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for the year ended 31 December 2002

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# **WBS INVESTMENT LIMITED**

## **DIRECTOR'S REPORT**

for the year ended 31 December 2002

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The director presents his report and the financial statements for the year ended 31 December 2002.

### **Principal activity and review of the business**

WBS Investment Limited was the holding company of a company engaged in the operation of a luxury country house hotel and sporting estate which was sold in 2001. During the year under review WBS Investment Limited's only activity was the holding of a security of behalf of that company.

### **Post balance sheet event**

On 24 January 2003 WBS Investment Limited was remitted in full for the loan note held on behalf of Arlaform Limited. The amount involved was in the sum of £459,000 as disclosed in note 7 to the financial statements.

### **Directors and their interests**

The directors who served during the year and their interests in the company are as stated below:

	<b>Ordinary shares</b>	
	<b>2002</b>	<b>2001</b>
P J de Savary	-	-

### **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 the affairs of the company and of the profit or loss of the company for that year. In preparing these 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;
- 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 him to ensure that the financial statements comply with the Companies Act 1985. He 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.

### **Auditors**

In accordance with Section 385 of the Companies Act 1985, a resolution proposing that MacKenzie Kerr be reappointment as auditors will be put to the Annual General Meeting.

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**WBS INVESTMENT LIMITED**

**DIRECTOR'S REPORT**

for the year ended 31 December 2002 (continued)

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**Small company disclosure**

This report is prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

This report was approved by the Board on 22 August 2003 and signed on its behalf by

**P J de Savary**  
**Director**



**INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS  
OF WBS INVESTMENT LIMITED**

for the year ended 31 December 2002

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We have audited the financial statements of WBS Investment Limited for the year ended 31 December 2002 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. These financial statements have been prepared in accordance with the Financial Reporting Standard for Smaller Entities (effective June 2002), under the historical cost convention and the accounting policies set out therein.

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 director and auditors**

As described on page 1 the company's director is responsible for the preparation of financial statements in accordance with applicable law and United Kingdom Accounting Standards.

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 Director's 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 within the company is not disclosed.

We read the Director's Report and consider the implications for our report if we become aware of any apparent misstatements in it.

**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 director in the preparation of the financial statements, and 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 SHAREHOLDERS  
OF WBS INVESTMENT LIMITED**

for the year ended 31 December 2002 (continued)

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**Opinion**

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31 December 2002 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

*MacKenzie Kerr*

**MacKenzie Kerr**

Chartered Accountants and Registered Auditors

Redwood

19 Culduthel Road

Inverness

IV2 4AA

22 August 2003

**WBS INVESTMENT LIMITED****PROFIT AND LOSS ACCOUNT**

for the year ended 31 December 2002

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		<b>2002</b>	<b>2001</b>
	<b>Notes</b>	<b>£</b>	<b>£</b>
Loss on sale of investment		<u>(120,000)</u>	<u>(939,050)</u>
<b>Loss on ordinary activities before interest</b>		<b>(120,000)</b>	<b>(939,050)</b>
Interest receivable and similar income	<b>4</b>	56,187	896,349
<b>Loss on ordinary activities before taxation</b>		<b>(63,813)</b>	<b>(42,701)</b>
Tax on loss on ordinary activities	<b>5</b>	(16,856)	-
<b>Loss for the year</b>	<b>11</b>	<u><b>(80,669)</b></u>	<u><b>(42,701)</b></u>

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**WBS INVESTMENT LIMITED**


**BALANCE SHEET**

as at 31 December 2002

	Notes	2002		2001	
		£	£	£	£
<b>Current Assets</b>					
Debtors	6	17,736		1	
Investments	7	459,000		579,000	
		<u>476,736</u>		<u>579,001</u>	
<b>Creditors: amounts falling due within one year</b>	8	<u>(16,856)</u>		<u>-</u>	
<b>Net Current Assets</b>			<u>459,880</u>		<u>579,001</u>
<b>Total Assets Less Current Liabilities</b>			459,880		579,001
<b>Creditors: amounts falling due after more than one year</b>	9		<u>(3,739,598)</u>		<u>(3,778,050)</u>
<b>Net Liabilities</b>			<u>(3,279,718)</u>		<u>(3,199,049)</u>
<b>Capital and Reserves</b>					
Called up share capital	10		1		1
Profit and loss account	11		<u>(3,279,719)</u>		<u>(3,199,050)</u>
<b>Equity Shareholder's Funds</b>			<u>(3,279,718)</u>		<u>(3,199,049)</u>

The financial statements are prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies and with the Financial Reporting Standard for Smaller Entities (effective June 2002).

The financial statements were approved by the Board on 22 August 2003 and signed on its behalf by

  
P J de Savary  
Director

## WBS INVESTMENT LIMITED

### NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2002

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#### 1. Going concern

On 24 January 2003, WBS Investment Limited was remitted in full for the loan note held on behalf of Arlaform Limited. The amount involved was in the sum of £459,000 as disclosed in note 7 to the financial statements. As the other material figure on the balance sheet is the loan due to the parent company, the director considers that the accounts should be prepared under the going concern basis.

#### 2. Accounting Policies

##### 2.1. Accounting convention

The financial statements are prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective June 2002).

##### 2.2. Investments

Current asset investments are at the lower of cost and net realisable value.

#### 3. Information regarding directors and employees

The director of WBS Investment Limited received no remuneration in respect of his directorship. The director was the only employee of the company. The audit fee of £2,500 (2001-£2,500) is borne by WB Skibo Investment Limited.

#### 4. Interest receivable and similar charges

	2002 £	2001 £
Interest receivable on loan note	56,187	-
Interest refundable on Westbrook Carnegie Investments LLC loans	-	896,349
	<u>          </u>	<u>          </u>

Interest due has arisen from the issue of a loan note to Arlaform Limited, a company incorporated in the UK. Interest is charged on the loan note at a rate of 6% per annum payable half annually.

Loan interest charged in prior years was written off by Westbrook Carnegie Investments LLC, which was the company's parent at that time and has therefore been credited to the profit and loss account.

#### 5. Taxation

	£	£
UK current year taxation		
UK Corporation Tax at 30%	16,856	-
	<u>          </u>	<u>          </u>

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**WBS INVESTMENT LIMITED****NOTES TO THE FINANCIAL STATEMENTS**

for the year ended 31 December 2002 (continued)

**6. Debtors**

	<b>2002</b>	<b>2001</b>
	<b>£</b>	<b>£</b>
Called up share capital not paid	1	1
Prepayments and accrued income	17,735	-
	<u>17,736</u>	<u>1</u>

**7. Current asset investments**

	<b>2002</b>	<b>2001</b>
	<b>£</b>	<b>£</b>
Other unlisted investments	459,000	579,000
	<u>459,000</u>	<u>579,000</u>

**8. Creditors: amounts falling due within one year**

	<b>2002</b>	<b>2001</b>
	<b>£</b>	<b>£</b>
Corporation tax	16,856	-
	<u>16,856</u>	<u>-</u>

**9. Creditors: amounts falling due after more than one year**

	<b>2002</b>	<b>2001</b>
	<b>£</b>	<b>£</b>
Loan as at 1 January 2002	3,778,050	3,778,050
Repaid during the year	(38,452)	-
Due on resolution of the director or liquidation of the company	<u>3,739,598</u>	<u>3,778,050</u>

At the beginning of the financial year, the loan was provided by Westbrook Carnegie Investments LLC. During the year, the loan was bought over by Carnegie International BV. An amount of interest due on the loan was paid to Westbrook Carnegie Investments LLC prior to the loan amount being transferred to Carnegie International BV.

# WBS INVESTMENT LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2002 (continued)

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<b>10. Share capital</b>	<b>2002</b>	<b>2001</b>
	<b>£</b>	<b>£</b>
<b>Authorised</b>		
1,000 Ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>
<b>Allotted, called up and unpaid</b>		
1 Ordinary shares of £1 each	<u>1</u>	<u>1</u>
<b>11. Profit and loss account</b>	<b>2002</b>	<b>2001</b>
	<b>£</b>	<b>£</b>
Loss at 1 January 2002	(3,199,050)	(3,156,349)
Loss for the year	<u>(80,669)</u>	<u>(42,701)</u>
Loss at 31 December 2002	<u>(3,279,719)</u>	<u>(3,199,050)</u>

### 12. Ultimate parent undertaking

The ultimate controlling party is Carnegie International BV, a company incorporated in Holland.

### 13. Post Balance Sheet events

On 24 January 2003, WBS Investment Limited was remitted in full for the loan note held on behalf of Arlaform Limited. The amount involved was in the sum of £459,000 as disclosed in note 7 to the financial statements.