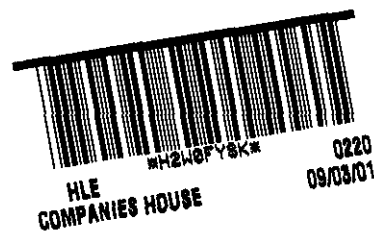


Report of the Director and
Financial Statements
for the Year Ended 30 June 2000
for

COPY FOR THE
REGISTRAR OF
COMPANIES

Charles Birch (South West) Limited



Charles Birch (South West) Limited

**Contents of the Financial Statements
for the Year Ended 30 June 2000**

	Page
Company Information	1
Report of the Director	2
Report of the Auditors	3
Balance Sheet and Profit and Loss Account	4
Notes to the Financial Statements	5

Charles Birch (South West) Limited

**Company Information
for the Year Ended 30 June 2000**

DIRECTOR: C H Wilson

SECRETARY: B Brian

REGISTERED OFFICE: Holly House
43 Cavendish Street
Leeds
LS3 1LY

REGISTERED NUMBER: 583003

AUDITORS: Wilson Braithwaite Scholey
Registered Auditor
Chartered Accountants
21-27 St Paul's Street
Leeds
LS1 2ER

Charles Birch (South West) Limited

**Report of the Director
for the Year Ended 30 June 2000**

The director presents his report with the financial statements of the company for the year ended 30 June 2000.

DIRECTOR

The directors during the year under review were:

C H Wilson

The beneficial interests of the directors in office at the year end in the issued share capital of the ultimate parent company were as follows:

	30.6.00	1.7.99
Ordinary "A" £1 shares		
C H Wilson	29,025	29,025

STATEMENT OF 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 affairs of the company and of the profit or loss of the company for that period. In preparing those 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

The auditors, Wilson Braithwaite Scholey, will be proposed for re-appointment in accordance with Section 385 of the Companies Act 1985.

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

ON BEHALF OF THE BOARD:



B Brian - SECRETARY

Dated: 10 November 2000

Charles Birch (South West) Limited

**Report of the Auditors to the Shareholders of
Charles Birch (South West) Limited**

We have audited the financial statements on pages four to five which have been prepared in accordance with the Financial Reporting Standard for Smaller Entities (effective March 2000), under the historical cost convention and the accounting policies set out on page five.

Respective responsibilities of director and auditors

As described on page two the company's director is 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.

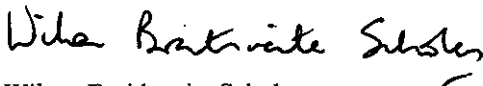
Basis of opinion

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 director 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 30 June 2000 and have been properly prepared in accordance with the Companies Act 1985.



Wilson Braithwaite Scholey
Registered Auditor
Chartered Accountants
21-27 St Paul's Street
Leeds
LS1 2ER

Dated: 10 November 2000

Charles Birch (South West) Limited

Balance Sheet
30 June 2000

		30.6.00	30.6.99
	Notes	£	£
CURRENT ASSETS:			
Debtors	2	79,745	79,745
CREDITORS: Amounts falling due within one year	3	2,759	2,759
NET CURRENT ASSETS:		<u>76,986</u>	<u>76,986</u>
TOTAL ASSETS LESS CURRENT LIABILITIES:		<u>£76,986</u>	<u>£76,986</u>
CAPITAL AND RESERVES:			
Called up share capital	4	10,000	10,000
Profit and loss account		<u>66,986</u>	<u>66,986</u>
SHAREHOLDERS' FUNDS:		<u>£76,986</u>	<u>£76,986</u>

These financial statements have been 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 March 2000).

ON BEHALF OF THE BOARD:



C H Wilson - DIRECTOR

Approved by the Board on 10 November 2000

Profit and Loss Account
for the Year Ended 30 June 2000

During the financial year and the preceding financial year the company has not traded and has received no income and incurred no expenditure. Consequently, during those periods the company has made neither a profit nor a loss.

The notes form part of these financial statements

Charles Birch (South West) Limited

**Notes to the Financial Statements
for the Year Ended 30 June 2000**

1. ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective March 2000).

The company was dormant throughout the current and previous years.

**2. DEBTORS: AMOUNTS FALLING
DUE WITHIN ONE YEAR**

	30.6.00 £	30.6.99 £
Amounts owed by group undertakings	79,745	79,745
	<u>79,745</u>	<u>79,745</u>

**3. CREDITORS: AMOUNTS FALLING
DUE WITHIN ONE YEAR**

	30.6.00 £	30.6.99 £
Amounts owed to group undertakings	2,759	2,759
	<u>2,759</u>	<u>2,759</u>

4. CALLED UP SHARE CAPITAL

Authorised, allotted, issued and fully paid:

Number:	Class:	Nominal value:	30.6.00 £	30.6.99 £
7,000	Ordinary Shares	£1	7,000	7,000
3,000	Preference Shares	£1	3,000	3,000
			<u>10,000</u>	<u>10,000</u>

5. ULTIMATE PARENT COMPANY

The directors are of the opinion that Charles Birch Limited, incorporated in England, was the company's ultimate parent company at 30 June 2000.