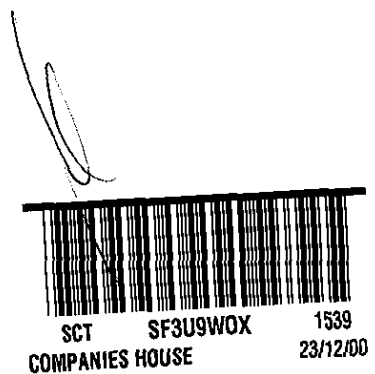


Speirs & Jeffrey Fund Management Limited

**Directors' report and financial
statements**

Registered number 95908

12 May 2000



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Directors' report

The directors have pleasure in submitting the report to the members, together with the audited financial statements, for the 53 weeks ended 12 May 2000.

Activities

Having previously provided administration services for the PEP scheme managed by Speirs & Jeffrey, the company's sole activity has since 14 May 1994 been that of a nominee for this PEP scheme and for the recently introduced ISA scheme. The company did not otherwise trade during the period.

Directors

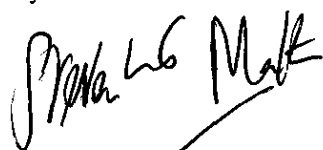
The directors during the year were:

A.A.W. Waddell	(Chairman)
P.C.M. Roger	
J.R. McCulloch	
G.H.W. Waddell	
W.G. Dickie	
R.L. Crichton	(appointed 10 May 1999)
M.J. Wilson	(appointed 10 May 1999)

The director retiring by rotation is W.G. Dickie who, being eligible, offers himself for re-election. S.W.J. Mathieson was appointed a director after the year end on 15 May 2000. P.C.M. Roger resigned as a director on 15 May 2000 consequent on his retiral.

The interests of the directors in the shares of the holding company, Speirs & Jeffrey Limited, are shown in the financial statements of that company.

By order of the board



S.W.J. Mathieson
Director/Company Secretary

36 Renfield Street
Glasgow

31 July 2000

Statement of 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 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



KPMG Audit Plc

24 Blythswood Square

Glasgow

G2 4QS

United Kingdom

Auditors' report to the members of Speirs & Jeffrey Fund Management Limited

We have audited the financial statements on pages 4 and 5.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the directors' report and, as described on page 2, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by 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 with the company is not disclosed.

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 as at 12 May 2000 and of its result for the period then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG Audit Plc

KPMG Audit Plc
Chartered Accountants
Registered Auditor

31 July 2000

Balance sheet

	<i>Note</i>	12 May 2000 £	7 May 1999 £
Current assets			
Cash at bank		100	100
Net assets		<u>100</u>	<u>100</u>
Capital and reserves			
Called up share capital	3	100	100
Equity shareholder's funds		<u>100</u>	<u>100</u>

These financial statements were approved by the board of directors on 31 July 2000 and were signed on its behalf by:

A.A.W. Waddell
 Director

A.A.W. Waddell

J.R. McCulloch
 Director

J.R. McCulloch

Notes

(forming part of the financial statements)

1 Accounting policies

The financial statements have been prepared under the historical cost convention and in accordance with S226 of, and Schedule 4 to, the Companies Act 1985, and in accordance with applicable accounting standards.

2 Directors and employee costs

There are no employees other than directors.

No remuneration was paid during the year to any of the directors.

3 Share capital

	2000 £	1999 £
<i>Authorised</i>		
100 ordinary shares of £1 each	100	100
<i>Allotted, called up and fully paid</i>		
100 ordinary shares of £1 each	100	100

4 Profit and loss account

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

5 Cash flow statement

Under Financial Reporting Standard 1, the company is exempt from the requirement to prepare a cash flow statement on the grounds that it is a wholly owned subsidiary undertaking.

6 Ultimate holding company

The ultimate holding company is Speirs & Jeffrey Limited, which is registered in Scotland.