COMPANY NUMBER: 701137

DIRECTORS' REPORT AND ACCOUNTS

FOR THE YEAR ENDED 31 DECEMBER 1998



DIRECTORS

D.J.S. JAMES (Chairman)
MRS 1.G. JAMES
MISS S.S. JAMES
MR B.R. WOOD (Appointed 22.10.97)

REGISTERED OFFICE

Rapesco House, One Connections Business Park, Otford Road, Sevenoaks, Kent, TN145DF

REPORT OF THE DIRECTORS IN RESPECT OF THE 12 MONTHS ENDED 31 DECEMBER 1998

ACTIVITIES

The company did not trade during the year and is not expected to trade in the foreseeable future. The company's position at 31 December 1998 is shown by the balance sheet on page 2 of the accounts.

DIRECTORS

The directors' who held office during the period are as shown above.

Their interests in the share capital of the holding company and fellow subsidiary companies are not required to be shown as they are directors of the holding company.

AUDITORS

As the dormant status of the Company has continued for the whole of the year, the exemption from appointment of auditors resolution passed at the 1989 Annual General Meeting is still valid.

By Order of the Board

BALANCE SHEET AS AT 31ST DECEMBER 1998

	NOTES	31ST DECEMBER 1998	31ST DECEMBER 1997
		£	£
DEBTORS			
Amount due from ultimate holding company		16,566	16,566
CAPITAL AND RESERVES			
Called up share capital	2	200	200
Profit and loss account		16,366	16,366
		16,566	16,566

DIRECTORS CERTIFICATE

The company has remained dormant within the meaning of section 252 Companies Act 1985, has not traded and received no income during the year ended 31 December 1998, and therefore no profit and loss account has been prepared.

DIRECTOR

DIRECTOR

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31ST DECEMBER 1998

1 ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost convention.

2 CALLED UP SHARE CAPITAL	Year Ended 31.12.98	Year Ended 31.12.97
Ordinary shares of £1 each Authorised	10,000	10,000
Allotted and fully paid	200	200

3 APPROVAL OF ACCOUNTS

These accounts were approved by a meeting of directors on 12th May 1993