BETA CHILDRENSWEAR

LIMITED

635916

DIRECTOR'S REPORT

The Directors of the company during the financial year and their interests in the shares of the company were:

DAVID CHARLES GRAFF No. of Shares 80

MICHAEL ANTHONY (LOONEY No. of Shares 20 (transpersed to Anthony Arnold Ansell on 01/11/2002

During the above financial year, the company has not traded and there has been no income or expenditure and therefore no change in the company's position has arisen. Any expenses have been met by the Directors personally / Holding company:

Signed on behalf of the Board

SECRETARY / DIRECTOR

BALANCE SHEET AT 3/31 OCTOBER 2002

DUE FROM RELATED PARTY

2137

LIABILITIES

2137

Represented by

AUTHORISED SHARE CAPITAL 100 SHARES OF £ 1

SHARE CAPITAL ISSUED AND FULLY PAID

100 Ordinary shares of £1 each Profit (loss) brought forward

100 2087 2187

For the year ended 31.100.100 ER. 2002 the company was entitled to exemption under section 249aa(1) of the Companies Act 1985.

"No members have required the company to obtain an audit of its accounts for the year in question in accordance with section 249b(2)."

The director's acknowledge their responsibility for: (i) Ensuring the company keeps accounting records which comply with section 221; and (ii) Preparing accounts which give a true and fair view of the state of affairs of the company as at the end of its financial year, and of its profit and loss for the financial year in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

Signed

Director

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