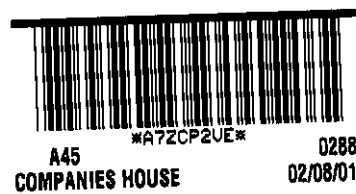


ANNUAL REPORT AND UNAUDITED ACCOUNTS

YEAR ENDED 31ST DECEMBER 2000

BRITEBEEM LIMITED



BRITEBEEM LIMITED

REPORT OF THE DIRECTORS

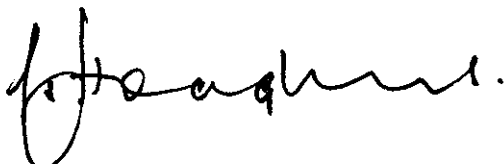
The directors present their annual report with the unaudited accounts of the company for the year ended 31st December 2000. The company is dormant and has not traded during the year.

R T A Smith and C J Hodgkins were the directors of the company throughout the year.

The interests of R T A Smith in the shares of the ultimate parent company Robert Smith Group Limited are disclosed in the financial statements of that company.

Approved by the board on 28th June 2001.

Signed on behalf of the board by

A handwritten signature in black ink, appearing to read 'C J Hodgkins', written over a horizontal line.

C J Hodgkins - Director

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST DECEMBER 2000

The company has not traded during this or the preceding financial year. During these years, the company received no income and incurred no expenditure and therefore made neither profit nor loss.

BRITEBEEM LIMITED

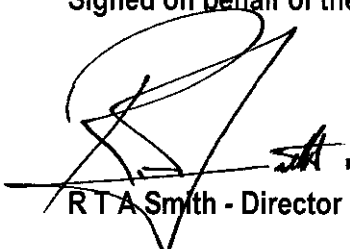
BALANCE SHEET AT 31ST DECEMBER 2000

	2000 £	1999 £
Creditors:		
Amounts falling due within one year		
Due to group undertakings	(167,752)	(167,752)
<small>The company is a wholly owned subsidiary of Robert Smith & Sons Limited registered in England.</small>		
<small>Robert Smith & Sons Limited is a wholly owned (1999 : 75%) subsidiary of Robert Smith Group Limited registered in England.</small>		
Total assets less current liabilities	<u>(167,752)</u>	<u>(167,752)</u>
Capital and reserves		
Called up share capital		
Authorised - 100,000 ordinary shares of £1		
Allotted and fully paid - 5,000 ordinary shares of £1	5,000	5,000
Profit and loss account	(172,752)	(172,752)
Shareholders' funds (deficit)	<u>(167,752)</u>	<u>(167,752)</u>

The company was dormant (within the meaning of section 250 of the Companies Act 1985) throughout the year ended 31st December 2000.

Approved by the board on 28th June 2001.

Signed on behalf of the board by


R T A Smith - Director