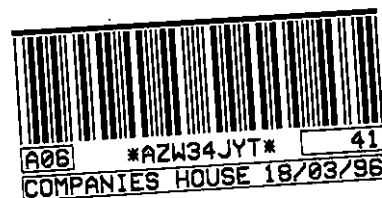


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MASC LIMITED
FINANCIAL STATEMENTS
31 DECEMBER 1995

BENSON AND HINCHLIFFE
ACCOUNTANTS
138a High Street
Selsey
West Sussex PO20 0QE



MASC LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 1995

The Directors present their Report, together with the Accounts of the Company for the Year ended 31 December 1995.

1. RESULTS

The results for the Year are as set out in the Profit and Loss Account and the Directors consider these to be satisfactory.

2. ACTIVITY

The principal activity of the Company during the Year was that of Management Consultants.

3. DIRECTORS

The Directors during the Year and their interest in the Company were as follows:

	<u>Ordinary Shares of £1 each</u>	
	<u>31 December 1995</u>	<u>31 December 1994</u>
K.F. Fieldsend, Esq.	51	51
J.F. Fieldsend, Esq.	10	10
Mrs. P.M. Fieldsend	25	25

4. DIRECTORS RESPONSIBILITIES

Company law requires the directors to prepare accounts 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 accounts, the directors are required to:

1. Select suitable accounting policies and then apply them consistently;
2. Make judgements and estimates that are reasonable and prudent;
3. Follow applicable accounting standards, subject to any material departures disclosed and explained in the accounts.
4. Prepare the accounts 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 accounts comply with Companies Act. They are 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.

5. AUDITORS

In accordance with the Companies Act 1985, a resolution proposing the reappointment of Messrs. Benson and Hinchliffe as Auditors of the Company will be put to the members at the Annual General Meeting.

In preparing the above report, the directors have taken advantage of special exemptions applicable to small companies.

BY ORDER OF THE BOARD

SECRETARY

P. G. Fielden

AUDITORS REPORT TO THE MEMBERS OF
MASC LIMITED

We have audited the attached Financial Statements in accordance with Auditing Standards.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

The company's directors are responsible for the preparation of Accounts. It is our responsibility to form an independent opinion, based on our audit on those accounts and to report our opinion to you.

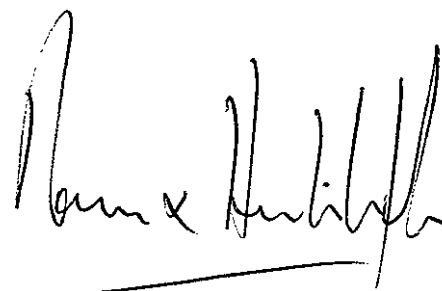
BASIS OF OPINION

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 accounts. It also included an assessment of the significant estimates and judgements made by the Directors in the preparation of the accounts, and of whether the accounting policies are appropriate to the company's circumstances, consistently 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 accounts 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 Accounts.

In our opinion, the Financial Statements give a true and fair view of the state of the Company's affairs at 31 December 1995 and of its Loss for the Year ended and have been properly prepared in accordance with the Companies Act 1985, applicable to small companies.

138a High Street
Selsey
West Sussex
PO20 0QE



Benson and Hinchliffe
Accountants
7 February 1996

MASC LIMITED

NOTES TO THE ACCOUNT AS AT 31 DECEMBER 1995

1. ACCOUNTING POLICIES

The following accounting policies have been used consistently in dealing with items which are considered material in relation to the Company's Accounts:-

(a) Accounting Convention

The Accounts are prepared under the historical cost convention.

(b) Turnover

Turnover represents the net amount invoiced to customers.

(c) Depreciation

Fixed Assets are written off on the straight line basis over their expected useful lives at the following annual rates:-

Office Equipment - 20% per annum

2. LOSS BEFORE TAXATION

Loss before taxation is arrived at after charging:

	<u>1994</u>	<u>1995</u>
Auditors Remuneration	<u>250</u>	<u>260</u>

3. DIRECTORS REMUNERATION

	<u>1994</u>	<u>1995</u>
Chairman	<u>NIL</u>	<u>NIL</u>
Other Directors £NIL-£5000	<u>2</u>	<u>2</u>

4. DIRECTORS LOAN ACCOUNT

	<u>1994</u>	<u>1995</u>
<u>K.F. Fieldsend, Esq</u>		
As at 1 January 1995	1053	1185
Drawings	<u>15</u>	<u>11</u>
	1038	1174
Cash Introduced	<u>147</u>	<u>250</u>
	<u>1185</u>	<u>1424</u>

Directors loans are unsecured, interest free and with no fixed terms for repayment.

5. FIXED ASSETS

<u>Cost</u>	<u>Office Equipment</u>
As at 31 December 1994	<u>814</u>
As at 31 December 1995	<u>814</u>
<u>Depreciation</u>	
As at 31 December 1994	779
Provided in the Year	<u>18</u>
As at 31 December 1995	<u>797</u>
Net Book Value	
At 31 December 1995	<u>17</u>

6. DEBTORS

	<u>1994</u>	<u>1995</u>
Trade Debtors	3329	600
Prepayments	<u>84</u>	<u>-</u>
	<u>3413</u>	<u>600</u>

7. CREDITORS FALLING DUE WITHIN ONE YEAR

	<u>1994</u>	<u>1995</u>
Trade Creditors	684	5617
Accruals	750	624
VAT	<u>1581</u>	<u>1215</u>
	<u>3015</u>	<u>7456</u>

8. CREDITORS FALLING DUE AFTER ONE YEAR

	<u>1994</u>	<u>1995</u>
Directors Loans	<u>1185</u>	<u>1424</u>

9. TAXATION

	<u>1994</u>	<u>1995</u>
Corporation Tax	<u>(55)</u>	<u>(39)</u>

10. CALLED UP SHARE CAPITAL

	<u>Authorised</u>	<u>Issued and Fully Paid</u>
Ordinary Shares of £1 each	100	86

11. RECONCILIATION OF MOVEMENT ON SHAREHOLDER'S FUNDS

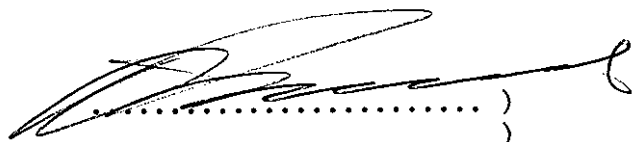
	<u>1994</u>	<u>1995</u>
Loss for Financial Year	(204)	(137)
Taxation	<u>(55)</u>	<u>(39)</u>
	<u>(149)</u>	<u>(98)</u>
Opening Shareholder's Funds at 1 January 1995	<u>1654</u>	<u>1505</u>
Closing Shareholder's Funds at 31 December 1995	<u>1505</u>	<u>1407</u>

MASC LIMITED - Company No: 1789495

BALANCE SHEET AS AT 31 DECEMBER 1995

	<u>1994</u>	<u>1995</u>
	<u>£</u>	<u>£</u>
<u>FIXED ASSETS</u>		
Office Equipment	35	17
<u>CURRENT ASSETS</u>		
Debtors	3413	600
Cash at Bank	<u>2202</u>	<u>9631</u>
	<u>5615</u>	<u>10231</u>
<u>CURRENT LIABILITIES:-</u>		
Trade and Other Creditors	3015	7456
Taxation	<u>(55)</u>	<u>(39)</u>
	<u>2960</u>	<u>7417</u>
<u>NET CURRENT ASSETS</u>	<u>2655</u>	<u>2814</u>
<u>TOTAL ASSETS LESS CURRENT LIABILITIES</u>	<u>2690</u>	<u>2831</u>
<u>DIRECTORS LOAN ACCOUNT</u>	<u>1185</u>	<u>1424</u>
<u>NET ASSETS</u>	<u>1505</u>	<u>1407</u>
<u>CAPITAL AND RESERVES</u>		
Called Up Share Capital	86	86
Profit and Loss Account	<u>1419</u>	<u>1321</u>
	<u>1505</u>	<u>1407</u>

The directors have taken advantage of special exemptions conferred by Schedule 8 to the Companies Act 1985 applicable to small companies in the preparation of the accounts and have done so on the grounds that, in their opinion, the company is entitled to those exemptions.


.....)
.....)
.....) DIRECTORS
P.A. Fielden)

MASC LIMITED - Company No: 1789495

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 1995

	<u>1994</u>	<u>1995</u>
	<u>£</u>	<u>£</u>
TURNOVER	17222	21767
ADMINISTRATION EXPENSES	<u>17426</u>	<u>21904</u>
LOSS on Ordinary Activities before taxation	(204)	(137)
TAXATION	<u>(55)</u>	<u>(39)</u>
LOSS on Ordinary Activities after Taxation	(149)	(98)
UNAPPROPRIATED PROFITS brought forward	<u>1568</u>	<u>1419</u>
UNAPPROPRIATED PROFITS carried forward	<u>1419</u>	<u>1321</u>