

CORDIANT FINANCE LIMITED
(formerly Cordiant Finance plc)

FINANCIAL STATEMENTS

31ST DECEMBER 1996



COMPANY NO: 660277

REPORT OF THE DIRECTORS

The directors submit their annual report together with financial statements for the year ended 31st December 1996 which were approved by the board on 25/09/ 1997.

ACTIVITIES

The company did not trade during the year.

CHANGE OF NAME

The company changed its name from Cordiant Finance plc to Cordiant Finance Limited on 11 December 1996.

DIRECTORS

The directors who held office during the year were as follows:-

PG Howell (Appointed 28th June 1996)
AM Jans (Resigned 28th June 1996)
DIC Weatherseed

No director had an interest in shares of the company. Their interests in shares of other group companies were as follows:-

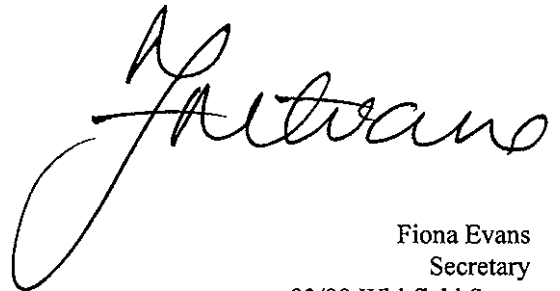
	<u>Cordiant plc</u> <u>Ordinary Shares</u> <u>31st December 1996</u>	<u>31st December 1995 or</u> <u>date of appointment</u>
PG Howell	130,686	130,686
DIC Weatherseed	442,392	382,392

Directors' interests include share options granted. During the year, PG Howell and DIC Weatherseed were each granted an option to subscribe for 60,000 ordinary shares of Cordiant plc.

ELECTIVE RESOLUTIONS

The company has passed resolutions under sections 252 and 366A of the Companies Act 1985 dispensing with the requirements to lay accounts and reports before the company in general meeting and hold annual general meetings.

By order of the board



Fiona Evans
Secretary
83/89 Whitfield Street
London, W1A 4XA
25/09/ 1997

BALANCE SHEET
AT 31ST DECEMBER 1996

	<u>Note</u>	<u>31st Dec 1996</u> £	<u>31st Dec 1995</u> £
CURRENT ASSETS			
Debtors	2	57,700	57,700
CREDITORS:			
Amounts falling due within one year	3	<u>(7,700)</u>	<u>(7,700)</u>
NET ASSETS		<u>£50,000</u>	<u>£50,000</u>
CAPITAL AND RESERVES			
Called up share capital	4	50,000	50,000
Profit and loss account	5	<u>-</u>	<u>-</u>
EQUITY SHAREHOLDERS' FUNDS		<u>£50,000</u>	<u>£50,000</u>

The Company was dormant within the meaning of section 250 of the Companies Act 1985 throughout the year.

These financial statements were approved by the board of directors on 25/09/1997 and signed on its behalf by:



DIC Weatherseed
Director

NOTES

(forming part of the financial statements)

1. BASIS OF ACCOUNTING:

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

	<u>31st Dec 1996</u> £	<u>31st Dec 1995</u> £
2. DEBTORS		
Amounts due from holding company	<u>£57,700</u>	<u>£57,700</u>
3. CREDITORS		
Amounts due to fellow subsidiary undertaking	<u>£7,700</u>	<u>£7,700</u>
4. SHARE CAPITAL		
Authorised, allotted, and fully paid		
50,000 ordinary shares of £1 each	<u>£50,000</u>	<u>£50,000</u>

5. PROFIT AND LOSS ACCOUNT

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

6. CONTINGENT LIABILITIES

The company is grouped for VAT purposes with other group companies. It is therefore contingently liable for the VAT of those companies.

7. ULTIMATE HOLDING COMPANY

The ultimate holding company is Cordiant LIMITED which is registered in England and Wales.

The company's financial statements are consolidated into those of Cordiant LIMITED. Copies of the group financial statements can be obtained from the Secretary at 83/89 Whitfield Street, London, W1A 4XA