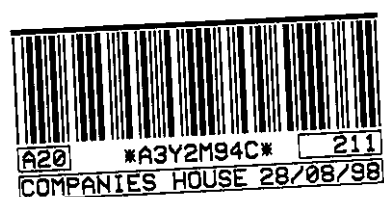


CHARMTREAT LIMITED

Company Registration Number 1446754

REPORT AND ACCOUNTS

For the year ended 31 December 1997



HOWSONS

Chartered Accountants

Registered Auditors

CHARMTREAT LIMITED

REPORT OF THE DIRECTORS

For the year ended 31 December 1997

BUSINESS REVIEW

The company did not trade during the year.

DIRECTORS AND THEIR INTERESTS

The directors who served during the year and subsequently were:

Sir Anthony Bamford DL
M J C Bamford

Neither director had any interest in the share capital of the company at any time during the year.

TAX STATUS

The company is a close company within the provisions of the Income and Corporation Taxes Act 1988.

AUDITORS

The auditors, Howsons, have expressed their willingness to continue in office, and a resolution to re-appoint them will be put to the members at the Annual General Meeting.

Signed on behalf of the Board

A handwritten signature in black ink, appearing to be 'A. Bamford', written over a horizontal line.

SIR ANTHONY BAMFORD DL

DIRECTOR

CHARMTREAT LIMITED

DIRECTORS' RESPONSIBILITIES

For the year ended 31 December 1997

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view. In preparing those financial statements, the directors are required to select suitable accounting policies and then apply them on a consistent basis, making judgements and estimates that are prudent and reasonable.

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 the Companies Act 1985. They are also responsible for safeguarding the assets of the company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**AUDITORS' REPORT TO THE MEMBERS
OF CHARMTREAT LIMITED**

We have audited the financial statements on page 4 which have been prepared under the historical cost convention and the accounting policies set out thereon.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

As described on page 2 the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements 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 the examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied 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 financial statements 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 financial statements.

OPINION

In our opinion the financial statements give a true and fair view of the state of the company's affairs at 31 December 1997 and have been properly prepared in accordance with the Companies Act 1985.



**Howsons
Chartered Accountants
Registered Auditors**

Winton House
Stoke Road
Stoke-on-Trent
Staffs
ST4 2RN

Date: 29 JUNE, 1998

CHARMTREAT LIMITED

BALANCE SHEET

As at 31 December 1997

	Note	1997 £	1996 £
CURRENT ASSETS			
Cash in hand		2	2
CAPITAL AND RESERVES			
Called up share capital	3	2	2

The accounts were approved by the Board of Directors on 29 June, 1998



SIR ANTHONY BAMFORD DL

NOTES TO THE ACCOUNTS

For the year ended 31 December 1997

1. ACCOUNTING POLICIES

The accounts have been prepared under the historical cost convention. The company did not trade during the year, accordingly a profit and loss account, a note of historical cost profit and a statement of recognised gains and losses have not been prepared.

2. EMPLOYEES

Other than the directors, the company did not employ any persons during the year.

3. SHARE CAPITAL

The authorised share capital was 100 Ordinary shares of £1 each at 31 December 1997 and 31 December 1996, of which 2 were issued and fully paid.

4. EXPENSES

The expenses of the company have been met by the parent company JCB Service.

5. ULTIMATE CONTROLLING PARTY

The company is a wholly-owned subsidiary of JCB Service, an unlimited liability company incorporated in England and Wales. The largest company to consolidate the accounts of JCB Service is Transmissions and Engineering Services Netherlands BV, a company incorporated in the Netherlands. Transmissions and Engineering Services Netherlands BV is ultimately controlled by Bamford family interests.