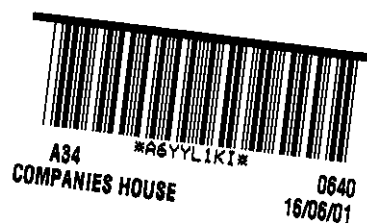


Company Registration No. 1646739 (England and Wales)

GEOTECHNICAL DIGITAL SYSTEMS LIMITED
DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 AUGUST 2000



GEOTECHNICAL DIGITAL SYSTEMS LIMITED

CONTENTS

| | Page |
|-----------------------------------|-------|
| Directors' Report | 1 |
| Balance Sheet | 2 |
| Notes to the Financial Statements | 3 - 4 |

GEOTECHNICAL DIGITAL SYSTEMS LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 AUGUST 2000

The directors present their report and financial statements for the year ended 31 August 2000.

Principal Activities

The company has not traded during the year.

Directors

The following directors have held office since 1 September 1999:

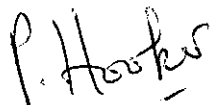
B K Menzies

P Hooker

Directors' interests in group companies are disclosed in the accounts of the holding company.

In the preparation of the directors' report advantage has been taken of the special exemptions applicable to small companies conferred by Part II of Schedule 8 to the Companies Act 1985.

By order of the Board



P Hooker

Director

24 May 2001

GEOTECHNICAL DIGITAL SYSTEMS LIMITED

BALANCE SHEET AS AT 31 AUGUST 2000

| | Notes | 2000 £ | £ | 1999 £ | £ |
|---|-------|-----------|-------|-----------|-------|
| Current Assets | | | | | |
| Debtors | 2 | 8,436 | | 8,436 | |
| Total Assets Less Current Liabilities | | | 8,436 | | 8,436 |
| Capital and Reserves | | | | | |
| Called up share capital | 3 | | 100 | | 100 |
| Profit and loss account | 4 | | 8,336 | | 8,336 |
| Shareholders' Funds - equity interests | | 5 | 8,436 | | 8,436 |

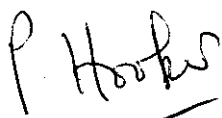
In preparing these financial statements:

- (a) The directors are of the opinion that the company is entitled to the exemption from audit conferred by Section 249A(1) of the Companies Act 1985;
- (b) No notice has been deposited under Section 249B(2) of the Companies Act 1985, and
- (c) The directors acknowledge their responsibilities for:
 - (i) ensuring that the company keeps accounting records which comply with Section 221 of the Companies Act 1985, and
 - (ii) preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the financial year and of its profit or loss for the financial year in accordance with the requirements of Section 226, and which otherwise comply with the requirements of this Act relating to accounts, so far as applicable to the company.

In preparing these financial statements:

- (a) Advantage has been taken of the special exemptions applicable to small companies conferred by Part I of Schedule 8 to the Companies Act 1985, and
- (b) In the directors' opinion the company is entitled to these exemptions as a small company.

The financial statements were approved by the Board on 24 May 2001



P Hooker
Director

GEOTECHNICAL DIGITAL SYSTEMS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2000

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention.

| 2 Debtors | 2000 £ | 1999 £ |
|-----------|-----------|-----------|
|-----------|-----------|-----------|

Amounts owed by group undertakings and undertakings in which the company has a participating interest

| | |
|-------|-------|
| 8,436 | 8,436 |
|-------|-------|

| 3 Share capital | 2000 £ | 1999 £ |
|-----------------|-----------|-----------|
|-----------------|-----------|-----------|

Authorised

100 Ordinary of £1 each

| | |
|-----|-----|
| 100 | 100 |
|-----|-----|

Allotted, called up and fully paid

100 Ordinary of £1 each

| | |
|-----|-----|
| 100 | 100 |
|-----|-----|

4 Statement of movements on profit and loss account

Profit and loss account £

Balance at 1 September 1999 8,336

Balance at 31 August 2000 8,336

| 5 Reconciliation of Movements in Shareholders' Funds | 2000 £ | 1999 £ |
|--|-----------|-----------|
|--|-----------|-----------|

Opening shareholders' funds 8,436 8,436

Closing shareholders' funds 8,436 8,436

GEOTECHNICAL DIGITAL SYSTEMS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2000

6 Control

The ultimate parent company is GDS Instruments Limited, a company registered in England and Wales, which was controlled throughout the current and previous year by Dr P Hooker and Dr B K Menzies by virtue of their 100% holding of the voting shares in that company.

Copies of the parent company's accounts are obtainable from Companies House, Crown Way, Cardiff, CF4 3UZ.