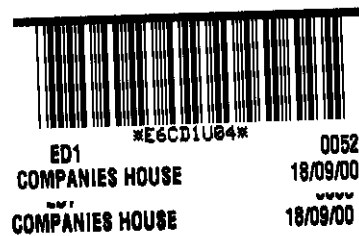


CORE NOMINEES LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

31 DECEMBER 1999

Registered Company Number 2424514



CORE NOMINEES LIMITED
DIRECTORS REPORT AND FINANCIAL STATEMENTS
YEAR ENDED 31 DECEMBER 1999

DIRECTORS' REPORT

The directors present their report and the audited financial statements for the year ended 31st December 1999.

PRINCIPAL ACTIVITIES

The company holds investments as nominee for Credit Lyonnais Securities.

BUSINESS REVIEW

The company has not traded during the year and has received no income and incurred no expenditure, consequently the company has made neither a profit nor a loss nor any other recognised gains or losses (1998: £nil).

DIVIDENDS

The directors do not recommend the payment of a dividend (1998: £nil).

DIRECTORS AND THEIR INTERESTS

The directors who served during the year were as follows:

BF Armstrong	
SP McLaughlin	
FC Melul	
GC Mordaunt	<i>resigned 31st July 1999</i>
PA Walter	

None of the directors had a notifiable interest in the company or any body corporate in the same Group, with the exception of B.F. Armstrong who holds one nominee share.

SHARE CAPITAL

There were no changes during the year in the company's authorised or issued share capital.

CORE NOMINEES LIMITED
DIRECTORS REPORT AND FINANCIAL STATEMENTS
YEAR ENDED 31 DECEMBER 1999

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are required by the Companies Act 1985 to prepare financial statements for each financial year 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 the profit or loss for the financial year.

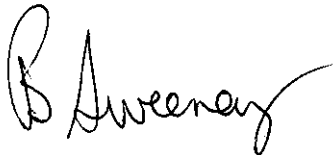
The directors consider that in preparing the financial statements on pages 4 to 5, the company has used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates, and that all accounting standards which they consider to be applicable have been followed.

The directors have the responsibility to prepare the financial statements on a going concern basis, where this is considered appropriate.

The directors have responsibility for ensuring that the company keeps accounting records which disclose with reasonable accuracy the financial position of the company and which enable them to ensure that the financial statements comply with the Companies Act 1985.

The directors have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

By order of the Board

A handwritten signature in black ink, appearing to read 'B. Sweeney', written over a horizontal line.

B. Sweeney
Secretary

16th February 2000

PricewaterhouseCoopers
Southwark Towers
32 London Bridge Street
London SE1 9SY
Telephone +44 (0) 171 939 3000
Facsimile +44 (0) 171 378 0647

Auditors' Report to the Shareholders of Core Nominees Limited for the Year Ended 31 December 1999

We have audited the financial statements on pages 4 to 5 which have been prepared under the historical cost convention and the accounting policies set out on page 5.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the Annual Report. As described on page 2, this includes responsibility for preparing the financial statements, in accordance with applicable United Kingdom accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and our profession's ethical guidance.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the United Kingdom Companies Act. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions is not disclosed.

We read the other information contained in the Annual Report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements.

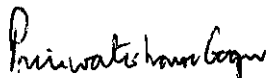
Basis of opinion

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 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 as at 31 December 1999 and have been properly prepared in accordance with the Companies Act 1985.



PricewaterhouseCoopers, London
Chartered Accountants and Registered Auditors
16 February 2000

PricewaterhouseCoopers is the successor partnership to the UK firms of Price Waterhouse and Coopers & Lybrand. The principal place of business of PricewaterhouseCoopers and its associate partnerships, and of Coopers & Lybrand, is 1 Embankment Place, London WC2N 6NN. The principal place of business of Price Waterhouse is Southwark Towers, 32 London Bridge Street, London SE1 9SY. Lists of the partners' names are available for inspection at those places.

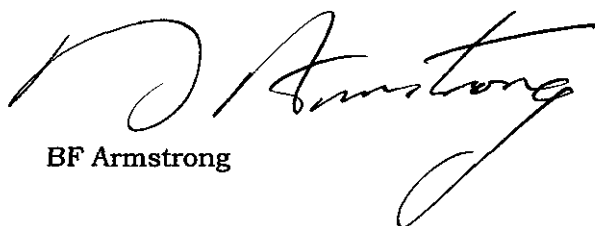
All partners in the associate partnerships are authorised to conduct business as agents of, and all contracts for services to clients are with, PricewaterhouseCoopers. PricewaterhouseCoopers is authorised by the Institute of Chartered Accountants in England and Wales to carry on investment business.

CORE NOMINEES LIMITED

BALANCE SHEET AT 31 DECEMBER 1999

	<u>Note</u>	<u>1999</u> £	<u>1998</u> £
CURRENT ASSETS			
Amount due from Credit Lyonnais Securities		<u>2</u>	<u>2</u>
		<u>2</u>	<u>2</u>
CAPITAL AND RESERVES			
Called up share capital	4	<u>2</u>	<u>2</u>
SHAREHOLDERS' FUNDS			
		<u>2</u>	<u>2</u>

Approved by the Board of Directors on 16th February 2000.



BF Armstrong



SP McLaughlin

The notes on page 5 form an integral part of the financial statements.

CORE NOMINEES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 1999

1 ACCOUNTING POLICIES

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

2 RESULTS

The company has not traded since incorporation and accordingly no profit and loss account has been prepared and no disclosures under Financial Reporting Standard 3 are required.

The parent company, Credit Lyonnais Securities, bears the administration costs of the company and in consideration thereof the company makes no charge to Credit Lyonnais Securities for holding securities and loan stock or receiving dividends as nominee. There is, therefore, no income or expenditure for the year.

3 DIRECTORS, EMPLOYEES AND AUDITORS

The company has no employees. The directors, none of whom spends a material amount of time on the company's business, are remunerated by other companies within the Credit Lyonnais Capital Markets PLC Group. The remuneration is accordingly disclosed in the financial statements of those companies.

The remuneration of auditors was borne by another group company.

4 CALLED UP SHARE CAPITAL

	<u>31 December</u> <u>1999</u> £	<u>31 December</u> <u>1998</u> £
Authorised: 100 Ordinary shares of £1 each	<u>100</u>	<u>100</u>
Allotted and fully paid: 2 Ordinary shares of £1 each	<u>2</u>	<u>2</u>

5 CONTINGENT LIABILITIES

There is a contingent liability in respect of stocks and shares registered in the name of the company.

6 ULTIMATE CONTROLLING PARTY

The Company's ultimate holding company is Credit Lyonnais, a Société Anonyme registered in France. Group financial statements can be obtained from 19 Boulevard des Italiens, 75002 Paris, France. The Company's direct parent is Credit Lyonnais Securities.