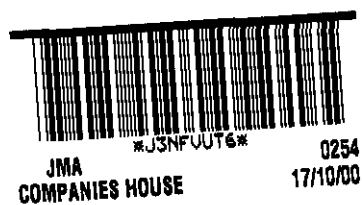


**REPORT OF THE DIRECTORS AND**  
**FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2000**  
**FOR**  
**DOWNHAM TRAIN EPSTEIN PLC**



**DOWNHAM TRAIN EPSTEIN PLC**

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**FOR THE YEAR ENDED 30 APRIL 2000**

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**DOWNHAM TRAIN EPSTEIN PLC**

**COMPANY INFORMATION**  
**FOR THE YEAR ENDED 30 APRIL 2000**

**DIRECTORS:**

K R Train  
M J MacDonald

**SECRETARY:**

M J MacDonald

**REGISTERED OFFICE:**

DTE House  
Hollins Mount  
Greater Manchester  
BL9 8AT

**REGISTERED NUMBER:**

02677179 (England and Wales)

**AUDITORS:**

Wrigley Partington  
Chartered Accountants and  
Registered Auditors  
Sterling House  
501 Middleton Road  
Chadderton  
Oldham            OL9 9LY

**REPORT OF THE DIRECTORS**  
**FOR THE YEAR ENDED 30 APRIL 2000**

The directors present their report with the financial statements of the company for the year ended 30 April 2000.

**REVIEW OF BUSINESS**

The company has not yet commenced to trade and therefore neither a profit or loss was generated in the year. Any administrative expenses have been borne by the Downham Train Epstein partnership which wishes to protect the business name of the company. The company's subsidiary, Corporate Strategies Plc, was also dormant throughout the year.

**DIRECTORS**

The directors during the year under review were:

K R Train  
M J MacDonald

The beneficial interests of the directors holding office on 30 April 2000 in the issued share capital of the company were as follows:

		<b>30.4.00</b>	<b>1.5.99</b>
<b>Ordinary £1 shares</b>			
K R Train	} Held jointly with others	2	2
M J MacDonald	}		

**COMPANY'S POLICY ON PAYMENT OF CREDITORS**

As the company has been dormant throughout the year and has not purchased any goods or services there is no information to disclose relative to the company's creditor payment policy.

**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

Company law requires the directors to prepare financial statements 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 financial statements, the directors are required to

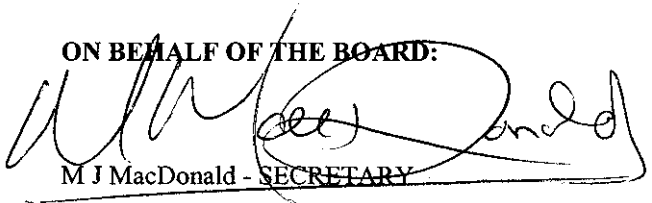
- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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 financial statements comply with the Companies Act 1985. 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.

**AUDITORS**

The auditors, Wrigley Partington, will be proposed for re-appointment in accordance with Section 385 of the Companies Act 1985.

**ON BEHALF OF THE BOARD:**

  
M J MacDonald - SECRETARY

Dated: 26 September 2000

DOWNHAM TRAIN EPSTEIN PLC

REPORT OF THE AUDITORS TO THE SHAREHOLDERS OF  
DOWNHAM TRAIN EPSTEIN PLC

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

**Respective responsibilities of directors and auditors**

As described on page two 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**

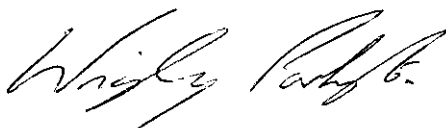
We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements 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 30 April 2000 and have been properly prepared in accordance with the Companies Act 1985.

Wrigley Partington  
Chartered Accountants and  
Registered Auditors  
Sterling House  
501 Middleton Road  
Chadderton  
Oldham OL9 9LY



Dated:

30<sup>th</sup> September 2000

**DOWNHAM TRAIN EPSTEIN PLC**

**BALANCE SHEET**

**30 APRIL 2000**

		<u>30.4.00</u>		<u>30.4.99</u>	
	Notes	£	£	£	£
<b>FIXED ASSETS:</b>					
Investments	2		12,061		12,061
<b>CREDITORS: Amounts falling due within one year</b>	3	<u>12,059</u>		<u>12,059</u>	
<b>NET CURRENT LIABILITIES:</b>			<u>(12,059)</u>		<u>(12,059)</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES:</b>			<u>£2</u>		<u>£2</u>
<b>CAPITAL AND RESERVES:</b>					
Called up share capital	4		<u>2</u>		<u>2</u>
<b>SHAREHOLDERS' FUNDS:</b>	6		<u>£2</u>		<u>£2</u>

**ON BEHALF OF THE BOARD:**



K R Train - DIRECTOR

Approved by the Board on 26 September 2000

**PROFIT AND LOSS ACCOUNT**

**FOR THE YEAR ENDED 30 APRIL 2000**

During the financial year and the preceding financial year the company has not traded and has received no income and incurred no expenditure. Consequently, during those periods the company has made neither a profit nor a loss.

The notes form part of these financial statements

**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 APRIL 2000**

**1. ACCOUNTING POLICIES**

**Accounting convention**

The financial statements have been prepared under the historical cost convention.

The financial statements are in compliance with the Companies Act 1985 except that, as described below, the accounts are not consolidated and a cash flow statement has not been prepared.

**Cash flow statement**

The financial statements do not contain a cash flow statement as the company was dormant during the year. This is a departure from FRS 1 which requires a cash flow statement to be produced. As the company is dormant the directors are of the opinion that the cash flow statement would not provide any additional or meaningful information. The directors consider that this policy gives a true and fair view.

**Consolidated Accounts**

The financial statements have not been consolidated with that of its subsidiary as neither entity traded during the year. This is a departure from the Companies Act 1985 which requires consolidated accounts to be prepared. As both companies are dormant the directors are of the opinion that to consolidate would not provide any additional or meaningful information. The directors consider this policy to give a true and fair view.

**2. FIXED ASSET INVESTMENTS**

	<b>£</b>	
<b>COST:</b>		
At 1 May 1999		
and 30 April 2000		<u><b>12,061</b></u>
<b>NET BOOK VALUE:</b>		
At 30 April 2000		<u><b>12,061</b></u>
At 30 April 1999		<u><b>12,061</b></u>
	<b>30.4.00</b>	<b>30.4.99</b>
	<b>£</b>	<b>£</b>
Unlisted investments	<u><b>12,061</b></u>	<u><b>12,061</b></u>

The company's investments at the balance sheet date in the share capital of unlisted companies include the following:

**Corporate Strategies plc**

Country of incorporation: England and Wales

Nature of business: Non-trading dormant company

	<b>%</b>	
Class of shares:	<b>holding</b>	
Ordinary	<b>100.00</b>	
	<b>30.4.00</b>	<b>30.4.99</b>
	<b>£</b>	<b>£</b>
Aggregate capital and reserves	<u><b>11,996</b></u>	<u><b>11,996</b></u>

**DOWNHAM TRAIN EPSTEIN PLC**

**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 APRIL 2000**

**3. CREDITORS: AMOUNTS FALLING  
DUE WITHIN ONE YEAR**

	30.4.00 £	30.4.99 £
Amount due to subsidiary undertaking – Corporate Strategies Plc	11,996	11,996
Amount due to Downham Train Epstein	<u>63</u>	<u>63</u>
	<u><u>12,059</u></u>	<u><u>12,059</u></u>

**4. CALLED UP SHARE CAPITAL**

Authorised:				
Number:	Class:	Nominal value:	30.4.00 £	30.4.99 £
100,000	Ordinary	£1	<u><u>100,000</u></u>	<u><u>100,000</u></u>

Allotted, issued and fully paid:				
Number:	Class:	Nominal value:	30.4.00 £	30.4.99 £
2	Ordinary	£1	<u><u>2</u></u>	<u><u>2</u></u>

**5. TRANSACTIONS WITH DIRECTORS**

The directors and others have borne all the administration expenses of the company and also have provided via a partnership which they are involved in a loan to the company on an interest free basis of £63.

**6. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS**

	30.4.00 £	30.4.99 £
Profit for the financial year	-	-
Opening shareholders' funds	<u>2</u>	<u>2</u>
Closing shareholders' funds	<u><u>2</u></u>	<u><u>2</u></u>
Equity interests	<u><u>2</u></u>	<u><u>2</u></u>

**7. CONTROL**

The company is not under the control of any one individual or entity.