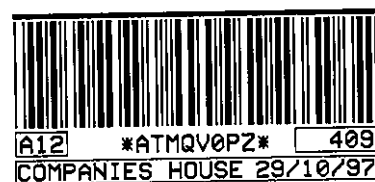


**Worldcover Direct Limited**  
(formerly Minmar 1995 Limited)

**Directors' report and financial statements**

**Year ended 31 December 1996**

Registered number 2704078



**Worldcover Direct Limited**  
(formerly Minmar 1995 Limited)

**Directors' report and financial statements**

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**Worldcover Direct Limited**  
(formerly Minmar 1995 Limited)

**Officers and professional advisers**

**Directors**

EA Tilly  
SJ Basaran  
DL Raab  
RM Smith

**Secretary**

SJ Basaran

**Registered office**

Vantage West  
Great West Road  
Brentford  
Middlesex  
TW8 9AG

**Auditors**

KPMG Audit Plc  
8 Salisbury Square  
London  
EC4Y 8BB

**Bankers**

The Royal Bank of Scotland plc  
62-63 Threadneedle Street  
London  
EC2R 8LA

**Worldcover Direct Limited**  
(formerly Minmar 1995 Limited)

**Directors' report**

The directors present their annual report and the audited financial statements for the year ended 31 December 1996.

**Principal activities**

The principal activity of the company was the provision of marine breakdown and recovery services. The company has not traded since October 1993.

**Review of the business and future prospects**

The company did not trade during the year and has recorded neither profit nor loss. The directors do not consider that trading will recommence in the current year.

On 19 September 1997 the company's name was changed by special resolution to Worldcover Direct Limited.

**Directors and their share interests**

The directors who served during the year were as follows:

RM Smith	
AJ Sinclair	(resigned 26 March 1997)
BA Iversen	(resigned 21 May 1997)
SJ Basaran	(appointed 11 March 1996)
EA Tilly	(appointed 25 March 1996)
DL Raab	(appointed 6 June 1996)

None of the directors held any beneficial interest in the shares of the company or its fellow subsidiary companies at 31 December 1996 or 1 January 1996. The interests of the directors who are also directors of the immediate parent company, in the shares of the immediate parent company, GE Capital Warranty Services Group Limited (formerly IMCO Group Limited), are given in that company's financial statements. At 31 December 1996 Mr RM Smith held 10,000 (1995:10,000) options to purchase £1 ordinary shares in the immediate parent company.

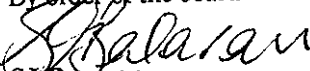
**Secretary**

BA Iversen resigned as secretary on 11 March 1996 and SJ Basaran was appointed on the same date.

**Auditors**

KPMG resigned as auditors of the company on 13 December 1996 and KPMG Audit Plc were appointed auditors in their place.

By order of the board

  
SJ Basaran  
Secretary

Vantage West  
Great West Road  
Brentford  
Middlesex  
TW8 9AG

22 October 1997

**Worldcover Direct Limited**  
(formerly Minmar 1995 Limited)

**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 as at the end of the financial year and of its profit or loss 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;
- state whether applicable accounting standards have been followed within the financial statements;
- 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.

**Worldcover Direct Limited**  
(formerly Minmar 1995 Limited)

**Auditors' report to the members of Minmar 1995 Limited**

We have audited the financial statements on pages 5 to 7.

**Respective responsibilities of directors and auditors**

As described on page 3 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 31 December 1996 and have been properly prepared in accordance with the Companies Act 1985.

*KPMG Audit Plc*

**KPMG Audit Plc**  
Chartered Accountants  
Registered Auditor

PO Box 695  
8 Salisbury Square  
London  
EC4Y 8BB

*22 October 1997*

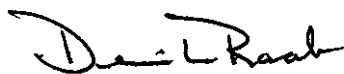
**Worldcover Direct Limited**  
(formerly Minmar 1995 Limited)

**Balance sheet**

*As at 31 December 1996*

	<i>Note</i>	<b>1996</b> £	<b>1995</b> £
<b>Current assets</b>			
Amounts owed by fellow subsidiaries	3	34,701	34,701
<b>Creditors: amounts falling due within one year</b>	4	(169,783)	(169,783)
<b>Net current liabilities</b>		<u>(135,082)</u>	<u>(135,082)</u>
<b>Total assets less current liabilities</b>		<u>(135,082)</u>	<u>(135,082)</u>
<b>Capital and reserves</b>			
Called up share capital	5	100	100
Profit and loss account		(135,182)	(135,182)
<b>Equity shareholders' funds</b>		<u>(135,082)</u>	<u>(135,082)</u>

These financial statements were approved by the board of directors on 22 October 1997 and were signed on its behalf by:



**DL Raab**  
*Director*

**Worldcover Direct Limited**  
(formerly Minmar 1995 Limited)

**Notes to the accounts**

*(forming part of the financial statements)*

**1 Accounting policies**

The financial statements are prepared in accordance with applicable accounting standards. The particular accounting policies are described below.

**Accounting convention**

The financial statements are prepared under the historical cost convention and on the going concern basis based on an undertaking from an intermediate parent undertaking to provide the support necessary to allow the company to trade as and when required. As the company did not trade during the year or for the previous period a profit and loss account is not being prepared.

**2 Employees**

The company had no employees during the year (1995, 9 months:Nil). The directors received no emoluments in respect of their services to the company during the year (1995, 9 months:£Nil). The remuneration of the directors who are also directors of the immediate parent company, GE Capital Warranty Services Group Limited (formerly IMCO Group Limited), is disclosed in the accounts of that company. In addition, Mr RM Smith is also a director of a fellow subsidiary undertaking and his emoluments are disclosed in the accounts of that company.

**3 Debtors**

	1996 £	1995 £
Amounts owed by fellow subsidiaries	34,701	34,701

**4 Creditors: amounts falling due within one year**

	1996 £	1995 £
Amounts owed to fellow subsidiaries	169,783	169,783



**Worldcover Direct Limited**  
(formerly Minmar 1995 Limited)

**Notes to the accounts** *(continued)*

**5 Called up share capital**

	1996 £	1995 £
<i>Authorised, allotted and fully paid</i>	100	100
200 ordinary shares of 50p each	<hr/>	<hr/>

**6 Parent company**

The company's ultimate holding company is General Electric Company ("GEC"), a company registered in the state of New York, in the United States of America. GEC is the parent of the largest group of which the company is a member and for which group financial statements are prepared. The group financial statements of GEC are available to the public and may be obtained from GE Corporate Investor Communications, 3135 Easton Turnpike, Fairfield, Connecticut 06431, USA.

The company's immediate parent company is GE Capital Warranty Services Group Limited, (formerly IMCO Group Limited), a company incorporated in Great Britain and registered in England and Wales.

GE Capital Warranty Services Group Limited, is the parent of the smallest group of which the company is a member and for which group financial statements are prepared. The group financial statements of GE Capital Warranty Services Group Limited may be obtained from the Company Secretary, Vantage West, Great West Road, Brentford, Middlesex TW8 9AG.