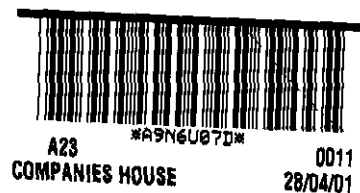


Company Registration No. 3046355
AMENDED

HARTMEAD ASSOCIATES LIMITED
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2000

12291-bp-2000

Registered Office
6 Babmaes Street
London
SW1Y 6HD



HARTMEAD ASSOCIATES LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 30 JUNE 2000

The directors present their report and financial statements for the year ended 30 June 2000.

Principal activities and review of the business

The principal activity of the company is the provision of administrative services.

Results and dividends

The results for the year are set out on page 3.

Directors

The following directors have held office since 1 July 1999:

C Stewart
L.R. Taylor
A.M. Taylor

The directors have no interest in the issued share capital of the company.

Directors' responsibilities

Under s245 of the Companies Act 1985 the directors have the authority to revise financial statements or a directors report if they do not comply with the Act. The revised financial statements must be amended in accordance with the Companies (Revision of Defective Accounts and Reports) Regulations 1990 and in accordance therewith do not take account of events which have taken place after the date on which the original financial statements were approved. The regulations require that the financial statements show a true and fair view as if they were prepared and approved by the directors as at the date of the original financial statements.

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:

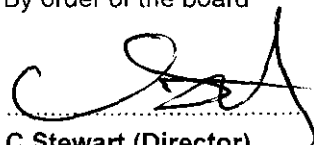
- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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.

Revision of financial statements

The financial statements have been revised following information which was received subsequent to the signing of the original financial statements. The directors are of the opinion that the changes are so fundamental that revised financial statements are required to be filed. The amendments relate principally to the correction of the cash at bank.

By order of the board



C Stewart (Director)

Date : 30 MAR 2001

MATTHEW EDWARDS & CO
CHARTERED ACCOUNTANTS

P.O. Box 227, Clinch's House, Lord Street, Douglas, Isle of Man IM99 1RZ

Telephone: +44 (0) 1624 663166 Facsimile: +44 (0) 1624 677108

E-mail audit@matthew-edwards.com

**ACCOUNTANTS' REPORT TO THE DIRECTORS ON THE
ACCOUNTS OF HARTMEAD ASSOCIATES LIMITED**

We report on the amended accounts for the year ended 30 June 2000.

As described on the balance sheet you are responsible for the preparation of the accounts for the year ended 30 June 2000, set out on pages 3 to 7 and you consider that the company is exempt from an audit. In accordance with your instructions, we have compiled these unaudited accounts in order to assist you to fulfil your statutory responsibilities from the accounting records and information and explanations supplied to us.

Our procedures consisted of comparing the accounts with the accounting records kept by the company and making such enquiries of the officers and other officials of the company as we considered necessary for the purposes of this report.

In our opinion the accounts are in agreement with the accounting records kept by the company under section 221 of the Companies Act 1985.

Matthew Edwards Co

Matthew Edwards & Co.

Chartered Accountants

30-03-01

Clinch's House, Lord Street
Douglas
Isle Of Man
IM99 1RZ

HARTMEAD ASSOCIATES LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 30 JUNE 2000**

	Notes	2000 £	1999 £
Turnover	2	1,858	2,104
Administrative expenses		(2,873)	(4,557)
Operating loss	3	(1,015)	(2,453)
Other interest receivable and similar income	4	131	36
Interest payable and similar charges	5	-	(20)
Loss on ordinary activities before taxation		(884)	(2,437)
Tax on loss on ordinary activities	6	-	-
Loss on ordinary activities after taxation	11	(884)	(2,437)
Loss brought forward at 1 July 1999		(2,484)	(47)
Loss carried forward at 30 June 2000		(3,368)	(2,484)

All of the company's activities are derived from continuing operations.

There are no recognised gains and losses other than those passing through the profit and loss account.

HARTMEAD ASSOCIATES LIMITED

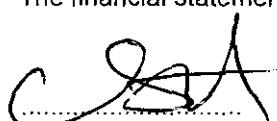
**BALANCE SHEET
AS AT 30 JUNE 2000**

	Notes	2000 £	£	1999 £	£
Fixed assets					
Investments	7		5		5
Current assets					
Debtors	8	375		-	
Cash at bank and in hand		1,541		3,725	
		<u>1,916</u>		<u>3,725</u>	
Creditors: amounts falling due within one year	9	<u>(4,289)</u>		<u>(5,214)</u>	
Net current liabilities			<u>(2,373)</u>		<u>(1,489)</u>
Total assets less current liabilities			<u>(2,368)</u>		<u>(1,484)</u>
Capital and reserves					
Called up share capital	10		1,000		1,000
Profit and loss account	11		(3,368)		(2,484)
Shareholders' funds - equity interests	12		<u>(2,368)</u>		<u>(1,484)</u>

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.

The financial statements were approved by the Board on 30 MAR 2001



C Stewart
Director

HARTMEAD ASSOCIATES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2000

1 Accounting policies

1.1 Accounting convention

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

The financial statements have been prepared on the going concern basis. This is considered appropriate as the ultimate beneficial shareholders will continue to provide financial support to the company for the foreseeable future.

The company has taken advantage of the exemption in Financial Reporting Standard No 1 from the requirement to produce a cashflow statement on the grounds that it is a small company.

1.2 Investments

Fixed asset investments are stated at cost less provision for diminution in value.

1.3 Foreign currency translation

The company's accounting records are maintained in Pounds Sterling.

Transactions in other currencies are converted at the rate ruling at the date of the transaction. Current assets and liabilities are converted at the rate of exchange ruling at the balance sheet date. Any material gains or losses resulting from the conversion are taken to the profit and loss account.

2 Turnover

Turnover represents the company's share of income derived from its principal activity.

3 Operating loss

	2000	1999
	£	£
Operating loss is stated after charging:		
Audit and accountancy fees	1,000	1,412

4 Other interest receivable and similar income

	2000	1999
	£	£
Bank interest	41	36
Profit on foreign exchange	90	-
	131	36

5 Interest payable and similar expenses

	2000	1999
	£	£
Loss on foreign exchange	-	20
	-	20

HARTMEAD ASSOCIATES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 30 JUNE 2000**

6 Taxation

On the basis of these financial statements no provision has been made for corporation tax.

7 Fixed asset investments

	Unlisted investments £
Cost	
At 1 July 1999 & at 30 June 2000	5
At 30 June 1999	5

The investment represents a 5% interest in Associated Management Group and is stated at acquisition cost.

8 Debtors	2000 £	1999 £
Prepayments and accrued income	375	-

9 Creditors: amounts falling due within one year	2000 £	1999 £
Trade creditors	1,633	2,618
Accruals and deferred income	2,656	2,596
	4,289	5,214

10 Share Capital

The authorised share capital of the Company comprises 1000 Ordinary Shares of £1.00 each of which 1000 have been issued and are fully paid up (1999 - 1000).

11 Statement of movements on profit and loss account

	Profit and loss account £
Balance at 1 July 1999	(2,484)
Retained loss for the year	(884)
Balance at 30 June 2000	(3,368)

HARTMEAD ASSOCIATES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 30 JUNE 2000**

12 Reconciliation of movements in shareholders' funds	2000	1999
	£	£
Loss for the financial year	(884)	(2,437)
Opening shareholders' funds	(1,484)	953
	<hr/>	<hr/>
Closing shareholders' funds	(2,368)	(1,484)
	<hr/>	<hr/>

13 Contingent liabilities

There were no known contingent liabilities at the balance sheet date.

14 Capital commitments

There were no major capital commitments at the balance sheet date.

15 Employees

Number of employees

There were no employees during the year apart from the directors. The directors received no remuneration during the year.

16 Ultimate Controlling Party and Related party transactions

The directors are not aware of the ultimate controlling party, transactions related thereto and any other related party transactions.

HARTMEAD ASSOCIATES LIMITED**DETAILED PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 30 JUNE 2000**

		2000	1999
		£	£
Turnover		1,858	2,104
Administrative Expenses			
Company Secretarial Work	99	-	-
Tax Compliance Work	177	-	-
Other UK Administrative Charges	1,578	3,145	
Audit and accountancy fees	1,000	1,412	
Bank Charges	19	-	
		(2,873)	(4,557)
Operating loss		(1,015)	(2,453)
Other interest receivable and similar income			
Exchange gain	90	-	
Bank Interest	41	36	
		131	36
Interest payable and similar expenditure			
Exchange loss	-	(20)	
		-	(20)
Loss on ordinary activities before taxation		(884)	(2,437)

This page is supplementary to and does not form part of the statutory financial statements.