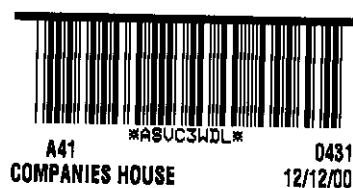


BRYANT GROUP LEASING LIMITED
REPORT AND FINANCIAL STATEMENTS
31 MAY 2000



BRYANT GROUP LEASING LIMITED

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the year ended 31 May 2000.

1. ACTIVITIES

The principal activity of the company is the leasing of motor vehicles.

2. REVIEW OF ACTIVITIES

The company's performance has deteriorated during the year due to the decline in the market value of used cars. Details of the company's financial position are given in pages 5 to 10. The directors consider that the company is well placed to operate satisfactorily in the future.

3. DIVIDENDS AND TRANSFER TO RESERVES

No dividend was paid in the year (1999 - £ Nil). The loss after tax of £ 175,063 , (1999 - profit £ 9,895) has been deducted from reserves.

4. DIRECTORS

The directors who held office during the year and their beneficial interests in the shares of the ultimate parent company were as follows:-

	ordinary shares of 25p each 31 May 2000 or date of resignation	1 June 1999 or date of appointment	share options of 25p each granted in year	exercised in year
W P Long (appointed 31 March 2000)	*	*	*	*
A. MacKenzie (retired 31 March 2000)	*	*	*	*
M C Chapman (resigned 21 February 2000)	*	*	*	*
J P E Dennison	95,354	70,352	-	-
R D Pearse	44	42	-	-

* Interests in the shares of the ultimate parent company are shown in the directors' report of Bryant Group plc. The ordinary shares of J.P.E. Dennison include 34,636 (1999 - 34,636) beneficial shares held by the Bryant Group plc Employee Benefit Trust.

At no time during the year did any director have any other beneficial interest in the shares of the company or any other group company.

5. CREDITOR PAYMENT POLICY

The company agrees terms and conditions for its business transactions with suppliers. Payment is then made on these terms, subject to the terms and conditions being met by the supplier. The average number of days between receiving supplies and making payments to trade creditors was 9 days (1999 -20 days).

BRYANT GROUP LEASING LIMITED

DIRECTORS' REPORT (continued)

6. YEAR 2000

The year 2000 issue has been considered at group level and is commented on in the financial statements of Bryant Group plc, the ultimate parent.

7. AUDITORS

A resolution for the reappointment of Deloitte & Touche as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors
and signed on behalf of the Board

A handwritten signature in black ink, appearing to read 'K.E. McHugh', with a stylized flourish at the end.

K E McHugh

Secretary

BRYANT GROUP LEASING LIMITED

YEAR ENDED 31 MAY 2000

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 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
- * state whether applicable accounting standards have been followed
- * 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. 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' REPORT TO THE MEMBERS

of

BRYANT GROUP LEASING LIMITED

We have audited the financial statements on pages 5 to 10 which have been prepared under the accounting policies set out on page 7.

Respective responsibilities of directors and auditors

As described on page 3 the company's directors are responsible for the preparation of financial statements, which are required to be prepared in accordance with applicable United Kingdom law and accounting standards. 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 United Kingdom 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 May 2000 and of the loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Deloitte & Touche

Deloitte & Touche,
Chartered Accountants and
Registered Auditors,
Colmore Gate,
2 Colmore Row,
Birmingham, B3 2BN

16 October 2000

BRYANT GROUP LEASING LIMITED

PROFIT AND LOSS ACCOUNT

Year ended 31 May 2000

	Note	2000	1999
		£	£
Turnover		1,814,896	1,589,215
Cost of sales		<u>(1,752,423)</u>	<u>(1,282,073)</u>
Gross profit		62,473	307,142
Administrative expenses		<u>(51,875)</u>	<u>(43,682)</u>
Operating profit		10,598	263,460
Interest payable	1	<u>(260,687)</u>	<u>(260,155)</u>
(Loss) / profit on ordinary activities before taxation	1	(250,089)	3,305
Tax on (loss) / profit on ordinary activities	3	75,026	6,590
(Loss) / profit on ordinary activities after taxation being the (loss) / profit for the year	10	<u>(175,063)</u>	<u>9,895</u>

All material activities derive from continuing operations.

As there are no recognised gains or losses other than the loss for the year and the profit for the prior year, a statement of total recognised gains and losses has not been included.

BRYANT GROUP LEASING LIMITED

BALANCE SHEET - 31 MAY 2000

	Note	2000 £	1999 £
FIXED ASSETS			
Tangible assets	4	3,443,899	4,145,700
CURRENT ASSETS			
Debtors	5	187,762	211,339
Cash at bank		1,627,093	1,006,346
		1,814,855	1,217,685
CREDITORS : AMOUNTS FALLING DUE WITHIN ONE YEAR			
	6	(418,946)	(194,774)
NET CURRENT ASSETS		1,395,909	1,022,911
TOTAL ASSETS LESS CURRENT LIABILITIES		4,839,808	5,168,611
CREDITORS : AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR			
	6	(5,000,000)	(5,000,000)
PROVISIONS FOR LIABILITIES AND CHARGES	7	(1,064)	(154,804)
NET (LIABILITIES) / ASSETS		(161,256)	13,807
CAPITAL AND RESERVES			
Called up share capital	8	1,000	1,000
Profit and loss account	9	(162,256)	12,807
EQUITY SHAREHOLDERS' (DEFICIT) / FUNDS	10	(161,256)	13,807

Approved by the Board of Directors on 25 July 2000
Signed on behalf of the Board of Directors :



J P E Dennison

Director

BRYANT GROUP LEASING LIMITED

ACCOUNTING POLICIES

The financial statements have been prepared in accordance with applicable accounting standards. The particular accounting policies adopted are described below:-

1. BASIS OF ACCOUNTING

The financial statements are prepared on the historical cost basis of accounting.

2. TURNOVER

Turnover comprises lease rentals and other amounts invoiced excluding value added tax.

3. DEPRECIATION OF TANGIBLE FIXED ASSETS

Depreciation is provided on motor vehicles to write off their cost over their anticipated useful life of up to four years.

4. DEFERRED TAXATION

Provision is made for all liabilities that are considered likely to arise in the future.

5. INTEREST PAYABLE

Interest payable is written off as incurred.

BRYANT GROUP LEASING LIMITED

NOTES TO THE ACCOUNTS

Year ended 31 May 2000

	2000 £	1999 £
1. (LOSS) / PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		
After charging :		
Depreciation	1,568,836	1,171,568
Management charges	51,875	43,682
Interest payable - Group	<u>260,687</u>	<u>260,155</u>

2. DIRECTORS AND EMPLOYEES

The company has no employees and is managed by Bryant Group Services Limited.

Details of the emoluments of the directors are shown in the financial statements of Bryant Group Services Limited, except for those directors who are also directors of the ultimate parent company whose emoluments are shown in the financial statements of Bryant Group plc.

	2000 £	1999 £
3. TAX ON (LOSS) / PROFIT ON ORDINARY ACTIVITIES		
Corporation tax charged at 30.0% (1999 - 30.8%)	78,714	5,030
Deferred tax	(153,740)	(6,251)
Deferred tax adjustment in respect of prior year	<u>-</u>	<u>(5,369)</u>
	<u>(75,026)</u>	<u>(6,590)</u>

4. TANGIBLE FIXED ASSETS

COST	Motor Vehicles £
At 1 June 1999	5,975,090
Additions	1,388,632
Disposals	<u>(1,230,645)</u>
At 31 May 2000	6,133,077
ACCUMULATED DEPRECIATION	
At 1 June 1999	1,829,390
Charge for year	1,568,836
Disposals	<u>(709,048)</u>
At 31 May 2000	2,689,178
NET BOOK VALUE	
At 31 May 2000	<u>3,443,899</u>
At 1 June 1999	<u>4,145,700</u>

BRYANT GROUP LEASING LIMITED

NOTES TO THE ACCOUNTS

Year ended 31 May 2000

	2000 £	1999 £
5. DEBTORS :		
Amounts owed by parent company	156,518	143,335
Other debtors and prepayments	31,244	68,004
	<u>187,762</u>	<u>211,339</u>

6. CREDITORS :

Amounts falling due within one year :		
Trade creditors	43,382	138,552
Amounts owed to group companies	284,300	45,570
Corporation tax	55,100	5,030
Other taxation	36,164	5,622
	<u>418,946</u>	<u>194,774</u>

Amounts falling due after more than one year :		
Amounts owed to group companies	<u>5,000,000</u>	<u>5,000,000</u>

The balance represents a loan repayable on maturity in between two and five years.

7. PROVISIONS FOR LIABILITIES AND CHARGES

Deferred taxation :	£
At 1 June 1999 provided	154,804
Profit and loss credit (note 3)	(153,740)
At 31 May 2000 provided	<u>1,064</u>

The deferred tax balance arises due to the excess of capital allowances over depreciation charged in the accounts. There was no unprovided deferred tax in the Company in 1999 or 2000.

8. CALLED UP SHARE CAPITAL	2000 £	1999 £
Authorised, called up, allotted and fully paid 1,000 ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>

9. RESERVES

	£
At 1 June 1999	12,807
Loss for the year	(175,063)
At 31 May 2000	<u>(162,256)</u>

BRYANT GROUP LEASING LIMITED

NOTES TO THE ACCOUNTS

Year ended 31 May 2000

10. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	2000 £	1999 £
(Loss) / Profit for the period	(175,063)	9,895
Dividend Paid	-	-
	<hr/> (175,063)	<hr/> 9,895
Opening shareholders' funds	13,807	3,912
	<hr/>	<hr/>
Closing shareholders' (deficit) / funds	<hr/> (161,256)	<hr/> 13,807

11. CONTINGENT LIABILITIES

The company has given unlimited guarantees on the bank borrowings of the ultimate parent company and certain fellow subsidiaries.

12. RELATED PARTY TRANSACTIONS

Disclosures in respect of Mr W P Long, Mr A MacKenzie and Mr M C Chapman are given in the accounts of Bryant Group plc.

Other than as noted above, no material contract in which the directors of the company or other related parties had an interest subsisted at any time during the year.

Transactions with other group companies are not disclosed as permitted by FRS8 as the company is a wholly owned subsidiary of Bryant Group plc, whose consolidated accounts are publically available.

13. ULTIMATE PARENT COMPANY

The company's immediate parent company is Bryant Group Services Limited, which is registered in England and Wales.

Bryant Group plc, which is registered in England and Wales, is the company's ultimate parent company. Copies of the group financial statements can be obtained from The Secretary, Bryant Group plc, Cranmore House, Cranmore Boulevard, Solihull, West Midlands, B90 4SD.