

3491458

CRIPPS TRUST CORPORATION LIMITED

FOR THE PERIOD FROM 1 MAY 1999 to 30 APRIL 2000

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CRIPPS TRUST CORPORATION LIMITED LIMITED

DIRECTORS

MR J M DENNY
MR G T TYLER
MR C J LANGRIDGE
MR A P L FERMOR
MR G ROGERSON
MR S D LENEY
MR P J RAYMOND
MRS P E DONALDSON
MR R F PENTICOST
MR P SCOTT

SECRETARY

CRIPPS SECRETARIES LIMITED

REGISTERED OFFICE

Seymour House 11-13 Mount Ephraim Road Tunbridge Wells Kent TN1 1EG

NOTICE OF MEETING

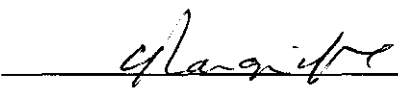
NOTICE IS GIVEN that the Annual General Meeting of the Company will be held at Seymour House 11-13 Mount Ephraim Road Tunbridge Wells Kent TN1 1EG on 1 February 2001 at 10 am/pm for the following purposes:

- 1 To receive the Directors' Report and Balance Sheet as at 30 APRIL 2000.
- 2 To consider and if thought fit pass the following resolution which will be passed as a Special Resolution.

That in accordance with section 250 of the Companies Act 1985 the Company shall be exempt from the obligation to appoint auditors as otherwise required by section 384 of that Act.

BY ORDER OF THE BOARD

C. J. LANGRIDGE
DIRECTOR
CRIPPS SECRETARIES LIMITED


Secretary

Dated :

A member who is entitled to attend and vote is entitled to appoint a proxy to attend and, vote in his stead. A proxy need not be a member.

CRIPPS TRUST CORPORATION LIMITED LIMITED

DIRECTORS' REPORT

To be presented at the Annual General Meeting of the Company

The directors submit herewith their Report and Balance sheet as at 30 APRIL 2000.

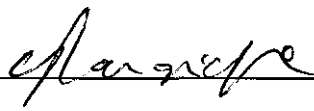
The Company's main activity is acting as trustee and executor. The Company does not trade and accordingly, no profit and loss account is prepared.

The name of the present directors are set out on page 1.

The directors have interests in the shares of the company as follows:

Director	Shares
J M Denny	99996
A P L Fermor	1
C J Langridge	1
G T Tyler	1

BY ORDER OF THE BOARD



Director

CRIPPS TRUST CORPORATION LIMITED LIMITED

BALANCE SHEET

as at 30 APRIL 2000

SHARE CAPITAL

Authorised:

250,000 shares of £1 each	£250,000
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Issued:

* 100,000 of £1 each, 4 of which are fully paid	£4
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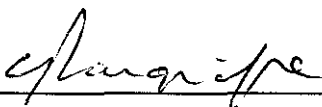
REPRESENTED BY:

CURRENT ASSETS

Cash	£4
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We confirm that throughout the period the company has been dormant within the meaning of Section 250 of the Companies Act 1985. All expenses of the Company have been met personally by the shareholders

BY ORDER OF THE BOARD



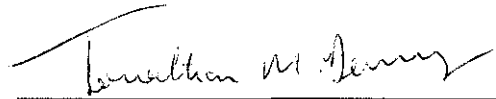
Director

* a promissory note has been issued in respect of the remaining £99,996 of the issued share capital

CRIPPS TRUST CORPORATION LIMITED LIMITED

CONSENT TO SHORT NOTICE

We, the undersigned, being all the members of the Company entitled to receive notice of and to attend and vote at the meeting convened by the attached notice or at any adjournment HEREBY CONSENT to the attached resolution being proposed and passed as a Special Resolution as specified and to the meeting being held notwithstanding that less than the statutory notice has been given



J M Denny



G T Tyler



C J Langridge



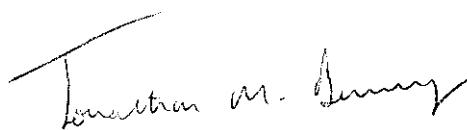
A P L Fermor

CRIPPS TRUST CORPORATION LIMITED LIMITED

Minutes of the Annual General Meeting of the Company held at Seymour House 11-13 Mount Ephraim Road Tunbridge Wells Kent TN1 1EG at 10 am on 1 February 2001

Present: MR J M DENNY- Chairman
MR G T TYLER
MR C J LANGRIDGE
MR A P L FERMOR
MR G ROGERSON
MR S D LENEY
MR P J RAYMOND
MRS P E DONALDSON
MR R F PENTICOST
MR P SCOTT

- 1 The Chairman announced that a quorum was present and declared the meeting open.
- 2 It was reported that all of the members had consented in writing to the holding of the Annual General Meeting at short notice.
- 3 With the consent of all the members present the Notice of Meeting was taken as read.
- 4 The Directors reported to the meeting that the Company had made no significant accounting transaction within the meaning of s.250(3) of the Companies Act 1985.
- 5 The unaudited accounts of the Company for the financial year ending 30 April 2000 consisting of a Balance Sheet in the form annexed hereto were put before the members.
- 6 The Chairman proposed as a special resolution the resolution set out in the Notice of meeting.
- 7 Mr Langridge seconded the resolution which was put to the meeting and carried unanimously. Accordingly a Director was asked to sign the statement annexed to the balance sheet and Mr Denny did so.
- 8 All business having been completed the meeting was declared closed by the Chairman.



Chairman