VINDEX TRUSTEES LIMITED

COMPANY NUMBER SC026895

DIRECTORS' REPORT

The Directors hereby submit the Annual Report and Accounts of the Company for the year ending 31st May 1998.

The Directors of the Company during the financial period were:-

Andrew H Primrose
G. Ronald G Graham
Malcolm F Fleming
Ian M Stubbs
Ian S Quigley
Richard A F Clark
Alastair J McEwan
Ewan R Easton
Andrew S Biggart
Jennifer D Johnson
A. Gordon Aitken

Gillian M Grassie
Ian G MacNiven
Donald M White
Timothy J Edward
Olivia R Giles
Joy A Hurst
Alayne E Swanson (appointed 1.9.97)
Christopher L Woodruff (appointed 1.9.97)
Robin J Garrett (appointed 22.9.97)
Christopher P Smith (appointed 1.5.98)

Mark R Hamilton was appointed as a Director of the Company on 1 June 1998.

During the above financial period, the Company has not traded and there has been no income or expenditure and therefore no change in the Company's position has arisen. The Company has been a dormant company in terms of Section 250(3) of the Companies Act 1985 during the above financial period. Any expenses have been met by the firm of Maclay Murray & Spens.

SIGNED ON BEHALF OF THE BOARD

Nay Nay s Secretaries

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VINDEX TRUSTEES LIMITED

BALANCE SHEET AS AT 31ST MAY 1998

| | <u>1998</u> | <u>1997</u> £ |
|---|---------------------------|--------------------|
| CREDITORS | | |
| Amounts falling due within one year | (36.85) | (36.85) |
| NET LIABILITIES | <u>(36.85)</u> | <u>(36.85)</u> |
| Capital and Reserves | | |
| Members as at 31st May 1998 - liability limited by guarantee of £5 each | - | - |
| Profit and loss account | (36.85) <u>(36.85)</u> | (36.85) (36.85) |

I, the undersigned Director of the Company confirm that throughout the financial year ending 31st May 1998, the Company was dormant in terms of Section 250(3) of the Companies Act 1985.

Signed

Director

Date

16 November 1998