DIRECTORS' REPORT AND ACCOUNTS

FOR THE YEAR ENDED 31 DECEMBER 2001

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COMPANIES HOUSE

DIRECTORS' REPORT

Directors

J S Denholm

G A Hanson

Secretary

G A Hanson

Registered office

12 Timber Bush

EDINBURGH EH6 6QH

The Directors submit their report and accounts for the year ended 31 December 2001.

Review of the business

The company did not trade during the year.

Directors and their interests

The Directors who served during the year are those listed above.

No Director at any time owned shares in the company.

The shareholding of Directors who are Directors in the ultimate holding company are shown in the accounts of that company.

Close company provisions

The company is a close company within the meaning of the Income and Corporation Taxes Act 1988.

By order of the Board on 14 January 2002.

G A HANSON Secretary

BALANCE SHEET

at 31 December 2001

	Note	2001	2000
		£	£
CURRENT ASSETS			
Amount due by group undertaking		400	400
CANTELL AND DUGDDAYING			
CAPITAL AND RESERVES			
Called up equity share capital	1	400	400

For the year ended 31st December 2001 the company was entitled to exemption from audit under section 249AA(1) of the Companies Act 1985.

Members have not required the company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985.

The directors acknowledge their responsibility for:

- a) Ensuring the company keeps accounting records which comply with section 221, and
- b) 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 and loss for the financial year, in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

Approved by the Board on 14 January 2002.

J S DENHOLM

Director

The notes on page 4 form part of these accounts.

NOTES TO THE ACCOUNTS

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for the year ended 31 December 2001

	2001	2000
	£	£
1 EQUITY SHARE CAPITAL		
Authorised:		
1,000 ordinary shares of £1 each	1,000	1,000
Issued, called up and fully paid:		
400 ordinary shares of £1 each	400	400

2 ULTIMATE PARENT UNDERTAKING

The ultimate parent undertaking is J. & J. Denholm Limited, a company controlled by the Denholm family. Copies of the accounts of J. & J. Denholm Limited which consolidate the accounts of the company may be obtained from the Registrar of Companies, Companies House, 37 Castle Terrace, Edinburgh EH1 2EB.