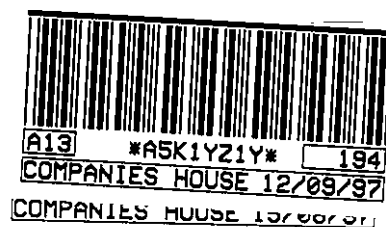


ISAAC STANDRING & COMPANY LIMITED
Registered Number: 2461453

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

1 March 1997



ISAAC STANDRING & COMPANY LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 1 MARCH 1997

The directors present their report and the financial statements for the year ended 1 March 1997.

BUSINESS REVIEW

The company has not traded during the year.

DIRECTORS AND THEIR INTERESTS

The directors who served during the period are stated below:

P M Horsley
G E Gould

P M Horsley is a director of Dawes Group Limited, the company's parent undertaking, in which company's accounts his share interests are shown. G E Gould has an interest of 1,700 ordinary shares of 5 pence in Dawes Group Limited.

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 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.

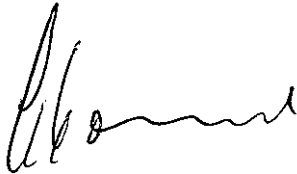
ISAAC STANDRING & COMPANY LIMITED

**DIRECTORS' REPORT FOR THE YEAR ENDED
1 MARCH 1997 (CONTINUED)**

EXEMPTION FROM OBLIGATION TO APPOINT AUDITORS

A special resolution to exempt the company from the obligation to appoint auditors was passed at the last Annual General Meeting in accordance with S250(1) of the Companies Act 1985.

By Order of the Board

A handwritten signature in black ink, appearing to read 'G.E. Gould', written over the printed name and title.

G.E. GOULD
Secretary

14 August 1997

ISAAC STANDRING & COMPANY LIMITED

**PROFIT & LOSS ACCOUNT
FOR THE YEAR ENDED 1 MARCH 1997**

	<u>Notes</u>	<u>1997</u>	<u>1996 (11 mths)</u>
SALES		-	236,809
Cost of sales		-	(201,361)
		<hr/>	<hr/>
GROSS PROFIT		-	35,448
Administration expenses		-	(36,286)
Goodwill written off		-	(28,736)
		<hr/>	<hr/>
OPERATING PROFIT	2	-	29,574
Interest Payable	3	-	(4,418)
		<hr/>	<hr/>
LOSS FOR THE YEAR		£-	£(33,992)
		<hr/>	<hr/>

The company has no recognised gains or losses other than the result for the year.

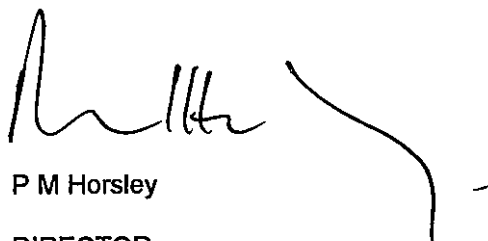
ISAAC STANDRING & COMPANY LIMITED

BALANCE SHEET - 1 MARCH 1997

	<u>Notes</u>	<u>1997</u>	<u>1996</u>
CREDITORS - Amounts falling due within one year			
	5	£(102,902)	£(102,902)
		<u> </u>	<u> </u>
CAPITAL & RESERVES			
Called up Share Capital	6	100,000	100,000
Profit and Loss		(202,902)	(202,902)
		<u> </u>	<u> </u>
	7	£(102,902)	£(102,902)
		<u> </u>	<u> </u>

The company was dormant throughout the financial year.

APPROVED BY THE BOARD ON
14 August 1997


P M Horsley
DIRECTOR

ISAAC STANDRING & COMPANY LIMITED

NOTES TO THE ACCOUNTS - 1 MARCH 1997

1 PRINCIPAL ACCOUNTING POLICIES

Basis of accounting

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

The company has not traded during the year, has not incurred any liabilities, and consequently has made neither profit nor loss. The Directors received no remuneration in respect of their service to the company during the year (1996 : £nil).

ISAAC STANDRING & COMPANY LIMITED

NOTES TO THE ACCOUNTS - 1 MARCH 1997 (CONTINUED)

2	OPERATING LOSS	<u>1997</u>	<u>1996</u>
	This is stated after charging		
	Auditors' remuneration		
	- audit	£-	£1,000
	Depreciation and amortisation (see below)	£-	£2,297
	Permanent diminution in value of goodwill	£-	£28,736
	Hire of equipment	£-	£1,254
		<hr/>	<hr/>
3	INTEREST PAYABLE		
	On bank loans and overdrafts fully repayable		
	within five years	-	4,126
	On finance leases and similar contracts	-	292
		<hr/>	<hr/>
		£-	£4,418
		<hr/>	<hr/>
4	DIRECTORS AND EMPLOYEES		
	Staff costs arising during the period		
	Wages and salaries	-	21,979
	Social security costs	-	403
		<hr/>	<hr/>
		£-	£22,382
		<hr/>	<hr/>
		<u>Number</u>	<u>Number</u>
	Average number employed during the period was	-	2
5	CREDITORS - Amounts falling due within one year		
	Amount due to fellow subsidiary undertaking	£-	£102,902
		<hr/>	<hr/>

ISAAC STANDRING & COMPANY LIMITED

NOTES TO THE ACCOUNTS - 1 MARCH 1997 (CONTINUED)

6	SHARE CAPITAL	<u>1997</u>	<u>1996</u>
	Authorised		
	150,000 ordinary shares of £1 each	£150,000	£150,000
		<hr/>	<hr/>
	Allotted, called up and fully paid		
	100,000 ordinary shares of £1 each	£100,000	£100,000
		<hr/>	<hr/>
7	RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS		
	Loss for the financial period	-	(33,992)
	Opening shareholders' funds	(102,902)	(68,910)
		<hr/>	<hr/>
	Closing shareholders' funds	£(102,902)	£(102,902)
		<hr/>	<hr/>

8 ULTIMATE PARENT UNDERTAKING

The company is a wholly owned subsidiary of Dawes Group Limited, a company registered in England and Wales.

Copies of the accounts of Dawes Group Limited may be obtained from:

Dawes Group Limited
Aspen Way
Yalberton Industrial Estate
Paignton
South Devon