

MINERVA FIRE DEFENCE LIMITED

**DIRECTORS' REPORT AND
FINANCIAL STATEMENTS**

30 SEPTEMBER 1998

Registered number: 479124



MINERVA FIRE DEFENCE LIMITED

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the 15 months ended 30 September 1998.

ACTIVITIES

The company did not trade in the period. The directors recommend that no dividend be paid. There are no plans for the company to trade in the foreseeable future.

DIRECTORS AND THEIR INTERESTS

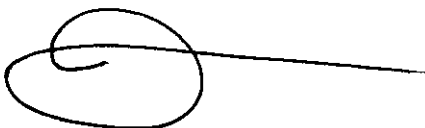
The membership of the board is set out below.

Directors

I Gutin	
J C Buckley	(resigned 2 September 1997)
P C Leonard	(resigned 2 September 1997)
J B Crooks	(appointed 2 September 1997) resigned 22 May 1998)
J Mathieson	(appointed 2 September 1997) resigned 1 April 1999)
D E Roberts	(appointed 21 May 1999)
A S McNutt	(appointed 1 April 1999)

At 30 September 1998 no directors or members of their families, as defined by the Companies Act 1985, held any beneficial interests in the shares of any member of the group other than the ultimate parent company Tyco International Ltd. The holdings of the directors in shares of the parent company are as shown in that company's accounts.

By order of the Board



D E Roberts
Director
27 July 1999

MINERVA FIRE DEFENCE LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are required by company law to prepare financial statements which give a true and fair view of the state of affairs of the company as at 30 September 1998 and of the profit or loss of the company for the period then ended. 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, subject to any material departures disclosed and explained in the financial statements;
- 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 the financial position of the company with reasonable accuracy at any time and which 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 for taking reasonable steps for the prevention and detection of fraud and other irregularities.

MINERVA FIRE DEFENCE LIMITED

AUDITORS' REPORT TO MEMBERS OF MINERVA FIRE DEFENCE LIMITED

We have audited the financial statements on pages 4 to 6 which have been prepared under the historical cost convention and the accounting policies set out on page 5.

Respective Responsibilities of Directors and Auditors

As described on page 2 the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

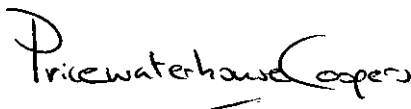
Basis of Opinion

We conducted our audit in accordance with 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 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 accounts 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 affairs of the company as at 30 September 1998 and have been properly prepared in accordance with the Companies Act 1985.



Pricewaterhouse Coopers
Chartered Accountants and Registered Auditors
Manchester
27 July 1999

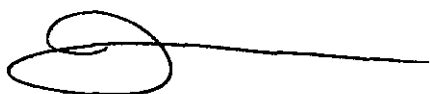
MINERVA FIRE DEFENCE LIMITED

BALANCE SHEET AT 30 SEPTEMBER 1998

	1998 £	1997 £
DEBTORS		
Amounts falling due after more than one year		
Amount owed by parent company	<u>134,199</u>	<u>134,199</u>
	<u><u>134,99</u></u>	<u><u>134,199</u></u>
 CAPITAL AND RESERVES		
Called-up share capital (Note 2)	292,500	292,500
Share premium	6,210	6,210
Profit and loss account (Note 3)	<u>(164,511)</u>	<u>(164,511)</u>
 EQUITY SHAREHOLDERS' FUNDS	<u><u>134,199</u></u>	<u><u>134,199</u></u>

The notes on pages 5 and 6 form part of these financial statements.

Approved by the Board of Directors



D E Roberts
Director
27 July 1999

MINERVA FIRE DEFENCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS - 30 SEPTEMBER 1998

1. ACCOUNTING POLICIES

Accounting Convention

The accounts are prepared under the historical cost convention and in accordance with applicable Accounting Standards.

Deferred Tax

Deferred taxation represents the amount required to account for the effect of depreciation and certain other items of income and expense being attributable, for tax purposes, to years differing from those in which they are recorded in the financial statements.

It is calculated using the liability method, which applies the rate of tax expected to be applicable when the timing differences are forecast to reverse.

The directors have concluded that there is no material liability to deferred taxation.

MINERVA FIRE DEFENCE LIMITED

Notes to the Financial Statements - 30 September 1998 (continued)

2. SHARE CAPITAL

	1998	1997
	£	£
<u>Authorised, allotted, called-up and fully paid</u>		
2,925,000 Ordinary shares of 10p each	<u>292,500</u>	<u>292,500</u>

3. PROFIT AND LOSS ACCOUNT

	Profit and loss account
	£
At 1 July 1997 and 30 September 1998	<u>(164,511)</u>

4. ULTIMATE PARENT COMPANY AND CONTROLLING PARTY

The ultimate parent company and controlling party is Tyco International Ltd, a company incorporated in Bermuda. Copies of the group financial statements may be obtained from The Company Secretary, Tyco International Limited, Cedar House, 41 Cedar Avenue, Hamilton HM12, Bermuda.

The company's immediate parent undertaking is Thorn Security Group Limited, a company registered in England and Wales.

The company's ultimate parent company in the United Kingdom is Tyco Holdings (UK) Limited, which is the smallest group of undertakings for which consolidated financial statements are available. Copies of these consolidated financial statements may be obtained from The Company Secretary, Wormald Park, Grimshaw Lane, Newton Heath, Manchester M40 2W6.