Registration number 554323

Beartall Limited

Directors' report and financial statements

for the year ended 31 December 2002

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Directors' report for the year ended 31 December 2002

The directors present their report and the financial statements for the year ended 31 December 2002.

Results and business review

The company did not trade during the year.

Directors and their interests

The directors who served during the year and their interests in the company are as stated below:

	Ore	Ordinary shares	
	31/12/02	01/01/02	
DJ Farnworth	1	1	
JM Farnworth	-	-	

This report is prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

This report was approved by the Board on 24 July 2003 and signed on its behalf by

JM Farnworth

Secretary

Accountants' report on the unaudited financial statements to the directors of Beartall Limited

As described on the balance sheet you are responsible for the preparation of the financial statements for the year ended 31 December 2002 set out on pages 3 to 4 and you consider that the company is exempt from an audit. In accordance with your instructions we have compiled these unaudited financial statements, in order to assist you to fulfil your statutory responsibilities, from the accounting records and information supplied to us.

Crossley & Davis

52 Chorley New Road Bolton BL1 4AP

Date: 24 July 2003

Balance sheet as at 31 December 2002

	2002 £	2001 £
Current assets		
Amounts owed by group undertakings	394,418	394,418
Creditors: amounts falling due within one year		
Amounts owed to group companies	(17,786)	(17,786)
Total assets less current liabilities	376,632	376,632
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Capital and reserves		
Called up share capital:		
Ordinary shares of £1 each	5,000	5,000
Profit and loss account	371,632	371,632
Shareholders' funds	376,632	376,632

Audit exemption statement

For the year ended 31 December 2002 the Company was entitled to exemption from the requirement to have an audit under the provision of section Section 249A(1) of the Companies Act 1985.

No notice has been depositied with the company under Section 249B(2) of that Act requiring an audit to be carried out.

The directors acknowledge their responsibility for;

- (a) Ensuring the Company keep accounting records which comply with Section 221 of the Companies Act 1985; and
- (b) Preparing accounts which give a true and fair view of the state of affairs of the company as at the end of its financial year and of its profit/loss for that financial year in accordance with Section 226 of the Companies Act 1985 and which otherwise comply with the accounting requirements of that Act relating to accounts so far as applicable to the company.

Approved by the Board on 24 July 2003 and signed on its behalf by

DJ Farnworth

Director

Notes to the financial statements for the year ended 31 December 2002

1. Profit and loss account

The company has not traded, made profits or losses nor incurred any liabilities during the year ended 31 December 2002. Therefore, no profit and loss account is attached.

2. Ultimate parent company

The directors consider that the company's ultimate parent company is WML Industrial Holdings Limited, which company is controlled by DJ Farnworth, J Farnworth and JM Farnworth. Advantage has been taken from disclosure of related party transactions with group companies on the grounds that details are inluded in the consolidated financial statements of WML Inustrial Hold ings Limited for the year ende 31 December 2002.

3. Authorised share capital	2002 £	2001 £
5,000 Ordinary shares of £1 each	5,000	5,000