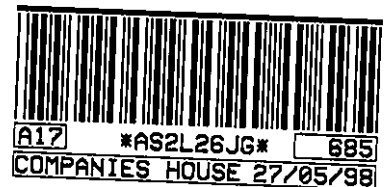


OWEN HOPKINS LIMITED

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31 DECEMBER 1997**

Company Number: 890705



OWEN HOPKINS LIMITED

Company Information

Directors	A.S. Perloff M.L. Bloch P.A. Rowson
Secretary	P.A. Rowson
Company Number	890705
Registered Office	38 Mount Pleasant London WC1X0AP
Auditors	Hereward Philips Prospect House 2 Atheneum Road London N20 9YU

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DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 1997

The directors present their report and the financial statements for the year ended 31 December 1997.

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.

Results and dividends

The result for the year after taxation, amounted to £NIL (1996 - £ NIL) .

The directors do not recommend that a dividend is paid and the retained profit of £NIL be carried to reserves.

Principal activities and review of business

The company did not trade during the year and there are no plans to commence trading in the foreseeable future.

Directors

The directors who served during the year and their beneficial interests in the company's issued share capital were :

	Ordinary shares of £1 each	
	1997	1996
A.S. Perloff	-	-
M.L. Bloch	-	-
P.A. Rowson	-	-

No Director had any interest in the shares of the company at the year end but their interests in the parent undertaking, Panther Securities PLC, are disclosed in that company's financial statements.

Auditors

The auditors, Hereward Philips, will be proposed for reappointment in accordance with section 385 of the Companies Act 1985.

This report was approved by the board on **13th May 1998**

P.A. Rowson

Director

AUDITORS' REPORT TO THE SHAREHOLDERS OF OWEN HOPKINS LIMITED

We have audited the financial statements on pages 3 to 5 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 1 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.

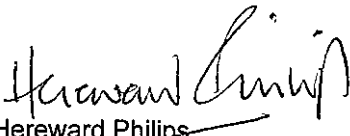
Basis of opinion

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 the 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 financial statements 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 company's affairs as at 31 December 1997 and have been properly prepared in accordance with the Companies Act 1985.


Hereward Philips
Chartered Accountants and
Registered Auditors

Prospect House
2 Atheneum Road
London
N20 9YU

Dated: **13.5.98**

PROFIT AND LOSS ACCOUNT
For the year ended 31 December 1997

	Note	1997 £	1996 £
LOSS BROUGHT FORWARD		<u>(113,186)</u>	<u>(113,186)</u>
LOSS CARRIED FORWARD		<u>(113,186)</u>	<u>(113,186)</u>

All amounts relate to discontinued operations.

There were no recognised gains and losses for 1997 or 1996 other than those included in the profit and loss account.

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

OWEN HOPKINS LIMITED

BALANCE SHEET
As at 31 December 1997

	Note	£	1997 £	£	1996 £
CREDITORS: amounts falling due within one year	4	(113,086)		(113,086)	
NET CURRENT LIABILITIES			(113,086)		(113,086)
TOTAL ASSETS LESS CURRENT LIABILITIES			(113,086)		(113,086)
CAPITAL AND RESERVES					
Called up share capital	5		100		100
Profit and loss account			(113,186)		(113,186)
SHAREHOLDERS' FUNDS	6		(113,086)		(113,086)

The financial statements were approved by the board on **13th May 1998**

P. A. Reuben

Director

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

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 December 1997

1. ACCOUNTING POLICIES**1.1 Basis of preparation of financial statements**

The financial statements have been prepared under the historical cost convention.

2. TURNOVER

The company did not trade during the year.

3. OPERATING PROFIT

The operating profit is stated after charging:

	1997 £	1996 £
No director received any emoluments (1996 - £Nil)		

**4. CREDITORS:
Amounts falling due within one year**

	1997 £	1996 £
Amounts owed to group undertakings:		
- parent and fellow subsidiaries	113,086	113,086
	<u>113,086</u>	<u>113,086</u>

The inter company loans are interest free and repayable on demand; however there is no present intention to seek repayment of these loans.

5. CALLED UP SHARE CAPITAL

	1997 £	1996 £
Authorised		
100 ordinary shares of £1 each	100	100
Allotted, called up and fully paid		
100 ordinary shares of £1 each	100	100

6. SHAREHOLDERS' FUNDS**Reconciliation of movements on shareholders' funds**

	1997 £	1996 £
Opening shareholders' funds	(113,086)	(113,086)
Closing shareholders' funds	<u>(113,086)</u>	<u>(113,086)</u>

7. PARENT UNDERTAKING

The company's ultimate parent undertaking is Panther Securities Plc, a company incorporated in Great Britain.