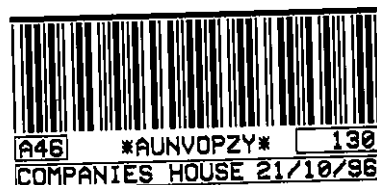


SOUTH WEST LAND (HOLDINGS) LIMITED
Directors' Report and Financial Statements
for the year ended 31 December 1995

2591327 (England and Wales)



SOUTH WEST LAND (HOLDINGS) LIMITED

Company Information

Directors C.D. Burnett-Hitchcock
Mrs. P.A. Burnett-Hitchcock

Secretary Mrs. P.A. Burnett-Hitchcock

Company Number 2591327 (England and Wales)

Registered Office 23 Lockyer Street
Plymouth
Devon PL1 2QZ.

Auditors Simon Grinter & Company
23 Lockyer Street
Plymouth
Devon PL1 2QZ.

SOUTH WEST LAND (HOLDINGS) LIMITED

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SOUTH WEST LAND (HOLDINGS) LIMITED

Directors' Report for the year ended 31 December 1995

The directors present their report and the financial statements for the year ended 31 December 1995.

Principal Activities

The company has not undertaken any activities during the year and is unlikely to do so in the foreseeable future.

Directors and their Interests

The directors who served during the year and their interests in the company were as stated below.

	Class of share	Number of shares	
		1995	1994
C.D. Burnett-Hitchcock	Ordinary shares of £1 each	1,000	1,000
Mrs. P.A. Burnett-Hitchcock	Ordinary shares of £1 each	1,000	1,000

Auditors

In accordance with Section 385 of the Companies Act 1985, a resolution proposing that Simon Grinter & Company be reappointed as auditors of the company will be put to the Annual General Meeting.

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.

In the preparation of the directors' report advantage has been taken of the special exemptions applicable to small companies conferred by Part II of Schedule 8 to the Companies Act 1985.

This report was approved by the Board on9/12/96

P. A. Burnett-Hitchcock
Mrs. P.A. Burnett-Hitchcock
Secretary

SOUTH WEST LAND (HOLDINGS) LIMITED

Auditors' Report

to the shareholders of South West Land (Holdings) Limited

We have audited the financial statements on pages 3 to 6 which have been prepared under the historical cost convention and the accounting policies set out on page 4.

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.

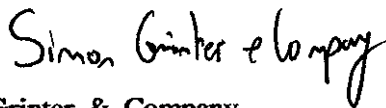
Basis of opinion

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 1995 and of its result for the year then ended and have been properly prepared in accordance with the provisions of the Companies Act 1985 applicable to small companies.



Simon Grinter & Company

**Chartered Accountants
Registered Auditor**

Date: 18 October 1996

23 Lockyer Street
Plymouth
Devon PL1 2QZ.

SOUTH WEST LAND (HOLDINGS) LIMITED

Balance Sheet

as at 31 December 1995

	Notes	£	1995	£	1994	£
Fixed Assets						
Investments	3			1,000		1,000
Current Assets						
Cash at bank and in hand			1,000		1,000	
Net Current Assets				1,000		1,000
			£	2,000	£	2,000
Capital and Reserves						
Called up share capital	4			2,000		2,000
Shareholders' Funds	5		£	2,000	£	2,000

In preparing these financial statements:

- Advantage has been taken of the special exemptions applicable to small companies conferred by Part I of Schedule 8 to the Companies Act 1985, and
- In the directors' opinion the company is entitled to these exemptions as a small company.

The financial statements were approved by the Board on9/10/96


C.D. Burnett-Hitchcock
Director


Mrs. P.A. Burnett-Hitchcock
Director

SOUTH WEST LAND (HOLDINGS) LIMITED

Notes to the Financial Statements
for the year ended 31 December 1995

1. Accounting Policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention and include the results of the company's operations as indicated in the directors' report.

The company has taken advantage of the exemption in Financial Reporting Standard No 1 from the requirement to produce a cashflow statement on the grounds that it is a small company.

1.2 Group accounts

The financial statements present information about the company as an individual undertaking and not about its group. The company has not prepared group accounts as it is exempt from the requirement to do so by Section 228 of the Companies Act 1985 as it qualifies as a small group.

2. Profit and Loss Account

During the financial year and the previous financial year the company did not trade and received no income and incurred no expenditure. Consequently the company made neither a profit or a loss.

SOUTH WEST LAND (HOLDINGS) LIMITED

Notes to the Financial Statements
for the year ended 31 December 1995

3. Fixed Asset Investments

Shares in group undertakings and participating interests

	£
Cost	
At 1 January 1995 & at 31 December 1995	<u>1,000</u>
Net Book Values	
At 31 December 1995	<u>£ 1,000</u>
At 31 December 1994	<u>£ 1,000</u>

In the opinion of the directors the aggregate value of the company's investment in subsidiary undertakings is not less than the amount included in the balance sheet.

Holdings of more than 10%

The company holds more than 10% of the share capital of the following companies:

Company	Country of registration or incorporation	Shares held Class	%
Subsidiary undertaking			
South West Land Limited	England and Wales	Ordinary	99

The aggregate amount of capital and reserves and the results of these undertakings for the last relevant financial year were as follows:

	Capital and reserves	Loss for the year
South West Land Limited	£514,738	£4,185

4. Share Capital

	1995 £	1994 £
Authorised		
50,000 Ordinary shares of £1 each	<u>50,000</u>	<u>50,000</u>
Allotted, called up and fully paid		
2,000 Ordinary shares of £1 each	<u>2,000</u>	<u>2,000</u>