

2739844

CORNDRIVE LIMITED

Report and Accounts

31 December 2000



Corndrive Limited

Registered No. 2739844

DIRECTORS

L J P O'Hagan
R G Turner

SECRETARY

R J Crilly

AUDITORS

Ernst & Young LLP
Bedford House
16 Bedford Street
Belfast
BT2 7DT

REGISTERED OFFICE

200 Aldersgate Street
London
EC1 A4JJ

 **ERNST & YOUNG**

Corndrive Limited

DIRECTORS' REPORT

The directors present their report and accounts for the year ended 31 December 2000.

PRINCIPAL ACTIVITIES AND RESULTS

The principal activity of the company is to hold an investment in the shares of its parent undertaking, Erne Holdings Limited, upon trust for the employees and former employees from time to time of Erne Holdings Limited and any subsidiaries of that company.

The company did not trade during the period and accordingly no profit and loss account has been prepared. The directors do not recommend the payment of a dividend.

DIRECTORS AND THEIR INTERESTS

The directors of the company during the year ended 31 December 2000 were those listed on page 1.

The directors have no beneficial interests in the shares of the company.

AUDITORS

On 28 June 2001, Ernst & Young, the Company's auditor, transferred its entire business to Ernst & Young LLP, a limited liability partnership incorporated under the Limited Liability Partnerships Act 2000. The Directors consented to treating the appointment of Ernst & Young as extending to Ernst & Young LLP with effect from 28 June 2001. A resolution to re-appoint Ernst & Young LLP as the Company's auditor will be put to the forthcoming Annual General Meeting.

By order of the board



Secretary

7 September 2001

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE
ACCOUNTS

Company law requires the directors to prepare accounts 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 accounts, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent; and
- prepare the accounts 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 accounts 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.

Corndrive Limited

REPORT OF THE AUDITORS to the shareholders of Corndrive Limited

We have audited the accounts on pages 5 to 7, which have been prepared under the historical cost convention and the accounting policies set out on page 6.

Respective responsibilities of directors and auditors

As described on page 3 the company's directors are responsible for the preparation of the accounts. It is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion to you. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

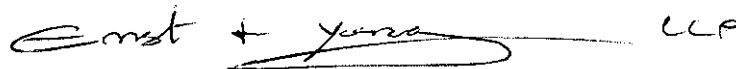
Basis of opinion

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 accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, 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 accounts.

Opinion

In our opinion the accounts give a true and fair view of the state of affairs of the company as at 31 December 2000 and have been properly prepared in accordance with the Companies Act 1985.

 LLP

Registered Auditor

Belfast



2 October 2001

Corndrive Limited

BALANCE SHEET at 31 December 2000

	Notes	2000 £	1999 £
FIXED ASSETS			
Investments	3	50,000	50,000
CURRENT ASSETS			
Amounts owed by group undertakings		2	2
		2	2
CREDITORS: amounts falling due within one year	4	50,000	50,000
NET CURRENT LIABILITIES		49,998	49,998
TOTAL ASSETS LESS LIABILITIES		2	2
CAPITAL AND RESERVES			
Called up share capital	5	2	2

ERNST & YOUNG

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Directors

7 September 2001

Corndrive Limited

NOTES TO THE ACCOUNTS at 31 December 2000

1. ACCOUNTING POLICIES

Accounting convention

The accounts are prepared under the historical cost convention, and in accordance with applicable accounting standards.

2. PROFIT AND LOSS ACCOUNT

No profit and loss account has been prepared as the company has not traded during the period.

3. INVESTMENTS

Investments consist of 500 ordinary shares of £1 each and 49,500 management redeemable preference shares of £1 each in Erne Holdings Limited, the company's parent undertaking.

This investment and the income thereof is held upon trust for the employees and former employees from time to time of Erne Holdings Limited and any subsidiaries of Erne Holdings Limited.

4. CREDITORS - amounts falling due within one year

	2000 £	1999 £
Loan from parent undertaking	50,000	50,000
This loan is interest free and is repayable on demand.		

5. SHARE CAPITAL

Authorised:

	2000 £	1999 £
Ordinary shares of £1 each	100	100

Allotted, called up and fully paid:

	2000 No.	1999 No.	2000 £	1999 £
Ordinary shares of £1 each	2	2	2	2

NOTES TO THE ACCOUNTS
at 31 December 1999

6. PARENT UNDERTAKING

The company is a subsidiary undertaking of Erne Holdings Limited, a company incorporated in England. The smallest group in which group accounts are prepared is Fitzwilton Finance (UK) PLC, a company registered in England. These accounts may be obtained from the following address:

1 High Street
Enniskillen
Co Fermanagh
BT74 7DH

Fitzwilton Limited the parent undertaking of Fitzwilton Finance (UK) PLC is registered in the Republic of Ireland and it is the parent undertaking of the largest group which consolidates these financial statements. Copies of that company's accounts are available from the Company Secretary, Fitzwilton Limited, 1 - 2 Upper Hatch Street, Dublin 2.

The ultimate parent undertaking is Stoneworth Investments Limited, a company incorporated in the British Virgin Islands and controlled by Dr A J F O'Reilly and P J Gouldandris.

7. RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption in FRS8 from disclosing transactions with related parties that are part of the Fitzwilton Limited group or investees of the group.