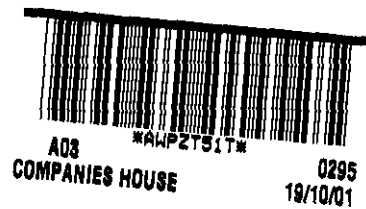


REGISTERED NO: 03401482

**PORTLAND HARBOUR DEVELOPMENT
LIMITED**

**REPORT OF THE DIRECTORS
AND
STATEMENT OF ACCOUNTS**

31ST DECEMBER 2000



PORTLAND HARBOUR DEVELOPMENT LIMITED

REPORT OF THE DIRECTORS

The directors present their annual report and audited accounts of the company for the year ended 31st December 2000.

BUSINESS REVIEW

The company did not trade during the year.

DIRECTORS

The following directors held office during the year:

J. M. Langham
J. C. Langham
J. M. Langham Jnr
R. T. Best
J. J. L. Packer
S. J. Davies

None of the directors had any interest in the share capital of the company. The interests of J. M. Langham, J. C. Langham and J. M. Langham Jnr in the shares of the holding company are shown in the report of the directors of that company.

The interests of R. T. Best, J. J. L. Packer and S. J. Davies are shown in the directors' report of the accounts of Portland Harbour Limited, the immediate holding company.

APPROVED BY THE BOARD ON 23rd August 2001
AND SIGNED ON THEIR BEHALF BY

W. T. Cowley

W. T. COWLEY
SECRETARY

Bingham's Melcombe
Dorchester, Dorset

PROFIT AND LOSS ACCOUNT **FOR THE YEAR ENDED 31ST DECEMBER 2000**

The company has not traded during the year or the preceding financial year. During these years, the company received no income and incurred no expenditure and therefore made neither profit nor loss.

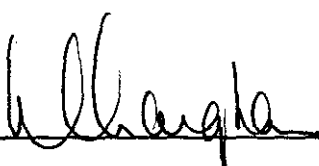
PORTLAND HARBOUR DEVELOPMENT LIMITED

BALANCE SHEET AT 31ST DECEMBER 2000

| | <u>Note</u> | <u>2000</u> <u>£</u> | <u>1999</u> <u>£</u> |
|-----------------------------|-------------|-------------------------|-------------------------|
| CURRENT ASSETS | | | |
| Debtors | 1 | <u>£ 2</u> | <u>£ 2</u> |
| CAPITAL AND RESERVES | | | |
| Share capital | 2 | <u>£ 2</u> | <u>£ 2</u> |

For the financial year ended 31st December 2000, the company was entitled to exemption from audit under section 249AA(1) Companies Act 1985 (as a dormant company) and members have not required the company to obtain an audit of its accounts under section 249B(2). The directors acknowledge their responsibilities for ensuring that the company keeps accounting records which comply with section 221 and preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the year and of its profit or loss for the financial year in accordance with the requirements of section 226 and which otherwise comply with the requirements of the Companies Act 1985, so far as applicable to the company.

These accounts were approved by the Board of Directors on 28th August 2001



J. C. Langham Director

PORTLAND HARBOUR DEVELOPMENT LIMITED

NOTES TO THE ACCOUNTS - 31ST DECEMBER 2000

| | <u>2000</u> £ | <u>1999</u> £ |
|---|------------------|------------------|
| 1. DEBTORS | | |
| Amounts falling due within one year: | | |
| Amounts owed by group undertakings | <u>£ 2</u> | <u>£ 2</u> |
| 2. SHARE CAPITAL | | |
| Authorised: | | |
| 1,000 Ordinary shares of £1 each | <u>£1,000</u> | <u>£1,000</u> |
| Allotted, called up and fully paid: | | |
| 2 Ordinary shares of £1 each | <u>£ 2</u> | <u>£ 2</u> |
| 3. ULTIMATE HOLDING COMPANY | | |
| The ultimate holding company is Langham Industries Limited, which is registered in England and Wales. | | |
| The ultimate controlling party of Langham Industries Limited is the J. M. Langham family. | | |