COUNTRYSCALE PROPERTIES LTD.

DIRECTOR'S REPORT FOR THE YEAR ENDED 31 DECEMBER 2002

COMPANY NUMBER - 3898188

The Directors have pleasure in presenting their Report with the Accounts of the Company for the year ended 31 December 2002.

The Directors in office during the year and their beneficial interest in the shares of the company were as follows:-

	Ordinary	Ordinary Shares	
	31.12.02	31.12.01	
Martin S Davies	1	1	
Lauren S Davies	1	1	

During the above year, the company has not traded.

This Report was approved by the board of directors on 27 October 2003 and signed on its behalf.

By Order of the Board

Martin S Davies - Director

COUNTRYSCALE LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2002

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

Certain items of expenditure were paid on behalf of the company by the entity for whom the company acts as trustee.

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COUNTRYSCALE LIMITED.

BALANCE SHEET AS AT 31 DECEMBER 2002

COMPANY NUMBER 3898188

	<u>2002</u>	2001
	£	£
Current Assets	<u>2</u>	<u>2</u>
Represented By:-		
Share Capital		
Authorised - 100 Ordinary Share of £1 each	£100	<u>£100</u>
Issued - Allotted, Called, and Fully Paid	<u>2</u>	<u>2</u>

The directors considers that the company is entitled to exemption from the requirement to have an audit under the provisions of Companies Act 1985 Section 249A(1). Members have not required the company under Companies Act 1985 Section 249B(2) to have an audit for the year ended 31 December 2002. The directors acknowledge their responsibilities for ensuring that the company keeps accounting records which comply with Section 221 of the Companies Act 1985, and for preparing accounts, which give a true and fair view of the state of affairs of the company as at 31 December 2002, and of its profit or loss for the year then ended, in accordance with requirements of Section 226, and which otherwise comply with the requirements of the Act relating to the accounts, so far as applicable to the company

The Financial Statements were approved by the board on 27 October 2003 and signed on its behalf.

Martin S Davies - Director.

COUNTRYSCALE LIMITED.

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2002

COMPANY NUMBER - 3898188

1. ACCOUNTING POLICIES

The Financial Statements are prepared under the Historical Cost Convention.

2. CONTROLLING PARTY

The Controlling parties are Martin S Davies and Lauren S Davies by virtue of their ownership of the issued ordinary share capital of the company.