

TITAN HOLDINGS LIMITED
FINANCIAL STATEMENTS
28 FEBRUARY 1998

Company Registration Number 3286113

Spenser, Wilson & Co.
Chartered Accountants & Registered Auditors
15/17 Carlton Street
Halifax
West Yorkshire
HX1 2AL



TITAN HOLDINGS LIMITED

FINANCIAL STATEMENTS

PERIOD FROM 2 DECEMBER 1996 TO 28 FEBRUARY 1998

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TITAN HOLDINGS LIMITED

OFFICERS AND PROFESSIONAL ADVISERS

The board of directors

Mr F Minshull
Mr D C Tait
Mr S A Rushworth

Company secretary

Mr F Minshull

Registered office

Holme Works
Holmes Road
Sowerby Bridge
Halifax
HX6 3LE

Auditors

Spenser, Wilson & Co.
Chartered Accountants & Registered Auditors
15/17 Carlton Street
Halifax
West Yorkshire
HX1 2AL

TITAN HOLDINGS LIMITED

THE DIRECTORS' REPORT

PERIOD FROM 2 DECEMBER 1996 TO 28 FEBRUARY 1998

The directors have pleasure in presenting their report and the financial statements of the company for the period from 2 December 1996 to 28 February 1998.

PRINCIPAL ACTIVITIES

The Company was incorporated on 2 December 1996, and has not yet commenced trading.

THE DIRECTORS AND THEIR INTERESTS IN SHARES OF THE COMPANY

The directors who served the company during the period together with their beneficial interests in the shares of the company were as follows:

		Ordinary Shares of £1 each	
		At 28 February 1998	At 2 December 1996
Mr F Minshull	(Appointed 2 December 1996)	33	-
Mr D C Tait	(Appointed 2 December 1996)	33	-
Mr S A Rushworth	(Appointed 2 December 1996)	33	-

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 at the end of the year and of the profit or loss for the year then ended.

In preparing those financial statements, the directors are required to select suitable accounting policies, as described on page 7, and then apply them on a consistent basis, making judgements and estimates that are prudent and reasonable. The directors must also 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. The directors 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.

AUDITORS

A resolution to re-appoint Spenser, Wilson & Co. as auditors for the ensuing year will be proposed at the annual general meeting in accordance with section 385 of the Companies Act 1985.

TITAN HOLDINGS LIMITED

THE DIRECTORS' REPORT *(continued)*

PERIOD FROM 2 DECEMBER 1996 TO 28 FEBRUARY 1998

SMALL COMPANY PROVISIONS

This report has been prepared in accordance with the special provisions for small companies under Part VII of the Companies Act 1985.

Registered office:
Holme Works
Holmes Road
Sowerby Bridge
Halifax
HX6 3LE

Signed by order of the directors



Frank Minshull
Company Secretary

Approved by the directors on 30 September 1998

TITAN HOLDINGS LIMITED

AUDITORS' REPORT TO THE SHAREHOLDERS

PERIOD FROM 2 DECEMBER 1996 TO 28 FEBRUARY 1998

We have audited the financial statements on pages 5 to 7 which have been prepared in accordance with the Financial Reporting Standard for Smaller Entities, under the historical cost convention and the accounting policies set out on page 7.

RESPECTIVE RESPONSIBILITIES OF THE DIRECTORS AND THE AUDITORS

As described on page 2, the company's directors are responsible for the preparation of the 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.

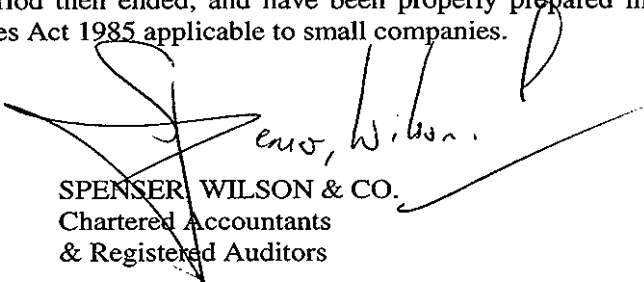
We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity 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 company's state of affairs as at 28 February 1998 and of its profit for the period then ended, and have been properly prepared in accordance with the provisions of the Companies Act 1985 applicable to small companies.

15/17 Carlton Street
Halifax
West Yorkshire
HX1 2AL

30 September 1998


SPENSER, WILSON & CO.
Chartered Accountants
& Registered Auditors

TITAN HOLDINGS LIMITED

PROFIT AND LOSS ACCOUNT

PERIOD FROM 2 DECEMBER 1996 TO 28 FEBRUARY 1998

	£
TURNOVER	-
Administrative expenses	-
OPERATING PROFIT	-
Tax on profit on ordinary activities	-
RETAINED PROFIT FOR THE FINANCIAL PERIOD	-

The notes on page 7 form part of these financial statements.

TITAN HOLDINGS LIMITED

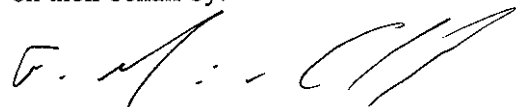
BALANCE SHEET

28 FEBRUARY 1998

	£	£
CURRENT ASSETS		
Cash at bank and in hand		99
TOTAL ASSETS		<u>99</u>
CAPITAL AND RESERVES		
Called-up equity share capital	2	99
SHAREHOLDERS' FUNDS		<u>99</u>

These accounts have been prepared in accordance with the special provisions for small companies under Part VII of the Companies Act 1985 and with the Financial Reporting Standard for Smaller Entities.

These financial statements were approved by the directors on the 30 September 1998 and are signed on their behalf by:



Mr F Minshull
Director

The notes on page 7 form part of these financial statements.

TITAN HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

PERIOD FROM 2 DECEMBER 1996 TO 28 FEBRUARY 1998

1. ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared under the historical cost convention, and in accordance with the Financial Reporting Standard for Smaller Entities.

2. SHARE CAPITAL

Authorised share capital:

	£
100,000 Ordinary shares of £1 each	<u>100,000</u>

Allotted, called up and fully paid:

	£
Issue of ordinary shares	<u>99</u>