

The Washington Chemical Company Limited

Company Number 166702

Directors' Report for the Year Ended 31st December 1996

Activities

The Company has not traded during the year, has received no income and incurred no expenditure, and consequently has made neither a profit nor a loss.

Directors

The following served as Directors during (and, unless otherwise indicated, throughout) the year:-

H F Baines
J H Devonald
D W Finnett

Directors' Interests

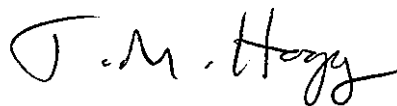
The interests, all beneficial, of the Directors in the share capital of T&N plc comprise:-

Ordinary Shares									
				31.12.96	31.12.95				
H F Baines				-	-				
J H Devonald				-	-				
D W Finnett				-	-				
				-	-				
	1.1.96	Number of options Granted during year Exercised during year		31.12.96	Exercise Price	Market price on date exercised	Date of Grant	Date from which exercisable	Expiry Date
H F Baines	15,685	-	-	15,685	172.1	-	15.4.93	15.4.96	14.4.2003
	25,416	-	-	25,416	226.2	-	12.4.94	12.4.97	11.4.2004
	25,416	-	-	25,416	207.5	-	6.10.94	6.10.97	5.10.2004
	50,000	-	-	50,000	159.0	-	10.5.95	10.5.98	9.5.2005
(1)	5,077	-	-	5,077	135.9	-	1.7.95	1.7.2000	31.12.2000
	121,594	-	-	121,594					
J H Devonald	10,457	-	-	10,457	127.1	-	11.9.92	11.9.95	11.9.2002
	12,548	-	-	12,548	172.1	-	15.4.93	15.4.96	14.4.2003
	10,166	-	-	10,166	226.2	-	12.4.94	12.4.97	11.4.2004
	20,000	-	-	20,000	159.0	-	10.5.95	10.5.98	9.5.2005
	-	10,000	-	10,000	134.5	-	2.10.96	2.10.99	1.10.2006
	53,171	10,000	-	63,171					
D W Finnett	10,166	-	-	10,166	226.2	-	12.4.94	12.4.97	11.4.2004
	20,333	-	-	20,333	207.5	-	6.10.94	6.10.97	5.10.2004
	20,000	-	-	20,000	159.0	-	10.5.95	10.5.98	9.5.2005
	-	10,000	-	10,000	134.5	-	2.10.96	2.10.99	1.10.2006
	50,499	10,000	-	60,499					

(1) These options have been granted under the Savings-Related Scheme. All other options have been granted under the Executive Scheme.

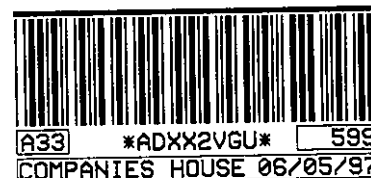
None of the directors have any other registered interests in the shares of the Company or any other company in the T&N Group.

By Order of the Board


J M Hogg

Secretary

30th April 1997



THE WASHINGTON CHEMICAL COMPANY LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires 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;
- * state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- * 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

THE WASHINGTON CHEMICAL COMPANY LIMITED

BALANCE SHEET

AS AT 31ST DECEMBER 1996

	Notes	1996 £000	1995 £000
<u>Fixed Assets</u>			
Investments	4	2,785	2,785
Total assets		<u>2,785</u>	<u>2,785</u>
<u>Capital and Reserves</u>			
Called up share capital	5	2,785	2,785
Shareholder's funds - equity		<u>2,785</u>	<u>2,785</u>

The Company was dormant throughout the financial year.

The financial statements on pages 3 and 4 were approved by the Board on 30 April 1997 and were signed on its behalf by:-



D W Finnett - Director

THE WASHINGTON CHEMICAL COMPANY LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

1. ACCOUNTING POLICIES

(a) Basis of Accounting

The financial statements have been prepared in accordance with applicable Accounting Standards and under the historical cost convention.

2. PROFIT AND LOSS ACCOUNT

The Company has not traded during the year, has received no income and incurred no expenditure and consequently has made neither a profit nor a loss. There were no recognised gains or losses during the year.

3. DIRECTORS

The directors have not received any remuneration for services to the Company during the year (1995: £nil).

4. INVESTMENTS

Loan to parent undertaking

£000

At 31st December 1995 and 1996

2,785

5. CALLED UP SHARE CAPITAL

1996

1995

£000

£000

Authorised

3,000,000 ordinary shares of £1 each

3,000

3,000

Issued and fully paid

2,785,000 ordinary shares of £1 each

2,785

2,785

6. ULTIMATE PARENT COMPANY

The Company's immediate parent company is Fleetside Investments Limited and the ultimate parent company is T&N plc. Both are registered in England and Wales. Copies of the T&N plc Annual Report and Accounts can be obtained from the Company Secretary at Bowdon House, Ashburton Road West, Trafford Park, Manchester, M17 1RA.