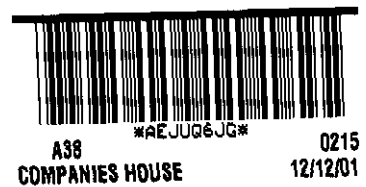


COMPANY No : 171216

S. PARSONS & COMPANY LIMITED

DIRECTORS' REPORT AND ACCOUNTS

31 MARCH 2001



S. PARSONS & COMPANY LIMITED

DIRECTORS' REPORT

The Directors present their report and financial statements of the Company for the year ended 31 March 2001.

1. ACTIVITIES AND RESULTS

The Company has not traded during the year; consequently there is no profit or loss.

2. DIRECTORS

The membership of the board during the year was:-

Mr R Wilkinson	(appointed 3 May 2000)
Mr T J Cooper	(appointed 30 September 2000)
Mr R D Goddard	(appointed 1 June 2000 and resigned 30 September 2000)
Miss J C Polley	(resigned 3 May 2000)
Mrs C B Wheatley	(resigned 3 May 2000)

3. DIRECTORS' INTERESTS

According to the Register kept by the Company under the Companies Act 1985 Section 325, the interests of persons who were Directors of the Company at the end of the year in the shares of the Company, its ultimate holding company, Weigh-Tronix LLC and its subsidiaries, are as set out in the Directors' Report of the Company's intermediate holding company, Weigh-Tronix UK Limited.

4. AUDITORS

The Company was dormant throughout the year ended 31 March 2001 within the meaning of Section 250 of the Companies Act 1985 and the permission granted by Section 252 of the Companies Act 1985 has been applied and no auditors have been appointed.

By Order of the Board.


**Secretary
R J Fogarty**

Foundry Lane,
Smethwick,
West Midlands,
B66 2LP

Date 1 October 2001

S. PARSONS & COMPANY LIMITED
BALANCE SHEET AT 31 MARCH 2001

<u>CURRENT ASSETS</u>	<u>2001</u> £	<u>2000</u> £
<u>Debtors: amounts falling due within one year</u>		
Amount(s) owed by group companies	37,433	37,433
	<u>37,433</u>	<u>37,433</u>
 <u>CAPITAL AND RESERVES</u>		
<u>Called up share capital</u>		
Ordinary shares of £1 each allotted and fully paid (authorised share capital: £37,500)	37,433	37,433
<u>Profit and loss account</u>	-	-
Equity Shareholders' Interest	<u>37,433</u>	<u>37,433</u>

The Company was dormant throughout the year ended 31 March 2001 within the meaning of section 250 of the Companies Act 1985, as amended.

These accounts were approved by the Board of Directors 1 October 2001 and signed on its behalf by



Director
R Wilkinson

S. PARSONS & COMPANY LIMITED

NOTES TO THE ACCOUNTS

YEAR ENDED 31 MARCH 2001

1. For the year ended 31 March 2001 the company was entitled to exemption under section 249A(1) of the Companies Act 1985.
2. Members have not required the company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985.
3. On 13 June 2000 the company's parent undertaking Marconi, p.l.c. sold its share in the company's intermediate holding company Avery Berkel Holdings Limited to Weigh-Tronix UK Limited.
4. The smallest group for which group accounts are prepared, in which the results of the company are consolidated is Weigh-Tronix UK Limited, a company registered in England and Wales. Copies of the accounts of Weigh-Tronix UK Limited are available from The Secretary, Weigh-Tronix UK Limited, Foundry Lane, Smethwick, West Midlands B66 2LP.
5. The ultimate parent company is Weigh-Tronix LLC a company registered in the State of Delaware, USA. Copies of the Group accounts of Weigh-Tronix LLC are available from The Secretary, Weigh-Tronix LLC, 101 Dyer Street, Providence, RI 02903, USA.
6. The company has taken advantage of the exemption under Financial Reporting Standard 8 'Related Party Disclosures' from disclaiming related party transactions with other entities that are part of the Weigh-Tronix LLC group.
7. The directors acknowledge their responsibility for:
 - ensuring the company keeps accounting records which comply with section 221 of the Companies Act 1985: and
 - preparing accounts which give true and fair view of the state of affairs of the company as at the end of the financial year, and of its profit or loss for the financial year, in accordance with the requirements of section 226 of the Companies Act 1985, and which otherwise comply with the requirements of the Companies Act 1985 relating to accounts, so far as applicable to the company.