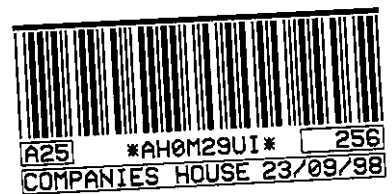


PJ EVANS (HOLDINGS) LIMITED

DIRECTORS' REPORT AND
FINANCIAL STATEMENT

31 DECEMBER 1997

COMPANY REG NO 189052 ENGLAND



P J EVANS (HOLDINGS) LIMITED

DIRECTORS' REPORT

The directors have pleasure in submitting their report and financial statement for the year ended 31 December 1997.

Activities

The Company has not traded during the year.

Directors

The directors who held office during the year are as follows:

MR A B ARCHER
EVANS HALSHAW MOTORS LIMITED

Resigned 07/05/98
Appointed 07/05/98

No director had any beneficial interest in the shares of the Company at any time during the year.

Mr A B Archer is a director of the ultimate parent undertaking, Evans Halshaw Holdings plc, and his interest in the shares of group undertakings is disclosed in the financial statements of that Company.

Auditors

Throughout the year the company was dormant within the meaning of Section 250 of the Companies Act 1985 and, accordingly, no auditors were appointed.

By Order of the Board



A J Pitt
Secretary

1 August 1998

P J EVANS (HOLDINGS) LIMITEDBALANCE SHEETAs at 31 December 1997

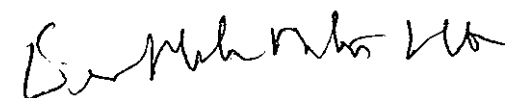
	1997 £	1996 £
CURRENT ASSET - due after one year		
Amount owed by parent undertaking	1,332,281	1,332,281
CREDITORS due after one year		
Amounts owed to fellow subsidiaries	(930,846)	(930,846)
NET ASSETS	<u>401,435</u>	<u>401,435</u>

CAPITAL AND RESERVES

	<u>Authorised</u>	<u>Allotted, called up and fully paid</u>		
Share capital				
Ordinary shares of £1 each	<u>250,000</u>	<u>200,000</u>	200,000	200,000
Other Reserves			<u>201,435</u>	<u>201,435</u>
			<u>401,435</u>	<u>401,435</u>

The company has been dormant (within the meaning of section 250 of the Companies Act 1985) throughout the year ended 31 December 1997.

Approved on behalf of the Board



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Evans Halshaw Motors Limited
Director

1 August 1998

Notes

(forming part of the financial statement)

1. The financial statement has been prepared under the historical cost convention and in accordance with section 228 of, and Schedule 4 to, the Companies Act 1985.
2. The reserves of the company are not distributable.
3. The ultimate holding company is Evans Halshaw Holdings plc, a company incorporated in Great Britain and registered in England. Copies of that company's financial statements can be obtained from 4 Highlands Court, Cranmore Avenue, Shirley, Solihull, West Midlands B90 4LE.