COMPANY NO. 345727

ROLLS-ROYCE INDUSTRIAL & MARINE POWER LIMITED (FORMERLY WELLMAN CRANES LIMITED)

Accounts for the year ended 31st December 1995

A22 *A9V30MX0* 356

KOLLS-ROYCE INDUSTRIAL & MARINE POWER LIMITED (FORMERLY WELLMAN CRANES LIMITED)

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.

BALANCE	SHEET	as	at	<u> 31st</u>	December	1995

FIXED ASSETS	Notes	1995 £	1994 £
Debtors (Amount owed by group undertakings)	2	3,484,451	3,484,451
TOTAL ASSETS		3,484,451	3,484,451
CAPITAL & RESERVES Called up share capital Profit and Loss Account	3	926,100 2,558,351	926,100 2,558,351
SHAREHOLDERS FUNDS		3,484,457	3,484,451

THE COMPANY WAS A DORMANT COMPANY WITHIN THE MEANING OF SECTION 252 OF THE COMPANIES ACT 1985 THROUGHOUT THE ACCOUNTING PERIOD ENDING AT THE DATE OF THIS BALANCE SHEET.

Approved by the Board on ... 28 FEB 1996' and signed on its behalf by:-

NOTES 1-4 FORM PART OF THESE ACCOUNTS

NOTES:

1. PRINCIPAL ACCOUNTING POLICIES

Basis of accounting

These accounts have been prepared on the historical cost basis and in accordance with applicable accounting standards.

2. DEBTORS

The amount stated represents a loan to the Company's parent undertaking, Rolls-Royce Power Engineering plc and is repayable on demand.

		1995	1994
3.	SHARE CAPITAL	_	
	Authorised:	£	£
	6,400,000 Ordinary Shares of 0.25p	1,600,000	1,600,000
		1,600,000	1,600,000
	Issued:		
	3,704,000 Ordinary Shares of 0.25p	926,100	926,100
		926,100	926,100

4. <u>ULTIMATE PARENT UNDERTAKING</u>

The Company's parent undertaking is Rolls-Royce Power Engineering plc. The Company's ultimate parent undertaking is Rolls-Royce plc. Both Companies are incorporated in England.

Copies of Rolls-Royce plc's Directors' Report and Accounts can be obtained from Rolls-Royce plc, 65 Buckingham Gate, London SW1E 6AT.