

KEYSER ULLMANN LIMITED

FINANCIAL STATEMENTS

31 DECEMBER 1997

Registered Number 494538



KEYSER ULLMANN LIMITED

DIRECTOR'S REPORT

The Director presents his report and the financial statements for the year ended 31 December 1997.

Review of the Business

The Company transacted no business during the year under review.

There has been no change in this respect since the end of that year.

Future Developments

The Director does not, for the time being, have any plans for the development of the Company's business.

Accounts and Dividends

The Company had no turnover during the year under review and made neither a profit nor a loss in respect of that year. Its expenses are borne by its immediate parent company, Charterhouse Bank Limited.

The state of the Company's affairs as at the end of the year under review is shown in the accompanying balance sheet.

No dividends were declared or paid during the year under review and the Director is not recommending the payment of any dividend in respect of that year.

Directors

Mr D W Parish served as a Director of the Company throughout the year under review.

No other person was a Director at any time during the year.

Director's Interests

The Director had, as at 31 December 1997, no interests in the shares in the Company or in the securities of any other company in the group of which it is a member.

Auditors

A Special Resolution was passed at the Annual General Meeting held on 23 September 1983 exempting the Company from the obligation to appoint Auditors.

By Order of the Board



for PATERNOSTER SECRETARIES LIMITED
Secretary

23 March 1998

KEYSER ULLMANN LIMITED

DIRECTOR'S RESPONSIBILITIES

The Director is required by law 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 financial year and of the profit or loss, if any, for the year. The financial statements must be prepared in accordance with the required formats and disclosures of the Companies Act 1985 and with applicable accounting standards.

In addition, the Director is required:-

- * to adopt suitable accounting policies and then apply them consistently, supported by judgements and estimates that are reasonable and prudent;
- * to prepare financial statements on a going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Director confirms that the financial statements comply with the above requirements.

The Director is also responsible for maintaining adequate accounting records, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

KEYSER ULLMANN LIMITED

BALANCE SHEET

as at 31 December 1997

	Notes	1997 £	1996 £
Capital and Reserves			
Called up share capital	2	30,000,000	30,000,000
Profit and Loss Account	3	(30,000,000)	(30,000,000)
Equity Shareholders' Funds		<u>-</u>	<u>-</u>

Throughout the financial year ended 31 December 1997, the Company was dormant within the meaning of Section 250 of the Companies Act 1985.

The financial statements on pages 3 and 4 were approved by the Director on 23 March 1998, and signed by him:



D W Parish
Director

KEYSER ULLMANN LIMITED

NOTES TO THE FINANCIAL STATEMENTS

31 December 1997

1. Accounting Policies

(a) *Basis of Preparation*

These financial statements have been prepared under the historical cost convention and in accordance with accounting standards applicable to the United Kingdom.

(b) *Cash Flow Statement*

These financial statements do not contain a cash flow statement by virtue of the exemption available to the Company under paragraph 5(a) of Financial Reporting Standard No. 1 (Revised 1996).

2. Share Capital

	1997 £	1996 £
Authorised		
50,000,000 Ordinary Shares of £1 each	50,000,000	50,000,000
Allotted, called up and fully paid		
30,000,000 Ordinary Shares of £1 each	30,000,000	30,000,000

3. Profit and Loss Account and Recognised Gains and Losses

The Company did not trade and made neither a profit nor a loss during the year under review. No profit and loss account or statement of total recognised gains and losses has been prepared as there were no movements during the current and preceding year.

In accordance with Section 3 of the Charterhouse Japhet Act 1981, all property, liabilities and obligations of the Company were transferred to and vested in Charterhouse Bank Limited (formerly Charterhouse Japhet plc) on 1 June 1981.

4. Parent Undertakings

The Company is a wholly owned subsidiary undertaking of Charterhouse Bank Limited, its controlling party, which is registered in England and Wales and which is the parent undertaking of the smallest group of which the Company is a member and for which group accounts are drawn up. Copies of those accounts can be obtained from the Company Secretary, Charterhouse Bank Limited, 1 Paternoster Row, St Paul's, London, EC4M 7DH.

The parent undertaking of the largest group of which the Company is a member and for which group accounts are drawn up is European Corporate Finance Holding SA, the company regarded by the Director as being the Company's ultimate parent undertaking and ultimate controlling party, as at 31 December 1997, which is incorporated in Luxembourg and which is directly or indirectly jointly owned by BHF-BANK AG and Credit Commercial de France SA. Copies of the accounts of European Corporate Finance Holding SA are available from that company at 8, Avenue Marie-Thérèse, L 2132 Luxembourg.