WALTER F. PICKUP LIMITED

(A subsidiary of AAH plc)

ACCOUNTS FOR THE YEAR ENDED 31st DECEMBER 1996

COMPANY REGISTRATION NUMBER: 557555



WALTER F. PICKUP LIMITED

CODE NO:

132

Registered Number: 557555

BALANCE SHEET AS AT 31 DECEMBER 1996

| | | 31.12.96 | 31.12.95 |
|---------------------|-----------------------------------|----------|----------|
| | | £ | £ |
| | JNTS FALLING DUE | | |
| AFTER MORE TH | | | |
| Amounts owing fro | m AAH Subsidiaries Ltd | 100 | 100 |
| | | | |
| CREDITORS: AM | OUNTS FALLING DUE | | |
| AFTER MORE TH | AN ONE YEAR | | |
| Amounts owing to | AAH Subsidiaries Ltd | | |
| | | | |
| | | | |
| | | 100 | 100 |
| FINANCED BY | | | |
| Share Capital | | | |
| Authorised: | 100 ordinary shares of £1.00 each | 100 | 100 |
| | of £1.00 each | 100 | 100 |
| | | | |
| Issued: | 100 ordinary shares | | |
| | of £1.00 each | 100 | 100 |
| Share Premium Acc | count | | |
| | ~~~~ | | |
| Profit and Loss Acc | count | | |
| TOTAL CAPITAL | EMBI OVED | | 100 |
| TOTAL CAFITAL | EMETOTED | 100 | 100 |

The company was dormant (within the meaning of section 250 of the Companies Act 1985) throughout the year ended 31st December 1996 and has resolved in General meeting not to re-appoint auditors.

The company's ultimate holding company is GEHE AG which is incorporated in Germany.

SIGNED ON BEHALF OF THE BOARD:

Graham A. Kershaw

Director

Date: 7th March 1997

WALTER F. PICKUP LIMITED

CODE NO:

132

NOTES TO THE ACCOUNTS

| Debtors |
|---------|

Amounts falling due after more than one year:

Third party Intra group

Total

| 31.12.96 £ | 31.12.95 | |
|---------------|----------|--|
| 100 | 100 | |

100 100

2. Creditors

Amounts falling due after more than one year:

Intra group

Total

| 31.12.96 | 31.12.95 |
|----------|----------|
| £ | £ |
| | |

3. Reserves

| Pre-acquisition | | Post-acquisition | |
|--------------------|--------------|--------------------|--------------|
| Reval reserve £ | P&L a/c £ | Reval reserve £ | P&L a/c £ |
| | | | |

Balance at start and end of year