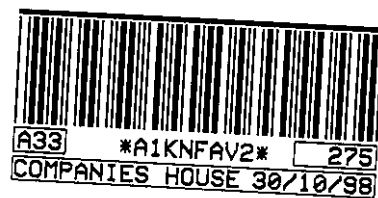


BTR INDUSTRIAL HOLDINGS LIMITED
REPORT AND ACCOUNTS
FOR THE YEAR ENDED 31 DECEMBER 1997
REGISTERED NO: 731261



BTR INDUSTRIAL HOLDINGS LIMITED
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BTR INDUSTRIAL HOLDINGS LIMITED

DIRECTORS' REPORT

The Directors present their report and accounts for the year ended 31 December 1997.

RESULTS AND DIVIDENDS

The profit for the financial year amounted to £21,121,000 (1996 - £24,355,000). The Directors recommend a final dividend amounting to £20,000,000 (1996 - interim and final dividend in total of £24,500,000), which leaves a profit of £1,121,000 (1996 - loss of £145,000) to be retained.

REVIEW OF THE BUSINESS

The Company's principal activities during the year continued to be the manufacture and sale of dust control equipment filters, pipeline expansion joints, air and liquid filters and traction and standby batteries.

Company development has been satisfactory and is expected to continue to be so.

MARKET VALUE OF LAND AND BUILDINGS

The market value of land and buildings is not materially different from their net book value.

DIRECTORS AND THEIR INTERESTS

The Directors who served during the year were as follows:

R C Brown	(Resigned 31 December 1997)
C R Burns	
K A O'Donovan	
W J Richardson	
J D Thom	
D J Stevens	(Appointed 31 December 1997)

No Director had any interest in the shares of the Company. C R Burns and K A O'Donovan are also Directors of BTR plc, the ultimate parent undertaking and their interests in the shares of that company are disclosed in its accounts.

The interests of the other Directors in the shares of BTR plc were:

	31 December 1997				1 January 1997*			
	Listed	Warrants	Share Option Schemes Senior Executive	SAYE	Listed	Warrants	Share Option Schemes Senior Executive	SAYE
W J Richardson	-	-	145,000	12,564	-	-	145,000	8,780
J D Thom	355	60	75,500	9,950	355	390	75,500	10,101
D J Stevens	-	-	125,000	5,186	-	-	125,000	5,186

* Or at date of appointment, whichever is later.

BTR INDUSTRIAL HOLDINGS LIMITED
DIRECTORS' REPORT (Continued)

DIRECTORS AND THEIR INTERESTS (Continued)

Share options related to the shares of BTR plc granted to, and exercised by, the other Directors of BTR Industrial Holdings Limited during 1997, were as follows:

	Granted	Exercised	Lapsed
As part of the SAYE scheme:			
J D Thom	3,670	3,821	-
W J Richardson	5,186	-	1,402

LONG TERM INCENTIVE PLAN ("LTIP")

Details of awards of shares in BTR plc granted under LTIP to Directors during the year are set out below:

	1997 Ordinary Shares
W J Richardson	42,500
J D Thom	17,000

D J Stevens was awarded 68,250 shares in BTR plc granted under LTIP prior to his appointment as Director of BTR Industrial Holdings Limited. This award was unchanged as at 31 December 1997.

These awards will vest subject to satisfaction of certain performance criteria. Full details of these criteria are disclosed in the accounts of BTR plc, the ultimate parent undertaking of BTR Industrial Holdings Limited.

No Director was interested during or at the end of the year in any contract which was significant in relation to the Company's business.

PAYMENT POLICY

It is Company policy in respect of its suppliers to:

- settle the terms of payment with those suppliers when agreeing the terms of each transaction;
- ensure that those suppliers are made aware of the terms of payment;
- pay in accordance with the Company's contractual and other legal obligations.

The average number of days purchases included within creditors at 31 December 1997 was 111 days.

GENERAL INFORMATION

Information concerning employees and their remuneration is given in note 5. Consultative procedures enable management and other employees to discuss matters of mutual interest, including health and safety. Through these procedures, departmental channels and the BTR group newspaper "BTR Business", employees are kept informed about Company and BTR group affairs.

It is the Company's policy to encourage the employment, training and career development of disabled persons. If employees become disabled every effort is made for them to continue in employment or receive appropriate training. In order to safeguard its employees, the Company pursues a policy designed to provide secure working environments and training standards at all operating locations.

BTR INDUSTRIAL HOLDINGS LIMITED
DIRECTORS' REPORT (Continued)

AUDITORS REPORT

In accordance with s386 of the Companies Act 1985, a resolution to dispense with the obligation to appoint auditors annually was passed on 30 August 1991. Accordingly Ernst & Young shall be deemed to be re-appointed as auditors 28 days after the accounts are sent to the members.

By order of the Board.



Per pro BTR Secretaries Limited, Secretary
BTR House
Carlisle Place
London
SW1P 1BX

29 October 1998

BTR INDUSTRIAL HOLDINGS LIMITED
STATEMENT OF DIRECTORS' RESPONSIBILITIES
IN RESPECT OF THE ACCOUNTS

Company law requires the Directors to prepare accounts for each financial year which give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing those accounts, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates which are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the accounts;
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the accounts comply with the Companies Act. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**REPORT OF THE AUDITORS
TO THE MEMBERS OF BTR INDUSTRIAL HOLDINGS LIMITED**

We have audited the accounts on pages 7 to 18 which have been prepared under the historical cost convention and on the basis of the accounting policies set out on pages 10 and 11.

Respective responsibilities of Directors and auditors

As described on page 5, the Company's Directors are responsible for the preparation of the accounts. It is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion to you.

Basis of opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the accounts. It also includes an assessment of the significant estimates and judgements made by the Directors in the preparation of the accounts, and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the accounts are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the accounts.

Opinion

In our opinion the accounts give a true and fair view of the state of affairs of the Company at 31 December 1997 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Ernst & Young

Ernst & Young
Registered Auditor

London

30 October 1998

BTR INDUSTRIAL HOLDINGS LIMITED
PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 1997

	Notes	<u>1997</u> £'000	<u>1996</u> £'000
TURNOVER			
Continuing operations	2	190,543	182,660
Operating costs less other operating income	3	(161,844)	(150,765)
OPERATING PROFIT		<u>28,699</u>	<u>31,895</u>
Profit on disposal of fixed assets		64	294
Interest receivable and similar income	6	48	-
Interest payable and similar charges	7	(11)	(120)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	2	<u>28,800</u>	<u>32,069</u>
Taxation	8	(7,679)	(7,714)
PROFIT FOR THE FINANCIAL YEAR		<u>21,121</u>	<u>24,355</u>
Dividends	9	(20,000)	(24,500)
RETAINED PROFIT/(LOSS) FOR THE FINANCIAL YEAR	19	<u>1,121</u>	<u>(145)</u>

The notes on pages 10 to 18 form part of these accounts.

RECOGNISED GAINS AND LOSSES

There are no recognised gains or losses other than the profit for the financial year of £21,121,000 in the year ended 31 December 1997 and £24,355,000 in the year ended 31 December 1996.

BTR INDUSTRIAL HOLDINGS LIMITED
BALANCE SHEET AS AT 31 DECEMBER 1997

	Notes	<u>1997</u> £'000	<u>1996</u> £'000
FIXED ASSETS			
Tangible assets	10	79,394	67,499
Intangible assets	11	29,341	30,179
Investments	12	2,019	2,019
		<hr/> 110,754	<hr/> 99,697
CURRENT ASSETS			
Inventories	13	21,187	20,613
Debtors - amounts falling due within one year	14	129,463	113,203
Debtors - amounts falling due after more than one year	14	53	60
Cash at bank and in hand		18,461	16,242
		<hr/> 169,164	<hr/> 150,118
CREDITORS: Amounts falling due within one year	15	(163,519)	(149,037)
NET CURRENT ASSETS		<hr/> 5,645	<hr/> 1,081
TOTAL ASSETS LESS CURRENT LIABILITIES		<hr/> 116,399	<hr/> 100,778
CREDITORS: Amounts falling due after more than one year	16	(96,891)	(82,391)
PROVISIONS FOR LIABILITIES AND CHARGES	17	-	-
		<hr/> 19,508	<hr/> 18,387
CAPITAL AND RESERVES			
Called up share capital	18	18,308	18,308
Profit and loss account	19	1,200	79
		<hr/> 19,508	<hr/> 18,387

Approved by the Board on 29 October 1998

Director

The notes on pages 10 to 18 form part of these accounts.

BTR INDUSTRIAL HOLDINGS LIMITED
RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS
FOR THE YEAR ENDED 31 DECEMBER 1997

	Notes	<u>1997</u> £'000	<u>1996</u> £'000
PROFIT FOR THE FINANCIAL YEAR		21,121	24,355
Dividends	9	(20,000)	(24,500)
NET ADDITION TO/(REDUCTION FROM) SHAREHOLDERS' FUNDS		1,121	(145)
Opening shareholders' funds		18,387	18,532
Closing shareholders' funds		19,508	18,387

BTR INDUSTRIAL HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS

1. ACCOUNTING POLICIES

Basis of Presentation

The accounts have been prepared using the historical cost convention and comply with all applicable UK accounting standards.

Foreign currencies

Monetary assets and liabilities denominated in foreign currency are translated at the rates ruling at the year end. Exchange differences arising from the retranslation of foreign currency denominated assets and liabilities together with other exchange differences arising in the year are included in the profit and loss account.

Research and development

Research and development expenditure is generally expensed as incurred, except where a major project is undertaken and it is reasonably anticipated that certain expenditure will be recovered through future commercial development.

Pension costs

The expected costs of pensions are charged to the profit and loss account so as to spread the costs over the service lives of the participating employees. The costs are assessed in accordance with the advice of actuaries, and provision is made in the accounts along with the associated deferred taxation effect.

Depreciation of tangible assets

Tangible assets, with the exception of freehold and long leasehold land, are depreciated over their estimated useful lives at the following rates applied to original cost or subsequent valuation:

Freehold and Long Leasehold Buildings	2% or remaining useful life if less than 50 years
Short Leasehold	remaining lease period
Plant and machinery	7.5% - 35%

Leased assets

Assets held under finance leases are capitalised and included in tangible assets at fair value. Each asset is depreciated over the shorter of the lease term or its useful life. The obligations related to finance leases, net of finance charges in respect of future periods, are included, as appropriate, under creditors due within, or creditors due after one year. The interest element of the rental obligation is allocated to accounting periods during the lease term to reflect a constant rate of interest on the remaining balance of the obligation for each accounting period. Rentals under operating leases are charged to profit and loss account on a straight line basis.

Investments

The investments in subsidiary undertakings are included at cost less amounts written off and provisions for permanent diminution in value.

Inventories

Inventories and work in progress are valued at the lower of cost or net realisable value. Cost comprises the actual cost of raw materials and an appropriate proportion of labour and overheads in the case of work in progress and finished goods. Provision is made for obsolete and slow moving items.

BTR INDUSTRIAL HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS (Continued)

1. ACCOUNTING POLICIES (Continued)

Purchased Goodwill

Purchased goodwill arising on acquisitions is either taken to reserves on acquisition or capitalised and amortised over its useful economic life.

Taxation

Provision for deferred taxation is made for liabilities which may arise in the foreseeable future.

2. TURNOVER AND PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

Turnover, which is stated net of value added tax, represents amounts invoiced to third parties and arises from goods produced in the United Kingdom.

An analysis of turnover by geographical market is as follows:

	<u>Turnover</u>	
	<u>1997</u>	<u>1996</u>
	<u>£'000</u>	<u>£'000</u>
United Kingdom	110,501	97,506
Europe	43,226	46,646
The Americas	18,978	13,315
Africa and Middle East	5,339	7,928
Australia and Asia	12,499	17,265
	<hr/>	<hr/>
	190,543	182,660
	<hr/>	<hr/>

An analysis of turnover and profit on ordinary activities before taxation by business segment is as follows:

	<u>Turnover</u>		<u>Profit before Tax</u>	
	<u>1997</u>	<u>1996</u>	<u>1997</u>	<u>1996</u>
	<u>£'000</u>	<u>£'000</u>	<u>£'000</u>	<u>£'000</u>
Process Controls	145,494	140,039	22,417	24,648
Specialist Engineering	45,049	42,621	6,765	7,844
Other	-	-	(419)	(303)
Finance costs	-	-	37	(120)
	<hr/>	<hr/>	<hr/>	<hr/>
	190,543	182,660	28,800	32,069
	<hr/>	<hr/>	<hr/>	<hr/>

BTR INDUSTRIAL HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS (Continued)

3. OPERATING COSTS LESS OTHER OPERATING INCOME	<u>1997</u>	<u>1996</u>
	£'000	£'000
Change in stocks of finished goods and work in progress	85	(1,279)
Raw materials and consumables	72,581	71,669
Staff costs (Note 5)	45,742	43,700
Depreciation and amortisation	9,330	8,466
Other operating costs less other operating income	34,106	28,209
	<hr/>	<hr/>
	161,844	150,765

Operating costs less other income are stated after charging:	<u>1997</u>	<u>1996</u>
	£'000	£'000
Auditors' remuneration - audit fees	101	102
Depreciation of owned fixed assets	8,492	7,619
Depreciation of assets held under finance leases	-	9
Hire of plant and machinery	112	110
Amortisation of purchased goodwill	838	838
Research and development expenditure written off	1,803	2,838
Operating lease rentals	-	40
- plant and machinery	-	-
- land and buildings	4,018	3,996

Remuneration of the auditors for non-audit services supplied to the Company and its UK subsidiary undertakings amounted to £3,000 (1996 - £9,000)

4. DIRECTORS' REMUNERATION

None of the Directors received any emoluments from the Company during the year (1996 - £ Nil).

5. EMPLOYEES	<u>1997</u>	<u>1996</u>
	£'000	£'000
Wages and salaries	42,191	40,197
Social security costs	3,521	3,447
Other pension costs	30	56
	<hr/>	<hr/>
	45,742	43,700

The average weekly number of employees during the year was as follows:	<u>1997</u>	<u>1996</u>
	No.	No.
Administration	215	221
Production	1,813	1,837
Sales and marketing	320	329
	<hr/>	<hr/>
	2,348	2,387

BTR INDUSTRIAL HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS (Continued)

6. INTEREST RECEIVABLE AND SIMILAR INCOME	<u>1997</u> <u>£'000</u>	<u>1996</u> <u>£'000</u>
Other interest receivable	48	-
	<hr/>	<hr/>
7. INTEREST PAYABLE AND SIMILAR CHARGES	<u>1997</u> <u>£'000</u>	<u>1996</u> <u>£'000</u>
Bank loans and overdrafts	3	-
Finance charges in respect of finance leases and hire purchase agreements	-	8
Other interest payable	5	2
Foreign exchange loss	3	110
	<hr/>	<hr/>
	11	120
	<hr/>	<hr/>
8. TAXATION ON PROFIT ON ORDINARY ACTIVITIES	<u>1997</u> <u>£'000</u>	<u>1996</u> <u>£'000</u>
Corporation tax at 31.49% (1996 - 33%)	8,148	9,808
Less double tax relief	(3)	(2)
	<hr/>	<hr/>
	8,145	9,806
Overseas tax	1	2
	<hr/>	<hr/>
	8,146	9,808
Adjustments in respect of prior years	(467)	(2,094)
	<hr/>	<hr/>
	7,679	7,714
	<hr/>	<hr/>
If full provision had been made for deferred taxation for the year, the taxation charge would have been increased by £1,148,000 (1996 - £1,142,000).		
9. DIVIDENDS	<u>1997</u> <u>£'000</u>	<u>1996</u> <u>£'000</u>
Interim paid of £Nil per share (1996- £0.55)	-	10,000
Final proposed of £1.09 per share (1996 - £0.79)	20,000	14,500
	<hr/>	<hr/>
	20,000	24,500
	<hr/>	<hr/>

BTR INDUSTRIAL HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS (Continued)

10. TANGIBLE ASSETS

	<u>Land & Buildings</u> £'000	<u>Plant & Machinery</u> £'000	<u>Total</u> £'000
Cost or valuation			
At 1 January 1997	16,252	110,619	126,871
Additions	618	20,017	20,635
Disposals	-	(1,661)	(1,661)
	<hr/>	<hr/>	<hr/>
At 31 December 1997	16,870	128,975	145,845
	<hr/>	<hr/>	<hr/>
Depreciation			
At 1 January 1997	(2,390)	(56,982)	(59,372)
Charge for the year	(378)	(8,114)	(8,492)
Disposals	-	1,413	1,413
	<hr/>	<hr/>	<hr/>
At 31 December 1997	(2,768)	(63,683)	(66,451)
	<hr/>	<hr/>	<hr/>
Net book value			
At 1 January 1997	13,862	53,637	67,499
	<hr/>	<hr/>	<hr/>
At 31 December 1997	14,102	65,292	79,394
	<hr/>	<hr/>	<hr/>

The net book value of land and buildings is comprised of:

	<u>1997</u> £'000	<u>1996</u> £'000
Freehold and Long leasehold	12,086	12,412
Short leasehold	2,016	1,450
	<hr/>	<hr/>
	14,102	13,862
	<hr/>	<hr/>

BTR INDUSTRIAL HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS (Continued)

11. INTANGIBLE ASSETS

	<u>Purchased</u> <u>Goodwill</u> £'000
Cost	
At 1 January 1997 and at 31 December 1997	33,532
Amortisation	
At 1 January 1997	(3,353)
Charge for year	(838)
	<hr/>
At 31 December 1997	(4,191)
Net book value	
At 1 January 1997	30,179
	<hr/>
At 31 December 1997	29,341
	<hr/>

Purchased goodwill, which arose on the acquisition of businesses and net assets in 1992, is being amortised over the Directors' estimate of its useful economic life of 40 years.

12. INVESTMENTS

	<u>Shares in Subsidiary</u> <u>Undertakings</u> £'000
Cost and Net Book value	
At 1 January 1997 and 31 December 1997	2,019
	<hr/>

Details of the Company's subsidiary undertakings are as follows:

Name of company	Country of registration, incorporation and operation	Holding	Proportion held	Nature of business
Aldington Laboratories Limited	England & Wales	Ordinary Shares	100%	Dormant
Timothy Hird & Sons Limited	England & Wales	Ordinary Shares	100%	Dormant
VHB Industrial Batteries Limited	England & Wales	Ordinary Shares	100%	Industrial Batteries

Group accounts have not been prepared because the Company is a wholly owned subsidiary undertaking of BTR plc, a company registered in England & Wales. As a result, the financial statements present information about the Company as an individual undertaking and not about its group. In the opinion of the Directors the value of the Company's investments in its subsidiary undertakings is not less than the amount at which they are stated in the balance sheet.

BTR INDUSTRIAL HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS (Continued)

13. INVENTORIES	<u>1997</u>	<u>1996</u>
	£'000	£'000
Raw materials and consumables	7,551	6,892
Work in progress	5,787	8,020
Finished goods	7,849	5,701
	21,187	20,613
14. DEBTORS	<u>1997</u>	<u>1996</u>
Amounts falling due within one year	£'000	£'000
Trade debtors	32,031	32,482
Amounts due from parent and fellow subsidiary undertakings	94,860	77,075
Other debtors	1,856	2,278
Prepayments	716	1,368
	129,463	113,203
Amounts falling due after more than one year	<u>1997</u>	<u>1996</u>
	£'000	£'000
Trade debtors	-	3
Other debtors	51	57
Prepayment and accrued income	2	-
	53	60
15. CREDITORS: Amounts falling due within one year	<u>1997</u>	<u>1996</u>
	£'000	£'000
Bank loans and overdrafts	2,749	2,119
Payments received on account	5	-
Trade creditors	24,128	21,298
Amounts due to parent and fellow subsidiary undertakings	82,896	75,110
Amounts due to subsidiary undertakings	5,957	5,957
Current corporation tax	21,066	22,863
Other taxes and social security	1,491	1,556
Other creditors	2,956	3,231
Accruals and deferred income	2,249	2,403
Proposed dividend	20,000	14,500
Government and investment grants	22	-
	163,519	149,037
16. CREDITORS: Amounts falling due after more than one year	<u>1997</u>	<u>1996</u>
	£'000	£'000
Amounts due to parent and fellow subsidiary undertakings	96,891	82,391

BTR INDUSTRIAL HOLDINGS LIMITED
NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 1997 (Continued)
17. PROVISIONS FOR LIABILITIES AND CHARGES
Deferred Taxation

	<u>Provided</u>		<u>Not Provided</u>	
	<u>1997</u>	<u>1996</u>	<u>1997</u>	<u>1996</u>
	£'000	£'000	£'000	£'000
Capital allowances	-	-	10,545	9,791
Other differences	-	-	360	(34)
	-	-	10,905	9,757

18. CALLED UP SHARE CAPITAL

	<u>Authorised, Allotted, Called-up and Fully Paid</u>	
	<u>1997</u>	<u>1996</u>
	£'000	£'000
18,307,783 ordinary shares of £1 each	18,308	18,308

19. RESERVES

	<u>Profit and Loss Account</u>
	£'000
At 1 January 1997	79
Retained profit for the financial year	1,121
At 31 December 1997	1,200

20. CAPITAL COMMITMENTS

	<u>1997</u>	<u>1996</u>
	£'000	£'000
Contracted	8,816	2,217

BTR INDUSTRIAL HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS (Continued)

21. OPERATING LEASE COMMITMENTS

At 31 December 1997, the Company had commitments under operating leases to make payments in 1998 under agreements expiring as below:

	<u>Land and</u> <u>Buildings</u> £'000
Over five years	4,017

22. CONTINGENT LIABILITIES

In accordance with provisions contained in the Value Added Tax Act 1983, the Company has entered into a joint and several guarantee for Group Registrations.

The Company has contingent liabilities arising in the ordinary course of business from which it is anticipated that no material liabilities will arise.

23. PENSIONS

The UK employees of BTR Industrial Holdings Limited are eligible for membership of the BTR plc Group Pension Scheme, a funded defined benefit scheme, and contributions are made in accordance with the recommendations of independent actuaries based on pension cost across the eligible group.

A valuation of the scheme was performed by the actuaries as at April 1997. The actuarial surplus identified is being spread over the average remaining services lives of the current employees. Further details of the valuation are included in the accounts of BTR plc.

24. CASH FLOW STATEMENT

As the Company is a wholly owned subsidiary undertaking of BTR plc, a company registered in England and Wales, which prepares a consolidated cash flow statement, the Company has taken advantage of the exemption provided under the scope of FRS 1 (Revised 1996) not to prepare a cash flow statement.

25. RELATED PARTY TRANSACTIONS

As the Company is a wholly owned subsidiary undertaking of BTR plc, a company registered in England and Wales, which prepares published consolidated financial statements, the Company has pursuant to paragraph 17 of FRS 8 "Related Party Disclosures" not included details of transactions with other companies which are subsidiaries of the BTR Group. There are no other related party transactions.

Disclosure of the Directors' interests in the shares of the Company and BTR plc is made in the Directors' Report.

26. IMMEDIATE PARENT UNDERTAKING

The immediate parent undertaking of BTR Industrial Holdings Limited is Hawker Siddeley Management Limited.

27. ULTIMATE PARENT UNDERTAKING

The ultimate parent undertaking of BTR Industrial Holdings Limited is BTR plc, a company registered in England and Wales. Copies of the group accounts of BTR plc, the parent undertaking of the only group preparing group accounts which include BTR Industrial Holdings Limited, can be obtained from the Company Secretarial Department, BTR plc, BTR House, Carlisle Place, London SW1P 1BX.