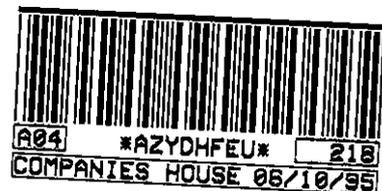


Registered in England
No 732118

BARDON NOMINEES LIMITED
DIRECTORS' REPORT AND ACCOUNTS
YEAR ENDED 31 DECEMBER 1994



BARDON NOMINEES LIMITED**DIRECTORS' REPORT**

The directors submit their report and the accounts for the year ended 31 December 1994.

ACTIVITY

The company did not trade during the year and therefore no profit and loss account has been prepared.

DIRECTORS AND DIRECTORS' INTERESTS IN SHARES

The directors serving during the year were:

T N Grimes
G Thompson

No director has an interest in the shares of the company or any share interest requiring disclosure under the provisions of the Companies Act 1985.

AUDITORS

The company is dormant within the provisions of Section 250 of the Companies Act 1985. Accordingly a special resolution has been passed exempting the company from the obligation to appoint auditors.

By order of the Board



K J Willis
Secretary

31 March 1995

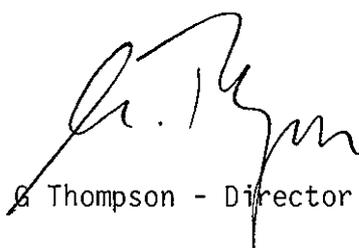
BARDON NOMINEES LIMITED

BALANCE SHEET
31 December 1994

	Notes	1994 £	1993 £
CURRENT ASSETS			
Debtors - amounts due from immediate holding company		3,410	3,410
		<u> </u>	<u> </u>
TOTAL ASSETS LESS LIABILITIES		<u>3,410</u>	<u>3,410</u>
		=====	=====
CAPITAL AND RESERVES			
Called up share capital	3	3,410	3,410
		<u> </u>	<u> </u>
		<u>3,410</u>	<u>3,410</u>
		=====	=====

The directors of the company confirm that the company was dormant (within the provisions of Section 250 of the Companies Act 1985) throughout the financial year ended 31 December 1994.

Approved by the Board on 31 March 1995


G Thompson - Director

BARDON NOMINEES LIMITED

NOTES TO THE ACCOUNTS

31 December 1994

1. ACCOUNTING CONVENTION

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

2. DIRECTORS AND EMPLOYEES

The directors have received no emoluments during the year and no staff are employed by the company.

3. CALLED UP SHARE CAPITAL

	1994 £	1993 £
Ordinary shares of £1 each: Authorised	3,500 =====	3,500 =====
Allotted and fully paid ordinary shares of £1 each	3,410 =====	3,410 =====

4. ULTIMATE HOLDING COMPANY

The ultimate holding company is Bardon Group plc, which is registered in England and Wales. Copies of the accounts of Bardon Group plc are available from 6th Floor, Radcliffe House, Blenheim Court, Lode Lane, Solihull, West Midlands B91 2AA.