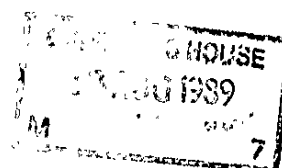


MARSTON RADIATOR SERVICES LIMITED 945120

31 December 1988



MARSTON RADIATOR SERVICES LIMITED

REPORT OF THE DIRECTORS

The directors present their report and the audited financial statements for the year ended 31 December 1988.

FINANCIAL STATEMENTS

During the year the company has not traded in its own right other than to receive a dividend from its wholly owned subsidiary, and to write down the value of its investment in the same. The state of the company's affairs is set out in the attached accounts and notes.

DIRECTORS

The directors during the period were:

C Prichard
JDM Smith (resigned 9 May 1988)
JP Wragg

The interests of the directors in the shares of BTR plc, the ultimate holding company are as follows:

	<u>Listed shares</u>		<u>Ordinary shares of 25p each</u> <u>Options to purchase shares</u>			
			<u>SESOS</u>		<u>SAYE</u>	
	<u>31.12.88</u>	<u>31.12.87</u>	<u>31.12.88</u>	<u>31.12.87</u>	<u>31.12.88</u>	<u>31.12.87</u>
C Prichard	3,000	5,907	30,000	24,000	4,792	3,379
JP Wragg	102	99	37,000	25,000	2,826	-

The interests of JDM Smith are shown in the accounts of the ultimate holding company.

AUDITORS

In accordance with the provisions of Section 252 of the Companies Act 1985, a special resolution proposing that the company be exempted from the obligations contained in Section 384 of the Companies Act 1985 to appoint auditors, will be put to members at the Annual General Meeting.

On behalf of the Board

Carmelina Caffora
per pro BTR Secretaries Limited
Secretary

28 April 1989

Price Waterhouse



REPORT OF THE AUDITORS TO THE MEMBERS OF
MARSTON RADIATOR SERVICES LIMITED

We have audited the financial statements on pages 3 to 5 in accordance with approved Auditing Standards.

In our opinion the financial statements give a true and fair view of the state of the company's affairs at 31 December 1988 and of the loss for the year then ended and comply with the Companies Act 1985.

Price Waterhouse
PRICE WATERHOUSE

Chartered Accountants

28 April 1989

MARSTON RADIATOR SERVICES LIMITED

PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 1988

	<u>Note</u>	<u>1988</u> £'000	<u>1987</u> £'000
TURNOVER AND OPERATING PROFIT		-	-
Dividend received from subsidiary		72	-
Investment in subsidiary written off		(149)	-
LOSS SUSTAINED FOR YEAR		(77)	-
		<u> </u>	<u> </u>

MARSTON RADIATOR SERVICES LIMITED

BALANCE SHEET AT 31 DECEMBER 1988

	<u>Notes</u>	<u>1988</u> £'000	<u>1987</u> £'000
FIXED ASSETS			
Investment	4	-	77
CURRENT ASSETS			
Debtors	5	<u>4,392</u>	<u>4,392</u>
TOTAL ASSETS		<u>4,392</u>	<u>4,469</u>
CAPITAL AND RESERVES			
Called up share capital	6	2	2
Share premium account	7	3,447	3,447
Revaluation reserve	7	344	344
Profit and loss account	7	<u>599</u>	<u>676</u>
		<u>4,392</u>	<u>4,469</u>

On behalf of the Board on 28 April 1989

DIRECTORS

JP Wragg
C Prichard

JP Wragg
C Prichard

The notes to the accounts appear on pages 5 and 6.

MARSTON RADIATOR SERVICES LIMITED

NOTES TO THE BALANCE SHEET
AT 31 DECEMBER 1988

1 GROUP REORGANISATION

With effect from 29 December 1985 the assets and trade of the company were transferred to its parent company, International Radiator Services Limited.

2 ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost convention.

3 PROFIT AND LOSS ACCOUNT

During the year the company has not traded in its own right other than to receive a dividend from its wholly owned subsidiary, and to write down the value of its investment in the same.

None of the directors received any emoluments in respect of their services to the company (1987: £Nil).

4 INVESTMENT (Held as fixed asset)

	<u>1988</u> £'000	<u>1987</u> £'000
Shares in group company, at cost	151	151
Less:		
Amount due to subsidiary	(2)	(74)
Amounts written off	(149)	-
	-	77
	<u> </u>	<u> </u>

The investment is in the company's wholly owned subsidiary Minerva Automotive Parts Limited, incorporated in Scotland.

Group accounts are not submitted since Marston Radiator Services Limited is a wholly owned subsidiary of another company incorporated in Great Britain.

MARSTON RADIATOR SERVICES LIMITED

NOTES TO THE BALANCE SHEET
AT 31 DECEMBER 1988 (CONTINUED)

5 DEBTORS

	<u>1988</u> <u>£'000</u>	<u>1987</u> <u>£'000</u>
Amounts owed by group companies	4,392	4,392

6 CALLED UP SHARE CAPITAL

	<u>Authorised</u> <u>£'000</u>	<u>Allotted and</u> <u>fully paid</u> <u>1988</u> <u>£'000</u>	<u>1987</u> <u>£'000</u>
Ordinary shares of £1 each	2	2	2

7 RESERVES

	<u>Share</u> <u>premium</u> <u>account</u> <u>£'000</u>	<u>Revaluation</u> <u>reserve</u> <u>£'000</u>	<u>Profit and</u> <u>loss account</u> <u>£'000</u>
At 1 January 1988	3,447	344	676
Loss sustained for year	—	—	(77)
At 31 December 1988	3,447	344	599

8 HOLDING COMPANIES

The immediate holding company is International Radiator Services Limited, which is incorporated in England. The ultimate holding company is BTR plc, which is incorporated in England.