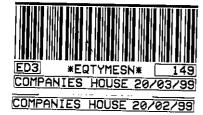
Roof Units Limited

Report and Financial Statements

Period ended 1 August 1998



Company No: 1000703

REPORT OF THE DIRECTORS

The directors present their report and the unaudited financial statements for the period of 52 weeks ended 1 August 1998.

Principal activity

The company has not traded during the year.

Directors

The directors of the company at the year end, all of whom served throughout the year, were as follows:

D J Blythe

C M Flavell

K M T Hammond

M Hampson

J M Hawkes

R M Parsons

RJ Sheldon

A Smith

R. G. Swindles

None of the directors have any interests in the shares of the company. The disclosable directors' interests in the share capital of Smiths Industries PLC at the beginning and end of the period was as follows:-

	Ordinary sh	Ordinary shares of 25p		
	1 August 1998	2 August 1997		
J. M. Hawkes	12,000	13,000		
A. Smith	40,179	35,587		

Options have been granted over the number of ordinary shares of Smiths Industries PLC in the amounts shown below under the terms of the Smiths Industries 1982 SAYE and Executive Share Option Schemes and Deferred Share Scheme.

	2.8.97.	Granted	Exercised	1.8.98.
D J Blythe	3,015	-	-	3,015
M Hampson	3,409	-	-	3,409
J. M. Hawkes	50,999	3,950	-	54,949
R J Sheldon	1,148	-	-	1,148
A. Smith	60,767	15,242	(19,380)	56,629

Details of option exercise prices and dates are contained in the Report and Accounts of Smiths Industries PLC.

Auditors

The company is a dormant company within the meaning of section 250 of the Companies Act 1985, and has by special resolution passed on 6 December 1994 excluded the application of section 384(1) of the Act, and is accordingly exempt from the obligation to appoint auditors.

ROOF UNITS LIMITED

REPORT OF THE DIRECTORS (Continued)

The report of the directors was approved by the Board on 13 October 1998 and signed on its behalf by:

Neil Burdett Secretary

ROOF UNITS LIMITED

PROFIT AND LOSS ACCOUNT for the period ended 1 August 1998

Throughout the financial year the company was dormant within the meaning of Section 250 of the Companies Act 1985.

BALANCE SHEET at 1 August 1998

	1998 £	1997 £
Current assets		
Debtors - Amounts owed by group undertakings	1,136	1,136
		
Total assets less current liabilities	£1,136	£1,136
Capital and reserves		
Called up share capital		
Authorised, allotted and fully paid		
1,000 £1 ordinary shares	1,000	1,000
Profit and loss account	136	136
Shareholders' funds	£1,136	£1,136
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The company's parent company is Air Movement Group Limited, and ultimate parent company Smiths Industries Plc, both registered in England and Wales.

Throughout the financial year the company was dormant within the meaning of Section 250 of the Companies Act 1985.

The financial statements were approved by the Board on 13 October 1998 and signed on its behalf by:

J. M. Hawkes Director