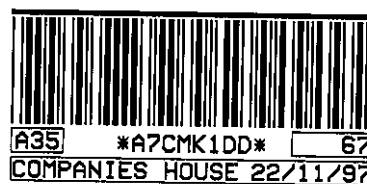


Company No: 1072563

**G. JOHNSON BROS LIMITED**

Report and Financial Statements

Year Ended 31 January 1997



**G JOHNSON BROS LIMITED**  
**OFFICERS AND PROFESSIONAL ADVISORS**

**DIRECTORS**

S E Corns  
A E Thomas  
M C Hynes (resigned 31 August 1996)

**SECRETARY**

A E Thomas

**REGISTERED OFFICE**

4 Brunel Court  
Cornerhall  
Hemel Hempstead  
Hertfordshire  
HP3 9XX

**G JOHNSON BROS LIMITED**  
**DIRECTORS' REPORT**

The Directors present their report and the financial statements for the year ended 31 January 1997.

**ACTIVITIES AND RESULTS**

As stated in note 2 to the financial statements, the company was dormant during the year.

**DIRECTORS' INTERESTS**

The directors had no interests in the ordinary shares of the company at 31 January 1997, or 31 January 1996.

The interests of the directors in the ordinary shares of 15p of the ultimate parent undertaking, Walker Greenbank PLC, are shown below:

	<u>Number of Shares</u>		<u>Number of Options</u>	
	31 January 1997	31 January 1996	31 January 1997	31 January 1996
A E Thomas	8,585	8,585	126,300	127,600
S E Corns	Nil	Nil	Nil	Nil

**DORMANT COMPANY**

The company has been dormant within the meaning of Section 250 of the Companies Act 1985 throughout the financial year

**AUDIT**

The company, having passed a Special Resolution in accordance with Section 250 of the Companies Act 1985, submits its financial statements unaudited.

By Order of the Board



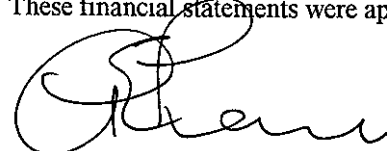
A E Thomas  
Secretary

**G JOHNSON BROS LIMITED**  
**BALANCE SHEET AT 31 January 1997**

	31 January 1997 £	31 January 1996 £
<b>CURRENT ASSETS</b>		
Debtors - Amount owed by parent undertaking	100	100
<b>CAPITAL RESERVES</b>		
Called up share capital (Note 3)	100	100

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

These financial statements were approved by the Board of Directors on 17th November 1997



A E Thomas  
 Director

**G JOHNSON BROS LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**Year Ended 31 January 1997**

**1. ACCOUNTING POLICIES**

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost convention.

**2. PROFIT AND LOSS ACCOUNT**

The company did not trade in the year or the proceeding period and made neither profit nor loss and, accordingly, a profit and loss account has not been prepared.

**3. CALLED UP SHARE CAPITAL**

	1997 and 1996
	£
Authorised:	
Ordinary shares of £1 each	<u>100</u>
Allotted, called up and fully paid:	
Ordinary shares of £1 each	<u>100</u>

**4. ULTIMATE PARENT UNDERTAKING**

The ultimate parent undertaking is Walker Greenbank PLC, a company registered in England and Wales. Copies of the group financial statements are available from its registered office, at 4, Brunel Court, Cornerhall, Hemel Hempstead, Hertfordshire, HP3 9XX.