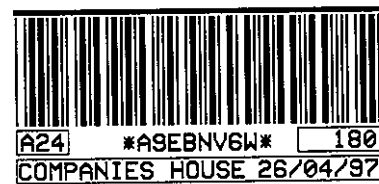


REGISTERED COMPANY NUMBER - 1261946

PREPAKT CONSTRUCTION LTD

31ST DECEMBER 1996



REPORT OF THE DIRECTORS

The directors present their report and the accounts for the year ended 31st December 1996.

ACTIVITY

The company did not trade during the year.

STATE OF AFFAIRS

The state of the company's affairs is as set out in the balance sheet on page 2.

DIRECTORS

The following have served as directors during the year:

M.C. Bottjer
L. Richardson

The directors have no beneficial interest in the shares of the company.

The interests of the directors at 31st December 1996 in the capital of the ultimate parent undertaking are stated below:-

<u>Director</u>	<u>Options over shares of 25p</u>		<u>Exercise Price</u>	<u>Period of Exercise</u>
	<u>Number of options</u>			
	31.12.96	01.01.96		
L. Richardson	3,945	3,945	542p	Between 13/4/95 & 12/4/02

No options to subscribe for shares of 25p each in the ultimate parent undertaking were granted to or exercised by directors during the year to 31st December 1996. The market price of the shares at 31st December 1996 was 515p.

Mr M.C. Bottjer is also a director of the ultimate parent undertaking and his interests are disclosed in the accounts of that company.

The directors have no other interests in any other group undertaking (1995 - none).

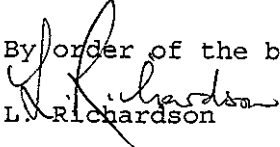
PARENT COMPANY

The company's parent company is Tilbury Douglas Plc which is registered in England and Wales.

AUDITORS

The company, being eligible to exempt itself from the obligation to appoint auditors under the provisions of Section 252, Companies Act 1985, has resolved by way of special resolution, that auditors shall not be appointed.

Tilbury House
Ruscombe Park
Twyford
Reading
Berkshire
RG10 9JU

By order of the board

L. Richardson

Secretary

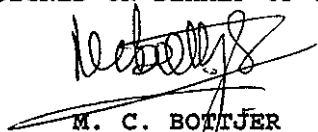
24th March 1997

BALANCE SHEET
31st December 1996

	1996	1995
CURRENT ASSETS		
Debtors		
Amount owed by parent company	£2 ==	£2 ==
TOTAL EQUITY SHAREHOLDERS' FUNDS		
Called up share capital		
Allotted and fully paid shares of £1 each	£2 ==	£2 ==

This financial statement was approved by the board of directors on 24th March 1997.

We confirm that the company was dormant (within the meaning of Section 252 of the Companies Act 1985) throughout the financial year ended 31st December 1996.

SIGNED ON BEHALF OF THE BOARD OF DIRECTORS
M. C. BOTTJER
L. RICHARDSON

24th March 1997

NOTES**1. ACCOUNTING POLICY**

The financial statement has been prepared in accordance with applicable accounting standards.

The financial statement has been prepared in accordance with the historical cost convention.

2. ULTIMATE PARENT COMPANY

The ultimate holding company is Tilbury Douglas Plc which is incorporated in Great Britain and registered in England and Wales. The group accounts for Tilbury Douglas Plc are available from Companies House, Crown Way, Maindy, Cardiff CF4 3UZ.