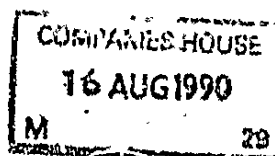


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AUTOTORK CONTROLS LIMITED

Directors' Report
and Accounts

for the 11 months ended
29th December 1989



AUTOTORK CONTROLS LIMITED

REPORT OF THE DIRECTORS FOR THE 11 MONTHS ENDED 29TH DECEMBER, 1989

The directors present their annual report together with the audited accounts of the company for the 11 months ended 29th December, 1989.

Review of activities

During the period the company has not traded, has not incurred any liabilities and, consequently, has made neither profit nor loss.

Directors

The directors who held office during the period are shown below:-

Mr. R. Garrick	(appointed 20th June 1989)
Mr. I. M. Boyd	(appointed 20th June 1989)
Mr. W. A. McLean	(appointed 20th June 1989)
Mr. B. L. Fuller	(resigned 19th June 1989)
Mr. A. S. Thompson	(resigned 19th June 1989)


Mr. R. Garrick, Mr. I. M. Boyd and Mr. W. A. McLean are Directors of the ultimate holding company and interests in the share share capital of group companies are shown in the directors report of that company.

Auditors

Price Waterhouse resigned on 23rd December 1989. The Directors appointed Ernst & Young as auditors to fill the casual vacancy arising on the resignation of Price Waterhouse.

A resolution to re-appoint Ernst & Young as auditors will be put to the members at the Annual General Meeting.

By Order of the Board


Secretary

28th March 1990

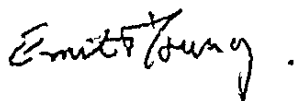
Ernst & Young

AUTOTORK CONTROLS LIMITED

REPORT OF THE AUDITORS TO THE MEMBERS OF AUTOTORK CONTROLS LIMITED

We have audited the accounts on page 3 in accordance with Auditing Standards.

In our opinion the accounts give a true and fair view of the state of the company's affairs at December 29, 1989 and comply with the Companies Act 1985.



Ernst & Young
Chartered Accountants
Leeds
March 28, 1990