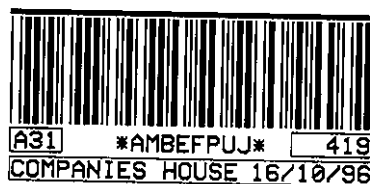


IMI CORNELIUS GROUP LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED

31 DECEMBER 1995

(Registered Number 1500842)



IMI CORNELIUS GROUP LIMITED

Directors: R AMOS (Chairman)
T J GILLARD
R A BARKLEY
G A MADDOX
M L OWENS

Secretary: J O'SHEA

Registered Office: KYNOCH WORKS
WITTON
BIRMINGHAM B6 7BA

Auditors: KPMG

REPORT OF DIRECTORS 1995

The Directors of IMI Cornelius Group Limited submit their report together with the Accounts for the year ended 31 December 1995.

1 Activity

The Company operated as an intermediate holding company during the year. No dividend is proposed.

2 Board of Directors

There were no changes during the year.

3 Directors' Interests in Shares and Debentures

Mr R Amos is a director of IMI plc, the ultimate parent company, and his interests in the shares and debentures of IMI plc are shown in the Directors' Report and Accounts of IMI plc. The interests of the other persons (including the interests of their families) who were directors at the end of the year in shares and debentures of the company's ultimate holding company, IMI plc, are shown below. None of the directors (or their families) had any interest in the share capital of the company or any other subsidiary of IMI plc.

IMI plc Ordinary Shares
As at 01.01.95 As at 31.12.95
(or date of appointment if later)

T J Gillard	Nil	Nil
R A Barkley	Nil	Nil
G A Maddox	28,741	28,741
M L Owens	990	1,324

4 Directors' Share Options

Options (as recorded in the register of directors' interests) in respect of shares of IMI plc granted to and exercised by directors are shown below:

	Options granted during the year	Options exercised during the year
R A Barkley	10,000	Nil
T J Gillard	Nil	Nil
G A Maddox	Nil	Nil
M L Owens	Nil	Nil

5 Directors and Officers Insurance

During the year insurance was maintained for directors and officers of the company against certain liabilities which they might incur personally.

6 Auditors and AGMs

By elective resolutions passed pursuant to the Companies Act 1985 the company has dispensed with the annual appointment of auditors, the holding of AGMs and the laying of accounts before general meetings.

By Order of the Board



J O'Shea
Secretary

14 February 1996

Statement of Directors' Responsibilities

The Directors are required to prepare financial statements for each financial period which comply with the provisions of the Companies Act 1985 and give a true and fair view of the state of affairs of the Company as at the end of the accounting period and of the profit or loss for that period. Suitable accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates, have been used in the preparation of the financial statements. Applicable accounting standards have been followed and as the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future, the financial statements have been prepared on a going concern basis. The Directors are responsible for maintaining adequate accounting records, for safeguarding the assets of the Company, and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Auditors' Report

TO THE MEMBERS OF IMI CORNELIUS GROUP LIMITED

We have audited the financial statements on pages 4 to 6

Respective Responsibilities of Directors and Auditors

As described above the Company's Directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

Basis of opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the Directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the Company as at 31 December 1995 and of its results for the year then ended and have been properly prepared in accordance with the Companies Act 1985.


KPMG

Chartered Accountants

Registered Auditors

Birmingham

14 February 1996

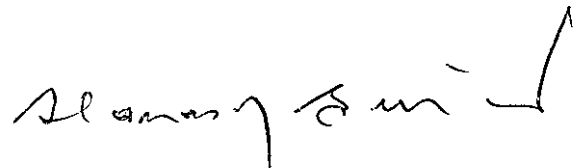
IMI CORNELIUS GROUP LIMITED

Balance Sheet at 31 December 1995

		<u>1995</u>	<u>1994</u>
	<u>Notes</u>	<u>£000</u>	<u>£000</u>
<u>Fixed Assets</u>			
Investment in Subsidiary Undertakings	2	7,710	7,710
<u>Current Assets</u>			
Debtors: Amounts receivable after more than one year:	3	<u>1,020</u>	<u>1,020</u>
Net Assets		<u>8,730</u>	<u>8,730</u>
Financed By:			
Capital and Reserves			
Called up Share Capital	4	7,710	7,710
Profit and Loss Account	5	<u>1,020</u>	<u>1,020</u>
Equity Shareholders' Funds		<u>8,730</u>	<u>8,730</u>

During the financial year and the preceding financial year the company did not trade and received no income and incurred no expenditure. Consequently during those years the company made neither a profit nor a loss.

These accounts were approved by the Board of Directors on 14 February 1996 and signed on its behalf by:


T J GILLARD Director

IMI CORNELIUS GROUP LIMITED

Notes to the accounts

31 December 1995

1. Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's accounts.

(a) Basis of preparation

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

The company is exempt by virtue of S228 of the Companies Act 1985 from the requirements to prepare group accounts.

(b) Cash flow statement

A group cash flow statement to the year ended 31 December 1995 is included in the IMI plc Annual Report and accordingly no cash flow statement is shown in these accounts.

2. Investments in Subsidiary Undertakings

£'000

Shares at cost

Balance at 31 December 1995 and 1994

7,710

The company owns 75% of the ordinary share capital of IMI Cornelius International Limited, which forms part of the drinks dispense product area of IMI plc, which is incorporated in Great Britain and registered in England and Wales.

In the opinion of the directors the value of the shares in the group undertaking is not less than the amount at which it is included in the accounts.

3. Debtors

1995

1994

£'000

£'000

Amounts receivable after more than one year:

Amounts owed by parent and fellow subsidiary undertaking

1,020

1,020

4. Share Capital

1995

1994

£'000

£'000

Ordinary Shares of £1 each

Authorised, allotted called up and fully paid

7,710

7,710

5. Reserves

Profit &

Loss Account

Balance at 31 December 1995 and 1994

1,020

IMI CORNELIUS GROUP LIMITED

Notes to the accounts (continued)

31 December 1995

6. Ultimate Parent Company

The ultimate parent company is IMI plc, incorporated in Great Britain and registered in England and Wales. A copy of the group accounts of that company can be obtained from the Company Secretary, PO Box 216, Witton, Birmingham B6 7BA.