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Pursuant to section 173 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies
(Address overleaf - Note 4)

For official use

Company number



2609164

* Insert full name
of company

Name of company

* JOHNSON CONTROLS LIMITED

Note
Please read the notes
on page 2 before
completing this form

§ Insert name(s) and
address(es) of all
the directors

I/We WAYNE HAROLD FELTON OF 57 FURZE HILL ROAD, HEADLEY DOWN,
HAMPSHIRE GU35 8HA

† Delete as
appropriate

~~(I/We)~~ being one of ~~the sole director~~ ~~of~~ the directors † of the above company do solemnly and sincerely declare that:

§ Delete whichever
is inappropriate

The business of the company is:

- ~~(a) that of a recognised bank (as defined in section 1(22) of the Banking Act 1987)~~
~~(b) that of a person authorised under section 3 of the Insurance Companies Act 1982 to carry on insurance business in the United Kingdom~~
(c) that of something other than the above §

The company is proposing to make a payment out of capital for the redemption or purchase of its own shares

The amount of the permissible capital payment for the shares in question is £ 9,000,000
(note 1)

Continued overleaf

Presenter's name, address and
reference (if any):
Pinsent Curtis
3 COLMORE CIRCUS
BIRMINGHAM
B4 6BH
REF: AJA/46206 0023 6
DX: 703167 BIRMINGHAM 12

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General Section

Post room



I/We have made full enquiry into the affairs and prospects of the company, and I/we have formed the opinion:

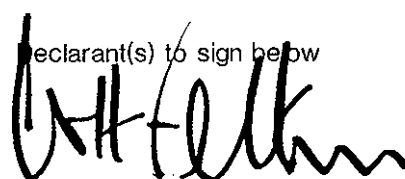
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write in this
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- (a) as regards its initial situation immediately following the date on which the payment out of capital is proposed to be made, that there will be no grounds on which the company could then be found unable to pay its debts (note 2), and
- (b) as regards its prospects for the year immediately following that date, that, having regard to my/our intentions with respect to the management of the company's business during that year and to the amount and character of the financial resources which will in my/our view be available during that year, the company will be able to continue to carry on business as a going concern (and will accordingly be able to pay its debts as they fall due) throughout that year. (note 2)

Please complete
legibly, preferably
in black type, or
bold block lettering

And I/we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 3 Bridge Street
Leatherhead Surrey
the 19th day of January
One thousand nine hundred and ninety-eight
before me P. R. H. Bullock

Declarant(s) to sign below


A Commissioner for Oaths, or Notary Public, or Justice of the Peace, or Solicitor having the powers conferred on a Commissioner for Oaths.

NOTES

- 'Permissible capital payment' means an amount which, taken together with
(i) any available profits of the company;
and
(ii) the proceeds of any fresh issue of shares made for the purposes of the redemption or purchase;
is equal to the price of redemption or purchase.
'Available profits' means the company's profits which are available for distribution (within the meaning of section 172 and 263 of the Companies Act 1985).
The question whether the company has any profits so available and the amount of any such profits is to be determined in accordance with section 172 of the Companies Act 1985.
- Contingent and prospective liabilities of the company must be taken into account, see sections 173(4) & 517 of the Companies Act 1985.
- A copy of this declaration together with a copy of the auditors report required by section 173 of the Companies Act 1985, must be delivered to the Registrar of Companies not later than the day on which the company publishes the notice required by section 175(1) of the Companies Act 1985, or first publishes or gives the notice required by section 175(2), whichever is the earlier.
- The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ

Price Waterhouse



**AUDITORS' REPORT TO THE DIRECTORS OF JOHNSON CONTROLS LIMITED PURSUANT
TO SECTION 173(5) OF THE COMPANIES ACT 1985**

We have examined the attached statutory declaration of the directors dated 19 January 1998 in connection with the company's proposed purchase of 180,000,000 ordinary shares by a payment out of capital.

Basis of opinion

We have enquired into the state of the company's affairs in order to review the bases for the statutory declaration.

Opinion

In our opinion, the amount of £9,000,000 specified in the statutory declaration of the directors as the permissible capital payment for the shares to be purchased is properly determined in accordance with sections 171 and 172 of the Companies Act 1985.

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in section 173(3) of the Companies Act 1985 is unreasonable in all the circumstances.

Price Waterhouse

Price Waterhouse
Chartered Accountants
and Registered Auditors

19 January 1998