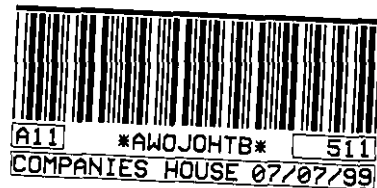


SENIOR ENGINEERING EXECUTIVE TRUSTEE LIMITED

Registered No. 2861142

ACCOUNTS - 31 DECEMBER 1998

TOGETHER WITH DIRECTORS' REPORT



SENIOR ENGINEERING EXECUTIVE TRUSTEE LIMITED

REPORT OF THE DIRECTORS

The Directors have pleasure in presenting their report and accounts for the year ended 31 December 1998.

BUSINESS REVIEW:

The Company has not traded during the year and accordingly no Profit and Loss Account is presented. There is no current intention that it should trade in the future. Any expenses have been met by the ultimate holding company, SENIOR PLC (formerly named Senior Engineering Group plc).

DIRECTORS:

The following Directors have held office during the year:

J R Kerr-Muir
T B Garthwaite
A B Johnston
R Norton
A R Parrish (resigned 5 October 1998)
N V Turnbull (resigned 5 October 1998)

The directors who held office at 31 December 1998 had no interests in the shares of the Company other than by virtue of their interests (which are all beneficial) in the shares of SENIOR PLC. The interests of J R Kerr-Muir and T B Garthwaite are disclosed in the accounts of SENIOR PLC. The interests of the other directors in the 10p ordinary shares of SENIOR PLC are as follows:

	Shares 31 December 1998	Shares 31 December 1997
A B Johnston	500	500
R Norton	9,845	7,375

At 31 December 1998 A B Johnston held the following options to subscribe for shares in SENIOR PLC:

	31 December 1998	31 December 1997	Exercise period	Subscription price (pence)
Sharesave options	2,131	2,131	6 months to 30 April 2003	129.50

AUDITORS:

The Directors are of the opinion that the Company satisfies the conditions laid down in Section 250 of the Companies Act 1985 and that it is entitled to the benefits of the exemptions for individual accounts applicable in the case of a small company which has been dormant since the end of the financial year. Accordingly the provisions of Section 384 of the Companies Act 1985 do not apply and no Auditors will be appointed until such time as the Company is no longer dormant.

Registered Office

Senior House
59/61 High Street
Rickmansworth
Herts WD3 1RH

29 June 1999

BY ORDER OF THE BOARD

A handwritten signature in dark ink, appearing to read 'F H Fermor', written in a cursive style.

F H Fermor
Secretary

SENIOR ENGINEERING EXECUTIVE TRUSTEE LIMITED

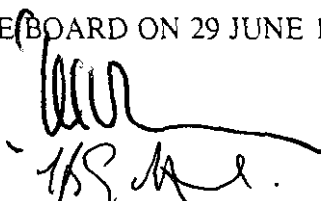
BALANCE SHEET - 31 DECEMBER 1998

	<u>Notes</u>	<u>1998</u> <u>£</u>	<u>1997</u> <u>£</u>
CURRENT ASSETS			
Due from parent	1	<u>3</u>	<u>3</u>
CAPITAL AND RESERVES			
Called up share capital	2	<u>3</u>	<u>3</u>

The Company was dormant, within the meaning of Section 250 of the Companies Act 1985, throughout the financial year ending 31 December 1998.

APPROVED ON BEHALF OF THE BOARD ON 29 JUNE 1999.

J R Kerr-Muir)
) Directors
T B Garthwaite)



NOTES TO THE BALANCE SHEET - 31 DECEMBER 1998

1. OWNERSHIP OF THE COMPANY:

The Company is a wholly-owned subsidiary undertaking of Senior Engineering Investments Limited, a company registered in England and Wales.

The Company's ultimate holding company is SENIOR PLC, a company registered in England and Wales.

2. CALLED UP SHARE CAPITAL:

The share capital comprises 100 authorised shares of £1 each of which 3 ordinary shares are issued and fully paid.

3. DIRECTORS' REMUNERATION:

None of the Directors received any emoluments from the Company during the year.

4. PROFIT AND LOSS ACCOUNT:

The Company did not trade during either of the last two financial years and accordingly no Profit and Loss Account is presented.