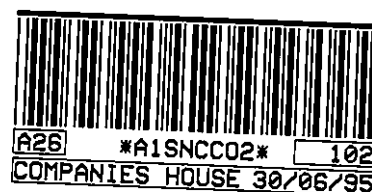


OCKHAM HOLDINGS PLC

INITIAL ACCOUNTS

31 MARCH 1995

COMPANY REGISTRATION NUMBER: 2998217



PROFIT AND LOSS ACCOUNT OF THE COMPANY

from incorporation on 30 November 1994 to 31 March 1995

	Note	Incorporation to 31 March 1995 £000
Turnover		-
Operating expenses		(135)
Operating loss		(135)
Net interest and other income receivable:		
Investment income from subsidiary undertakings		1,392
Profit on ordinary activities before taxation		1,257
Taxation on profit on ordinary activities	2	(127)
Profit for the financial period		1,130
Dividend	3	(506)
Retained profit for the period		624

BALANCE SHEET OF THE COMPANY

	Note	31 March 1995 £000
FIXED ASSETS		
Investment	4	10,120
		<hr/>
		10,120
		<hr/>
CURRENT ASSETS		
Debtors - Amounts falling due within one year	5	1,130
Creditors - Amounts falling due within one year	6	(506)
		<hr/>
		624
		<hr/>
Net assets		10,744
		<hr/>
CAPITAL AND RESERVES		
Called-up share capital	7	10,120
Profit and loss account	8	624
		<hr/>
		10,744
		<hr/>

Approved by the board of directors and signed on its behalf on 25 May 1995 by:



D E COLERIDGE
Chairman

NOTES TO INITIAL ACCOUNTS

1 Accounting Policies

The initial accounts of the company have been prepared under the historical cost convention.

2 Taxation on profit on ordinary activities

The tax charge of £127,000 represents tax attributable to franked investment income from the company's subsidiary undertaking. No taxation relief has been taken on the operating expenses as the amount of such relief can only be determined once the results for the period to 31 December 1995 for the company and its subsidiary undertakings are known.

3 Dividend

The proposed interim dividend of 1.0p per share absorbs £506,000.

4 Fixed Assets - Investment

The investment relates to shares in a subsidiary undertaking stated at cost.

5 Debtors - Amounts falling due within one year

This comprises amounts due from the company's subsidiary undertaking.

6 Creditors - Amounts falling due within one year

This comprises the proposed interim dividend.

7 Called-up share capital

	Number of Shares	£000
Ordinary 20p shares:		
Authorised	70,028,208	14,006
Allotted, issued and fully paid	50,599,233	10,120

On incorporation on 30 November 1994, two ordinary shares were allotted and issued for cash.

On 9 February 1995, pursuant to a scheme of arrangement, 50,599,231 shares were allotted and issued in consideration for the cancellation of the ordinary shares of 20p each in Sturge Holdings PLC (now SLA Holdings Limited).

8 Profit and loss account

The balance at 31 March 1995 amounting to £624,000 comprises the retained profit for the period from incorporation.

DIRECTORS' RESPONSIBILITIES

In order to make a distribution during the Company's first accounting period the directors are required by the Companies Act 1985 to prepare initial accounts, which must be properly prepared in accordance with Section 273 of the Companies Act 1985.

The directors consider that in preparing the initial accounts on pages 1 to 3, the Company has used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates, and that all accounting standards which they consider to be applicable in determining whether a distribution may be made have been followed.

The directors have responsibility for ensuring that the Company keeps accounting records which disclose with reasonable accuracy the financial position of the Company and which enable them to ensure that the initial accounts comply with Section 273 of the Companies Act 1985.

The directors have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

REPORT OF THE AUDITORS TO THE DIRECTORS OF OCKHAM HOLDINGS PLC UNDER SECTION 273(4) OF THE COMPANIES ACT 1985

We have audited the initial accounts of Ockham Holdings PLC on pages 1 to 3, which have been prepared under the historical cost convention and the accounting policies set out on page 3.

Respective responsibilities of directors and auditors

As described above, you are responsible for the preparation of the initial accounts. It is our responsibility to form an independent opinion, based on our audit, on those initial accounts 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 initial accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the initial accounts, 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 initial accounts 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 initial accounts.

Opinion

In our opinion the initial accounts for the period from 30 November 1994 to 31 March 1995 have been properly prepared within the meaning of section 273 of the Companies Act 1985.

Price Waterhouse

Price Waterhouse

London

Chartered Accountants

and Registered Auditors

25 May 1995