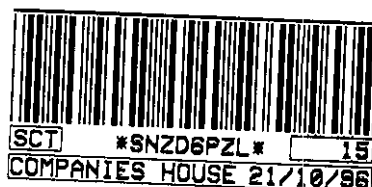


W H RANKIN LIMITED
REPORT AND ACCOUNTS
31 DECEMBER 1995

12



W H RANKIN LIMITED

DIRECTORS' REPORT

The directors present their report and the accounts of the company for the year ended 31 December 1995.

Review of the business

The company did not trade during the year.

Results

A profit of £396,778 was recorded for the year as a result of the company's parent company and another group company both waiving the balances outstanding to them.

Directors and their interests

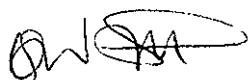
The directors who served during the year were as follows:

T N Grimes
G Thompson

The directors have no interests in the share capital of the company.

The interests of the directors in the share capital of the ultimate parent company, Bardon Group plc, do not require to be disclosed in these accounts.

By order of the Board,



K J Willis
Secretary
29 March 1996

Registered Office:—
Fyfe House
Westhill Industrial Estate
Skene
ABERDEEN
AB32 6TQ

W H RANKIN LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF ACCOUNTS

Company law requires the directors to prepare accounts for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those accounts, the directors confirm that they have:

- i) selected accounting policies which they consider to be suitable and have applied them consistently;
- ii) made judgements and estimates that are reasonable and prudent;
- iii) followed applicable accounting standards; and
- iv) prepared the accounts on the going concern basis.

The directors are responsible for keeping adequate accounting records which disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the accounts comply with the Companies Act 1985. They have general responsibility for safeguarding the assets of the company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

REPORT OF THE AUDITORS

TO THE MEMBERS OF W H RANKIN LIMITED

We have audited the accounts on pages 4 to 6 which have been prepared under the historical cost convention and on the basis of the accounting policies set out on page 6.

Respective responsibilities of directors and auditors

As described on page 2 the company's directors are responsible for the preparation of the accounts. It is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion to you.

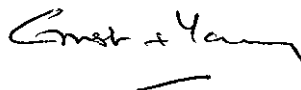
Basis of opinion

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 accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the 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 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 accounts.

Opinion

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



ERNST & YOUNG
Chartered Accountants
Registered Auditor
BIRMINGHAM



W H RANKIN LIMITED

PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 1995

	<i>Note</i>	<i>1995</i> £	<i>1994</i> £
Exceptional item – creditors waived		<u>396,778</u>	<u>–</u>
Retained profit for the year	4	<u><u>396,778</u></u>	<u><u>–</u></u>

Statement of Retained Profits

	<i>1995</i> £	<i>1994</i> £
At 1 January – deficit	(513,678)	(513,678)
Profit for the year	<u>396,778</u>	<u>–</u>
At 31 December	<u><u>(116,900)</u></u>	<u><u>(513,678)</u></u>

Statement of Total Recognised Gains and Losses

There are no recognised gains or losses attributable to shareholders of the company other than the profit of £396,778 in the year ended 31 December 1995 (1994: nil).

Note of Historical Cost Profits and Losses

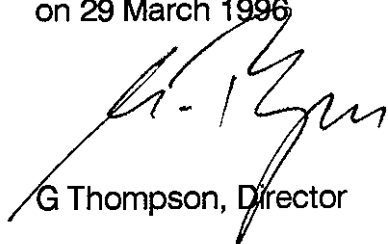
There is no difference between the historical cost profits of the company and the results shown above in the profit and loss account.

W H RANKIN LIMITED

BALANCE SHEET AS AT 31 DECEMBER 1995

	<i>Note</i>	<i>1995</i> £	<i>1994</i> £
CURRENT LIABILITIES			
Creditors: —amounts falling due within one year			
Amounts due to group undertakings		<u>—</u>	<u>396,778</u>
NET CURRENT LIABILITIES		<u>—</u>	<u>(396,778)</u>
CAPITAL AND RESERVES			
Called up share capital	3	20,000	20,000
Share premium account		96,900	96,900
Profit and loss account		<u>(116,900)</u>	<u>(513,678)</u>
	4	<u>—</u>	<u>(396,778)</u>

Approved by the Board of Directors
on 29 March 1996


G Thompson, Director

W H RANKIN LIMITED

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31 DECEMBER 1995

1 Accounting Convention

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

2 Directors and Employees

The directors have received no emoluments from the company during the year, and no staff were employed.

3 Called Up Share Capital

	<i>Authorised</i>	
	<i>1995</i>	<i>1994</i>
	£	£
Ordinary shares of £1 each	<u>50,000</u>	<u>50,000</u>

	<i>Allotted, called up and fully paid</i>	
	<i>1995</i>	<i>1994</i>
	£	£
Ordinary shares of £1 each	<u>20,000</u>	<u>20,000</u>

4 Reconciliation of Movement in Shareholders' Funds

	<i>1995</i>	<i>1994</i>
	£	£
Opening Shareholders' Funds	(396,778)	(396,778)
Profit attributable to members of the company	<u>396,778</u>	<u>—</u>
Closing Shareholders' Funds	<u>—</u>	<u>(396,778)</u>

5 Ultimate Parent Company

The parent undertaking of the group of undertakings for which group accounts are drawn up and of which the company is a member is Bardon Group plc, the ultimate parent company, registered in England and Wales. Copies of Bardon Group plc's accounts can be obtained from Bardon Group plc, Radcliffe House, Blenheim Court, Lode Lane, Solihull, West Midlands, B91 2AA.