

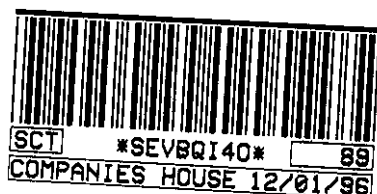
SCOTPOWER LIMITED

**DIRECTORS' REPORT AND ACCOUNTS
FOR THE PERIOD ENDED 31 MARCH 1995**

Registered No. 112726



DR&ACCO



Directors' Report and Accounts
For the period ended 31 March 1995

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Report of the Directors

The directors present their report and the balance sheet for the period from 1 April 1994 to 31 March 1995.

Principal Activity

The company was established to complement the activities of the ultimate parent company.

Review of business and future developments

The company was not involved in trading during the period and was dormant.

Dividends and transfers to reserves

The directors do not recommend the payment of a dividend. No sums were transferred to reserves during the period.

Directors and their interests

The directors who held office during the period were as follows:

Andrew R Mitchell

Ian S M Russell

I M H Preston

Appointed 1 March 1995

Resigned 28 February 1995

None of the directors who held office at the end of the financial period had any disclosable interests in the shares of the company. The interests of the directors (other than those who are also directors of Scottish Power plc) in the shares of Scottish Power plc at the beginning and end of the period were as follows:

Ordinary shares of 50p each						
Shares Number		Share Options Number		Executive Scheme		Sharesave Scheme
31.3.95	1.4.94	31.3.95	1.4.94	31.3.95	1.4.94	
A R Mitchell	-	-	47,319	47,319	-	-

The Articles of Association do not provide for the retirement of directors by rotation.

Taxation status

The company was not a close company as defined by the provisions of the Income and Corporation Taxes 1988 and this position has not changed since the end of the financial period.

Directors' responsibilities

The directors are required by UK company law to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the company as at the end of the financial period and for the profit and loss for that period.

The directors are responsible for keeping proper accounting records, for taking reasonable steps to safeguard the assets of the company and to prevent fraud and other irregularities.

The company is a dormant company within the meaning of Section 250 of the Companies Act 1985 (as amended) and is exempt from appointing auditors.

By order of the Board



D MacLeod
Company Secretary

21 December 1995

Accounting Policies

Basis of accounting

The financial statements are prepared in accordance with the exemption provided under Section 250 (as amended) of the Companies Act 1985.

Profit and Loss Account

For the period ended 31 March 1995

	Notes	1995 £
Turnover from continuing operations	1	-
Operating expenses		-
Operating profit from continuing operations	3	-
Interest received and similar charges		-
Interest payable and similar charges	4	-
Profit on ordinary activities before taxation		-
Taxation		-
Profit for the financial period		-

A statement of total recognised gains and losses and a reconciliation to historical cost profits and losses are not shown as all gains and losses for the period are recognised in the profit and loss account under the historical cost convention.

The accounting policies on page 4, together with the notes on pages 7 to 9, form part of these accounts.

Balance Sheet

As at 31 March 1995

	Notes	1995 £
Fixed assets		
Investments	5	-
Current Assets		
Debtors: amounts falling due after one year	6	-
Debtors: amounts falling due within one year	6	-
Creditors: amounts falling due within one year	7	-
Net current assets		-
Total assets less current liabilities		-
Creditors: amounts falling due after more than one year	8	-
Net assets		-
Capital and reserves		
Called up share capital	9	-
Profit and loss account		-
Equity shareholders' funds	10	-

The accounting policies on page 4, together with the notes on pages 7 to 9, form part of these accounts.

The Company was dormant within the meaning of Section 250(3) of the Companies Act 1985, throughout the period from 1 April 1994 to 31 March 1995 inclusive.

Approved by the Board on 21 December 1995 and signed on its behalf by


A R Mitchell
Director

Notes to the Accounts

For the period ended 31 March 1995

1 Turnover

The company did not engage in trading during the period.

2 Directors' emoluments and employee information

None of the directors received any remuneration from the company or from related companies, in respect of their services to the company.

The company has no employees.

3 Interest receivable and similar income

	1995 £
On loans to subsidiary company	-

4 Interest payable and similar charges

	1995 £
On loans due to immediate and ultimate parent companies:	
Repayable within five years, not by instalments	-
Repayable within five years, by instalments	-

5 Fixed asset investments

None

Notes to the Accounts

6 Debtors

	1995 £
Amounts falling due within one year:	-
Amounts owed by subsidiary undertaking	-
Amounts falling due after more than one year:	-
Amount owed by subsidiary undertaking	-

7 Creditors: amounts falling due within one year

	1995 £
Amounts owed to immediate and ultimate parent companies	-

8 Creditors: amounts falling due after more than one year

	1995 £
Amount owed to immediate parent company	-
This amount is repayable between two and five years.	

9 Share capital

	1995 £
Authorised:	
100 ordinary shares of £1 each	-
Allotted, nil paid:	
2 Ordinary shares of £1 each	-

10 reconciliation of movements in shareholders' funds

	1995 £
Opening shareholders' funds	-
Ordinary share capital issued	-
Closing shareholders' funds	-

11 Ultimate parent company

Two ordinary shares of £1 each in the share capital of the company have been allotted, nil paid. One ordinary share is currently held (and has been held throughout the year) by Scottish Power plc. The other ordinary share was held by Ian Preston by virtue of a Declaration of Trust granted by him. The one share was transferred to Scottish Power plc on 28 February 1995 and, by virtue of this, the company is a single member company and is wholly owned subsidiary of Scottish Power plc.