

APV PASILAC LIMITED (Registered No. 241237)
BALANCE SHEET AT 31 MARCH 2002

	<u>Notes</u>	<u>2002</u> £	<u>2001</u> £
CURRENT ASSETS			
Amounts due from parent and fellow subsidiary undertakings		-	-
NET CURRENT ASSETS		-	-
CAPITAL AND RESERVES			
Called up share capital	3	50,000	50,000
Other reserves		1,745	1,745
Profit and loss account		(51,745)	(51,745)
		-	-

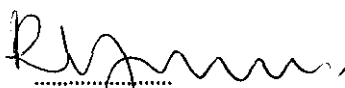
For the year ended 31 March 2002 the Company was entitled to exemption under section 249AA(1) of the Companies Act 1985.

Members have not required the Company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985.

The directors acknowledge their responsibility for:

- i) ensuring the Company keeps accounting records which comply with section 221; and
- ii) preparing accounts which give a true and fair view of the state of affairs of the Company as at the end of the financial year, and of its profit or loss for the financial year, in accordance with the requirements of section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as is applicable to the Company.

Approved by the Board on 13th January 2003 and signed on its behalf by:


 Director



NOTES

1. ACCOUNTING POLICY

The accounts have been prepared under the historical cost convention and in accordance with applicable accounting standards. The company is exempt by virtue of s228 of the Companies Act 1985 from the requirement to prepare group accounts. These financial statements present information about the company as an individual undertaking and not about its group.

2. PROFIT AND LOSS ACCOUNT

During the period the Company has not traded on its own account, has not incurred any liabilities and consequently, has made neither profit nor loss. None of the directors received any emoluments in respect of their services to the Company.

3. CALLED UP SHARE CAPITAL

	<u>Authorised</u>		<u>Allotted, Called-up and Fully Paid</u>	
	<u>2002</u>	<u>2001</u>	<u>2002</u>	<u>2001</u>
	£	£	£	£
37,500 ordinary shares of £1 each	37,500	37,500	37,500	37,500
12,500 4.2% cumulative preference shares of £1 each	12,500	12,500	12,500	12,500

**4. STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES AND
RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS**

As the Company did not trade during the year and as there were no movements in shareholders' funds, a Statement of Total Recognised Gains and Losses and a Reconciliation of Movement in Shareholders' Funds have not been prepared.

5. ULTIMATE PARENT UNDERTAKING

The ultimate parent undertaking of APV Pasilac Limited is Invensys plc, a company registered in England and Wales. Copies of the group accounts of Invensys plc, the parent undertaking of the only group preparing group accounts which include APV Pasilac Limited, can be obtained from the Company Secretarial Department, Invensys plc, Carlisle Place, London SW1P 1BX.