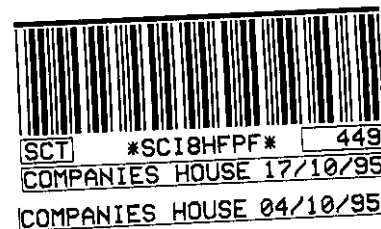


Thomas White & Sons Limited

Report and Accounts

25 March 1995

Registered No. 6821



NOTICE OF MEETING

Notice is hereby given that the annual general meeting of Thomas White & Sons Limited will be held at Carclo House, Sheffield on 1995 at am to transact the following business:

- 1 To receive and adopt the directors' report and the audited accounts for the 52 weeks ended 25 March 1995.
- 2 To elect a director
- 3 To reappoint the auditors.
- 4 To authorise the directors to fix the remuneration of the auditors.

By order of the board

A Cuerden
Secretary

Carclo House
PO Box 224
Fife Street
Sheffield
S9 1YX

30 June 1995

NOTE

Any member of the company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the company.

DIRECTORS' REPORT

Directors: D W Adam (Chairman)
A Cuerden

Secretary: A Cuerden

Registered office: c/o Ernst & Young, Ten George Street, Edinburgh, EH2 2DZ.

The directors present their report for the 52 weeks ended 25 March 1995.

ACCOUNTS

The directors submit the audited accounts of the company for the 52 weeks ended 25 March 1995. The company did not trade during the period under review and accordingly the accounts consist of a balance sheet only.

DIRECTORS

The directors of the company during the 52 weeks ended 25 March 1995 were those listed above together with Mr G R Logan Brown who resigned on 30 June 1995. Mr D W Adam was appointed on 30 June 1995.

Both directors retire in accordance with the Articles of Association and, being eligible, they offer themselves for re-election.

INTERESTS OF DIRECTORS

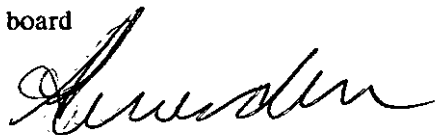
There were no directors' interests notifiable under the terms of the Companies Act 1985.

AUDITORS

Ernst & Young have expressed their willingness to continue in office as auditors and a resolution proposing their reappointment will be submitted at the annual general meeting.

By order of the board

A Cuerden
Secretary



30 June 1995

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE
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 are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the accounts;
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

REPORT OF THE AUDITORS

to the members of Thomas White & Sons Limited

We have audited the accounts on pages 5 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 3 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 the company's affairs at 25 March 1995 and have been properly prepared in accordance with the Companies Act 1985.

Ernst & Young
Ernst & Young
Chartered Accountants
Registered Auditor
Leeds

17 August 1995

Thomas White & Sons Limited

BALANCE SHEET

at 25 March 1995

	Note	1995 £	1994 £
CURRENT ASSET			
Amount owed by parent company		100,100	100,100
		<u>100,100</u>	<u>100,100</u>
CAPITAL AND RESERVES			
Called up share capital	3	100,100	100,100
		<u>100,100</u>	<u>100,100</u>

D W Adam)
A Cuerden) Directors

30 June 1995



NOTES TO THE ACCOUNTS

at 25 March 1995

1. **PROFIT AND LOSS ACCOUNT**

The company did not trade during the 52 weeks ended 25 March 1995 and therefore made neither a profit nor a loss. Accordingly, no profit and loss account has been prepared.

2. **ACCOUNTING CONVENTION**

The accounts are prepared under the historical cost convention and in accordance with approved accounting standards.

3. **SHARE CAPITAL**

At 25 March 1995 and 26 March 1994 the share capital of the company was:

	<i>Authorised</i> £	<i>Allotted, called up and fully paid</i> £
Ordinary shares of £1 each	200,000	100,100

4. **ULTIMATE PARENT COMPANY**

The parent company of the group of undertakings for which group accounts are drawn up and of which the company is a member is Carclo Engineering Group PLC, registered in England and Wales. Copies of Carclo Engineering Group PLC's accounts can be obtained from Carclo House, PO Box 224, Fife Street, Sheffield S9 1YX.