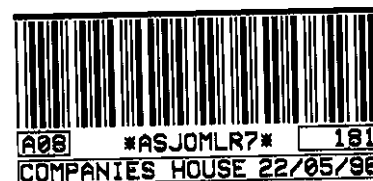


PRIOR AND HOWARD (1988) LIMITED

DIRECTORS' REPORT AND
FINANCIAL STATEMENTS

for the year ended
31 December 1995

Company Number: 2254066



PRYOR AND HOWARD (1988) LIMITED

DIRECTORS

J Copley
R Barker

SECRETARY

R Barker

REGISTERED OFFICE

30/32 Sovereign Road
Kings Norton
Birmingham
B30 3HN

PRYOR AND HOWARD (1988) LIMITED**DIRECTORS' REPORT
for the year ended 31 December 1995**

FINANCIAL STATEMENTS

The directors present their report and financial statements for the year ended 31 December 1995.

PRINCIPAL ACTIVITIES AND REVIEW OF BUSINESS

The company has not traded during the year except as an agent for Camp Limited, and in accordance with an agency agreement, all business transacted during the year is incorporated in the books of Camp Limited.

DIRECTORS AND SECRETARY

The directors and secretaries of the company during the year were as follows:

Directors: J Copley
 R Barker

Secretary: R Barker

STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare financial statements 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 financial statements, 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 financial statements, and
- . prepare the financial statements 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 records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements 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 of fraud and other irregularities.

DIRECTORS' INTERESTS

The directors had no interests required to be recorded in the register maintained under the provisions of the Companies Act 1985.

PRYOR AND HOWARD (1988) LIMITED**DIRECTORS' REPORT****for the year ended 31 December 1995 (continued)**

ELECTIVE REGIME

The Companies Act 1989 introduced the elective regime in order to simplify the conduct of private companies. On 5 June 1991 the company passed elective resolutions to dispense with:-

1. the holding of annual general meeting;
2. the laying of accounts and reports before the company in general meeting and;
3. the obligation to appoint auditors annually.

This report was approved by the Board on 29th April, 1996.

R Barker
Director

A handwritten signature in black ink, appearing to be 'R Barker', written over a horizontal line.

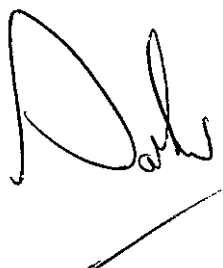
PRYOR AND HOWARD (1988) LIMITED**BALANCE SHEET**
as at ended 31 December 1995

	Notes	1995 £	1994 £
CREDITORS			
Amounts owed to group undertakings		(628,937)	(628,937)
		<hr/>	<hr/>
		£(628,937)	£(628,937)
		<hr/>	<hr/>
CAPITAL AND RESERVES			
Called up share capital	4	2	2
Profit and Loss Account		(628,939)	(628,939)
		<hr/>	<hr/>
		£(628,937)	£(628,937)
		<hr/>	<hr/>

The company has resolved to make itself exempt from the provisions of Part VII of the Companies Act 1985. The company has been dormant throughout the financial year ended 31st December, 1995.

The financial statements on pages 4 and 5 were approved by the Board on 29th April, 1996.

R Barker
Director



PRYOR AND HOWARD (1988) LIMITED**NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31st December 1995****1. ACCOUNTING POLICIES**

The financial statements are prepared under the historical cost convention and in accordance with applicable account standards.

2. PROFIT AND LOSS ACCOUNT

No Profit and Loss account has been prepared as the company's trading is incorporated in the financial statements of Camp Limited

3. DIRECTORS' REMUNERATION

The directors are remunerated by the parent company, Camp Limited.

4. SHARE CAPITAL

	Authorised		Allotted and fully paid	
	1995 Number	1994 and £	1995 Number	1994 and £
£1 Ordinary Shares	100	100	2	2
	==	==	==	==

5. CONTINGENT LIABILITIES

The company is registered with H M Customs and Excise as a member of a group for VAT purposes and as a result is jointly and severally liable on a contingency basis for amounts owing by other members of that group in respect of unpaid VAT.

6. PARENT UNDERTAKINGS AND ULTIMATE PARENT COMPANY

Bissell Inc. which is registered in the United States of America, is the ultimate parent company of Camp Limited. It is also the parent undertaking of the largest group of undertakings for which group accounts are drawn up and of which Camp Limited is a member.

The parent undertaking of the smallest group of undertakings for which group accounts are drawn up and of which Pryor and Howard (1988) Limited is a member, is Camp Limited which is registered in England and Wales.

Group accounts of Camp Limited will be filed with the Registrar of Companies.

