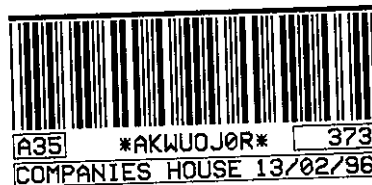


COMPANY No. 57781

Cooke & Nuttall Limited

Report and Accounts

30 September 1995



Cooke & Nuttall Limited

Registered No. 57781 England and Wales

DIRECTORS

D J Holt, ACMA
A Sentance, FCIS

SECRETARY

A Sentance, FCIS

AUDITORS

Ernst & Young
Commercial Union House
Albert Square
Manchester
M2 6LP

REGISTERED OFFICE

Silk House
Park Green
Macclesfield
Cheshire
SK11 7NU

DIRECTORS' REPORT

The directors present their report and accounts for the year ended 30 September 1995.

PRINCIPAL ACTIVITY

The company has not undertaken any manufacturing or trading activity during the year, and has made neither a profit nor a loss.

DIRECTORS AND THEIR INTERESTS

The directors listed on page 2 were in office for the whole of the year.

The company has maintained insurance for its directors and officers against liabilities in relation to the company.

The director retiring by rotation is Mr A Sentance who, being eligible, offers himself for re-election.

The shareholdings of Mr D J Holt are set out in the accounts of the parent undertaking. The interests of the other director as defined by the Companies Act 1985 in the shares of the parent undertaking, API Group plc, were as follows:

	<i>A Sentance</i>
Ordinary shares of 25p	
at 30 September 1995	28
at 2 October 1994	778
Ordinary 25p share options	
at 30 September 1995	28,800
at 2 October 1994	28,800

The number of ordinary shares stated against options relate to options granted by the parent undertaking in March 1987, May 1990, July 1992 and December 1992 under the executive share option scheme.

No director had any beneficial interest in any shares of the company or any other group company except as shown above.

AUDITORS

Ernst & Young have expressed their willingness to continue in office as auditors and in accordance with Section 384(1) of the Companies Act 1985 a resolution proposing their reappointment will be submitted at the Annual General Meeting.

By order of the Board

A Sentance
Secretary

07 FEB 1996

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;
- 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. The directors also have a general responsibility at law for taking such steps that are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

REPORT OF THE AUDITORS
to the members of Cooke & Nuttall Limited

We have audited the accounts on page 6 which have been prepared under the historical cost convention.

Respective responsibilities of directors and auditors

As described on page 4 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.

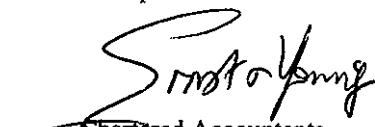
Basis of opinion

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 as at 30 September 1995 and have been properly prepared in accordance with the Companies Act 1985.


Chartered Accountants
Registered Auditor
Manchester

07 FEB 1996

Cooke & Nuttall Limited

BALANCE SHEET

at 30 September 1995

	1995 £	1994 £
CREDITORS: amounts falling due within one year		
Amount due to parent undertaking	(819,542)	(819,542)
CAPITAL AND RESERVES		
SHARE CAPITAL		
Authorised, allotted, called-up and fully paid		
Ordinary shares of £1 each	100,000	100,000
Profit and loss account	(919,542)	(919,542)
	<u>(819,542)</u>	<u>(819,542)</u>


A Sentance Director

07 FEB 1996

NOTES

1. The accounts are prepared in accordance with applicable accounting standards and under the historical cost convention.
2. The company has not traded during the year, and accordingly it has made neither a profit nor a loss. No profit and loss account has, therefore, been prepared.
3. The parent undertaking is API Group plc, a company registered in England and Wales.