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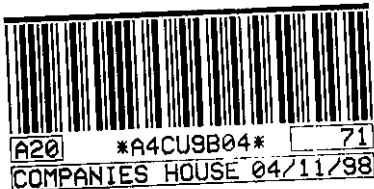


C O M P A N I E S H O U S E

363s

Annual Return

THE REGISTRAR OF COMPANIES
COMPANIES HOUSE
CROWN WAY
CARDIFF
CF4 3UZ



of company number 00070275

K

company name
DRAKE & SCULL HOLDINGS LIMITED

company type
PRIVATE COMPANY LIMITED BY SHARES

This form should be completed in black.

The information printed below is taken from Companies House records as at 17/09/98
If this information requires amendment use the spaces opposite.

Date of this return *(See note 1)*

The information in this return should be made up to a date not later than

| Day | Month | Year |
|-----|-------|------|
| 01 | 10 | 98 |

If you are making the return up to an earlier date, show the date here. Please note that the form must be delivered to Companies House within 28 days of this earlier date.

| Day | Month | Year |
|-----|-------|------|
| | | |

Date of next return *(See note 2)*

If you wish to make your next return to a date earlier than the anniversary of this return please show the date here. Companies House will then send a form at the appropriate time.

| Day | Month | Year |
|-----|-------|------|
| | | |

Registered Office *(See note 3)*

This is the address registered by Companies House.

1 THAMESIDE CENTRE
KEW BRIDGE ROAD
BRENTFORD
MIDDLESEX TW8 OHF

.....
.....
.....
.....

Principal business activities *(See note 4)*

Trade classification is
7415 MANAGEMENT ACTIVITIES HOLDING COMPS

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If the code cannot be determined from the notes, give a brief description of principal activity.

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If the information shown needs amendment, give details below and, for secretary and director particulars, the date of any change.

Register of members *(See note 5)*

The register is kept at

REGISTERED OFFICE

Register of debenture holders *(See note 6)*

Any register of debenture holders (or duplicate) is kept at

Company Secretary *(See note 7)*

Particulars of a new secretary **must** be notified on form 288.

MICHAEL LAWRENCE
WALKER
159 COURT LANE
DULWICH
LONDON
SE21 7EE

Day Month Year

| | | |
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| | | |
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Date of any change.

If this person has ceased to be secretary, please state when.

Day Month Year

| | | |
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|--|--|--|

Date of resignation.

Directors *(See note 7)*

Particulars of a new director **must** be notified on form 288.

NORMAN JAMES
CRITCHLOW
13 LARKSFIELD
ENGLEFIELD GREEN
EGHAM
SURREY TW20 ORB

Day Month Year

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| | | |
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Date of any change.

Date of Birth:- 07/04/48
Nat:BRITISH
Occ:EXECUTIVE

If this person has ceased to be director, please state when.

Day Month Year

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|--|--|--|
| | | |
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Date of resignation.

Show any relevant current and previous directorships.

If the information shown needs amendment, give details below and the date of any change.

Directors - continued

Particulars.

MARTIN KENNETT
DAVIS
212 CLIVE ROAD
WEST DULWICH
LONDON
SE21 8BS

Date of Birth:- 01/03/41

Nat:BRITISH

Occ:EXECUTIVE

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

Day Month Year

| | | |
|-----|-------|------|
| Day | Month | Year |
| | | |

Date of any change.

Day Month Year

| | | |
|-----|-------|------|
| Day | Month | Year |
| | | |

Date of resignation.

Particulars.

ANDREW JOHN
GAY
2 TEMPLEMILL ISLAND
BISHAM
MARLOW
BUCKINGHAMSHIRE SL7 1SG

Day Month Year

| | | |
|-----|-------|------|
| Day | Month | Year |
| | | |

Date of any change.

Date of Birth:- 27/07/44

Nat:BRITISH

Occ:CHAIRMAN

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

Day Month Year

| | | |
|-----|-------|------|
| Day | Month | Year |
| 31 | 10 | 98 |

Date of resignation.

Particulars.

FRANK THOMAS
MACINNIS
7 STURGES HARLOW
WESTPORT
CONNECTICUT 06880 06880
USA

Day Month Year

| | | |
|-----|-------|------|
| Day | Month | Year |
| | | |

Date of any change.

Date of Birth:- 10/11/46

Nat:CANADIAN

Occ:CHIEF EXECUTIVE

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

Day Month Year

| | | |
|-----|-------|------|
| Day | Month | Year |
| | | |

Date of resignation.

If the information shown needs amendment, give details below and the date of any change.

Directors - continued

Particulars.

CLIVE ALAN
MOORE
239 BEDFORD HILL
LONDON
SW16 1LB

Day Month Year

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Date of any change.

Date of Birth:- 20/10/39

Nat:BRITISH

Occ:EXECUTIVE

If this person has ceased to be director, please state when.

Day Month Year

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Date of resignation.

Show any relevant current and previous directorships.

Particulars.

Day Month Year

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|--|--|--|

Date of any change.

NO MORE DIRECTORS - ADDITIONAL SECRETARIES
OR DIRECTORS MUST BE NOTIFIED ON FORM 288a.

If this person has ceased to be director, please state when.

Day Month Year

| | | |
|--|--|--|
| | | |
|--|--|--|

Date of resignation.

Show any relevant current and previous directorships.

Particulars.

Day Month Year

| | | |
|--|--|--|
| | | |
|--|--|--|

Date of any change.

NO MORE DIRECTORS - ADDITIONAL SECRETARIES
OR DIRECTORS MUST BE NOTIFIED ON FORM 288a.

If this person has ceased to be director, please state when.

Day Month Year

| | | |
|--|--|--|
| | | |
|--|--|--|

Date of resignation.

Show any relevant current and previous directorships.

If the information shown needs amendment, give details below and the date of any change.

Directors - continued

Particulars.

| Day | Month | Year |
|-----|-------|------|
| | | |

Date of any change.

NO MORE DIRECTORS - ADDITIONAL SECRETARIES
OR DIRECTORS MUST BE NOTIFIED ON FORM 288a.

If this person has ceased to be director, please state when.

| Day | Month | Year |
|-----|-------|------|
| | | |

Date of resignation.

Show any relevant current and previous directorships.

Particulars.

| Day | Month | Year |
|-----|-------|------|
| | | |

Date of any change.

NO MORE DIRECTORS - ADDITIONAL SECRETARIES
OR DIRECTORS MUST BE NOTIFIED ON FORM 288a.

If this person has ceased to be director, please state when.

| Day | Month | Year |
|-----|-------|------|
| | | |

Date of resignation.

Show any relevant current and previous directorships.

Particulars.

| Day | Month | Year |
|-----|-------|------|
| | | |

Date of any change.

NO MORE DIRECTORS - ADDITIONAL SECRETARIES
OR DIRECTORS MUST BE NOTIFIED ON FORM 288a.

If this person has ceased to be director, please state when.

| Day | Month | Year |
|-----|-------|------|
| | | |

Date of resignation.

Show any relevant current and previous directorships.

Issued Share Capital (See note 8)

00070275

Enter details of all shares in issue at the date of this return.

| Class (eg Ordinary/ Preference etc) | Number of shares issued | Aggregate nominal value (ie Number of shares issued multiplied by nominal value per share) |
|---|----------------------------|--|
| 'A' Ordinary | 3,500,000 | £ 3,500,000 |
| Ordinary | 18,310,649 | £ 183,107 |
| Deferred | 18,310,649 | £ 183,106 |
| Totals | 40,121,300 | £ 3,866,213 |

List of past and present members

(See note 9)

(Use attached schedule where appropriate)

Please mark the appropriate box.

A full list is required.

A full list of members is enclosed

on paper

not on
paper**Elective resolutions** (See note 10)

(Private companies only)

If an elective resolution is in force at the date of this return to dispense with annual general meetings, mark this box.



If an elective resolution is in force at the date of this return to dispense with laying accounts in general meetings, mark this box.

**Certificate**

I certify that the information given in this return is true to the best of my knowledge and belief.

I enclose the fee of £ 15.

Cheques should be made payable
to **Companies House**.

Signed Michael Walker

Secretary/Director*

*(delete as appropriate)

Date 2 November 1998

This return includes 1 continuation sheets.
(enter number)

Please ensure that you have completed
all sections on this page.

To whom should Companies House direct any enquiries
about the information shown in this return?

MICHAEL L WALKER1 THAMESIA CENTRENEW BRIDGE ROAD NEW BRIDGEMIDDLESEX Postcode TW9 0HFTelephone 0181 380 6700 Ext

LIST OF PAST AND PRESENT MEMBERS

SCHEDULE TO FORM 363

| Company Number: 00070275 | Account of Shares | | | Remarks |
|---|--|--|----------------------------------|---------|
| Company Name: DRAKE & SCULL HOLDINGS LIMITED | Number of shares or amount of stock held by existing members at date of this return. | Particulars of shares transferred since the date of the last return, or, in the case of the first return, since the incorporation of the company, by (a) persons who are still members, and (b) persons who have ceased to be members. | Date of Registration of Transfer | |
| Name and address | Number Currently Held | Number Transferred | Date of Registration of Transfer | |
| Drake & Scull Engineering Ltd Ord | 18,310,649 | | 31-12-97 | |
| 1 Thameside Centre Del | 18,310,649 | | 31-12-97 | |
| Kew Bridge Road 'A' Ord | 3,500,000 | | 31-12-97 | |
| Kew Bridge | | | | |
| Middlesex | | | | |
| TWB OHF | | | | |
| EMCOR (UK) Ltd Ordinary | | 18,310,648 | 31-12-97 | |
| 1 Thameside Centre Deferred | | 18,310,648 | 31-12-97 | |
| Kew Bridge Road 'A' Ordinary | | 3,500,000 | 31-12-97 | |
| Kew Bridge | | | | |
| Middlesex | | | | |
| TWB OHF | | | | |
| EMCOR Group Inc Ordinary | | 2 | 31-12-97 | |
| 101 Merritt Seven Deferred | | 2 | 31-12-97 | |
| 7th Floor | | | | |
| Connecticut | | | | |
| 06881 | | | | |
| USA | | | | |
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Continued overleaf

SCHEDULE TO FORM 363[illegible]