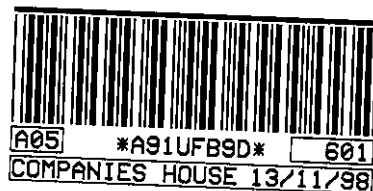


PORTABLE TOOL HIRE LIMITED

COMPANY NUMBER: 388041

31 JULY 1998



PORTABLE TOOL HIRE LIMITED

REPORT OF THE DIRECTORS

1. ACCOUNTS

The directors present herewith the accounts of the company for the year ended 31 July 1998. No dividend is recommended.

2. ACTIVITY

The company has not traded in the year.

3. DIRECTORS

The directors of the company during the year were as follows:-

D. A. Branson

I. M. Burton Appointed 1 August 1997 / Resigned 2 February 1998

A. J. Bushnell Appointed 2 February 1998

S. P. Webster

4. DIRECTORS' INTERESTS IN SHARES

The notifiable interests of the directors in the 25p ordinary shares of Wolseley plc and options on those shares granted pursuant to the terms of the various Wolseley Share Option Schemes are shown below:

<u>Name of Director</u>	<u>Shares at</u>		<u>31.7.98</u>	<u>Options</u>		<u>31.7.97</u>
	<u>31.7.98</u>	<u>31.7.97</u>		<u>Granted</u>	<u>Exercised</u>	
D. A. Branson	43,684	43,641	42,706	8,500	-	34,206
A. J. Bushnell	-	-	-	-	-	-

Mr. S. P. Webster is also a director of Wolseley plc, and accordingly his interests are not shown.

5. AUDITORS

In accordance with Sections 250 (1) of the Companies Act 1985, Section 385 of the Companies Act 1985 shall not apply to the Company and accordingly no auditors were appointed.

On behalf of the Board


A. J. Bushnell
Secretary

21 August 1998

PORTABLE TOOL HIRE LIMITED

BALANCE SHEET - 31 JULY 1998

	<u>1998</u>	<u>1997</u>
SHARE CAPITAL		
Authorised, issued and fully paid ordinary shares of £1 each	25,000	25,000
RESERVES		
Pre-acquisition reserves	(25)	(25)
	<hr/> 24,975	<hr/> 24,975
LOAN ACCOUNT WITH WOLSELEY plc	(24,975)	(24,975)
	<hr/> £ -	<hr/> £ -
	=====	=====

The company was dormant (within the meaning of Section 250 (3) of the Companies Act 1985) throughout the financial year ended 31st July 1998.

DIRECTOR


A. J. Bushnell

Approved 21 August 1998

NOTES ON ACCOUNTS - 31 JULY 1998

1. The accounts have been prepared under the historical cost convention. During the period the company has not traded, has not incurred any liabilities and consequently, has made neither profit nor loss.
2. None of the directors received any emoluments in respect of their services to the company during the year (1997 - £Nil).
3. The ultimate parent company is Wolseley plc, which is incorporated in England. Group accounts may be obtained from the Company Secretary, Wolseley plc, Vines Lane, Droitwich Spa, Worcestershire WR9 8ND.