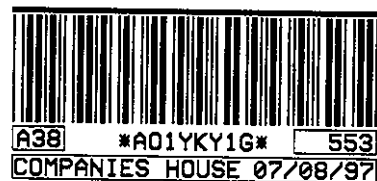


Emform Limited

Financial statements - 31 December 1996
together with directors' and auditors' reports

Registered number:400692



Directors' report

For the year ended 31 December 1996

The directors submit their annual report and financial statements for the year ended 31 December 1996 which will be laid before the shareholders at the Annual General Meeting to be held during 1997.

Principal activities and business review

The company acts as the agent of Balfour Beatty Limited in the business of electrical and mechanical fabrication. The results of the activities performed by Emform Limited in its capacity as agent are dealt with in the financial statements of Balfour Beatty Limited.

Dividend

The directors do not recommend the payment of a dividend in the current year (1995 - £Nil).

Directors and their interests

The directors who served during the year were as follows:

J G Bochel
R Jones
J J MacNaughtan

Mr J G Bochel retires by rotation and being eligible offers himself for re-election at the next Annual General Meeting.

The directors who held office at 31 December 1996 had no interest in the issued share capital of Emform Limited. The interests of the directors who held office at 31 December 1996 in the shares, debentures and loan stock of BICC plc, the ultimate parent company, are as follows:

	1 January 1996 or Date of Appointment (if later)	31 December 1996
<u>Directors</u>	<u>Ordinary Shares</u>	<u>Ordinary Shares</u>
J J MacNaughtan	43,787	46,031

Directors' report (continued)

Rights to subscribe for ordinary shares in BICC plc granted to the directors or their immediate families, or exercised by them, during the financial year were as follows:

Director	1 January 1996 or Date of Appointment (if later)	Number of options granted/(exercised) during the year	31 December 1996	Exercise prices	Exercise dates
J G Bochel	2,549	-	2,549	263p	2000
R Jones	2,261	- / (1,030)	1,231	243.6p	2000
J J MacNaughtan	35,502	2,688 / (2,061)	36,129	246.1 - 417.7p	1997 - 2005

In September 1996 BICC plc offered 64,497,272 new ordinary shares by way of rights to ordinary shareholders at 270p per share on the basis of 2 new ordinary shares for every 11 ordinary shares held. The number of shares under outstanding options under BICC plc's share option schemes and the related exercise prices were adjusted for this rights issue on terms approved by the Inland Revenue.

No director had any financial interest (including options) in fellow subsidiary undertakings at the relevant dates.

Directors' responsibilities

Company law requires the directors to prepare financial statements for each financial period 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 the financial statements, the directors are required to:

- select suitable accounting policies and 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 accounting records which disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure 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 and detection of fraud and other irregularities.

Other Information

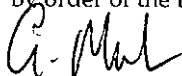
As permitted by the Companies Act 1985, BICC plc, the ultimate parent company, has purchased insurance cover for directors and officers in relation to their companies.

Directors' report (continued)

Auditors

The directors will place a resolution before the Annual General Meeting to reappoint Arthur Andersen as auditors for the ensuing year.

By order of the Board,



G Mutch
Secretary

Kelvin House
London Road
Wallington
Surrey
SM6 7EH

4 March 1997

Auditors' report

Glasgow

To the shareholders of Emform Limited:

We have audited the financial statements on page 5 to 7 which have been prepared under the historical cost convention and the accounting policies set out on page 6.

Respective responsibilities of directors and auditors

As described on page 2, the company's directors are responsible for the preparation of the financial statements. It is our responsibility to form an independent opinion, based on our audit, on those financial statements 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 financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements 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 financial statements 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 financial statements.

Opinion

In our opinion, the financial statements give a true and fair view of the state of affairs of the company as at 31 December 1996 and have been properly prepared in accordance with the Companies Act 1985.



Arthur Andersen
Chartered Accountants and Registered Auditors
199 St Vincent Street
Glasgow
G2 5QD

4 March 1997

Balance sheet

31 December 1996

	Notes	1996 £	1995 £
Current assets			
Amounts due from group undertakings falling due within one year		<u>31,155</u>	<u>31,155</u>
Capital and reserves			
Equity share capital	5	600	600
Profit and loss account		<u>30,555</u>	<u>30,555</u>
Shareholders' Funds		<u>31,155</u>	<u>31,155</u>

Signed on behalf of the Board



R Jones

Director

4 March 1997

The accompanying notes are an integral part of this balance sheet.

Notes to the financial statements

For the year ended 31 December 1996

1 Accounting policies

A summary of the principal accounting policies, all of which have been applied consistently throughout the year, and the preceding year, is set out below

a) Basis of accounting

The financial statements have been prepared under the historic cost convention and in accordance with applicable accounting standards.

b) Cash flow statement

Under the provisions of Financial Reporting Standard No. 1, the company has not prepared a cash flow statement because its ultimate parent undertaking, BICC plc, which is incorporated in Great Britain, has prepared consolidated financial statements which include the financial statements of the company for the period and which contain a consolidated cash flow statement.

2 Results

All transactions are entered into as agent of Balfour Beatty Limited in whose financial statements such transactions are recorded. The company has not traded on its own account and accordingly has made neither a profit nor a loss. As such, no profit and loss account has been prepared.

Auditors' remuneration is borne by Balfour Beatty Limited.

3 Directors' emoluments

No director is entitled to remuneration or other emoluments for services to the company (1995 - £Nil).

4 Employees

Other than its directors, the company had no employees during the year (1995 - Nil).

5 Equity share capital

	1996 £	1995 £
Authorised		
1,200 ordinary shares of £1 each	<u>1,200</u>	<u>1,200</u>
Called up, issued and fully paid		
600 ordinary shares of £1 each	<u>600</u>	<u>600</u>

Notes to the financial statements (continued)

6 Ultimate Parent Company

The company is a subsidiary undertaking of Balfour Beatty Limited, registered in England and Wales. The ultimate parent company is BICC plc, also registered in England and Wales.

The smallest group into which the results of the company are consolidated is that headed by Balfour Beatty Limited. The largest group into which the results of the company are consolidated is that headed by BICC plc. The consolidated financial statements of both Balfour Beatty Limited and BICC plc can be obtained from Devonshire House, Mayfair Place, London W1X 5FH.