

674887

PYE OF CAMBRIDGE LIMITED

**REPORT OF THE DIRECTORS IN RESPECT OF
THE YEAR ENDED 31ST DECEMBER 1995**

The directors present their report and a balance sheet as at 31st December 1995.

PRINCIPAL ACTIVITIES AND RESULTS

The company did not trade during the year ended 31st December 1994 and there is no profit and loss account for presentation. The balance sheet sets out the position as at 31st December 1995.

The directors do not recommend the payment of a dividend in respect of the period.

DIRECTORS

The directors of the company during the year were:

Mr J P R Brown	(resigned 30th April 1995)
Mr. M.R. Hensby	
Mr. S.P. Holmes	

There has been no change in the composition of the board of directors since the end of the year.

DIRECTORS' INTERESTS IN SHARES

The interests of those persons who were directors on 31st December 1995 in the shares of Graseby plc, being the company's holding company, were as follows:-

	<u>1st January 1995</u>		<u>31st December 1995</u>	
	<u>Ordinary</u>	<u>Options**</u>	<u>Ordinary</u>	<u>Options**</u>
	<u>Shares*</u>		<u>Shares*</u>	
Mr. M.R. Hensby	-	-	-	-
Mr. S.P. Holmes	628	59,229	4,528	61,904

* Ordinary shares of 25 pence each fully paid in Graseby plc.

** Options to purchase ordinary shares of 25 pence each in Graseby plc in accordance with the provisions of that company's share option schemes.

All the interests shown were beneficial and include family interests where appropriate.

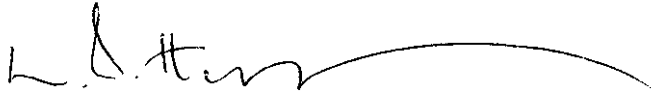
The directors of the company have no interests in the shares or debentures of the company or of any other subsidiary company of the holding company.



AUDITORS

The company which is a dormant company within the meaning of section 250 of the Companies Act 1985 has by special resolution passed on 6th December 1994 excluded the application of section 384(1) of the Act, and is accordingly exempt from the obligation to appoint auditors.

BY ORDER OF THE BOARD

A handwritten signature in dark ink, appearing to read 'M.R. Hensby', with a long, sweeping horizontal stroke extending to the right.

M.R. Hensby
Secretary

Botanic House
100 Hills Road
Cambridge CB2 1LQ

Company Number 674887 England and Wales

29th March 1996

PYE OF CAMBRIDGE LIMITED**Balance Sheet - 31st December 1995**

	<u>Note</u>	<u>1995</u>	<u>1995</u>
		<u>£000</u>	<u>£000</u>
CURRENT ASSETS			
Debtors - amounts falling due after more than one year			
Loan to holding company - no fixed repayment date		26,345	26,345
Cash at bank		2	2
		<u>26,347</u>	<u>26,347</u>
Creditors - amounts falling due within one year		(2)	(2)
		<u>26,345</u>	<u>26,345</u>
CAPITAL AND RESERVES			
Called up share capital	2	12,432	12,432
Share premium account		8,508	8,508
Capital redemption reserve		2,936	2,936
Profit and loss account		2,469	2,469
		<u>26,345</u>	<u>26,345</u>

The company was dormant within the meaning of Section 250 of the Companies Act 1985 throughout the year ended 31st December 1995. In accordance with the provisions of that Section 250, the company by special resolution passed on 6th December 1994 excluded the application of Section 384(1) of the Companies Act 1985 and accordingly auditors have not been appointed.

These accounts were approved by the board of directors on 29 March 1996.



Director

The notes on page 4 form part of these accounts.

PYE OF CAMBRIDGE LIMITED

Notes to the Accounts - 31st December 1995

1. Accounting Policies

The financial statements have been prepared in accordance with the applicable accounting standards in the United Kingdom.

The accounts are prepared in accordance with the historical cost convention.

2. Called Up Share Capital

	<u>1995</u>	<u>1994</u>
	<u>£000</u>	<u>£000</u>
<u>Authorised</u>		
72,000,000 ordinary shares of 25p each	<u>18,000</u>	<u>18,000</u>
<u>Issued and Fully Paid</u>		
49,729,315 ordinary shares of 25p each	<u>12,432</u>	<u>12,432</u>

3. Ultimate Holding Company

The ultimate holding company is Graseby plc, a company registered in England and Wales.