DIRECTORS' REPORT AND ACCOUNTS

31 DECEMBER 1995

COMPANY REGISTRATION NUMBER: 1221581



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MARCHWIEL OVERSEAS PROPERTIES LIMITED REPORT OF THE DIRECTORS

The Directors have pleasure in submitting their report and the accounts for the year ended 31 December 1995.

1. PRINCIPAL ACTIVITIES

The Company's principal activity is the management of overseas properties.

2. **REVIEW OF OPERATIONS**

The Company did not trade during the year.

3. **DIRECTORS**

(a) Members of the Board

R.M. Thompson

P.A.W.Roberts -

Resigned 31 December 1995

A.P. Jackson

Appointed 1 July 1996

The Group maintains liability insurance on behalf of the directors and officers of the Company.

(b) <u>Interests</u>

None of the directors had a beneficial interest in any contract or arrangement of significance to which the Company was a party during the year.

None of the directors had any interest as defined by the Companies Act 1985 in shares of the Company during the year.

The Group maintains liability insurance on behalf of the directors and officers of the Company.

4. <u>DIRECTORS' RESPONSIBILITY STATEMENT</u>

The directors are required by UK company law to prepare accounts which give a true and fair view of the state of affairs of the Company as at the end of the financial year, and of the profit and loss of the Company for the year then ended. The directors are also responsible for maintaining adequate accounting records and for taking reasonable steps to safeguard the assets of the Company and detecting irregularities and fraud.

The directors confirm that in preparing the Company's accounts, appropriate accounting policies have been consistently applied and applicable Accounting Standards complied with. Further, in all material respects, the accounts are supported by prudent judgements and estimates made by reference to information and circumstances known at the time of their preparation.

3. AUDITORS

The company is exempt from the requirement to appoint auditors, in compliance with S250(I) of the Companies Act 1985.

BY ORDER OF THE BOARD

R.M. THOMPSON
Director

30 September 1996

BALANCE SHEET

31ST DECEMBER 1995

	<u>NOTES</u>	<u>1995</u> <u>£'000's</u>	<u>1994</u> £'000's
CREDITORS: Amounts falling due within one year	1	<u>210,325</u>	<u>210,325</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		(<u>210.325</u>)	(210,325)
CAPITAL AND RESERVES			
Called up share capital	2	10,000	10,000
Profit and Loss account	3	(220,325)	220,325)
		(210,325)	(210,325)

The Company was dormant throughout financial year.

These accounts were approved by the Board of Directors on 30 September 1996.

R.M. Thompson - Director

The notes on page 4 form part of these accounts.

ACCOUNTING POLICIES

(a) Accounting convention

The accounts have been prepared under the historical cost convention and in accordance with applicable Accounting Standards.

NOTES TO THE ACCOUNTS

1.	CREDITORS	<u>1995</u> £	1994 £
	Amounts falling due within one year		
	Amounts owed to Group undertakings	<u>210,325</u>	<u>210,325</u>
2.	CALLED UP SHARE CAPITAL Ordinary shares of £1 each	<u>10,000</u>	10,000
3.	PROFIT AND LOSS ACCOUNT	•	
	At 1 January 1995 and 31 December 1995	(<u>220,325)</u>	· (<u>220,325</u>)

4. <u>ULTIMATE PARENT UNDERTAKING</u>

Alfred McAlpine PLC, a company registered in England, is the ultimate parent undertaking of the largest group of undertakings for which accounts are drawn up and of which the company is a member. Alfred McAlpine Construction Holdings Limited, a company registered in England, is the parent undertaking of the smallest group which consolidates these accounts.

Copies of the accounts of Alfred McAlpine PLC may be obtained from the Company Secretary, Alfred McAlpine PLC, 8 Suffolk Street, London SW1 4HG.