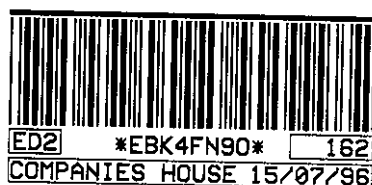


Company Number 1794529

PENTA WATFORD LIMITED

REPORT AND ACCOUNTS

31 DECEMBER 1995



40 Church Street
Staines
Middlesex
TW18 4EP

PENTA WATFORD LIMITED
REPORT OF THE DIRECTORS

The Directors submit their report and accounts for the year ended 31 December 1995.

1. PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The Company did not trade during the year and there were no discontinued activities during the year.

2. DIRECTORS AND DIRECTORS' INTERESTS

The names of the present Directors of the Company and those who held office during the year are as follows:-

D S Green	
J W James	Resigned 23 June 1995
J M H Light	Appointed 20 June 1995

No Director during the year or at the end of the year had any material interest in any contract significant to the business of the Company.

None of the directors holds any shares in the Company.

The interests of the directors in office at 31 December 1995 in the Ordinary 25p share capital of Inchcape plc at the beginning and end of the year are set out in the table below:

	<u>Ordinary shares of 25p each</u>				
	<u>At 1 January 1995</u>		<u>Options granted in the year</u>	<u>Options lapsed in the year</u>	<u>At 31 December 1995</u>
	Options to subscribe for shares				Options to subscribe for shares
D.S. Green	1,266	(a)	1,656 (a)	(1,266)	1,656
J M H Light	38,700	(b)	9,600 (b)		48,300

(a) Under the Inchcape SAYE Share Option Scheme

(b) Under the Inchcape Executive Share Option Scheme

PENTA WATFORD LIMITED

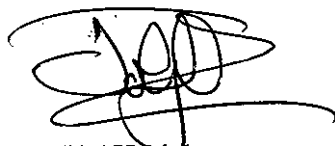
REPORT OF THE DIRECTORS (continued)

3. ELECTIVE RESOLUTIONS

Elective Resolutions, passed by the members, remain in force. These resolutions remove the requirement for the Company to:-

- i. hold Annual General Meetings;
- ii. lay Report and Accounts before a general meeting and
- iii. appoint auditors at a general meeting.

BY ORDER OF THE BOARD



J M H Light
Company Secretary

29 February 1996

PENTA WATFORD LIMITED

DIRECTORS' RESPONSIBILITIES FOR THE PREPARATION OF FINANCIAL STATEMENTS

The Directors are required by law to prepare financial statements for the financial year 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 result for that period. The financial statements must be prepared in compliance with the required formats and disclosures of the Companies Act 1985 and with applicable Accounting Standards. The Directors are additionally responsible for maintaining adequate accounting records, for safeguarding the assets of the Company, and for preventing and detecting fraud and other irregularities. The Directors confirm, in respect of the preparation of the financial statements, that:

- suitable accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates, have been used;
- applicable Accounting Standards have been followed;
- they have been prepared on a going concern basis.

PENTA WATFORD LIMITED

BALANCE SHEET

AT 31 DECEMBER 1995

	Notes	1995 £000	1994 £000
Current Liabilities			
Creditors: amounts falling due within one year	3	(459)	(459)
Capital and Reserves			
Called up share capital	4	350	350
Share premium account		23	23
Profit and loss account		(832)	(832)
		(459)	(459)

Throughout the financial year ending on the above date the Company was dormant within the meaning of Section 250 of the Companies Act 1985.

ON BEHALF OF THE BOARD



D S Green
Director

29 February 1996

The statements and notes on pages 5 and 6 form part of these accounts.

PENTA WATFORD LIMITED

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31 DECEMBER 1995

1. ACCOUNTING POLICY

The financial statements have been prepared in accordance with applicable United Kingdom Accounting Standards. The principal accounting policy of the Company is set out below.

Accounting convention

The Company prepares its annual accounts under the historical cost basis and in accordance with the Companies Act 1985.

2. PROFIT & LOSS ACCOUNT

The Company did not trade during the year ending 31 December 1995.

None of the directors received any remuneration for their services to the Company (1994:nil).

3. CREDITORS - amounts falling due within one year	1995	1994
	£000	£000
Due to Group Companies	<u>459</u>	<u>459</u>

4. SHARE CAPITAL	Authorised		Issued	
	1995	1994	Allotted and fully paid	
	Number	Number	1995	1994
			£000	£000
Ordinary shares of £1	<u>350,000</u>	<u>350,000</u>	<u>350</u>	<u>350</u>

5. CASH FLOW STATEMENT

A cash flow statement is not required as Inchcape plc, the ultimate holding company in the European Union, has complied with Financial Reporting Standard 1 by including a consolidated cash flow statement in its Report and Accounts for the year ended 31 December 1995.

PENTA WATFORD LIMITED

NOTES TO THE ACCOUNTS (continued)

6. HOLDING COMPANY

The Directors regard the ultimate holding company as Inchcape plc which is incorporated in Great Britain.

Both the largest and the smallest group of which the Company is a member and for which Group Accounts are drawn up is that of Inchcape plc which is registered in England. Copies of the Report and Accounts of that company are available from:

The Company Secretary
Inchcape plc
St James's House
23 King Street
London
SW1Y 6QY