

Jf/33-1

SALE AND PURCHASE AGREEMENT

AN AGREEMENT dated 3 August 1998 between Wolseley H Limited ("WHL") and Wolseley H2 ("WH2") both of Vines Lane, Droitwich Spa, Worcestershire, WR9 8ND.

WHEREAS:-

- A Wolseley Management Inc, Enertech Industries AB and ÖAG Gruppe A.G. (collectively "the Companies") are companies limited by shares, having issued share capitals ("the Shares") as set out in schedule 1 to this agreement ("the Schedule").
- B WHL is the sole beneficial owner of the Shares as set out in the Schedule.
- C WH2 wishes to purchase the Shares and WHL has agreed to sell the Shares to WH2 for the Consideration as hereinafter defined subject to the terms of this Agreement.



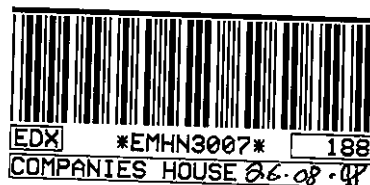
NOW IT IS AGREED AND DECLARED as follows:-

1. The sale and purchase of the Shares shall be completed on the execution of this Agreement ("the Completion Date").
2. For Consideration, as defined in clause 4 hereof, WHL shall sell the Shares and WH2 shall purchase the Shares free from all encumbrances and with the right to all dividends and distributions of whatever nature declared and unpaid or to be declared in respect thereof.
3. On the Completion Date, or at such later date as agreed between the parties hereto, WHL shall execute all deeds, documents, acts, matters and things reasonably required to give full effect to the rights and benefits of WH2 under this Agreement.
4. On the Completion Date WH2 shall pay to WHL the book carrying value of WHL's investment in the Shares ("the Consideration") as the total purchase price of the Shares, such Consideration being satisfied by the allotment to WHL of 100 ordinary £1 shares, fully paid, in the capital of WH2.
5. This Agreement shall be executed in one or more counterparts each of which shall constitute one agreement and be binding on the parties hereto as if they had all executed the same document.
6. This Agreement shall be governed in all respects by English Law.

Certified a true copy

[Signature]
SECRETARY

25/8/98



Executed as a deed
for and on behalf of
Wolseley H Limited

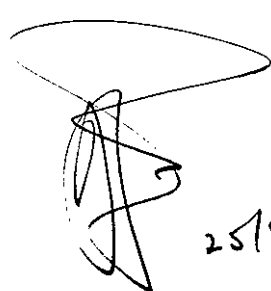
Director

Director/Secretary

Executed as a deed
for and on behalf of
Wolseley H2

Director

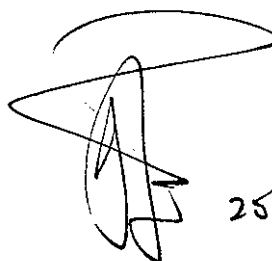
Director/Secretary



25/8/98

Schedule 1

<u>Company Name</u>	<u>Issued share capital</u>
Wolseley Management Inc	1,350 ordinary shares of \$1 each
Enertech Industries AB	1,000,000 ordinary shares of one Swedish Kroner each
ÖAG Gruppe A.G	10,000 ordinary shares of ASC100 each



25/8/98