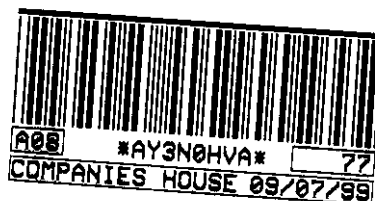


The Leyland and Birmingham Rubber Co. Limited

Report and Annual Accounts

For the year ended 31 December 1998



The Leyland and Birmingham Rubber Co. Limited

DIRECTORS' REPORT

The directors present their report and accounts for the year ended 31 December 1998.

Principal Activity

The company had not traded during the year and the directors do not expect this to change in the future.

Director

The director of the Company during the year ended 31 December 1998 was as follows:

J A Redmond

Auditors

The company has remained dormant throughout the year and under Section 250 of the Companies Act 1985 has dispensed with the requirement to appoint auditors.

By order of the Board

A handwritten signature in black ink, consisting of a stylized initial 'W' followed by a long horizontal line extending to the right.

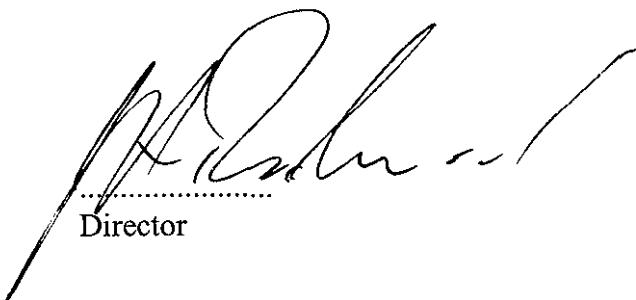
Company Secretary

The Leyland and Birmingham Rubber Co. Limited

BALANCE SHEET

	Note	1998 £	1997 £
CURRENT ASSETS			
Amounts due from parent and fellow subsidiary companies		3,751	3,751
CAPITAL AND RESERVES			
Called up share capital	3	3,750	3,750
Profit and loss account		1	1
		<hr/>	<hr/>
		3,751	3,751
		<hr/>	<hr/>

The company was dormant throughout the financial year.



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Director

The Leyland and Birmingham Rubber Co. Limited

Notes to the Financial Statements

1. ACCOUNTING POLICY

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

2. PROFIT AND LOSS ACCOUNT

During the year the Company has not traded on its own account, has not incurred any liabilities and consequently, has made neither profit nor loss. None of the directors received any emoluments in respect of their services to the Company (1997:£nil). Information relating to the Director's shareholdings is given in the Director's Report on page 1.

There were no employees of the company during the year (1997:nil).

3. CALLED UP SHARE CAPITAL

	Authorised		Allotted, Called-up and Partly Paid	
	1998	1997	1998	1997
	£	£	£	£
5,000 ordinary shares of £1 each	<u>5,000</u>	<u>5,000</u>		
5,000 ordinary shares of £1 each, 75p paid			<u>3,750</u>	<u>3,750</u>

4. STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES AND RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

As the Company did not trade during the year and as there were no movements in shareholders' funds, a Statement of Total Recognised Gains and Losses and a Reconciliation of Movement in Shareholders' Funds have not been prepared.

5. ULTIMATE PARENT UNDERTAKING

The ultimate parent company is UniPoly SA, a company registered in Luxembourg, which is the parent undertaking of the smallest and largest group to consolidate these accounts. Copies of the UniPoly SA Group accounts can be obtained from :

The Secretary
UniPoly SA
16 Rue Des Capucins
Luxembourg