

**Briggs Amasco Curtainwall Limited**

**Directors' report and financial statements**

31 December 1998

Registered number 284505



## **Directors' report and financial statements**

### **Contents**

Directors' report	1
Statement of directors' responsibilities	2
Auditor's report to the members of Briggs Amasco Curtainwall Limited	3
Profit and loss account	4
Balance sheet	5
Notes	6

## Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 December 1998.

### Results and dividends

The profit for the financial year amounted to £139,000 (1997: loss of £176,000). The directors do not recommend the payment of a dividend (1997: £Nil).

### Principal activities and business review

The company has not undertaken any new contracts during the year but retains ongoing obligations in respect of its previously completed contracts and its properties.

### Directors and directors' interests

The directors who served during the year and subsequently were:

CMH Kemp  
AC Smith

The directors serving during the year held the following interests in share and loan capital in the ultimate parent company, Tarmac plc, during the year:

	At 1 January 1998	Bought during year	Sold during year	At 31 December 1998	
<b>Ordinary shares</b>					
CMH Kemp	15,323	33,272	-	48,595	
AC Smith	12,040	24,442	(450)	36,032	
	At 1 January 1998	Granted in year	Lapsed in year	Exercised in year	At 31 December 1998
<b>Share options</b>					
CMH Kemp	291,767	48,986	(16,541)	(14,871)	309,341
AC Smith	233,788	31,057	-	(14,871)	249,974

### Auditor

In accordance with section 385 of the Companies Act 1985, a resolution for the re-appointment of KPMG Audit Plc as auditor of the company is to be proposed at the forthcoming annual general meeting.

This report was approved by the board on *16th March 1999* and signed on its behalf by:

  
**HW Goss**  
Secretary

Hilton Hall  
Essington  
Wolverhampton  
WV11 2BQ

## **Statement of directors' responsibilities**

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



KPMG Audit Plc  
2 Cornwall Street  
Birmingham  
B3 2DL

## **Auditor's report to the members of Briggs Amasco Curtainwall Limited**

We have audited the financial statements on pages 4 to 9.

### ***Respective responsibilities of directors and auditor***

As described on page 2, the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

### ***Basis of opinion***

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

### ***Opinion***

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31 December 1998 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG Audit Plc  
Chartered Accountants  
Registered Auditor

Date

10 March 1999

**Profit and loss account**  
*for the year ended 31 December 1998*

	<i>Note</i>	<b>1998</b> <b>£000</b>	1997 £000
<b>Turnover</b>	2	-	2
Cost of sales		327	214
		<hr/>	<hr/>
<b>Gross profit</b>		327	216
Administrative expenses		(138)	(463)
		<hr/>	<hr/>
<b>Operating profit/(loss)</b>		189	(247)
Interest receivable		-	4
		<hr/>	<hr/>
<b>Profit/(loss) on ordinary activities before taxation</b>	3	189	(243)
Tax on profit/(loss) on ordinary activities	5	(50)	67
		<hr/>	<hr/>
<b>Profit/(loss) on ordinary activities after taxation</b>	11	139	(176)
Accumulated losses brought forward		(22,539)	(22,363)
		<hr/>	<hr/>
<b>Accumulated losses carried forward</b>		(22,400)	(22,539)
		<hr/> <hr/>	<hr/> <hr/>

A statement of movements in shareholders' funds is given in note 11 to the financial statements.

Turnover and results reported above all relate to discontinued activities.

**Statement of recognised gains and losses**

There are no recognised gains or losses other than the results reported above.

**Balance sheet**  
*at 31 December 1998*

	Note	1998 £000	1997 £000
<b>Current assets</b>			
Debtors	6	155	301
<b>Creditors: Amounts falling due within one year</b>	7	(233)	(630)
<b>Net current assets</b>		(78)	(329)
<b>Creditors: Amounts falling due after more than one year</b>	8	(22,314)	(21,995)
<b>Provisions for liabilities and charges</b>	9	-	(207)
<b>Net liabilities</b>		(22,392)	(22,531)
<b>Capital and reserves</b>			
Called up share capital	10	8	8
Profit and loss account		(22,400)	(22,539)
<b>Equity shareholders' funds</b>		(22,392)	(22,531)

These financial statements were approved by the board of directors on *16 March 1999* and were signed on its behalf by:



**CMH Kemp**  
*Director*

## **Notes**

*(forming part of the financial statements)*

### **1 Accounting policies**

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements:

#### ***Basis of accounting***

The financial statements have been prepared using the historic cost convention. The parent company has confirmed that it will continue to provide financial and other support to the company and will not seek repayments of amounts due to it for a period of at least twelve months and thereafter for the foreseeable future. For these reasons the going concern basis has been used in preparing the accounts.

#### ***Accounting standards***

The financial statements have been prepared in accordance with applicable Accounting Standards.

#### ***Turnover***

Turnover consists of external sales of manufactured goods and the value of work on contracts completed during the year. Turnover also includes the settlement of claims arising on contracts completed in prior years.

#### ***Operating leases***

Rental payments under operating leases are charged to the profit and loss account as they are incurred.

#### ***Deferred taxation***

Deferred taxation calculated using the liability method is included only where the effects of timing differences between results as stated in the financial statements and as computed for taxation purposes are likely to crystallise in the foreseeable future.

#### ***Related party transactions***

Under Financial Reporting Standard 8, the company is exempt from the disclosure of transactions with other group undertakings on the grounds that it is a wholly owned subsidiary of Tarmac plc and its results are included in Tarmac plc's consolidated financial statements.

### **2 Turnover**

The analysis of turnover by geographical area is as follows:

	<b>1998</b>	<b>1997</b>
	<b>£000</b>	<b>£000</b>
United Kingdom	-	2
	<u>          </u>	<u>          </u>

## Notes (continued)

### 3 Profit/(loss) on ordinary activities before taxation

	1998 £000	1997 £000
<i>Profit/(loss) on ordinary activities before taxation is stated (after crediting)</i>		
Release of provisions for remedial works on contracts	(272)	(116)
	<u>          </u>	<u>          </u>

### 4 Directors' emoluments

None of the directors received any emoluments from any source in respect of their services to the company during the year ended 31 December 1998 (1997: £Nil).

The company did not have any employees during the current or preceding year.

### 5 Tax on profit/(loss) on ordinary activities

The tax charge based on the profit/(loss) for the year comprises:

	1998 £000	1997 £000
<b>Current year</b>		
Group relief receivable	(31)	-
Deferred taxation	90	62
<b>Adjustments in respect of prior years</b>		
Group relief receivable	-	139
Deferred taxation	(9)	10
	<u>          </u>	<u>          </u>
	50	(67)
	<u>          </u>	<u>          </u>

### 6 Debtors

	1998 £000	1997 £000
Trade debtors	100	129
Group relief receivable	31	139
Other debtors	3	-
Prepayments and accrued income	18	33
Deferred taxation	3	-
	<u>          </u>	<u>          </u>
	155	301
	<u>          </u>	<u>          </u>

## Notes (continued)

### 7 Creditors: Amounts falling due within one year

	1998 £000	1997 £000
Trade creditors	2	107
Accruals and deferred income	231	523
	<u>233</u>	<u>630</u>

### 8 Creditors: Amounts falling due after more than one year

	1998 £000	1997 £000
Amount owed to group undertakings	22,314	21,995
	<u>22,314</u>	<u>21,995</u>

The amount owed to group undertakings is unsecured, is interest free and has no fixed repayment terms. The intermediate parent company has confirmed that it will continue to support the company by not requesting repayment of or charging interest on the amount owed whilst the company remains a subsidiary undertaking of Tarmac plc, or until such time as the company has sufficient funds.

### 9 Provisions for liabilities and charges

	Deferred taxation £000	Other provisions £000	Total £000
At beginning of year	(93)	300	207
Transfer from/(to) profit and loss account	90	(272)	(182)
Expenditure during year	-	(18)	(18)
Other movements:			
Transfers	-	(10)	(10)
	<u>(3)</u>	<u>-</u>	<u>(3)</u>

Other provisions relate to losses on discontinuance of the business.

Deferred taxation relates to provisions for losses on discontinuance of the business. There is no unprovided deferred taxation.

## Notes (continued)

### 10 Share capital

	1998 £	1997 £
<i>Authorised:</i>		
4,000 ordinary shares of £1 each	4,000	4,000
4,000 deferred shares of £1 each	4,000	4,000
10,500 3.5% cumulative preference shares of £1 each	10,500	10,500
10,500 4.2% cumulative preference shares of £1 each	10,500	10,500
	<hr/> 29,000 <hr/>	<hr/> 29,000 <hr/>
<i>Allotted, called up and fully paid:</i>		
4,000 ordinary shares of £1 each	4,000	4,000
4,000 deferred shares of £1 each	4,000	4,000
	<hr/> 8,000 <hr/>	<hr/> 8,000 <hr/>

### 11 Movement in shareholders' funds

	1998 £000	1997 £000
Profit/(loss) for the financial year	139	(176)
Opening shareholders' funds	(22,531)	(22,355)
	<hr/>	<hr/>
Closing shareholders' funds	(22,392)	(22,531)
	<hr/>	<hr/>

### 12 Performance bonds

Performance bonds have been entered into in the normal course of business.

### 13 Ultimate parent undertaking

Tarmac plc is the company's ultimate parent undertaking and controlling party and is registered in England and Wales.

Copies of its annual report and financial statements are available from Hilton Hall, Essington, Wolverhampton, WV11 2BQ.