SILVERTOWN RUBBER COMPANY LIMITED
REPORT AND ACCOUNTS
FOR THE YEAR ENDED 31 DECEMBER 1992
REGISTERED NO: 522712



SILVERTOWN RUBBER COMPANY LIMITED CONTENTS	PAGI
Directors' Report	2
Report of the Auditors	4
Profit and Loss Account	5
Balance Sheet	6
Notes to the Accounts	7

SILVERTOWN RUBBER COMPANY LIMITED DIRECTORS' REPORT

The directors present their report and accounts for the year ended 31 December 1992.

RESULTS AND DIVIDENDS

The loss for the financial year amounted to £145,157,000 (1991 - profit £1,833,009). The directors do not recommend the payment of a dividend (1991 - £6,000,000), which leaves a loss of £145,157,000 (1991 - loss £4,167,000) to be retained.

REVIEW OF THE BUSINESS

During the year the Company was engaged in the transportation and engineering industries and in the design and production of products associated with polymeric materials. At the end of the year the company disposed of its trading divisions (including the relevant assets and liabilities), at net book value, to another group company. The Company also acquired several companies from another group company, as reflected in note 10 to the accounts.

In 1993 the activity of the company will be that of an investment holding company.

FIXED ASSETS

Changes in the Company's fixed assets during the period are described in notes 9 and 10 to the accounts.

RESEARCH AND DEVELOPMENT

The Company carries out research and development in support of its products and services. The amount spent by the Company on research and development is contained in note 3 to the accounts.

DIRECTORS AND THEIR INTERESTS

The directors who served during the year were as follows:

Mr J D M Smith Mr J D Thom Mr S K Williams

No director had any interest in the shares of the Company. Mr J D M Smith is also a director of BTR plc, the ultimate parent undertaking, and his interest in the shares of that company are disclosed in its accounts. None of the other directors has a service contract exceeding one year's duration.

The interests of the other directors in the ordinary shares of BTR plc were:

		31 December 1992 Share Option Schemes				l Jani	iory 1992 Share O Schen	•
	Listed	Warrants	Senior Executive	SAYE	Listed	Warrants	Senior Executive	SAYE
Mr J D Thom Mr S K Williams	4,971 3,138	599 449	28,000 101,500	5,711 7,803	3,064	401 322	42,000 65,000	6,563 7,803

Notes

Share options related to the shares of BTR plc granted to, and exercised by, the directors of Silvertown Rubber Company Limited during 1992, were as follows:

	Granted	Exercised
As part of the Senior Executive scheme:		
Mr J D Thom	8,000	22.000
Mr S K Williams	36,500	•
As part of the SAYE scheme:		
Mr J D Thom	1,888	2,740

2 Directors' interests at 10 March 1993 were as at 31 December 1992.

No director was materially interested, during or at the end of the year, in any contract in relation to the Company's business.

GENERAL INFORMATION

Information concerning employees and their remuneration is given in note 5. Consultative procedures enable management and other employees to discuss matters of mutual interest, including health and safety. Through these procedures, departmental channels and the BTR group magazine "Grapevine", employees are kept informed about Company and BTR group affairs.

It is the Company's policy to encourage the employment, training and career development of disabled persons. If employees become disabled every effort is made for them to continue in employment or receive appropriate training. In order to safeguard the health and safety of employees, the Company pursues a policy designed to provide secure working environments and proper training standards at all locations.

BTR plc maintains a policy of liability insurance for the BTR group's officers.

AUDITORS

In accordance with s386 of the Companies Act 1985, a resolution to dispense with the obligation to appoint auditors annually was passed on 20 September 1991. Accordingly, Ernst & Young shall be deemed to be reappointed as auditors 28 days after the accounts are sent to the members.

By order of the Board,

Per pro BTR Secretaries Limited, Secretary

Silladian

Silvertown House Vincent Square London SWIP 2PL

10 March 1993

REPORT OF THE AUDITORS TO THE MEMBERS OF SILVERTOWN RUBBER COMPANY LIMITED

We have audited the accounts on pages 5 to 15 in accordance with Auditing Standards.

In our opinion the accounts give a true and fair view of the state of affairs of the Company at 31 December 1992 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

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Ernst & Young Chartered Accountants Registered Auditor London 10 March 1993

SILVERTOWN RUBBER COMPANY LIMITED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 1992

	Notes	<u>1992</u> £'000	<u>1991</u> £'000
TURNOVER	2	61,396	59,867
Change in stocks of finished goods and work in progress		56	(877)
Other operating income		61,452	58,990 627
		61,452	59,617
Raw materials and consumables		(23,824)	(21,937)
Staff costs Depreciation and amortisation Other operating charges	5	37,628 (16,439) (2,184) (13,169)	37,680 (15,763) (1,873) (13,695)
OPERATING PROFIT	3	5,836	6,349
Amounts released/(provided) against intercompany receivables Income from participating interests Interest receivable and similar income Interest payable and similar charges Amounts written off investments	6 10	2,869 103 17 (5) (152,164)	(4,478) 51 17 (30)
(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	2	(143,344)	1,909
Taxation on ordinary activities	7	(1,813)	(76)
(LOSS)/PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION	8	(145,157)	1,833
Dividends	•		
LOSS RETAINED FOR THE FINANCIAL YEAR	16	(145,157)	(4,167)
Movements on reserves are contained in note 16.			

Movements on reserves are contained in note 16.

The company disposed of its operating divisions at the end of 1992. Accordingly, the operating profit is generated entirely from discontinued operations.

The notes on pages 7 to 15 form part of these accounts.

SILVERTOWN RUBBER COMPANY LIMITED BALANCE SHEET AS AT 31 DECEMBER 1992

BADANCE SHEET AS AT 31 DECEMBER 1774	Notes	<u>1992</u> £'000	<u>1991</u> £'000
FIXED ASSETS			
Tangible assets	9		11,530
Investments	10	1,051,448	4,312
		1,051,448	15,842
CURRENT ASSETS	11		8,941
Stocks Debtors	12	18,391	96,438
Cash at bank and in hand			2,795
		18,391	108,174
CREDITORS: Amounts falling due within one year	13	(1,056,399)	(112,419)
NET CURRENT LIABILITIES		(1,038,008)	(4,245)
TOTAL ASSETS LESS CURRENT LIABILITIES		13,440	11,597
CAPITAL AND RESERVES	15	1	1
Called up share capital Revaluation reserve	16	147,000	-
Profit and Loss Account	16	(133,561)	11,596
		13,440	11,597

Approved by the Board on 10 March 1993.

Director

The notes on pages 7 to 15 form part of these accounts.

1 ACCOUNTING POLICIES

Accounting convention

The accounts have been prepared under the historical cost convention modified by the revaluation of certain fixed assets and in accordance with applicable Accounting Standards. Where changes in presentation are made comparative figures are adjusted accordingly.

Depreciation of tangible assets

Tangible assets are depreciated over their estimated useful lives at the following rates applied to original cost or subsequent valuation:

Short Leasehold Buildings

Remaining lease period

Plant and machinery

7.5% - 35%

Investments

The investments in subsidiary and associated undertakings are included at cost or valuation less amounts written off and provisions for permanent diminution in value.

Stocks

Stocks are valued at the lower of cost or net realisable value. Cost comprises the actual cost of raw materials and an appropriate proportion of labour and overheads in the case of work in progress and finished goods. Provision is made for obsolete and slow moving items.

Pension costs

The expected costs of pensions are charged to the profit and loss account so as to spread the costs over the service lives of the participating employees. The costs are assessed in accordance with the advice of actuaries.

Foreign currencies

Monetary assets and liabilities denominated in foreign currency are translated at the rates ruling at the year end. Exchange differences arising from the retranslation of foreign currency denominated assets and liabilities together with other exchange differences arising in the year are included in the profit and loss account.

Taxation

Provision for deferred taxation is made for liabilities which may arise in the foreseeable future.

Research and development

Research and development expenditure is generally expensed as incurred, except where a major project is undertaken and it is reasonably anticipated that certain expenditure will be recovered through future commercial development.

2. TURNOVER AND PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

Turnover, which is stated net of value added tax, represents amounts invoiced to third parties and arises from goods produced in the United Kingdom.

An analysis of turnover by geographical market of turnover is as follows:

	<u>Tu</u>	rnover
	1992	<u> 1991</u>
	£,000	£'000
United Kingdom	38,508	34,833
Europe	14,885	17,010
The Americas	2,284	2,192
Africa & the Middle East	2,075	2,305
Australia & Asia	3,644	3,527
	61,396	59,867

An analysis of turnover and profit on ordinary activities before taxation by business segment is as follows:

The state of the s	Turnover		Profit be	efore tax
	<u>1992</u> £'000	<u>1991</u> £'000	<u>1992</u> £'000	1991 £'000
Industrial	15,556	20,796	886	2,409
Consumer Related	11,597	11,130	1,170	1,579
Transportation	34,243	27,941	3,780	2,361
Other Income	•	•	103	51
Finance Costs			12	(13)
Other	•	-	(149,295)	(4,478)
	61,396	59,867	(143,344)	1,909

3. OPERATING PROFIT

This is stated after charging:

	<u>1992</u>	<u>1991</u>
	000'3	£'000
Auditors' remuneration - audit fees	109	118
Depreciation of owned fixed assets	2,184	1,873
Research and development expenditure written off	2,118	1,657
Operating lease rentals - plant and machinery	93	106
- other	547	533
Profit on disposal of fixed assets	72	-

Remuneration of the auditors for non-audit services supplied to the Company and its UK subsidiary undertakings amounted to £28,200.

4. DIRECTORS' REMUNERATION

None of the directors received any emoluments from the Company during the year (1991 - Nil).

5.	EMPLOYEES	<u>1992</u> £'000	<u>1991</u> £'000
	Wages and salaries	14,945	14,402
	Social security costs	1,232	1,201
	Other pension costs	262	160
		16,439	15,763
	The average weekly number of employees during the year was as follows:		
	•	<u> 1992</u>	<u>1991</u>
		No	No
	Administration	212	185
	Production	987	1,027
	Marketing	53	54
		1,252	1,266
6.	INTEREST PAYABLE AND SIMILAR CHARGES	1992	1991
		£'000	£'000
	Bank loans and overdrafts	5	25
	Foreign exchange loss	-	5
		5	30
_			*****
7.	TAXATION ON PROFIT ON ORDINARY ACTIVITIES	<u>1992</u> £'000	<u>1991</u> £'000
	Corporation tax at 33% (1991 - 33.25%)	(141)	•
	Overseas tax		5
		(141)	5
	Adjustments in respect of prior years	1,954	71
		1,813	76
			

The charge for the year has been reduced by losses surrendered from other group companies for which no payment is required,

8,	DIVIDENDS		1992 £'000	<u>1991</u> £'000
	Final proposed of £ Nil per share (1991 £6,000 per share)			6,000
9.	TANGIBLE ASSETS			
		Buildings £'009	Land & Machinery £'000	Plant & Total £'000
	Cost At 1 January 1992 Additions Disposals	162 56 (218)	23,868 2,437 (26,305)	24,030 2,493 (26,523)
	At 31 December 1992	-		
	Depreciation At 1 January 1992 Charge for the year Disposals	(24) (85) 109	(12,476) (2,099) 14,575	(12,500) (2,184) 14,684
	At 31 December 1992	-	-	•
	Net book value At 1 January 1992	138	11,392	11,530
	At 31 December 1992	•	-	
	The net book value of land and buildings is comprised of:			
	Short leasehold		1992 £'000	1991 £'000 138

10. INVESTMENTS

	Shares in	Shares in	
	Subsidiary	Associated	Tadal
	<u>Undertakings</u> £'000	£'000	<u>Total</u> £'000
Cost or valuation	2.000	2 000	2,500
At 1 January 1992	4,231	81	4,312
Additions	1,052,381	-	1,052,381
Disposals	1,002,001	(81)	(81)
Revaluation downs the year	147,000	-	147,000
			
	1,203,612	•	1,203,612
Provision			
At 1 January 1992	-	-	_
Provided during the year	(152,164)		(152,164)
At 31 December 1992	(152,164)		(152,164)
At it Discince 1992			
Net Book Value		-	
At 1 January 1992	4,231	81	4,312
At 31 December 1992	1,051,448		1,051,448

During the year the company acquired several companies from another BTR Group company (refer below).

The carrying value of one of the subsidiary undertakings acquired during the year has been revalued as a result of a BTR Group reorganisation after its acquisition. The basis of the revaluation is to reflect the directors' valuation of the underlying businesses acquired by this subsidiary undertaking in the reorganisation. The amount of the revaluation has been taken to a revaluation reserve (refer to note 16). The historical cost of the subsidiary undertaking included at valuation is £78,000,000.

As a result of other BTR Group reorganisations, a provision has been made against the carrying value of certain subsidiary undertakings and has been charged to the profit and loss account.

10. INVESTMENTS (Continued)

Details of the Company's principal subsidiary undertakings are as follows:

	Country of Registration incorporation	•		Proportion	Nature of
Name of company	and operation	n I	Holding	Held	business
BTR Group Transport Ltd	England	Ordinary		100%	Holding
BTR Industrial Holdings Ltd*	England	Ordinary	Shares	100%	Holding
Cimex International Ltd*	England	Ordinary	Shares	100%	Manufacturing
Curzon Estates Ltd*	England	Ordinary	Shares	100%	Property
DCE Group Ltd*	England	Ordinary	Shares	100%	Construction Services
Dunlop Hi-Flex Distribution Ltd	England	Ordinary	Shares	100%	Distribution of industrial hoses and valves.
Giol Powders Ltd*	England	Ordinary	Shares	100%	Holding
Graham Building Services Ltd*	England	Ordinary	Shares	100%	Construction Services
Greengate & Irwell Ltd Hansen Transmissions	England	Ordinary	Shares	100%	Holding
International Ltd *	England	Ordinary	Shares	100%	Holding
Intermed Ltd*	England	Ordinary	Shares	100%	Holding
Liner Ltd*	England	Ordinary	Shares	100%	Holding
Pascon Ltd*	England	Ordinary	Shares	100%	Construction
P B Cow & Company Ltd Pilkington's Tiles Holdings	England	Ordinary	Shares	100%	Dormant
Ltd*	England	Ordinary	Shares	100%	Construction
PW Spencer Ltd	England	Ordinary	Shares	100%	Holding
Rest Assured Holdings Ltd *	England	Ordinary	Shares	100%	Consumer Products
Sorbo One Ltd* Thomas Tilling International	England	Ordinary	Shares	100%	Holding
Ltd* Tilling Management Services	England	Ordinary	Shares	100%	Holding
Ltd*	England	Ordinary	Shares	100%	Holding

^{*} Companies acquired during the year.

Group accounts have not been prepared because the Company is a wholly owned subsidiary of BTR ple, a company registered in England & Wales. In the opinion of the directors the value of the Company's investments in its subsidiary and associated undertakings is not less than the amount at which they are stated in the balance sheet.

11.STOCKS	<u>1992</u> £'000	<u>1991</u> £'000
Raw materials and consumables	•	4,315

Work in progress - 1,687
Finished goods - 2,939

The difference between the estimated replacement cost of stocks and the purchase price or production cost is not material.

12. DEBTORS 1992 1991 £'000 £'000 10,812 Trade debtors 67,818 Amounts due by parent and fellow subsidiary undertakings 18,391 16,144 Amounts due by subsidiary undertakings 1,664 Other debtors 96,438 18,391 Including amounts due after more than one year: 145 Other debtors 13. CREDITORS: amounts falling due within one year 1991 <u> 1992</u> £'000 £'000 Amounts due to parent and fellow subsidiary undertakings 69,930 1,032,158 23,493 22,953 Amounts due to subsidiary undertakings 7,779 Trade creditors 1,288 2,720 Current corporation tax 701 Other taxes and social security 524 Other creditors 1,272 Accruals 6,000 Proposed dividend 1,056,399 112,419

8,941

14. DEFERRED TAXATION

THE TAXABLE TO THE TAXABLE TO TAXABLE TAXAB	<u>Provided</u>		Not Provided	
	1992	<u> 1991</u>	1992	1991
	£'000	£'000	£'000	£'000
Capital allowances	•	-	1,517	1,602
Other differences	-	-	(318)	(85)
Revaluation of investment	•	•	48,510	•
				
	-	-	49,709	1,517
		-	 	
15. CALLED UP SHARE CAPITAL				
			Allotted.	Called-up
	Authorise	<u>d</u>	and Fully Paid	
	1992	<u> 1991</u>	1992	1991
	£'000	£'000	£'000	£'060
1,000 ordinary shares of £1 each	1	1	1	1
			-	
16. RESERVES				
				Profit_
			Revaluation	and Loss
			Reserve	Account
			£'000	£'000
At 1 January 1992			•	11,596
Retained loss for the financial year				(145,157)
Revaluation of investment during the	year (refer note 10)	147,000	

17.

At 31 December 1992

CAPITAL COMMITMENTS		
	<u>1992</u>	1991
	£'000	£°000
Contracted	•	1,198
Authorised but not yet contracted for	-	463
	-	
	•	1,661
	 	

147,000

(133,561)

18. OPERATING LEASE COMMITMENTS

At 31 December 1992 the Company had commitments under operating leases to make payments in 1993 under agreements expiring as below:

	<u>1992</u>		<u>1991</u>	
	Land and Buildings £'000	Other £'000	Land and Buildings £'000	Other £'000
within one year		-	15	13
within two to five years		-	405	40
in over five years	-	-	143	24
	•	-	563	77

19. CONTINGENT LIABILITIES

The Company has cross guarantee arrangements guaranteeing the bank overdrafts of certain other BTR group companies.

20. PENSIONS

The UK employees of Silvertown Rubber Company Limited at eligible for membership of the BTR ple Group Pension Scheme, a funded defined benefit scheme, and contributions are made in accordance with the recommendations of independent actuaries based on pension cost across the BTR ple group.

A valuation of the scheme was performed by the actuaries as at 6 April 1991. The actuarial surplus identified is being spread over the average remaining services lives of the current employees (estimated at 13 years). Further details of the valuation are included in the accounts of BTR plc.

21. CASH FLOW STATEMENT

As the Company is a wholly owned subsidiary undertaking of BTR plc, a company registered in England and Wales, which prepares a consolidated cash flow statement, the Company has taken advantage of the exemption provided under paragraph 8 of FRS 1 not to prepare a Cash Flow Statement.

22. ULTIMATE PARENT UNDERTAKING

The ultimate parent undertaking of Silvertown Rubber Company Limited is BTR ple, a company registered in England and Walos. Copies of the group accounts of BTR ple, the parent undertaking of the only group preparing group accounts which include Silvertown Rubber Company Limited can be obtained from the Company Secretarial Department, BTR ple, Silvertown House, Vincent Square, London SW1P 2PL.

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