

TARMAC CLAYFORM LIMITED

Company Registration No: 2306348

TARMAC CLAYFORM LIMITED

Report and Financial Statements

31 December 2001

Deloitte & Touche
London



REPORT AND FINANCIAL STATEMENTS 2001

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REPORT AND FINANCIAL STATEMENTS 2001

OFFICERS AND PROFESSIONAL ADVISORS

DIRECTORS

M H Marx
Tarmac Nominees Limited
Tarmac Nominees Two Limited

SECRETARY

S A Lanes

REGISTERED OFFICE

Portland House
Stag Place
London SW1E 5DS

BANKERS

Barclays Bank PLC
50 Pall Mall
London SW1A 1QB

SOLICITORS

Linklaters
1 Silk Street
London EC2Y 8HQ

AUDITORS

Deloitte & Touche
Chartered Accountants
London

DIRECTORS' REPORT

The directors present their annual report and audited financial statements for the year ended 31 December 2001.

PRINCIPAL ACTIVITY AND REVIEW OF DEVELOPMENTS

The principal activity of the company at present and for the foreseeable future is that of property development. The company, which is a joint venture between Development Securities PLC and Tarmac Properties (JMA) Limited (a Tarmac PLC subsidiary) owned a development site at Stokenchurch, Buckinghamshire which was disposed of last year.

RESULTS AND DIVIDENDS

The results for the year are set out in the profit and loss account on page 5. The directors do not recommend the payment of a dividend (2000: £nil).

DIRECTORS AND DIRECTORS' INTERESTS

The directors who held office during the year and to date were as follows:

M H Marx
Tarmac Nominees Limited
Tarmac Nominees Two Limited

None of the directors had any interests in the shares of the company during the year.

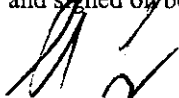
PAYMENT POLICY

Amounts due to suppliers are settled promptly within their terms of payment, except in cases of dispute. As at 31 December 2001 and 31 December 2000, the company did not have any trade creditors outstanding and a days' creditors figure is not presented with these financial statements.

AUDITORS

A resolution concerning the reappointment of Deloitte & Touche is to be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors
and signed on behalf of the Board



S A Lanes
Secretary

28th October 2002

STATEMENT OF DIRECTORS' RESPONSIBILITIES

United Kingdom 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 as at the end of the financial year and of its profit or loss for that year. 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;
- prepare the financial statements on a 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 are also responsible for the system of internal control, for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
TARMAC CLAYFORM LIMITED**

We have audited the financial statements of Tarmac Clayform Limited for the year ended 31 December 2001 which comprise the profit and loss account, the balance sheet and the related notes 1 to 8. These financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of directors and auditors

As described in the statement of directors' responsibilities, the company's directors are responsible for the preparation of financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and audit standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the directors' report for the above period and consider the implications for our report if we become aware of any apparent misstatements.

Basis of opinion

We conducted our audit in accordance with United Kingdom 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.

We draw your attention to note 1 to the accounts which states that the financial statements have been prepared on the basis that the company is no longer a going concern. Our opinion is not qualified in this respect.

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 2001 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Deloitte & Touche

Deloitte & Touche
Chartered Accountants and Registered Auditors
London

30 October 2002

TARMAC CLAYFORM LIMITED

PROFIT AND LOSS ACCOUNT Year ended 31 December 2001

	Note	2001 £	2000 £
TURNOVER		-	2,550,000
Administration expenses		<u>(2,000)</u>	<u>(1,580,689)</u>
OPERATING (LOSS)/PROFIT		(2,000)	969,311
Interest payable and similar charges	3	<u>-</u>	<u>(5)</u>
(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE AND AFTER TAXATION	2	<u>(2,000)</u>	<u>969,306</u>
PROFIT AND LOSS ACCOUNT BROUGHT FORWARD		<u>(6,845,206)</u>	<u>(7,814,512)</u>
PROFIT AND LOSS ACCOUNT CARRIED FORWARD		<u><u>(6,847,206)</u></u>	<u><u>(6,845,206)</u></u>

All operating losses derive from continuing operations.

There are no recognised gains or losses or movements in shareholders' funds during the current and preceding financial year other than as stated in the profit and loss account.

TARMAC CLAYFORM LIMITED

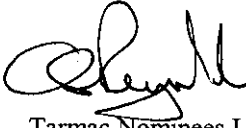
BALANCE SHEET 31 December 2001

	Notes	2001 £	2000 £
CURRENT ASSETS			
Debtors	5	26,906	26,557
Cash at bank and in hand		<u>4,832</u>	<u>4,831</u>
		31,738	31,388
CURRENT LIABILITIES			
CREDITORS: amounts falling due within one year	6	<u>(6,878,844)</u>	<u>(6,876,494)</u>
NET CURRENT LIABILITIES		<u>(6,847,106)</u>	<u>(6,845,106)</u>
CAPITAL AND RESERVES			
Called up share capital	7	100	100
Profit and loss account - deficit		<u>(6,847,206)</u>	<u>(6,845,206)</u>
EQUITY SHAREHOLDERS' DEFICIT		<u>(6,847,106)</u>	<u>(6,845,106)</u>

These financial statements were approved by the Board of Directors on **28th October** 2002.

Signed on behalf of the Board of Directors


M H Marx
Director


Tarmac Nominees Limited
Director

NOTES TO THE ACCOUNTS
Year ended 31 December 2001

1 ACCOUNTING POLICIES

Basis of accounting

The financial statements are prepared in accordance with applicable accounting standards and under the historical cost convention on the going concern basis, due to the intention of Development Securities PLC and Tarmac Properties (JMA) Limited to continue to support the company such that it can meet its liabilities as they fall due for the next twelve months.

2 (LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE AND AFTER TAXATION

None of the directors received any emoluments for services to the company during the year (2000: £nil).

The auditors' remuneration for the current and preceding financial year has been borne by Development Securities PLC.

The company does not have any employees (2000: nil).

3 INTEREST PAYABLE AND SIMILAR CHARGES

	2001 £	2000 £
Overdraft interest	<u>-</u>	<u>5</u>

4 TAXATION

There is no tax credit on current year losses due to the surrender of losses to associated companies for nil consideration.

5 DEBTORS

	2001 £	2000 £
Tax recoverable	13,500	13,150
Other debtors	<u>13,406</u>	<u>13,407</u>
	<u>26,906</u>	<u>26,557</u>

NOTES TO THE ACCOUNTS
Year ended 31 December 2001

6 CREDITORS: amounts falling due within one year

	2001	2000
	£	£
Amounts owed to Development Securities PLC	2,988,745	2,986,395
Amounts owed to Tarmac Properties (JMA) Limited	<u>3,890,099</u>	<u>3,890,099</u>
	<u>6,878,844</u>	<u>6,876,494</u>

There are no fixed terms for the repayment of the amounts owed to Development Securities PLC and Tarmac Properties (JMA) Limited.

7 CALLED UP SHARE CAPITAL

	2001	2000
	£	£
Authorised:		
100 ordinary shares of £1 each	<u>100</u>	<u>100</u>
Called up, allotted and fully paid:		
100 ordinary shares of £1 each	<u>100</u>	<u>100</u>

8 ULTIMATE AND IMMEDIATE CONTROLLING PARTIES

The company's share capital is held equally by Development Securities PLC and Tarmac Properties (JMA) Limited. Both companies are incorporated in Great Britain and registered in England and Wales.

9 RELATED PARTY DISCLOSURE

In accordance with Financial Reporting Standard No. 8, "Related Party Disclosures," the balances due to or from Development Securities PLC and Tarmac Properties (JMA) Limited are disclosed in the notes to the accounts.