

Company Registration No: 2306348

TARMAC CLAYFORM LIMITED

Report and Financial Statements

31 December 1994



REPORT AND FINANCIAL STATEMENTS 1994

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REPORT AND FINANCIAL STATEMENTS 1994

OFFICERS AND PROFESSIONAL ADVISORS

DIRECTORS

T H Mason
C M H Kemp
A E Bodie
M H Marx

SECRETARY

S A Lanes FCA

REGISTERED OFFICE

2 South Audley Street
Mayfair
London W1Y 6AJ

BANKERS

Barclays Bank PLC
1 Pall Mall East
London SW1Y 5AX

SOLICITORS

Linklaters & Paines
59-67 Gresham Street
London EC2V 7JA

AUDITORS

Touche Ross & Co.
Hill House
1 Little New Street
London EC4A 3TR

DIRECTORS' REPORT

The directors present their annual report and audited financial statements for the year ended 31 December 1994.

PRINCIPAL ACTIVITY AND REVIEW OF DEVELOPMENTS

The principal activity of the company is that of property development. The Company, which is a joint venture between Development Securities PLC and John Maclean & Associates Limited (a Tarmac PLC subsidiary) owns a site at Stokenchurch, Buckinghamshire. The company has continued to incur interest and other costs which have been offset against prior year provisions.

RESULTS AND DIVIDENDS

During the financial year and the preceding financial year the company incurred revenue expenditure which was capitalised into developments in progress. As such, no profit and loss account is presented.

The directors do not recommend the payment of a dividend. (1993: £nil).

DIRECTORS AND DIRECTORS' INTERESTS

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

T H Mason
C M H Kemp
A E Bodie
B B Cheer

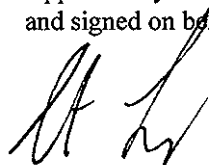
B B Cheer resigned as a director on 24 January 1995 and M H Marx was appointed as a director on the same day.

No director had any interest in the shares of the company during the year.

AUDITORS

Touche Ross & Co. have expressed their willingness to continue in office as auditors of the Company and resolutions concerning their reappointment and remuneration will 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
30 October 1995

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 as at the end of the financial year and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and 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 Companies Act. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

AUDITORS' REPORT TO THE MEMBERS

We have audited the financial statements on pages 5 to 7 which have been prepared under the accounting policies set out on page 6.

Respective responsibilities of directors and auditors

As described on page 3, 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.

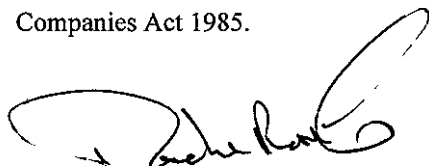
Basis of opinion

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 1994 and of the result for the year then ended have been properly prepared in accordance with the Companies Act 1985.



Touche Ross & Co.
Chartered Accountants and Registered Auditors
1 Little New Street
London EC4A 3TR
2nd January 1996

TARMAC CLAYFORM LIMITED


BALANCE SHEET 31 December 1994

	Notes	1994 £	1993 £
CURRENT ASSETS			
Development in progress	1	1,500,000	1,500,000
Debtors	3	-	175
Cash at bank and in hand		-	2,586
		1,500,000	1,502,761
CREDITORS: amounts falling due within one year	4	<u>(8,496,948)</u>	<u>(8,338,346)</u>
NET CURRENT LIABILITIES		(6,996,948)	(6,835,585)
PROVISION FOR LIABILITIES AND CHARGES	5	<u>(196,531)</u>	<u>(357,894)</u>
NET LIABILITIES		<u><u>(7,193,479)</u></u>	<u><u>(7,193,479)</u></u>
CAPITAL AND RESERVES			
Called up share capital	6	100	100
Profit and loss account		<u>(7,193,579)</u>	<u>(7,193,579)</u>
EQUITY SHAREHOLDERS' FUNDS		<u><u>(7,193,479)</u></u>	<u><u>(7,193,479)</u></u>

These financial statements were approved by the Board of Directors on 30 October 1995.

Signed on behalf of the Board of Directors


M H Marx
Director


C M H Kemp
Director

NOTES TO THE ACCOUNTS

31 December 1994

1 ACCOUNTING POLICIES

Basis of accounting

The financial statements are prepared in accordance with applicable accounting standards and under the historical cost convention on a going concern basis, due to the intention of Development Securities PLC and John Maclean & Associates Limited to continue to support the company.

Developments in progress

Profit on long-term developments is recognised only where outcome of the development can be determined with reasonable certainty. Full provision is made for foreseeable losses as soon as such losses are identified and developments in progress are valued at the lower of cost and estimated net realisable value.

2 LOSS ON ORDINARY ACTIVITIES BEFORE AND AFTER TAXATION

None of the directors received any emoluments from the company during the year (1993: £nil).

The auditors' remuneration for the year ended 31 December 1994 has been borne by Development Securities PLC.

3 DEBTORS

	1994 £	1993 £
Other debtors	<u>-</u>	<u>175</u>

4 CREDITORS: amounts falling due within one year

	1994 £	1993 £
Bank loan and overdraft	2,500,841	2,500,000
Amounts owed to associated undertakings	5,996,107	5,821,771
Accruals	<u>-</u>	<u>16,575</u>
	<u>8,496,948</u>	<u>8,338,346</u>

The bank loan is secured on the property owned by the company.

NOTES TO THE ACCOUNTS
31 December 1994

5 PROVISION FOR LIABILITIES AND CHARGES

	1994 £
At 1 January 1994	357,894
Utilised in the year	<u>(161,363)</u>
At 31 December 1994	<u>196,531</u>

The provision relates to anticipated costs of the development.

6 CALLED UP SHARE CAPITAL

	1994 £	1993 £
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>

7 ASSOCIATED UNDERTAKINGS

The company's share capital is held equally by Development Securities PLC and John Maclean & Associates Limited.