

## **Euston Holdings Limited**

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

For the year ended 31 December 1997

Registered in England number 2465642



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

### **Contents**

Directors' report	1
Statement of directors' responsibilities	3
Report of the auditors to the members of Euston Holdings Limited	4
Profit and loss account	5
Balance sheet	6
Notes	7

## Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 December 1997.

### Principal activities and business review

The company's principal activities are the ownership and operation of the railway line from Meldon Quarry to its junction with the Exeter to Barnstaple line.

The directors are satisfied with the performance of the business throughout the year, and its financial position at the balance sheet date.

### Change in ultimate parent undertaking

On 14 May 1997 the issued share capital of CAMAS plc, the company's ultimate parent undertaking prior to that date, was acquired by Bardon Group plc. That company subsequently changed its name to Aggregate Industries plc.

### Results and dividends

The company made a loss on ordinary activities in the year of £15,000 (1996: loss £80,000). The directors do not recommend the payment of a dividend (1996: £Nil) and the loss has been transferred to reserves.

### Directors and directors' interests

The directors who served during the year were as follows:

P Bowden	(resigned 9 October 1997)
MJ Booth	
JR Ellis	(appointed 9 October 1997)
K Foley	(resigned 16 May 1997)

No director had any interests in the shares of the company.

The beneficial interests of the directors in the 25p ordinary shares of Aggregate Industries plc at the year end were as follows:

	Aggregate Industries plc 25p ordinary shares		Aggregate Industries plc Share option schemes	
	31 December 1997	1 January 1997	31 December 1997	1 January 1997
JR Ellis	-	-*	220,744	200,000*
MJ Booth	-	-	142,859	142,859

\* Date of appointment.

**Directors' report** *(continued)*

**Auditors**

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

By order of the board



JR Ellis  
Director

Radcliffe House  
Blenheim Court  
Lode Lane  
Solihull  
West Midlands  
B91 2AA

23 March 1998

## **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 year. In preparing these 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; and
- 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

## Report of the auditors to the members of Euston Holdings Limited

We have audited the financial statements on pages 5 to 9.

### *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 1997 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

*KPMG Audit Plc*

KPMG Audit Plc  
Chartered Accountants  
Registered Auditor

23 March 1998

## **Profit and loss account**

*for the year ended 31 December 1997*

	<i>Note</i>	1997 £000	1996 £000
<b>Turnover</b>	2	146	115
Administrative expenses		(168)	(234)
		<hr/>	<hr/>
<b>Loss on ordinary activities before taxation</b>	3	(22)	(119)
Taxation on loss on ordinary activities	4	7	39
		<hr/>	<hr/>
<b>Loss for the year</b>	9	(15)	(80)
		<hr/> <hr/>	<hr/> <hr/>

The results for both years relate entirely to continuing activities.

## **Statement of total recognised gains and losses**

There were no recognised gains and losses other than the results for the years.

## Balance sheet

at 31 December 1997

	<i>Note</i>	1997 £000	1996 £000
<b>Fixed assets</b>			
Tangible assets	5	-	-
		<hr/>	<hr/>
<b>Current assets</b>			
Debtors	6	46	98
<b>Creditors: Amounts falling due within one year</b>	7	(128)	(165)
		<hr/>	<hr/>
<b>Total assets less current liabilities</b>		(82)	(67)
		<hr/>	<hr/>
<b>Capital and reserves</b>			
Called up share capital	8	-	-
Profit and loss account	9	(82)	(67)
		<hr/>	<hr/>
<b>Shareholders' fund - equity</b>	10	(82)	(67)
		<hr/>	<hr/>

These financial statements were approved by the board of directors on 23 March 1998 and were signed on its behalf by:

  
**JR Ellis**  
*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 company's financial statements have been prepared under the historical cost convention and in accordance with applicable UK Accounting Standards. The financial statements are prepared on the going concern basis as a consequence of the continuing support of the ultimate parent undertaking.

#### *Tangible fixed assets*

Tangible fixed assets comprise the freehold branch railway line and its buildings.

The tangible fixed assets have been written down to their estimated recoverable amount to the business.

### 2 Turnover

Turnover is the amount derived from the provision of services falling within the company's ordinary activities, excluding value added tax.

### 3 Employees and directors

The company employed no staff other than directors during the year and the prior year.

No directors received emoluments in respect of services rendered to the company during the year (1996: £Nil).

### 4 Taxation

The credit for taxation is as follows:

	1997 £000	1996 £000
Based on the profit for the year:		
Corporation tax at 31.5% (1996: 33%)	(7)	(39)
	<u>          </u>	<u>          </u>

### 5 Tangible fixed assets

	Freehold land and buildings £000
<i>Cost</i>	
At beginning and end of year	525
	<u>          </u>
<i>Depreciation</i>	
At beginning and end of year	525
	<u>          </u>
<i>Net book value</i>	
At 31 December 1997	-
	<u>          </u>
At 1 January 1997	-
	<u>          </u>

**Notes (continued)**

**6 Debtors**

	1997 £000	1996 £000
Amount due from group undertaking	-	59
Other debtors	46	39
	<hr/> 46	<hr/> 98
	<hr/> <hr/>	<hr/> <hr/>

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

	1997 £000	1996 £000
Other creditors	123	158
Amount due to group undertakings	5	7
	<hr/> 128	<hr/> 165
	<hr/> <hr/>	<hr/> <hr/>

**8 Share capital**

	1997 £	1996 £
<i>Authorised, allotted, called up and fully paid:</i>		
100 ordinary shares of £1 each	100	100
	<hr/> <hr/>	<hr/> <hr/>

**9 Reserves**

	Profit and loss account £000
At 1 January 1997	(67)
Loss for the year	(15)
	<hr/>
At 31 December 1997	(82)
	<hr/> <hr/>

**Notes** *(continued)*

**10 Movement in shareholders' funds**

	1997 £000	1996 £000
Opening shareholders' funds	(67)	13
Loss for the year	(15)	(80)
Closing shareholders' funds	<u>(82)</u>	<u>(67)</u>

**11 Ultimate parent undertaking**

The parent undertaking of the group of undertakings for which group accounts are drawn up and of which the company is a member is Aggregate Industries plc, the ultimate parent undertaking, incorporated in Great Britain.

Copies of Aggregate Industries plc's annual report may be obtained from Radcliffe House, Blenheim Court, Lode Lane, Solihull, West Midlands, B91 2AA.