

GOITRE TOWER ANTHRACITE LIMITED

Report and Financial Statements

31 December 1999

Deloitte & Touche Blenheim House Fitzalan Court Newport Road Cardiff CF24 0TS AD7 MARHOUGHAM DE74

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REPORT AND FINANCIAL STATEMENTS 1999

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REPORT AND FINANCIAL STATEMENTS 1999

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

G N Davies

T O'Sullivan OBE (Chairman)

A Shott

P J White

K Davies

J Davies

T B Roberts OBE (non executive)

C L Jones OBE

(non executive)

SECRETARY

K Davies

REGISTERED OFFICE

Treherbert Road

Hirwaun

Aberdare

Mid Glamorgan

CF44 9UF

BANKERS

Barclays Bank plc

SOLICITORS

Morgan Cole

AUDITORS

Deloitte & Touche

CHAIRMAN'S STATEMENT

This is my first statement as Chairman of Goitre Tower and I would like to put on record our appreciation of the contribution made by Mr Philip Weekes as Chairman during our first five years. We have seen exciting times together and wish him well.

You will see from the accounts that 1999 was substantially affected by the events of October that put us out of production for some two months.

The fact that we are back in production and trading well says much for the commitment and skills brought to play in solving those problems.

We have sometimes had to make decisions that were not always popular or well received. But being popular is not our remit.

We have however continued:

To sell and market coal successfully in a very difficult trading climate, continued the development of the pit for the years ahead and secured the jobs created over the last five years.

This would not have been possible had we not prudently set aside funds over the last few years for such contingencies. Notwithstanding the above, we were able during the year to pay a further instalment of £2m to the D.T.I. in addition to spending some £1.2m on plant, machinery and development costs.

In a market where obtaining price increases is almost impossible we must make every effort to improve efficiency through continuing cost reductions.

We must never forget the importance of doing things safely and I am very pleased to report that 1999 has continued to see an improvement in our already excellent safety record.

I would also like to record our appreciation of the support received from our customers and suppliers during this difficult year and especially the efforts of our Insurers (Marsh).

I should like to conclude briefly in commenting on the 'subsidy scheme' being proposed by the D.T.I. and when we meet on 16th September, I hope we will have some further news. The scheme has been submitted to Brussels for approval, but not all companies will be entitled to aid.

Yes, 1999 was a tough year for us all, but in good Tower tradition we are still well placed to make further progress.

I would like to thank the Board and all of you for your efforts, enthusiasm and exceptional team spirit.

T O'Sullivan OBE Chairman

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the year ended 31 December 1999.

ACTIVITIES

The principal activity of the group is coal mining carried out in Wales.

REVIEW OF DEVELOPMENTS AND FUTURE PROSPECTS

The results for 1999 were dramatically affected by the earthquake of 26th October, which stopped coal production for almost two months.

As a consequence production and turnover at £22.4million (see note 2), was below target and major costs were incurred while the underground problems were being solved. We were fortunate in having sufficient cash resources to finance this costly period.

The efforts made in the last two months of the year enabled production to restart in January 2000, much sooner than originally anticipated. Fortunately we were able to continue with our programme of underground development and the next face is ready to take over when the existing panel is exhausted.

Work has commenced on schedule to develop the V47 face, which it is estimated will be ready for production in the middle of next year.

The market for coal, reported on last year, continues to be difficult within the U.K. and the European Community, with cheap imports and the value of the pound having its effect on demand.

Despite this however, we have increased our tonnage with Innogy (National Power) and negotiated a major three-year contract with 'Gateway' for the supply of coal to the Concessionary Market.

We have made a positive recovery from the set backs experienced last year but need to be continually aware of the competition and challenges existing within the industry.

DIVIDENDS

The directors do not recommend the payment of a dividend (1998 - £nil).

DIRECTORS AND THEIR INTERESTS

The present membership of the Board is set out on page 1. All directors served throughout the year with the exception of Mr P G Weekes who resigned on 30 September 1999.

The directors interests in the ordinary shares of the company at 31 December 1999 and 31 December 1998 were:

		No. of shares
G N Davies T O'Sullivan OBE A Shott P J White K Davies J Davies	(Chairman)	8,000 8,000 8,000 8,000 8,000
T B Roberts OBE C L Jones OBE	(non executive) (non executive)	8,000

DIRECTORS' REPORT

DONATIONS

During the year the group made the following donations:

Charitable purposes £8,640 (1998 - £9,747).

EMPLOYEES

The group is aware of the importance of keeping its employees informed on matters which may affect them and has continued its policy in this respect with the production of a company newsletter and regular meetings of shareholder employees.

DISABLED PERSONS

The group supports the employment of disabled persons wherever possible and by retention of those who become disabled during their employment and generally through training, career development and promotion.

AUDITORS

A resolution for the reappointment of Deloitte & Touche as auditors of the company will be proposed at the forthcoming Annual General Meeting.

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

K Davies

Secretary

Date 25 Jugust 2000

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 the group as at the end of the financial year and of the profit or loss of the group 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;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group will continue in business.

The directors are responsible for keeping proper accounting records, for safeguarding the assets of the group and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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AUDITORS' REPORT TO THE MEMBERS OF GOITRE TOWER ANTHRACITE LIMITED

We have audited the financial statements on pages 7 to 19 which have been prepared under the accounting policies set out on pages 11 and 12.

Respective responsibilities of directors and auditors

As described on page 5 the company's directors are responsible for the preparation of financial statements which are required to be prepared in accordance with United Kingdom Law and Accounting Standards. 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 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 circumstances of the company and the group, 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 affairs of the company and the group as at 31 December 1999 and of the loss of the group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Deloitte & Touche

Chartered Accountants and Registered Auditors

2) August was

Delette Note.



CONSOLIDATED PROFIT AND LOSS ACCOUNT Year ended 31 December 1999

	Note	1999 £'000	1998 £'000
Turnover: group and share of Joint Venture Less: share of Joint Venture turnover		26,313 (3,877)	26,029 (3,885)
Group turnover	2	22,436	22,144
Cost of sales		(22,119)	(19,286)
Gross profit		317	2,858
Administrative expenses		(1,436)	(1,591)
Group operating (loss)/profit		(1,119)	1,267
Share of operating profit in Joint Venture		204	113
Interest receivable		(915)	1,380
Group		240	350
Joint Venture		5	1
Interest payable		245	351
Group Joint Venture		(251)	(168)
Joint Venture		(2)	(15)
	5	(253)	(183)
(Loss)/profit on ordinary activities before			,
tax	4	(923)	1,548
Taxation			
Group Joint Venture		305 (49)	(373)
voin , vinuic			(21)
	6	256	(394)
Retained (loss)/profit for group and its			
share of associates and Joint Ventures	16	(667)	1,154

There are no recognised gains or losses other than as stated above.

CONSOLIDATED BALANCE SHEET **31 December 1999**

	Note	£'000	1999 £'000	£'000	1998 £'000
FIXED ASSETS					
Tangible assets	8		9,231		9,800
Investments	9				
Investment in Joint Venture:					
Share of gross assets		587		667	
Share of gross liabilities		(501)	-	(539)	
			86		128
			9,317		9,928
CURRENT ASSETS					
Stocks	10	1,227		1,681	
Debtors	11	3,252		5,428	
Cash at bank		4,193	_	6,063	
		8,672		13,172	
CREDITORS: amounts falling due within		-,			
one year	12	(5,332)		(6,461)	
NET CURRENT ASSETS			3,340		6,711
TOTAL ASSETS LESS CURRENT LIABILITIES			12,657		16,639
CREDITORS: amounts falling due after more than one year	13		(1,323)		(4,758)
PROVISIONS FOR LIABILITIES AND CHARGES	14		(3,139)		(3,139)
TOTAL NET ASSETS			8,195		8,742
CAPITAL AND RESERVES					
Called up share capital	15		2,162		2,128
Share premium account	16		223		137
Profit and loss account	16		5,810		6,477
TOTAL EQUITY SHAREHOLDERS'					
FUNDS			8,195		8,742

These financial statements were approved by the Board of Directors on 25 Hugust 2000 Signed on behalf of the Board of Directors

G N Davies)
T O'Sullivan)

COMPANY BALANCE SHEET 31 December 1999

	Note	1999 £'000	1998 £'000
FIXED ASSETS		• • • • • • • • • • • • • • • • • • • •	~ 000
Investments	9	9,200	9,200
CURRENT ASSETS			
Debtors	11		
Due within one year		301	301
Due after one year		912	912
Cash at bank and in hand		<u> 191</u>	69
		1,404	1,282
CREDITORS: amounts falling due within		-,	-,
one year	12	(2,050)	(2,050)
NET CURRENT LIABILITIES		(646)	(768)
TOTAL ASSETS LESS CURRENT			
LIABILITIES		8,554	8,432
CREDITORS: amounts falling due after	•		
more than one year	13	(6,150)	(6,150)
TOTAL NET ASSETS		2,404	2,282
CAPITAL AND RESERVES		 	
Called up share capital	15	2,162	2,128
Share premium account	16	223	137
Profit and loss account	16	19	17
TOTAL FOURWRITANDING DEPO-			
TOTAL EQUITY SHAREHOLDERS' FUNDS		2,404	2,282
			_,

These financial statements were approved by the Board of Directors on 25 August 2000 Signed on behalf of the Board of Directors

G N Davies) Strectors
T O'Sullivan)

CONSOLIDATED CASH FLOW STATEMENT Year ended 31 December 1999

	Note	£,000	1999 £'000	£,000	1998 £'000
Net cash inflow from operating activities	17		2,854		4,138
Returns on investments and servicing of finance					
Interest received Interest paid		240 (20)		350 (18)	
Interest element of finance lease rental payments		(231)	-	(150)	
Net cash (outflow)/inflow from returns on investments and servicing of finance			(11)		182
Taxation UK corporation tax paid (including advance corporation tax)		(30)		(1,855)	
Tax paid			(30)		(1,855)
Capital expenditure and financial investment Payments to acquire tangible fixed assets Proceeds on disposal		(904)		(3,459) 4,630	
Net cash (outflow)/inflow from capital expenditure and financial investment			(904)		1,171
Equity dividends paid		·	*	-	(260)
Net cash inflow before use of liquid resources and financing			1,909		3,376
Financing Issue of ordinary share capital Repayment of borrowings	19	120 (2,050)		65 (2,050)	
Capital element of finance lease rental payments	19	(1,849)		(559)	
Net cash outflow from financing			(3,779)	244	(2,544)
(Decrease)/increase in cash	18		(1,870)		832

1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable accounting standards. The particular accounting policies adopted are described below.

Accounting convention

The financial statements are prepared under the historical cost convention.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the company, its subsidiary Tower Colliery Limited and its Joint Venture, Tower Westland (Coal Trading) Limited. The financial statements of Welsh Dragon Coal Limited have not been consolidated as they are immaterial to the group.

Investments

Investments held as fixed assets are stated at cost less provision for any impairment.

Acquisitions

On the acquisition of a business, fair values are attributed to the group's share of net tangible assets. Where the cost of acquisition exceeds the values attributable to such net assets, the difference is treated as purchased goodwill and capitalised in the balance sheet in the year of acquisition. Prior to the implementation of FRS 10, purchased goodwill was written off directly to reserves and has not been reinstated.

Depreciation

Depreciation is provided on cost in equal annual instalments over the estimated useful lives of the assets. The rates of depreciation are as follows:

Land and buildings -

8.33% per annum

Plant and machinery

8.33% - 33.33% per annum

Development expenditure -

Underground development costs of a long term nature are separately identified and written-off over their expected commercial lives once

commissioned.

Stocks

Stocks are stated at the lower of cost and net realisable value.

Insurance receipts

Insurance receipts are credited against the cost to which they relate.

Deferred taxation

Deferred taxation is provided at the anticipated tax rates on timing differences arising from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the financial statements to the extent that it is probable that a liability or asset will crystallise in the future.

Restoration expenses

Provision is made over the working life of coal production sites to cover the costs of progressive and terminal site restoration.

Pension costs

Pension costs are charged to the profit and loss account as incurred.

1. ACCOUNTING POLICIES (continued)

Leases

Assets held under finance leases and hire purchase contracts are capitalised at their fair value on the inception of the leases and depreciated over their estimated useful lives. The finance charges are allocated over the period of the lease in proportion to the capital amount outstanding.

Rentals are charged to profit and loss account in equal amounts over the lease term.

2. TURNOVER

Turnover represents amounts derived from the provision of goods and services which fall within the group's ordinary activities after deduction of trade discounts and value added tax. The turnover and pre-tax loss, all of which arises in the United Kingdom, is attributable to one activity.

	1999 £'000	1998 £'000
Turnover comprises:		
Sales to external companies	14,842	16,300
Sales to Joint Venture	5,125	4,917
Sales to non consolidated subsidiary company	889	927
Insurance proceeds	1,580	
,	22,436	22,144
3. INFORMATION REGARDING DIRECTORS AND EMPLOYEES		
	1999	1998
Directors' emoluments	£'000	£'000
Other emoluments (excluding	£ 000	2 000
employers' national insurance)	246	247
Pension contributions	8	8
1 Chiston Conditions		
	254	255
	No.	No.
Number of directors who are members of a		
defined contribution pension scheme	5	5
	£'000	£'000
Highest paid director		
Emoluments	56	56
The highest paid director is not a member of the pension scheme		
Employee costs (including directors):		
Wages and salaries	7,455	7,423
Social security costs	652	638
Other pension costs	437	416
	8,544	8,477
Average number of persons	No.	No.
employed (including directors)		
General administration	23	23
Mining	274	275
	297	298

4. (LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

4.	(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		
		1999 £'000	1998 £'000
	The (loss)/profit on ordinary activities		
	before taxation is after charging:		
	Auditors' remuneration		
	- Audit fees	13	13
	- Other services	5	5
	Depreciation - owned assets	577	602
	 leased assets 	1,215	1,146
	Loss on disposal of fixed assets	•	117
5.	INTEREST PAYABLE AND SIMILAR CHARGES		
		1999	1998
		£'000	£'000
	Bank loans, overdrafts and other loans	2000	≈ 000
	repayable within five years	20	18
	Finance leases and hire purchase	20	10
	contracts	231	150
	Share of Joint Venture	2	15
		253	183
			L
6.	TAX ON (LOSS)/PROFIT ON ORDINARY ACTIVITIES		
		1999	1998
		£,000	£'000
	United Kingdom corporation tax at		
	31% (1998 - 31%)	(305)	373
	Share of Joint Venture	49	21
		(256)	394

7. PROFIT OF PARENT COMPANY

As permitted by Section 230 of the Companies Act, the profit and loss account of the parent company is not presented as part of these accounts. The parent company profit for the financial period amounted to £2,000 (1998 - £2,000).

8. TANGIBLE FIXED ASSETS

The Group	Long term development expenditure £'000	Land and buildings £'000	Plant and machinery £'000	Total £'000
Cost				
At 1 January 1999	1,392	754	11,840	13,986
Additions	642	-	581	1,223
At 31 December 1999	2,034	754	12,421	15,209
Accumulated depreciation				
At 1 January 1999	-	180	4,006	4,186
Charge for the year		54	1,738	1,792
At 31 December 1999		234	5,744	5,978
Net book value				
At 31 December 1999	2,034	520	6,677	9,231
At 31 December 1998	. 1,391	573	7,836	9,800

Expenditure incurred the year on the long term development relates to an ongoing project and is therefore not being depreciated.

The net book value of the company's plant and machinery includes £4,741,428 (1998 - £5,602,000) in respect of assets held under finance leases and hire purchase agreements.

9. INVESTMENTS

Company shares in subsidiary £'000

Cost and net book value: At 1 January 1999 and 31 December 1999

9,200

The company has the following wholly owned subsidiaries:

Name Tower Colliery Limited Welsh Dragon Coal Limited Country of incorporation/
registration and operation
England and Wales
England and Wales

Activity
Coal Mining
Coal Distribution

9. INVESTMENTS (continued)

These financial statements do not incorporate those of Welsh Dragon Coal Limited because it is immaterial to the group. At 31 December 1999 the capital and reserves of Welsh Dragon Coal Limited amounted to £38,577 (1998 - £26,614) and its profit for the year then ended was £16,863 (1998 - £11,301).

All of the above investments are unlisted.

Under FRS 9 the company's investment in the Joint Venture, Tower Westland (Coal Products) Limited is accounted for using the gross equity method.

10. STOCKS

				The Group 1999 £'000	The Group 1998 £'000
	Raw materials and consumables Finished goods held for resale			1,045	1,071 610
		÷		1,227	1,681
11.	DEBTORS				
		The Group 1999 £'000	The Company 1999 £'000	The Group 1998 £'000	The Company 1998 £'000
	Trade debtors Amounts owed by subsidiary undertaking Amounts owed by Joint Venture Other debtors Prepayments and accrued income	587 892 566 1,050	912 - 301	3,437 960 645 29 357	912 - 301
		3,252	1,213	5,428	1,213

Amounts owed by subsidiary undertaking to the company are due after more than one year.

12. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	The Group 1999	The Company 1999	The Group 1998	The Company 1998
	£'000	£'000	£'000	£'000
Other loans Obligations under finance leases and	2,050	2,050	2,050	2,050
hire purchase contracts	1,855	-	2,000	-
Trade creditors	788	-	1,185	_
Other creditors including taxation and				
social security	296	-	893	-
Accruals and deferred income	343	•	290	-
Amount owed to subsidiary				
undertaking			43	-
	5,332	2,050	6,461	2,050
Other creditors including taxation and social security includes:				
Taxation and social security	243	<u>-</u>	880	•
	=======================================			

Obligations under finance leases and hire purchase contracts are secured on the related assets.

13. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	The Group 1999 £'000	The Company 1999 £'000	The Group 1998 £'000	The Company 1998 £,000
Other loans	-	-	2,050	2,050
Amounts owed to subsidiary undertaking Obligations under finance leases and hire	-	6,150	-	4,100
purchase contracts	1,323		2,708	
	1,323	6,150	4,758	6,150
Other loans are repayable as follows:				
Between one and two years	.	*	2,050	2,050
Analysis of obligations due under finance leases and hire purchase contracts:				
Amounts falling due: - Between one and two years	1,284	_	1,764	
- Between two and five years	39	-	944	
	1,323	-	2,708	

NOTES TO THE ACCOUNTS Year ended 31 December 1999

14. PROVISIONS FOR LIABILITIES AND CHARGES

	The group		At 1 January 1999 £'000	Charged to profit and loss account £'000	At 31 December 1999 £'000
	Restoration and subsidence provisions		3,139	-	3,139
	The amounts of deferred taxation provided and unpro	vided in the acc	ounts are:		
		Provided 1999 £'000	Provided 1998 £'000	Unprovided 1999 £'000	Unprovided 1998 £'000
	Capital allowances in excess of depreciation	<u>-</u>		483	273
15.	CALLED UP SHARE CAPITAL	,		1999 £'000	
	Authorised 2,600,000 'A' ordinary shares of £1 each 1,400,000 'C' ordinary shares of £1 each			2,600 1,400	2,600 1,400
	Allotted, fully paid 2,081,635 (1998 - 2,095,600) 'A' ordinary shares of £1 each			2,082	
	80,000 (1998 - 32,000) 'C' ordinary shares of £1 each			80	•
				2,162	2,128

All ordinary shares have equal rights to dividends and repayment of capital. 'C' ordinary shares have no voting rights.

During the year 34,035 "A" ordinary shares of £1 each were issued for cash of £120,000. The shares were issued to new employees under the employee shareholder scheme.

16. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS AND STATEMENT OF MOVEMENTS ON RESERVES

Issued share capital £'000	Share premium account £'000	Profit and loss account £'000	Total 1999 £'000	Total 1998 £'000
2,128	137	6,477	8,742	7,523
-	-	(667)	(667)	1,154
34	86		120	65
2,162	223	5,810	8,195	8,742
2,128	137	17	2,282	2,215
-	_	2	2	2
34	86	-	120	65
2,162	223	19	2,404	2,282
	share capital £'000 2,128	share capital £'000 premium account £'000 2,128 137 34 86 2,162 223 2,128 137 34 86 34 86	share capital account £'000 premium account £'000 account £'000 2,128 137 6,477 - - (667) 34 86 - 2,162 223 5,810 2,128 137 17 - - 2 34 86 - - 2 - 34 86 -	share capital capital account £'000 premium account account £'000 Total 1999 £'000 £'000 £'000 £'000 £'000 2,128 137 6,477 8,742 - - (667) (667) 34 86 - 120 2,162 223 5,810 8,195 2,128 137 17 2,282 - - 2 2 34 86 - 120

17. RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	1999 £'000	1998 £'000
Operating (loss)/profit	(1,119)	1,267
Depreciation	1,792	2,622
Decrease/(increase) in stocks	454	(254)
Decrease/(increase) in debtors	2,376	(57)
(Decrease)/increase in creditors	(649)	347
Increase in provisions	· -	96
Loss on disposal	<u>-</u>	117
Net cash inflow from operating activities	2,854	4,138

18. RECONCILIATION OF NET CASHFLOW TO MOVEMENT IN NET DEBT

	£',000	1999 £'000	£'000	1998 £'000
(Decrease)/increase in cash in the year Debt repayments	(1,870) 3,899		832 2,609	
	············	2,029		3,441
Inception of new finance leases		(319)		(3,571)
Movement in net debt in the year	·	1,710		(130)
Net debt at 1 January		(2,745)		(2,615)
Net debt at 31 December		(1,035)		(2,745)
ANALYSIS OF CHANGE IN NET DEBT				
	At 1 January 1999 £'000	Cash Flow £'000	Other non-cash changes £'000	At 31 December 1999 £'000
Cash at bank and in hand Debt due within one year Debt due after one year Finance leases	6,063 (2,050) (2,050) (4,708)	(1,870) 2,050 1,849	- - - (319)	4,193 (2,050) - (3,178)
• *	(2,745)	2,029	(319)	(1,035)
CAPITAL COMMITMENTS			1999	1998

20.

	1999 £'000	1998 £'000
Contracted for but not provided	420	380

21. **PENSIONS**

19.

The company operates a defined contribution pension scheme for all qualified employees. The assets of the scheme are held in individually administered funds. The cost of pensions for the company in the period was £437,000 (1998 - £416,000). At 31 December 1999 contributions totalling £nil (1998 - £nil) were payable to the fund and are included in creditors.