

Duralay Trustees Limited

Report and Accounts

31 May 2000

Duralay Trustees Limited

Registered No. 3535853

REGISTERED OFFICE

Broadway
Haslingden
Rossendale
Lancashire
BB4 4LS

DIRECTORS' REPORT

The directors present their report and accounts for the period ended 31 May 2000.

RESULTS

The loss after taxation for the period was £nil (1999: £12). No dividends were paid during the period.

PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

The company's principal activity is an employee share trust.

DIRECTORS AND THEIR INTERESTS

The directors at 31 May 2000, none of whom had any interest in the share capital of the company, were:

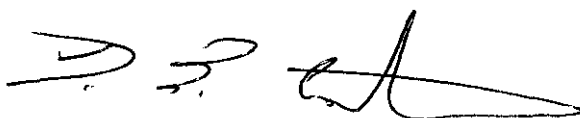
G C B Harrison

D J Carter

AUDITORS

A resolution to re-appoint Ernst & Young as auditors will be put to the members at the Annual General Meeting.

By order of the board on: [Date] *21 November 2000*



D J Carter

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE
ACCOUNTS

Company law requires the directors to prepare accounts for each financial period which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those accounts, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent; and
- prepare the accounts 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 accounts comply with the Companies Act 1985. 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.

REPORT OF THE AUDITORS
to the members of Duralay Trustees Limited

We have audited the accounts on pages 5 to 7, which have been prepared under the historical cost convention and on the basis of the accounting policies set out on page 7.

Respective responsibilities of directors and auditors

As described on page 3, the company's directors are responsible for the preparation of the accounts in accordance with applicable United Kingdom law and accounting standards. It is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion to you. Our responsibilities, as independent auditors, are established in the United Kingdom by Statute, the Auditing Practices Board and by our profession's ethical guidance.

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 accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, 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 accounts 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 accounts.

Opinion

In our opinion the accounts give a true and fair view of the state of affairs of the company as at 31 May 2000 and have been properly prepared in accordance with the Companies Act 1985.

Ernst & Young

Ernst & Young
Registered Auditor
Manchester

[Date] *29 November 2000*

Duralay Trustees Limited

PROFIT AND LOSS ACCOUNT

for the period ended 31 May 2000

	Notes	Year to 2000 £	Year to 1999 £
INCOME			
Dividend received		-	-
		<hr/>	<hr/>
EXPENDITURE			
Future obligation to employees	2	-	-
Bank charges		-	12
Stamp duty		-	-
Sundry expenses		-	-
		<hr/>	<hr/>
		-	12
		<hr/>	<hr/>
(LOSS)/PROFIT BEFORE TAXATION		-	(12)
Taxation		-	-
		<hr/>	<hr/>
(LOSS)/PROFIT AFTER TAXATION		-	(12)
Dividends		-	-
		<hr/>	<hr/>
		-	12
		<hr/>	<hr/>

Duralay Trustees Limited

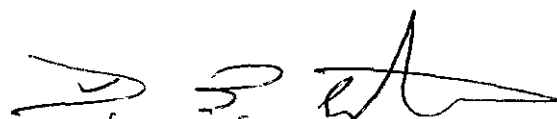
BALANCE SHEET

at 31 May 2000

	Notes	2000 £	1999 £
INVESTMENTS			
Shares in Duralay International Holdings Limited, at cost	3	1,000	1,000
		<u>1,000</u>	<u>1,000</u>
CURRENT LIABILITIES			
Loan		1,000	1,000
Cash/borrowings		10	10
		<u>1,010</u>	<u>1,010</u>
NET CURRENT LIABILITIES			
		<u>(10)</u>	<u>(10)</u>
CAPITAL AND RESERVES			
Share capital	4	2	2
Profit and loss account		(12)	(12)
		<u>(10)</u>	<u>(10)</u>

ERNST & YOUNG

D Carter
Director



[Date]

21 November 2000

Duralay Trustees Limited

NOTES TO THE ACCOUNTS

at 31 May 2000

1. ACCOUNTING POLICIES

Basis of accounting

The accounts have been prepared on an accruals basis.

Investments

The investments are stated at purchase price and other costs directly related to their acquisition.

2. FUTURE OBLIGATION TO EMPLOYEES

The terms of the employee trust are to facilitate the acquisition of shares in the holding company by or for the benefit of the existing and future employees of the holding company and its subsidiaries.

3. SHARES IN DURALAY INTERNATIONAL HOLDINGS LIMITED

	<i>No of shares</i>	<i>£</i>
At 31 May 2000 and 31 May 1999	1,000	1,000

4. SHARE CAPITAL

	<i>2000</i>	<i>Authorised 2000</i>	<i>1999</i>	<i>Authorised 1999</i>
	<i>£</i>	<i>£</i>	<i>£</i>	<i>£</i>
2 Ordinary shares of £1 each	2	2	2	2

5. ULTIMATE PARENT COMPANY

The company is a subsidiary undertaking of Duralay International Holdings Limited.