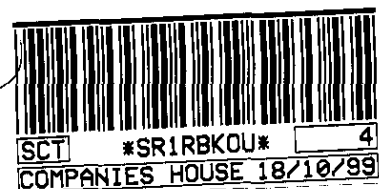


The Company is registered in Scotland
Registration Number : 0047450

T M SIMPSON (HOLDINGS) LIMITED
REPORT AND ACCOUNTS
FOR THE YEAR ENDED 31 DECEMBER 1998



T M SIMPSON (HOLDINGS) LIMITED

REPORT OF THE DIRECTORS

The directors present their report and the accounts of the company for the year ended 31 December 1998.

Review of the business

The company did not trade during the year.

Directors and their interests

The directors who served during the year were as follows:

C C B Simpson
T M Simpson
G Thompson
T N Grimes (Resigned 19 March 1998)
R H Collins (Appointed 19 March 1998; Resigned 3 July 1998)
Alpha Directors Limited (Appointed 3 July 1998)

The interests as at 31 December 1998 of each director in the share capital of the company, are shown below:

	<i>Ordinary Shares</i>	
	<i>31.12.98</i>	<i>31.12.97</i>
C C B Simpson	3,000	3,000
T M Simpson	650	650

There are no other interests of directors in the share capital of the company or of the ultimate parent undertaking requiring disclosure in these accounts.

Auditors

During the year the company remained exempt under section 250 of the Companies Act 1985 from the obligation to appoint auditors.

By order of the Board



A Nash
Company Secretary
18 January 1999

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF ACCOUNTS

Company law requires the Directors to prepare accounts 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 of the Company for that year. In preparing those accounts, the Directors confirm that they have:

- i) selected accounting policies which they consider to be suitable and have applied them consistently;
- ii) made judgements and estimates that are reasonable and prudent;
- iii) followed applicable accounting standards; and
- iv) prepared the accounts on the going concern basis.

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the accounts comply with the Companies Act 1985. They have a 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.

T M SIMPSON (HOLDINGS) LIMITED

BALANCE SHEET AS AT 31 DECEMBER 1998

	Notes	1998 £	1997 £
CURRENT ASSETS			
Amount due from parent undertaking		183,735	183,735
CREDITORS			
Amounts falling due within one year		(170)	(170)
NET CURRENT LIABILITIES		<u>183,565</u>	<u>183,565</u>
CAPITAL AND RESERVES			
Called up share capital			
Authorised, allotted, called up and fully paid ordinary shares of £1 each		40,000	40,000
Share premium account		509,048	509,048
'B' reserve		1,418	1,418
Profit and loss account – deficit		<u>(366,901)</u>	<u>(366,901)</u>
		<u>183,565</u>	<u>183,565</u>

The Directors confirm that the company was dormant (within the meaning of section 250 of the Companies Act 1985) throughout the financial year.

Approved by the Board of Directors
on 18 January 1999



G Thompson
Director

T M SIMPSON (HOLDINGS) LIMITED

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 1998

1. Accounting convention

The accounts have been prepared under the historical cost convention and in accordance with all applicable accounting standards.

2. Directors and employees

The Directors have received no emoluments from the company during the year, and no staff were employed.

3. Ultimate parent company

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 company, registered in Great Britain. Copies of Aggregate Industries plc's accounts can be obtained from the Company Secretary, Aggregate Industries plc, Bardon Hall, Copt Oak Road, Markfield, Leicestershire LE67 9PJ.