

**Struthers & Carter Limited**

**Directors' report and financial  
statements**

**Registered number 349307**

**30 September 2005**



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## **Officers' and professional advisers**

### **Directors**

F C Radford  
J S Barrett  
P C Chasney

### **Secretary**

T D Waters

### **Registered office**

Barrett House  
Cutler Heights Lane  
Dudley Hill  
Bradford  
BD4 9HU

### **Bankers**

HSBC Bank plc  
33 Park Row  
Leeds  
LS1 1LD

### **Solicitors**

Pinsent Masons  
1 Park Row  
Leeds  
LS1 5AB

### **Auditors**

KPMG LLP  
1 The Embankment  
Neville Street  
Leeds  
LS1 4DW

## Directors' report

The directors present their report and the audited financial statements of the company for the year ended 30 September 2005.

### Principal activities

The principal activity of the company is that of steel stockholders.

Throughout the year the company acted as an agent for Barrett Steel Limited. All transactions entered into have been transferred to Barrett Steel Limited in accordance with the terms of the agency agreement.

### Results and dividends

The results of the company for the year are set out in the profit and loss account on page 5. The directors do not recommend the payment of a dividend for the year and, as a result of the transfer of all transactions to Barrett Steel Limited, the company made neither a profit nor a loss in the financial year.

### Directors and directors' interests

The directors who served throughout the year are shown on page 1.

None of the directors in office at the period end had any interests in the share capital of the company.

Mr J S Barrett and Mr P C Chasney are directors of the ultimate parent company, Barrett Steel Limited and their interest in group companies are shown in the accounts of that company.

The interest of all directors in the share capital of the ultimate parent company, Barrett Steel Limited are as follows:

	Ordinary shares of 10p each 2005 No	Ordinary shares of 10p each 2004 No
F C Radford	6,000	6,000

### Auditors

In accordance with Section 384 of the Companies Act 1985, a resolution for the re-appointment of KPMG LLP as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

By order of the board



**T D Waters**  
*Secretary*

Barrett House  
Cutler Heights Lane  
Dudley Hill  
Bradford  
BD4 9HU

20<sup>th</sup> March 2006

## **Statement of directors' responsibilities**

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards.

The financial statements are required by law to 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 these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable UK 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 that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that its 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 LLP  
1 The Embankment  
Neville Street  
Leeds  
LS1 4DW  
United Kingdom

## **Independent auditors' report to the members of Struthers & Carter Limited**

We have audited the financial statements on pages 5 to 7.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

### **Respective responsibilities of directors and auditors**

The directors are responsible for preparing the directors' report and, as described on page 3, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

### **Basis of audit 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 30 September 2005 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

**KPMG LLP**  
*Chartered Accountants*  
*Registered Auditor*

20<sup>th</sup> March 2006

**Profit and loss account**  
*for the year ended 30 September 2005*

	2005 £000	2004 £000
<b>Turnover</b>	<b>12,206</b>	<b>12,002</b>
Less amount transferred to parent	(12,006)	(12,002)
	<hr/>	<hr/>
	-	-
<b>Cost of sales</b>	<b>9,134</b>	<b>8,176</b>
Less amount transferred to parent	(9,134)	(8,176)
	<hr/>	<hr/>
<b>Gross profit</b>	-	-
<b>Distribution costs</b>	<b>1,179</b>	<b>1,243</b>
Less amount transferred to parent	(1,179)	(1,243)
	<hr/>	<hr/>
	-	-
<b>Administration expenses</b>	<b>890</b>	<b>1,010</b>
Less amount transferred to parent	(890)	(1,010)
	<hr/>	<hr/>
<b>Result for the financial year</b>	-	-
	<hr/>	<hr/>

**Balance sheet**  
*at 30 September 2005*

	<i>Note</i>	<b>2005</b> £	<b>2004</b> £
<b>Current assets</b>			
Debtors – amounts due from group companies		<b>18,245</b>	18,245
Cash at bank and in hand		<b>140,000</b>	140,000
<b>Net assets</b>		<b>158,245</b>	158,245
<b>Capital and reserves</b>			
Called up equity share capital	2	<b>140,000</b>	140,000
Capital redemption reserve		<b>10,000</b>	10,000
Capital reserve		<b>8,245</b>	8,245
		<b>158,245</b>	158,245

These financial statements were approved by the board of directors on 20 March 2006 and were signed on its behalf by:

  
**JS Barrett**  
 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 except as noted below.

#### *Basis of preparation*

The financial statements have been prepared in accordance with applicable accounting standards, and under the historical cost accounting rules.

Under Financial Reporting 1 the company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the company in its own published consolidated financial statements.

As the company is a wholly owned subsidiary of Barrett Steel Limited, the Company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities which form part of the group.

### 2 Called up equity share capital

	2005 Number of shares	2005 £	2004 Number of shares	2004 £
<b>Authorised</b>				
Ordinary shares of £1 each	140,000	140,000	140,000	140,000
	<hr/>	<hr/>	<hr/>	<hr/>
<b>Allotted, called up and fully paid</b>				
Ordinary shares of £1 each	140,000	140,000	140,000	140,000
	<hr/>	<hr/>	<hr/>	<hr/>

### 3 Contingent liabilities

The company is party to a multilateral-guarantee dated 15 January 2001 which secures all the borrowings of the group with HSBC Bank plc. At 30 September 2005, the maximum contingent liability arising under this guarantee was £4,700,000 (2004: £5,800,000).

### 4 Ultimate parent company

The company is a wholly owned subsidiary of Barrett Steel Limited, incorporated in Great Britain and registered in England and Wales. It is also the ultimate parent undertaking. Copies of the group financial statements of Barrett Steel Limited may be obtained from Companies House, 1 Crown Way, Cardiff.