

Struthers & Carter Limited

**Directors' report and financial
statements**

Registered number 349307

30 September 2006



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Officers and professional advisers

Directors

F C Radford
J S Barrett
P C Chasney
J Davies

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

Watson Burton
1 St James Gate
Newcastle Upon Tyne
NE99 1YQ

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 2006.

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 6. The directors do not recommend the payment of a dividend for the year (2005: £nil) 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 (2005: £nil).

Directors and directors' interests

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

None of the directors in office at the year end had any interests in the share capital of the 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 2006 No	Ordinary shares of 10p each 2005 No
F C Radford	6,000	6,000

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.

Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware; and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

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

19 January 2007

Statement of directors' responsibilities in respect of the Directors' Report and the financial statements

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 of Struthers & Carter Limited for the year ended 30 September 2006 which comprise the Profit and Loss Account, the Balance Sheet, and the related notes. These financial statements have been prepared under the accounting policies set out therein.

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' responsibilities for preparing the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities on page 3.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

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 whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, 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 other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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 judgments 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.

Independent auditors' report to the members of Struthers & Carter Limited
(continued)

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with UK Generally Accepted Accounting Practice, of the state of the company's affairs as at 30 September 2006 and of its result for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the financial statements.

KPMG LLP

KPMG LLP
Chartered Accountants
Registered Auditor

19 January 2007

Profit and loss account
for the year ended 30 September 2006

	2006 £000	2005 £000
Turnover	10,999	12,206
Less amount transferred to parent	(10,999)	(12,006)
	<hr/>	<hr/>
	-	-
Cost of sales	8,325	9,134
Less amount transferred to parent	(8,325)	(9,134)
	<hr/>	<hr/>
Gross profit	-	-
Administration expenses	1,001	890
Distribution costs	1,173	1,179
Less amount transferred to parent	(2,174)	(2,069)
	<hr/>	<hr/>
Result for the financial year	-	-
	<hr/>	<hr/>

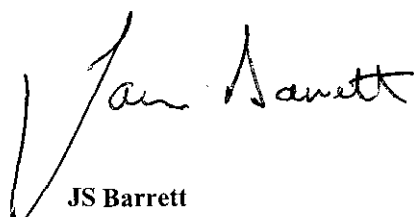
There are no recognised gains or losses other than as stated in the profit and loss account. Accordingly no statement of total recognised gains and losses is given.

There are no movements in shareholders' funds in both the current and prior financial year.

Balance sheet
at 30 September 2006

	<i>Note</i>	2006 £	2005 £
Current assets			
Debtors – amounts due from group companies		18,245	18,245
Cash at bank and in hand		140,000	140,000
Net assets		158,245	158,245
Capital and reserves			
Called up equity share capital	2	140,000	140,000
Capital redemption reserve		10,000	10,000
Capital reserve		8,245	8,245
		158,245	158,245

These financial statements were approved by the board of directors on 19 January 2007 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.

In these financial statements the following new standards have been adopted for the first time:

- FRS 21 'Events after the balance sheet date';
- FRS 28 'Corresponding amounts'.

The accounting policies under these new standards are set out below together with an indication of the effects of their adoption.

FRS 28 'Corresponding amounts' has not material effect as it imposes the same requirements for comparatives hitherto required by the Companies Act 1985.

Basis of preparation

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

Under FRS 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

	2006 Number of shares	2006 £	2005 Number of shares	2005 £
Authorised				
Ordinary shares of £1 each	140,000	140,000	140,000	140,000
Allotted, called up and fully paid				
Ordinary shares of £1 each	140,000	140,000	140,000	140,000

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 2006, the maximum contingent liability arising under this guarantee was £7,000,000 (2005: £4,700,000).

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.