STRUTHERS AND CARTER LIMITED Registered Number 349307

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DIRECTORS' REPORT AND ACCOUNTS

31 December 1996



DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 1996

The directors' present their report and the audited accounts of the group for the year ended 31 December 1996.

REVIEW OF THE BUSINESS

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

The group has traded satisfactorily during the year and this is expected to continue into the foreseeable future.

RESULTS AND DIVIDENDS

The group's profit for the financial year is £524,836 (1995 £132,049).

The directors propose the payment of a dividend of £112,000 for the year, resulting in a transfer to reserves of £412,836 (1995 £62,049).

DIRECTORS AND THEIR INTERESTS

The directors at the year end, all of whom have been directors throughout the year, and their interests in the shares of the company at the beginning and end of the year are given below:

		Ordinary shares
	31 December 1996	31 December 1995
D R Carter - Chairman	56,000	57,000
Mrs H Carter	1,000	1,000
M B R Carter	6,000	5,000
R A Taylor	Nii	Nil
D Varley	Nil	Nil
F C Radford	Nil	Nii

A partner in Price Waterhouse, the auditors is a trustee of the "D R Carter's Children's Trust" which holds 38,000 ordinary shares in Struthers and Carter Limited at 31 December 1996 (1995 38,000 shares). Mr D R Carter has a non-beneficial interest in the "D R Carter's Children's Trust".

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 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 judgments and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 1996 (CONTINUED)

STATEMENT OF DIRECTORS' RESPONSIBILITIES (CONTINUED)

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 financial statements 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.

AUDITORS

The auditors, Price Waterhouse, have indicated their willingness to continue in office and a resolution concerning their reappointment will be proposed at the Annual General Meeting.

By Order of the Board

D R Carter Chairman

4 April 1997

Queen Victoria House Guildhall Road Huil HU1 1HH P.O. Box No. 88 Telephone: (01482) 224111 Telex: 884657 PRIWAT G Facsimile: (01482) 327479

Price Waterhouse



AUDITORS' REPORT TO THE SHAREHOLDERS OF STRUTHERS AND CARTER LIMITED

We have audited the financial statements on pages 4 to 15 which have been prepared under the historical cost convention and the accounting policies set out on page 7.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

As described on pages 1 and 2 the company's directors are responsible for the preparation of financial statements. 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 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 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.

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 1996 and of the profit and cash flows of the group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

PRICE WATERHOUSE Chartered Accountants and Registered Auditors

4 April 1997

GROUP PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 1996

	Notes	1996	1995
TURNOVER - CONTINUING OPERATIONS	2	14,501,029	14,306,194
Cost of sales		(11,048,235)	(10,984,799)
GROSS PROFIT		3,452,794	3,321,395
Distribution costs		(524,886)	(522,079)
Administration expenses		(2,544,262)	(2,614,014)
Other operating income		147.249	126.045
OPERATING PROFIT - CONTINUING OPERATIONS	3	530,895	311,347
Share of profit of related undertaking		78,893	78,185
Interest receivable		872	-
Interest payable	6	(15,281)	(23,974)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		595,379	365,558
Taxation	7	(70,543)	(233,509)
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		524,836	132,049
Dividend	8	(112.000)	(70.000)
RETAINED PROFIT FOR THE YEAR	19	£412,836	£62,049
Retained by associated undertakings		35,643	36,387
Retained by group		377.193	25,662
	·	£412,836	£62,049
STATEMENT OF TOTAL RECOGNISED GAINS AND LOS	SES		

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

The group has no recognised gains or losses other than the profits reported above.

STRUTHERS AND CARTER LIMITED BALANCE SHEETS - 31 DECEMBER 1996

	<u>Notes</u>		Group		Company
		1996	1995	1996	1995
FIXED ASSETS					
Tangible assets	9	1,431,033	1,350,128	964,756	930,606
Investments	10	<u>336,635</u>	300.992	<u>154.306</u>	<u> 154.306</u>
		£1,767,668	£1,651,120	£1,119,062	£1,084,912
CURRENT ASSETS		······································			
Stocks	11	2,262,402	1,989,898	1,590,343	1,461,396
Debtors	12	3,543,950	3,935,047	3,119,904	3,407,224
Cash at bank and in hand		87,699	99,221	387	267
		5,894,051	6,024,166	4,710,634	4,868,887
CREDITORS - Amounts falling due within one year	13	(2.725.842)	(3.164.054)	(1.922.710)	(2.348,560)
NET CURRENT ASSETS		3,168,209	2.860.112	2,787,924	2,520,327
TOTAL ASSETS LESS CURRENT LIABILITIES		4,935,877	4,511,232	3,906,986	3,605,239
CREDITORS - Amounts falling due after more than one year	14	(329,918)	(330,404)	(293,848)	(306,074)
PROVISIONS FOR LIABILITIES AND CHARGES	15	(16,952)	(4,657)		_
3		,	,		
		£4,589,007	£4,176,171	£3,613,138	£3,299,165
CAPITAL AND RESERVES Called up equity share					
capital	17	140,000	140,000	140,000	140,000
Capital redemption reserve	18	10,000	10,000	10,000	10,000
Capital reserve			<u>-</u>	8,245	8,245
Profit and loss account	19	4,439.007	4.026.171	3.454.893	3.140.920
SHAREHOLDERS' FUNDS - equity interests	20	£4,589,007	£4,176,171	£3,613,138	£3,299,165

APPROVED BY THE BOARD ON 4 April 1997

D R Carter

DIRECTOR

GROUP CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 1996

NET CACH INCLOSE COMEDOM	Notes		1996		1995
NET CASH INFLOW FROM OPERATING ACTIVITIES	22(1)		626,214		283,202
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE Interest received Interest paid Interest element of finance lease repayments Dividends received Dividends paid		872 (5,675) (9,606) 18,000 (70.000)		(16,204) (7,770) 18,000 (36,400)	
NET CASH OUTFLOW FROM RETURNS ON INVESTMENT AND SERVICING OF FINANCE			(66,409)		(42,374)
TAXATION Taxation paid			(166,961)		(120,976)
INVESTING ACTIVITIES Purchase of tangible fixed assets Proceeds on disposal of tangible		(225,738)		(85,019)	
fixed assets		<u>108.647</u>		<u>16,178</u>	
NET CASH OUTFLOW FROM INVESTING ACTIVITIES			(117.091)		(68.841)
NET CASH INFLOW BEFORE FINANCING			275,753		51,011
FINANCING Loan repayment Capital element of finance	22(4)	(50,000)		(50,000)	
lease repayments	22(4)	<u>(82.296</u>)		<u>(55.902</u>)	
NET CASH (OUTFLOW) FROM FINANCING			(132.296)		(105,902)
INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	22(3)		£143,457		£(54,891)
• • • • • • • • • • • • • • • • • • •					

NOTES TO THE ACCOUNTS - 31 DECEMBER 1996

1 ACCOUNTING POLICIES

(1) Basis of accounting

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

(2) Depreciation

The cost of tangible fixed assets is written off over their expected useful lives as follows:

Freehold property	40 years
Plant and machinery	10 years
Office equipment	10 years
Fixtures and fittings	10 years
Computer	4 years
Motor vehicles	4 years

(3) Stocks

Stocks are valued at the lower of cost and net realisable value. Cost is computed on a first in first out basis. Net realisable value is based on estimated selling price less the estimated cost of disposal.

(4) Deferred taxation

Deferred taxation is provided in respect of the taxation effect of all timing differences to the extent that tax liabilities are likely to crystallise in the foreseeable future.

(5) Pensions

Pensions have been charged to the profit and loss account as they fall due.

(6) Basis of consolidation

The group financial statements consolidate the financial statements of Struthers and Carter Limited and its subsidiaries. Associated undertakings are accounted for in accordance with the equity accounting method.

The subsidiaries and associated undertakings are shown in note 10 to the accounts.

(7) Finance leases and hire purchase contracts

Tangible fixed assets acquired under finance leases and hire purchase contracts are capitalised at the estimated fair value at the date of inception of each lease or contract. The total finance charges are allocated over the period of the lease in accordance with the straight line method.

2 TURNOVER

Turnover represents amounts invoiced by the group in respect of goods and services provided during the year excluding value added tax.

In the opinion of the directors turnover constitutes one class of business. The geographical analysis by destination is as follows:

1996
1995

		1990	1000
	UK Europe	13,868,474 <u>632,555</u>	13,731,410 <u>574.784</u>
		£14,501,029	£14,306,194
3	OPERATING PROFIT		
	Operating profit is stated after charging the following Depreciation		
	- Owned assets	£169,561	£154,690
	- Leased assets	£95,548	£54,952
	Auditors' remuneration		
	- Audit fees	£11,555	£12,425
	- Other fees	£2,200	£2,200
			
	Aggregate finance lease charges (of which part is shown	0405.454	ceo 700
	as depreciation, and the balance as interest)	£105,154	£62,722
	and after crediting	£65,423	£367
	Profit on disposal of fixed assets	200, .20	
4	STAFF COSTS		
	Wages and salaries	1,508,428	1,314,817
	Social security costs	134,958	120,279
	Other pension costs	301.572	<u> 585,496</u>
	Office portaion cooks		00 000 500
		£1,944,958	£2,020,592
		Number	Number
	The average number of persons employed by the group	.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	
	(including executive directors) during the year was		
	Management	6	6
	Administration, selling and distribution	39	37
	Production and warehouse	41	39
	, , , , , , , , , , , , , , , , , , , ,		
		86	82

5	DIRECTORS' EMOLUMENTS	1996	1995
	As directors	£690,834	£824,092
	Emoluments excluding pension scheme contributions Chairman and highest paid director	£318,143	£267,550
		Number	Number
	Directors' emoluments fall into the following range £15,001 - £20,000 £40,001 - £45,000 £45,001 - £50,000 £50,001 - £55,000 £55,001 - £60,000 £60,001 - £65,000 £315,001 - £320,000	1 - 1 1 1 1	1 1 1 - 1 1
6	INTEREST PAYABLE		
	Bank interest Finance lease interest	5,675 <u>9,606</u> £15,281	16,204
7	TAXATION		
	Corporation tax on profit on ordinary activities at 33% (1995 at 33%) Deferred tax	49,701 (1,286)	186,665 (1,490)
	Prior year adjustments Corporation tax Deferred tax	(3,703) <u>581</u> 45,293	36,157 <u>(11,620)</u> 209,712
	Shares of related undertakings tax charge	_25,250	23.797
		£70,543	£233,509
	The charge for the year has benefited from the accrual of costs in	the previous vear an	nounting to

The charge for the year has benefited from the accrual of costs in the previous year amounting to £280,000 for which no deferred tax asset was established, which have been expended during the year reducing the taxation charge by £70,000.

8	DIVIDEND	1996	1995
	Proposed - 80p (1995 50p)	£112,000	£70,000
		<u> </u>	

TANGIBLE ASSETS	Freehold property	Plant and machinery	Office equipment	Motor vehicles	Total
GROUP		•	•		
Cost					
31 December 1995	1,195,698	353,443	316,681	704,035	2,569,857
Additions	-	16,250	5,451	367,537	389,238
Disposals				(243,442)	(243,442)
31 December 1996	£1,195,698	£369,693	£322,132	£828,130	£2,715,653
					
Depreciation					
31 December 1995	267,836	217,443	230,596	503,854	1,219,729
Charged for the year	24,660	22,766	38,914	178,769	265,109
Disposals				(200.218)	(200.218)
31 December 1996	£292,496	£240,209	£269,510	£482,405	£1,284,620
Net book value				0045 705	04 404 000
31 December 1996	£903,202	£129,484	£52,622	£345,725	£1,431,033
					

The cost of fixed assets includes £456,780 (1995 £293,280) in respect of assets held under finance leases on which accumulated depreciation of £281,554 (1995 £186,006) has been provided.

Future capital commitments Contracted for				£-	£34,500
	Freehold property	Plant and machinery	Office equipment	Motor vehicles	Total
COMPANY		•			
Cost			= = =	455.045	4 744 004
31 December 1995	992,655	55,651	240,780	455,845	1,744,931
Additions	-	•	4,539	213,335	217,874
Disposals				(169.962)	(169,962)
31 December 1996	£992,655	£55,651	£245,319	£499,218	£1,792,843
Damasistica					
Depreciation	236,557	47,997	183,069	346,702	814,325
31 December 1995	•	1,083	30,330	103,275	154,272
Charged for the year	19,584	1,003	30,330	(140,510)	(140,510)
Disposals	=			(140,510)	(140,010)
31 December 1996	£256,141	£49,080	£213,399	£309,467	£828,087
Net book value 31 December 1996	£736,514	£6,571	£31,920	£189,751	£964,756
					

NOTES TO THE ACCOUNTS - 31 DECEMBER 1996 (CONTINUED)

9 TANGIBLE ASSETS (CONTINUED)

The cost of motor vehicles includes £251,180 (1995 £163,180) in respect of assets held under finance leases, on which accumulated depreciation of £173,115 (1995 £120,106) has been provided.

		1996	1995
	Authorised future capital expenditure amounts to Contracted for	£-	£-
10	FIXED ASSET INVESTMENTS		Associated undertaking
	GROUP 31 December 1995 Share of undistributed profit for the year		300,992 <u>35.643</u>
	31 December 1996		£336,635

Investment in subsidiary and associated undertakings

COMPANY

Cost

31 December 1995 and 31 December 1996

£154,306

The company holds more than 10% of the equity share capital of the following undertakings:

	Name of company	Country of registration and operation	Class of		oportion held		Nature of business
	Mancells (Marfleet) Limited Boston Steels Limited	England England		rdinary rdinary	100% 100%		stockholder stockholder
	Kass (Steel Stockholders) Limited Newark Steel Limited C F Struthers Limited	England England England	C	ordinary Ordinary Ordinary	100% 100% 30%	Steel	stockholder stockholder el fabrication
11	STOCKS	_	1996	<u>Grou</u> 199	•	1996	Company 1995
	Finished goods	£2,	262,402 ———	£1,989,89	8 £1,590	,343	£1,461,396

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NOTES TO THE ACCOUNTS - 31 DECEMBER 1996 (CONTINUED)

DEBTORS		Group		Company
DEBTORG	1996	1995	1996	1995
Trade debtors	3,198,827	3,605,799	1,639,486	1,986,561
Corporation tax recoverable Other debtors and prepayments	7,941 202,186	224,273	7,941 127,645	150,462
Amounts due from subsidiary undertakings	<u>-</u>	-	614,836	417,226
Amounts due from associated undertaking	<u>111.496</u> 3,520,450	<u>104,975</u> 3,935,047	<u>111,496</u> 2,501,404	<u>104,975</u> 2,659,224
Amounts due after more than one				
year ACT recoverable	23,500	-	23,500	13,000
Loans due from subsidiary undertakings			<u>595,000</u>	735.000
	£3,543,950	£3,935,047	£3,119,904	£3,407,224

Struthers and Carter Limited has indicated that it will not seek repayment of the loans due from the subsidiary undertakings within one year.

40	CREDITORS - Amounts falling		Group		Company
13	due within one year	1996	1995	1996	1995
	Bank overdraft Trade creditors Accruals and deferred income Other taxation and social security Proposed dividend Corporation tax ACT payable Finance leases Amount due to associated undertaking	421,088 1,694,698 123,142 209,927 112,000 44,643 23,500 89,409 7,435	576,067 1,571,733 453,050 239,043 70,000 181,165 13,000 57,719 2,277	412,422 1,168,092 44,386 118,093 112,000 1,075 23,500 35,707 7,435	576,067 1,081,974 350,207 130,345 70,000 102,047 13,000 22,643 2,277

The bank overdraft is secured by way of fixed mortgages on the company's freehold properties, together with fixed and floating charges over the company's undertakings.

	CREDITORS - Amounts falling due after more than one year	Group			Company	
14		1996	1995	1996	1995	
	Finance leases Amount due to associated undertaking	79,918 250,000	30,404 300.000	43,848 <u>250,000</u>	6,074 _300,000	
		£329,918	£330,404	£293,848	£306,074	

The associated undertaking has indicated that it will not seek repayment of the loan due from Struthers and Carter Limited within one year.

46	PROVISIONS FOR		1995		
15	LIABILITIES AND CHARGES	Potential (asset)/liability	1996 Provision made	Potential (asset)/liability	Provision made
	DEFERRED TAXATION	(4.52.53), 11.51		•	
	Group				
	Corporation tax deferred by				
	Capital allowances	23,552	23,552	15,737	25,221
	Other timing differences	<u>(17,716)</u>	(6.600)	<u>(131,228</u>)	<u>(7.564</u>)
	Office and an ended	5,836	16,952	(115,491)	17,657
	Advance corporation tax		=	(13.000)	<u>(13.000</u>)
		£5,836	£16,952	£(128,491)	£4,657
	<u>Company</u>				
	Corporation tax deferred by				222
	Capital allowances	(7,690)	-	338	338
	Other timing differences	<u>(118.986</u>)	=	<u>(4.949</u>)	<u>(338</u>)
	Outor arming concerns	(126,676)	-	4,611	-
	Advance corporation tax				=
		£(126,676)	£-	£4,611	£-

The potential (asset)/liability and provision made are based on a corporation tax of 33% (1995 33%).

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LEASE OBLIGATIONS		Group		Company
LEASE OBLIGATIONS	1996	1995	1996	1995
Finance leases due	98,727	62,013	39,770	25,359
Under one year Between two and five years	89,396	36.815 98,828	<u>48,735</u> 88,505	<u>7.520</u> 32,879
Finance charges	188,123 <u>(18,796</u>)	(10,705)	(8.950)	<u>(4,162</u>)
	£169,327	£88,123	£79,555	£28,717
	. 			
The capital amounts due under finance lease obligations are as follows				
Falling due within one year (note 13)	89,409	57,719	35,707	22,643
Falling due after more than one year (note 14)	79.918	30.404	43.848	6.074
	£169,327	£88,123	£79,555	£28,717
				

17	CALLED UP EQUITY SHARE	1 <u>996</u>			1995	
	CAPITAL	Number		Number		
	Authorised Ordinary shares of £1 each	150,000	£150,000	150,000	£150,000	
	Allotted, called up and fully paid Ordinary shares of £1 each	140,000	£140,000	140,000	£140,000	
18	CAPITAL REDEMPTION RESERVE			1996	1995	
	Group and company Nominal value of own shares purchased			£10,000	£10,000	
19	PROFIT AND LOSS ACCOUNT			Group	Company	
	31 December 1995 Retained profit for year			4,026,171 <u>412,836</u>	3,140,920 <u>313,973</u>	
	31 December 1996			£4,439,007	£3,454,893	
20	RECONCILIATION OF MOVEMENT		Group		Company	
	IN SHAREHOLDERS' FUNDS	1996	1995	1996	1995	
	Shareholders' funds at beginning of year Profit/(loss) for the year Dividends	4,176,171 524,836 (112,000)	4,114,122 132,049 (70,000)	3,299,165 425,973 (112,000)	3,466,954 (97,789) (70,000)	
	Shareholders' funds at balance sheet date	£4,589,007	£4,176,171	£3,613,138	£3,299,165	

21 PENSION COMMITMENTS

The group operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the group in an independently administered fund. The charge in the accounts in respect of pensions represents contributions payable by the group to the fund and amounted to £301,572 (1995 - £405,496).

NOTES TO THE ACCOUNTS - 31 DECEMBER 1996 (CONTINUED)

22	NOTES TO THE CASH FLOW STATEM	ENT		1996	1995
(1)	Reconciliation of operating profit to ne	et cash inflow fro	om		
	operating activities			530,895	311,347
	Operating profit			265,109	209,642
	Depreciation charge			(65,423)	(367)
	(Profit) on sale of tangible fixed assets			(272,504)	430,052
	(Increase)/decrease in stocks			399,038	(916,563)
	Decrease/(increase) in debtors			*	(910,303) <u>249,091</u>
	(Decrease)/increase in creditors			<u>(230.901)</u>	_ 243,031
	Net cash inflow from operating activities			£626,214	£283,202
					
(2)	Analysis of changes in cash and cash year	equivalents du	ring the		
					(476,846)
	31 December 1995				143,457
	Net cash outflow				. 10,101.
	31 December 1996				£(333,389)
					Change
			1996	1995	in year
(2)	Analysis of the balance of cash and c	ash			
(3)	equivalents as shown in the balance	sheet			
	Cash at bank and in hand		87,699	99,221	(11,522)
	Bank overdraft		(421,088)	<u>(576,067</u>)	<u> 154,979</u>
	Pauk overdrait				
			£(333,389)	£(476,846)	£143,457
(4)	Analysis of changes in financing during the year	Share capital	Finance leases	Loan due to associate	Total
		150,000	88,123	300,000	538,123
	31 December 1995	150,000	(82,296)	(50,000)	(132,296)
	Net cash outflow	•	(62,290) 163,500	(00,000)	163,500
	Inception of finance leases		103.500	<u></u>	
	04.5	£150,000	£169,327	£250,000	£569,327
	31 December 1996	£100,000	~,00,0=.		
				====	

23 RELATED PARTIES

The following company is a related party subject to common control of D R Carter: C F Struthers Limited

During the year the group made sales to the related party of £436,305 at arms length. At the 31 December 1996 the group owed the related party £257,435.