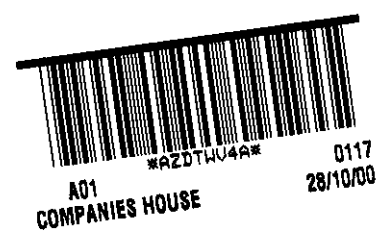


Registered No. 37342

**HARCROS DORMANTS LIMITED**

**ANNUAL REPORT AND ACCOUNTS**

**YEAR ENDED 31 MARCH 2000**



**HARCROS DORMANTS LIMITED  
ANNUAL REPORT AND ACCOUNTS  
YEAR ENDED 31 MARCH 2000**

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## **HARCROS DORMANTS LIMITED DIRECTORS' REPORT**

1

The Directors submit their report and financial statements for the twelve months ended 31 March 2000.

### **RESULTS AND DIVIDENDS**

The results for the year and the financial position of the Company are shown in the annexed financial statements. The Directors do not recommend the payment of a dividend. The profit for the year was £nil (1999: £158,000).

### **REVIEW OF THE BUSINESS**

The principal activity of the Company during the year was the holding of investments in subsidiary companies. The Company has not traded during the year.

During the year, an offer was made by Orchardflint plc, a wholly owned subsidiary of Compagnie de Saint-Gobain, to acquire the entire issued share capital of Meyer International PLC (which was previously the ultimate holding company of this company). The offer was declared unconditional in all respects on 24 March 2000.

### **DIRECTORS**

The Directors who served during the year are as follows:

L. Poston (Appointed 6 April 2000)  
A.J. Burton (Resigned 6 April 2000)  
J.M. Hogg (Appointed 12 November 1999)  
S.J. Waine (Resigned 12 November 1999)

A.J. Burton's interests in ordinary shares and in options granted to subscribe for ordinary shares of Meyer International PLC and its subsidiary undertakings, are disclosed in the report and accounts of Meyer International PLC.

During the year J.M. Hogg was granted SAYE share options in respect of 1,222 (1999: nil) ordinary shares of Meyer International PLC.

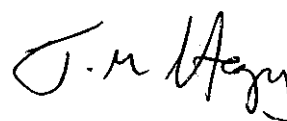
**HARCROS DORMANTS LIMITED  
DIRECTORS' REPORT**

**2**

**AUDITORS**

Ernst & Young will retire as Auditors at the Annual General Meeting. A resolution appointing PriceWaterhouseCoopers as Auditors and to authorise the Board to fix their remuneration shall be put to that meeting.

**ORDER OF THE BOARD**



**J.M. Hogg  
Secretary**

Registered Office:  
Aldwych House  
81 Aldwych  
London  
WC2B 4HQ

Registered No. 37342

2000  
29 September

**HARCROS DORMANTS LIMITED**  
**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

**3**

Company law requires the Directors to prepare the financial statements for each financial year which give a true and fair view of the state of affairs of the Company. In preparing those financial statements the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements 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 appropriate 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 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' REPORT TO THE SHAREHOLDERS OF HARCROS DORMANTS LIMITED

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We have audited the financial statements on pages 5 to 9, which have been prepared under the accounting policies set out on pages 7.

### RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

As described on page 3 the Company's directors are responsible for the preparation of financial statements 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 statements 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. 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 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 as at 31 March 2000 and have been properly prepared in accordance with the Companies Act 1985.

LONDON

29 September 2000

Ernst & Young  
Registered Auditor

**HARCROS DORMANTS LIMITED**  
**PROFIT AND LOSS ACCOUNT**  
**YEAR ENDED 31 MARCH 2000**

**5**

	Notes	2000 £'000	1999 £'000
Income from fixed assets investments		-	8,873
Amounts written off investments		<u>-</u>	<u>(8,715)</u>
<b>Profit on ordinary activities before taxation</b>		-	158
Tax on profit on ordinary activities		<u>-</u>	<u>-</u>
<b>Profit on ordinary activities after taxation</b>		-	158
<b>Result for the financial period</b>	7	-	158
<b>Retained profit brought forward</b>		<u>-</u>	<u>-</u>
<b>Retained profit carried forward</b>		<u>-</u>	<u>158</u>

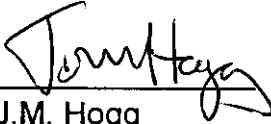
During the year the Company had no recognised gains and losses other than the profit for the financial period.

**HARCROS DORMANTS LIMITED**  
**BALANCE SHEET**  
**AS AT 31 MARCH 2000**

**6**

	<u>Notes</u>	2000 £'000	1999 £'000
<b>FIXED ASSETS</b>			
Investments	4	9,453	9,453
<b>CURRENT ASSETS</b>			
Creditors – amounts falling due after more than one year	5	<u>(9,195)</u>	<u>(9,195)</u>
		<u>258</u>	<u>258</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	6	100	100
Profit and loss account		<u>158</u>	<u>158</u>
Shareholders' funds		<u>258</u>	<u>258</u>

On behalf of the board on <sup>29 September</sup> 2000

  
 J.M. Hogg  
 Director



## 1. ACCOUNTING POLICIES

The financial statements have been prepared in accordance with applicable UK accounting standards under the historical cost convention.

### (a) Basis of preparation

The Company is exempt by virtue of Section 228 of the Companies Act 1985 from the requirements to prepare Group accounts. These financial statements present the information about the Company as an individual undertaking and not about the Group.

As permitted by Financial Reporting Standard 8 – “Related Party Disclosures”, the financial statements do not disclose transactions with companies that are part of the intermediate holding company’s Group, on the grounds that the Company is a wholly owned subsidiary and the intermediate holding company includes the Company in its own published consolidated financial statements.

### (b) Investments

Investments held as fixed assets are stated at cost less provision for permanent diminution in value.

## 2. DIRECTORS' REMUNERATION

The Company does not have any employees other than its Directors. None of the Directors received any remuneration during the year (1999: £nil).

## 3. FIXED ASSET INVESTMENTS

Shares in Group  
undertakings  
£'000

At 31 March 1999 and 31 March 2000

9,453

**HARCROS DORMANTS LIMITED**  
**NOTES TO THE ACCOUNTS**  
**YEAR ENDED 31 MARCH 2000**

8

**4. INVESTMENTS**

The Company is the beneficial owner of the entire issued share capital of the following Subsidiary Companies, which are registered in England unless otherwise stated:-

Ashbee Sons & Company Limited	Southern Evans (Northampton) Limited
Baker Yulle Limited *	Southern-Evans Limited
Beves Trussed Rafter Limited	Southern-Evans (Cardiff) Limited
Beves & Company Limited	Warwick Brothers Limited
Billian (Plywood) Limited	Williams Davies & Company (Llanelly) Limited
Billian Timber Limited	William Evans & Company (Scotland) Limited
Billian (Andover) Limited	Wm. T. Storer Limited
Billian (South East) Limited	Wood & Cairns Limited *
Brewster & Company (Woking) Limited	
Charles Black & Sons Limited	
Crossley Merchants Limited	
Edward Boase & Son Limited	
Elliott Paisley Limited *	
F.R. Saunders (Timber) Limited	
Gregor Brothers Limited	
G.H. Williams & Co. (Timber) Limited	
G.T. & F. Clark Limited	
Harcros Timber & Building Supplies (North West) Limited	
Harcros Timber & Building Supplies (Scotland) Limited *	
Harcros Timber & Building Supplies (South East) Limited	
Harcros Timber & Building Supplies (Western) Limited	
Henry Williamson & Company Limited	
Hollingworth and Company Limited	
Hooper & Adlard Limited	
Ipswich Cargo Services Limited	
I.D. Wiltshire Limited	
James Chew & Company Limited	
James Watt & F.H. Heaton Limited	
James W. Southern & Sons Limited	
John Kay Group Limited	
Johnstons & Paton Limited *	
J.W. Jackson Limited	
Lawson, Turnbull & Company Limited *	
Price Walker Croxford & Co. Limited	
Richard Cliffe & sons (Castleford) Limited	
Robert Melville & Company Limited *	
Roberts, Adlard Limited	
Roberts, Adlard (Builders' Merchants) Limited	
South Wharf Limited	

\* Incorporated in Scotland

**5. CREDITORS – AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR**

	2000 £'000	1999 £'000
Amounts owed to Group undertakings	<u>9,195</u>	<u>9,195</u>

**6. CALLED UP SHARE CAPITAL**

	2000 £'000	1999 £'000
Authorised:		
Ordinary shares of £1 each	<u>100</u>	<u>100</u>
Allotted and fully paid:		
Ordinary shares of £1 each	<u>100</u>	<u>100</u>

**7. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS**

	2000 £'000	1999 £'000
Result for the financial period	-	158
Opening equity shareholders' funds	<u>258</u>	<u>100</u>
Closing equity shareholders' funds	<u>258</u>	<u>258</u>

**8. HOLDING COMPANIES**

The immediate parent undertaking of the Company is H&C Timber and Building Supplies Limited.

The ultimate holding and controlling party is Compagnie de Saint-Gobain, incorporated in France. The intermediate holding company is Meyer International PLC, incorporated in the UK.

The consolidated accounts of these groups are available to the public. The accounts for Meyer International PLC may be obtained from the Registrar of Companies and the accounts for Compagnie de Saint-Gobain from Compagnie de Saint-Gobain, Les Miroirs, 18 Avenue d'Alsace, 92096 La Défense Cédex, Paris, France.