HARCROS DORMANTS LIMITED

REPORT AND ACCOUNTS

NINE MONTHS ENDED 31 DECEMBER 2000

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COMPANIES HOUSE 07/07/01

HARCROS DORMANTS LIMITED REPORT AND ACCOUNTS NINE MONTHS ENDED 31 DECEMBER 2000

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The Directors submit their report and financial statements for the 9 month period ended 31 December 2000. The Company did not trade during the period. The Directors do not recommend the payment of a dividend (31 March 2000: £nil).

REVIEW OF THE BUSINESS

The principal activity of the Company during the period was the holding of investments in subsidiary companies.

DIRECTORS

The Directors who served during the period are as follows:

L. Poston

(Appointed 6 April 2000)

A.R. Oxenham

(Appointed 29 September 2000)

A.J. Burton

(Resigned 6 April 2000)

J.M. Hogg

(Resigned 29 September 2000)

Due to the change in ownership of Saint-Gobain Building Distribution Limited (formerly Meyer International PLC) all Scheme and Plan shares were vested in accordance with their respective rules. Details of the shares vested during the period for L. Poston are set out in the Report and Accounts of Saint-Gobain Building Distribution Limited.

A.R. Oxenham does not have any interests requiring disclosure under the Companies Act 1985.

The Directors confirm that the Company was dormant within the meaning of Section 250(3) of the Companies Act 1985 throughout the accounting period ended on the balance sheet date.

ORDER OF THE BOARD

Oxenham Secretary

Registered Office: Aldwych House 81 Aldwych London WC2B 4HQ

Registered No. 37342

29 June 2001

Company law requires the Directors to prepare the financial statements for each financial period 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.

HARCROS DORMANTS LIMITED BALANCE SHEET AS AT 31 DECEMBER 2000

| | <u>Notes</u> | 31 December 2000 £'000 | 31 March 2000 £'000 |
|---|--------------|---------------------------|------------------------|
| FIXED ASSETS Investments | 4 | 9,453 | 9,453 |
| CURRENT ASSETS Creditors – amounts falling due after more than one year | 5 | <u>(9.195)</u> | <u>(9,195)</u> |
| | | <u>258</u> | <u>258</u> |
| CAPITAL AND RESERVES Called up share capital Profit and loss account | 6 | 100 158 | 100 158 |
| Shareholders' funds | | <u>258</u> | 258 |

For the period ended 31 December 2000 the Company was entitled to exemption under section 249A(1) of the Companies Act 1985.

No members have required the Company to obtain an audit of its accounts for the period in question in accordance with section 249B(2).

The Directors acknowledge their responsibility for:

- i. ensuring the Company keeps accounting records which comply with section 221;
- ii. preparing accounts which give a true and fair view of the state of affairs of the Company as at the end of its financial period and of its profit and loss for the financial period in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the Company.

On behalf of the board on 295 www 2001

A.R. Oxenham

Director

HARCROS DORMANTS LIMITED NOTES TO THE ACCOUNTS NINE MONTHS ENDED 31 DECEMBER 2000

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 ultimare holding company's Group, on the grounds that the Company is a wholly owned subsidiary and the ultimare 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 period (31 March 2000: £nil).

3. FIXED ASSET INVESTMENTS

Shares in Group undertakings £'000

At 31 March 2000 and 31 December 2000

9,453

HARCROS DORMANTS LIMITED NOTES TO THE ACCOUNTS NINE MONTHS ENDED 31 DECEMBER 2000

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

Baker Yuile Limited *

Beves Trussed Rafters Limited

Beves & Company Limited

Billian (Plywood) Limited

Billian Timber Limited

Billian (Andover) Limited

Billian (South East) Limited

Brewster & Company (Woking) Limited

Charles Black & Sons Limited

Crossley Merchanting 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

Southern Evans (Northampton) Limited

Southern-Evans Limited

Southerns-Evans (Cardiff) Limited

Warwick Brothers Limited

Williams Davies & Company (Llanelly) Limited

William Evans & Company (Scotland) Limited

Wm. T. Storer Limited Wood & Cairns Limited *

^{*} Incorporated in Scotland

HARCROS DORMANTS LIMITED NOTES TO THE ACCOUNTS NINE MONTHS ENDED 31 DECEMBER 2000

5. CREDITORS - AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

| | | 31 December 2000 £'000 | 31 March 2000 £'000 |
|---|---|---------------------------|------------------------|
| Amounts owed to Group undertaking 6. CALLED UP SHARE CAPITAL | Amounts owed to Group undertakings | <u>9,195</u> | <u>9,195</u> |
| | CALLED UP SHARE CAPITAL | 31 December 2000 £'000 | 31 March 2000 £'000 |
| | Authorised: 100,000 ordinary shares of £1 each | <u>100</u> | <u>100</u> |
| | Allotted and fully paid: 99,707 ordinary shares of £1 each | <u>100</u> | <u>100</u> |

7. HOLDING COMPANIES

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

The ultimate holding and controlling company is Compagnie de Saint-Gobain, incorporated in France. The intermediate holding company is Saint-Gobain Building Distribution Limited (formerly Meyer International PLC), incorporated in the UK.

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