



**THOMAS ROBERTS (WESTMINSTER)
LIMITED**

Report and Financial Statements

31 March 1996

**Deloitte & Touche
Hill House
1 Little New Street
London EC4A 3TR**



**REPORT AND FINANCIAL STATEMENTS 1996**

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REPORT AND FINANCIAL STATEMENTS 1996

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

J Roberts (Chairman)
P M Roberts (Deputy Chairman)
G H Hicks
P R Sirs
A R Tomkins

SECRETARY

G Thorley-Hemmings

REGISTERED OFFICE

5-6 The Square
Winchester
Hampshire SO23 9WE

AUDITORS

Deloitte & Touche
Chartered Accountants
Hill House
1 Little New Street
London EC4A 3TR

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the year ended 31 March 1996.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the Company is the management of its subsidiaries, which are mainly involved in the merchanting and distribution of timber and building materials, the production and application of road binders and blending and storage of liquid chemicals, electrical component distribution and property investment and property trading.

Following a review of the Group's property holdings during the year it was decided that some of them should be classified as trading properties as it was intended to develop them for subsequent sale to a third party. Accordingly these properties are now included in current assets under the stocks heading, being land and buildings held for development.

The results for 1995/96 show a small loss on ordinary activities before taxation due to a reduced contribution from discontinued operations, higher redundancy charges, bonus payments and reorganisation costs which include a large provision for the prospective closure of the road binders and liquid chemicals operation at Hertford.

It is hoped that the trading results of the Group will show an improved performance in 1996/97.

No further changes are anticipated in the Group's activities in 1996/97.

DIRECTORS AND THEIR INTERESTS

The names of the directors in office at the date of this report are shown on page 1 all of whom served throughout the year.

The interests of the directors in the share capital of the Company as at the beginning of the financial year and at the end of the financial year and as notified as at those dates by the directors for the purpose of the Companies Act 1985, and inclusive of family and trust interests, were as follows:

	31 March 1996	31 March 1995
Ordinary shares		
J Roberts	84,300	84,300
P M Roberts	35,077	35,077
	*49,217	*49,217
Remaining directors	-	-
Preference shares		
J Roberts	150,000	150,000
P M Roberts	*200,000	*200,000
Remaining directors		-

* In trust

During the year no director had any beneficial interest in the share capital of subsidiaries of Thomas Roberts (Westminster) Limited, other than through the Company.

RESULTS AND APPROPRIATIONS

The consolidated profit and appropriations for the year to 31 March 1996 are set out on page 6. Retained profits of £16,000 (1995: £1,442,000) have been transferred to reserves.

FIXED ASSETS

Details of the changes in fixed assets are shown in notes 7 and 8 to the accounts.

**DIRECTORS' REPORT****CHARITABLE AND POLITICAL CONTRIBUTIONS**

During the year the Group contributed £8,415 (1995: £671) to charitable organisations in the United Kingdom. No political contributions were made in the year.

AUDITORS

On 1 February 1996 our auditors changed the name under which they practise to Deloitte & Touche and accordingly, have signed their report in their new name. A resolution for the reappointment of Deloitte & Touche as auditors of the Company is to be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors
and signed on behalf of the Board

G Thorley-Hemmings

27th November 1996

**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 as at the end of the financial year 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 judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed;
- prepare the financial statements on a going concern basis unless it is inappropriate to presume that the Group will continue in business.

The directors are responsible for keeping proper accounting records, for safeguarding the assets of the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.



Chartered Accountants

Deloitte & Touche
Hill House
1 Little New Street
London EC4A 3TR

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AUDITORS' REPORT TO THE MEMBERS OF

THOMAS ROBERTS (WESTMINSTER) LIMITED

We have audited the financial statements on pages 6 to 24 which have been prepared under the accounting policies set out on pages 12 and 13.

Respective responsibilities of directors and auditors

As described on page 4 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 judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Company's and the Group'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 March 1996 and of the profit of the Group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Chartered Accountants and Registered Auditors

27th November 1996


CONSOLIDATED PROFIT AND LOSS ACCOUNT
Year ended 31 March 1996

	Note	£'000	1996 £'000	£'000	1995 £'000
TURNOVER					
Continuing operations	2	19,058		18,964	
Discontinued operations	2	3,856		33,011	
			22,914		51,975
Cost of sales	2		(19,970)		(44,546)
GROSS PROFIT			2,944		7,429
Distribution costs			(1,402)		(2,402)
Administrative expenses			(3,902)		(3,949)
Other operating income			604		694
OPERATING (LOSS)/PROFIT					
Continuing operations	2	(2,507)		410	
Discontinued operations	2	751		1,362	
			(1,756)		1,772
Income from investments			100		-
Loss on sale of properties held as fixed assets			-		(32)
Profit on sale of investments held as fixed assets			5		-
Profit on sale of discontinued operations			794		418
			(857)		2,158
Interest receivable	3		798		365
Interest payable	3		(19)		(29)
(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION			(78)		2,494
Tax on (loss)/profit on ordinary activities	5		498		(816)
PROFIT OF THE GROUP attributable to the members of Thomas Roberts (Westminster) Limited			420		1,678
DIVIDENDS					
Preference shares	6	67		67	
Interim dividends on ordinary shares for the year to 31 March 1996 £2 (1995 - £1)		337		169	
			(404)		(236)
RETAINED (LOSS)/PROFIT FOR THE YEAR					
Parent		(244)		1,949	
Subsidiaries		260		(507)	
	15		16		1,442

A statement of movements on reserves is shown in note 15.

There are no recognised gains or losses for the current financial year and preceding financial year other than as stated in the profit and loss account.


CONSOLIDATED BALANCE SHEET
31 March 1996

	Note	£'000	1996 £'000	1995 £'000
FIXED ASSETS				
Tangible assets	7		10,461	17,214
Other investments	8		2,929	857
			<u>13,390</u>	<u>18,071</u>
CURRENT ASSETS				
Stocks	9	4,927		4,927
Debtors:				
Amount falling due within one year	10	3,958		9,408
Amounts falling due after more than one year	11	-		175
Investments	12	-		33
Cash at bank and in hand		14,305		7,986
		<u>23,190</u>		<u>22,529</u>
CREDITORS: amounts falling due within one year	13	(5,983)		(7,930)
NET CURRENT ASSETS			<u>17,207</u>	<u>14,599</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			30,597	32,670
CREDITORS: amounts falling due after more than one year	13		(504)	(539)
PROVISIONS FOR LIABILITIES AND CHARGES	14		(806)	(618)
			<u>29,287</u>	<u>31,513</u>
SHARE CAPITAL AND RESERVES CALLED UP SHARE CAPITAL				
Non equity share capital		1,200		1,200
Equity share capital		<u>169</u>		<u>169</u>
			1,369	1,369
RESERVES	15			
Share premium		4,314		4,314
Revaluation reserve		6,968		8,651
Other reserves		1,488		1,488
Profit and loss account		<u>15,148</u>		<u>15,691</u>
			<u>27,918</u>	<u>30,144</u>
TOTAL SHAREHOLDERS' FUNDS ATTRIBUTABLE TO EQUITY AND NON EQUITY INTERESTS	16		<u>29,287</u>	<u>31,513</u>

These financial statements were approved by the Board of Directors on 27th November 1996.

Signed on behalf of the Board of Directors

A R Tomkins

)

) Directors

J Roberts

)

A. R. Tomkins
James Roberts

BALANCE SHEET
31 March 1996

	Note	£'000	1996 £'000	1995 £'000
FIXED ASSETS				
Tangible assets	7		100	132
Investments:				
Shares in subsidiary companies at cost less amounts written off			7,176	7,176
Other investments	8		78	78
			<u>7,354</u>	<u>7,386</u>
CURRENT ASSETS				
Debtors:				
Amounts falling due within one year	10	4,352		6,191
Amounts falling due after more than one year	11	1,450		2,610
Cash at bank and in hand		13,827		5,739
			<u>19,629</u>	<u>14,540</u>
CREDITORS: amounts falling due within one year	13	(9,038)		(3,714)
NET CURRENT ASSETS			<u>10,591</u>	<u>10,826</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			17,945	18,212
CREDITORS: amounts falling due after more than one year	13		(338)	(361)
			<u>17,607</u>	<u>17,851</u>
CALLED UP SHARE CAPITAL				
Authorised:				
1,500,000 8% Cumulative Preference shares of £1 each		1,500		1,500
300,000 Ordinary shares of £1 each		300		300
		<u>1,800</u>		<u>1,800</u>
Called up and fully paid:				
Non equity share capital				
1,200,000 Preference shares of £1 each			1,200	1,200
Equity share capital				
168,594 Ordinary shares of £1 each			169	169
			<u>1,369</u>	<u>1,369</u>
RESERVES				
Share premium	15		4,314	4,314
Profit and loss account	15		11,924	12,168
TOTAL SHAREHOLDERS' FUNDS ATTRIBUTABLE TO EQUITY AND NON EQUITY INTERESTS	16		<u>17,607</u>	<u>17,851</u>

The financial statements were approved by the Board of Directors on 27th November 1996.

Signed on behalf of the Board of Directors

A R Tomkins

)

) Directors

J Roberts

)

A. R. Tomkins
James Roberts


CONSOLIDATED CASH FLOW STATEMENT
Year ended 31 March 1996

	Note	1996 £'000	1995 £'000
Net cash inflow from operating activities	a	3,673	2,028
Returns on investments and servicing of finance			
Income from investments		100	-
Interest received		798	365
Interest paid		(19)	(29)
Dividends paid		(404)	(236)
Net cash inflow from returns on investments and servicing of finance		475	100
Taxation			
Corporation tax (paid) received (including advance corporation tax)		(453)	134
Tax (paid) received		(453)	134
Investing activities			
Payments to acquire tangible fixed assets		(1,082)	(943)
Receipts from sales of tangible fixed assets		248	1,669
Proceeds from sales of businesses	22	5,074	4,326
Purchase of investments		(2,072)	(870)
Net cash inflow from investing activities		2,168	4,182
Financing			
Capital element of finance lease rental payments		(18)	(18)
Increase in cash and cash equivalents	b,c	5,845	6,426


NOTES TO THE CASH FLOW STATEMENT
Year ended 31 March 1996
a. RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	1996 £'000	1995 £'000
Operating (loss)/profit	(1,756)	1,772
Depreciation	923	1,377
Profit on sale of investments held as fixed assets	5	-
Profit on sale of fixed assets	(63)	(67)
Provision charged/(utilised) re reorganisation costs	586	161
Provision (credited)/charged re pension costs	(35)	51
Write down of investments	-	54
Decrease in stocks	205	2,056
Decrease/(increase) in debtors	5,625	(388)
Decrease in creditors	(1,817)	(2,988)
Net cash inflow from operating activities	<u>3,673</u>	<u>2,028</u>

b. ANALYSIS OF CHANGES IN CASH AND CASH EQUIVALENTS DURING THE YEAR

	1996 £'000	1995 £'000
Balance at 1 April 1995	7,677	1,251
Net cash inflow	<u>5,845</u>	<u>6,426</u>
Balance at 31 March 1996	<u>13,522</u>	<u>7,677</u>

c. ANALYSIS OF THE BALANCE OF CASH AND CASH EQUIVALENTS AS SHOWN IN THE BALANCE SHEET

	1996 £'000	Change in year £'000	1995 £'000	Change in year £'000	1994 £'000
Cash at bank and in hand	14,305	6,319	7,986	6,334	1,652
Investments	-	(33)	33	4	29
Indebtedness to bankers	(783)	(441)	(342)	88	(430)
	<u>13,522</u>	<u>5,845</u>	<u>7,677</u>	<u>6,426</u>	<u>1,251</u>



RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS
Year ended 31 March 1996

	1996 £'000	1995 £'000
Profit for the financial year	420	1,678
Dividends	(404)	(236)
Revaluation of investment properties	1,062	-
Elimination of revaluation reserve on appropriation to stock	(2,521)	-
Permanent diminution in value of property	(783)	-
	<hr/>	<hr/>
Net (deduction)/addition to shareholders' funds	(2,226)	1,442
Opening shareholders' funds	<hr/> 31,513	<hr/> 30,071
Closing shareholders' funds	<hr/> <hr/> 29,287	<hr/> <hr/> 31,513

**NOTES TO THE ACCOUNTS**
Year ended 31 March 1996**1. ACCOUNTING POLICIES**

The financial statements are prepared in accordance with applicable accounting standards. The particular accounting policies adopted are described below.

Accounting convention

The financial statements are prepared under the historical cost convention as modified by the revaluation of freehold land and buildings.

Basis of consolidation

The consolidated profit and loss account and balance sheet include the accounts of the Company and all its subsidiaries up to 31 March 1996.

In accordance with the concessions granted under S230 of the Companies Act 1985, no profit and loss account is presented for the Company. A profit after taxation amounting to £159,539 (1995 - profit £2,185,364) has been dealt with in the financial statements of the Company.

Deferred taxation

Provision for deferred taxation is made in respect of the reduction of tax liabilities arising from accelerated capital allowances and other timing differences, except where such timing differences are expected to continue in the foreseeable future. The amounts provided have been calculated at the Corporation Tax rate expected to apply when the tax liabilities crystallise.

Tangible assets and depreciation

Tangible assets are stated at cost to the Group, other than certain freehold land and buildings and investment property which are stated at professional valuation as described in note 7.

Investment property is included in the balance sheet at open market value. Any surplus or deficit arising is dealt with in the revaluation reserve. No depreciation is provided in respect of investment property. This departure from the requirements of the Companies Act 1985, which requires all properties to be depreciated, is necessary for the accounts to show a true and fair view in accordance with applicable accounting standards.

Depreciation is provided on all tangible assets except freehold land and investment property. The cost of leasehold properties is amortised over the period of the leases. Freehold buildings and plant and equipment are depreciated on a straight line basis over their estimated useful lives. The principal rates of depreciation are:

Freehold buildings	1 - 20%
Commercial vehicles	14¼ - 20%
Motor cars	20 - 25%
Other plant and equipment	5 - 25%

Investments

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

Current asset investments are stated at the lower of cost and net realisable value.

Leases

Assets held under finance leases and hire purchase contracts are capitalised at their fair value on the inception of the leases and depreciated over their estimated useful lives. The finance charges are allocated over the period of the lease in proportion to the capital amount outstanding.

Rentals are charged to profit and loss in equal annual amounts over the lease term.


NOTES TO THE ACCOUNTS
Year ended 31 March 1996
1. ACCOUNTING POLICIES (CONTINUED)
Stocks and work in progress

Stocks and work in progress are valued at the lower of cost and net realisable value. Cost includes, where appropriate, a proportion of attributable manufacturing overheads. On short-term contracts turnover and profit are recognised when such contracts are completed.

Land held for development comprises land and buildings purchased for development valued at cost plus attributable outgoings and land and buildings transferred from fixed assets at book value plus attributable outgoings.

Pension costs

The Group operates a defined benefit pension scheme.

In accordance with the provisions of SSAP 24, pension costs are charged against the profit and loss account in a systematic manner over the service lives of the employees in the scheme. Total pension costs comprise:

- (a) The regular pension cost, that is the consistent ongoing cost, calculated as a level percentage of the current and expected future pensionable payroll.
- (b) Variations from the regular cost, arising from pension scheme surpluses or deficits allocated over the expected remaining service lives of employees in the pension scheme.

Any difference between the amounts charged in the profit and loss account and the amounts payable to the pension scheme for the year are recorded as creditors or prepayments as appropriate.

2. TURNOVER AND OPERATING (LOSS)/PROFIT

	1996		1995	
	Turnover	Operating	Turnover	Operating
	£'000	(loss)/profit	£'000	profit
		£'000		£'000
Timber and building materials - UK	8,452	81	8,988	44
Road binders and liquid chemicals - UK	7,443	(399)	6,142	263
Other group activities	3,163	(2,189)	3,834	103
	<u>19,058</u>	<u>(2,507)</u>	<u>18,964</u>	<u>410</u>
Discontinued activities	3,856	751	33,011	1,362
	<u>22,914</u>	<u>(1,756)</u>	<u>51,975</u>	<u>1,772</u>

Sale of land held as stock for £nil (1995: £725,000) at a profit before taxation of £nil (1995: £121,682) is included in "other group activities" above.

	1996			1995		
	Continuing	Dis-	Total	Continuing	Dis-	Total
	£'000	continued	£'000	£'000	continued	£'000
		£'000			£'000	
Cost of sales	<u>17,305</u>	<u>2,665</u>	<u>19,970</u>	<u>16,447</u>	<u>28,099</u>	<u>44,546</u>
Distribution costs	<u>876</u>	<u>526</u>	<u>1,402</u>	<u>970</u>	<u>1,432</u>	<u>2,402</u>
Administrative expenses	<u>3,988</u>	<u>(86)</u>	<u>3,902</u>	<u>1,831</u>	<u>2,118</u>	<u>3,949</u>


NOTES TO THE ACCOUNTS
Year ended 31 March 1996
3. OPERATING PROFIT

	1996 £'000	1995 £'000
Operating profit is after charging:		
Depreciation on tangible fixed assets		
- owned	910	1,356
- held under finance lease and hire purchase contracts	13	21
Auditors' remuneration for audit services	59	80
Auditors' remuneration for non-audit services	11	14
Hire of plant and equipment	294	1,963
Reorganisation and redundancy costs	1,032	689
	<u> </u>	<u> </u>
Other operating income		
Rent receivable less property costs	604	694
	<u> </u>	<u> </u>
Interest payable		
Short term bank and loan interest	(17)	(25)
Interest charges on finance leases and hire purchase contracts	(2)	(4)
	<u> </u>	<u> </u>
	(19)	(29)
	<u> </u>	<u> </u>
Interest receivable		
Interest receivable on short term deposits	798	365
	<u> </u>	<u> </u>

4. EMPLOYEES' AND DIRECTORS' REMUNERATION

	1996 No.	1995 No.
The average number of persons employed by the Group (including directors) during the year was as follows:		
Timber - UK	109	124
Roads and public works - UK	130	344
Other group activities and administration	51	52
	<u> </u>	<u> </u>
	290	520
	<u> </u>	<u> </u>
Staff costs	£'000	£'000
Wages and salaries	6,310	8,020
Social security costs	568	901
	<u> </u>	<u> </u>
	6,878	8,921
	<u> </u>	<u> </u>
Staff costs include the following remuneration in respect of directors:		
Remuneration for services as directors	1,928	471
	<u> </u>	<u> </u>


NOTES TO THE ACCOUNTS
Year ended 31 March 1996
4. EMPLOYEES' AND DIRECTORS' REMUNERATION (continued)

	1996 £'000	1995 £'000
The emoluments of the directors excluding pension contributions were as follows:		
Chairman and highest paid director	1,673	228
Remuneration of directors other than the Chairman were in the following bands:	No.	No.
£ 25,001 - £ 30,000	1	1
£ 30,001 - £ 35,000	1	1
£ 85,001 - £ 90,000	1	1
£ 90,001 - £ 95,000	-	1
£ 105,001 - £ 110,000	1	-

5. TAX ON PROFIT ON ORDINARY ACTIVITIES

	1996 £'000	1995 £'000
Taxation on current year's results:		
UK Corporation tax at 33% (1995 - 33%)	44	806
Deferred taxation	(427)	(44)
Tax on franked investment income	7	-
	(376)	762
Prior year adjustments:		
Deferred taxation	29	-
UK Corporation tax	(151)	54
	(498)	816

The tax charge for the year is low because of the availability of indexation allowance in calculating the tax payable on the profit on disposals of properties.

6. PREFERENCE DIVIDEND

The preference dividend is paid at 5.6% to which is added the related tax credit.


NOTES TO THE ACCOUNTS
Year ended 31 March 1996
7. TANGIBLE FIXED ASSETS

Group	Land and buildings			Plant, equipment and vehicles £'000	Total £'000
	Freehold investment property £'000	Freehold £'000	Short leasehold £'000		
Cost or valuation					
At 1 April 1995	6,852	8,686	39	14,643	30,220
Additions	136	53	-	893	1,082
Transfer	-	44	-	(44)	-
Revaluation adjustment	1,062	-	-	-	1,062
Disposal of businesses	-	(1,991)	-	(6,040)	(8,031)
Appropriation to stock	(2,700)	(2,419)	-	-	(5,119)
Disposals	-	-	-	(715)	(715)
Permanent diminution in value	-	(783)	-	-	(783)
At 31 March 1996	5,350	3,590	39	8,737	17,716
Accumulated depreciation					
At 1 April 1995	-	1,863	39	11,104	13,006
Charge for the year	-	222	-	701	923
Transfer	-	22	-	(22)	-
Disposal of businesses	-	(608)	-	(4,957)	(5,565)
Appropriation to stock	-	(576)	-	-	(576)
Disposals	-	-	-	(533)	(533)
At 31 March 1996	-	923	39	6,293	7,255
Net book value					
At 31 March 1996	5,350	2,667	-	2,444	10,461
At 31 March 1995	6,852	6,823	-	3,539	17,214


NOTES TO THE ACCOUNTS
Year ended 31 March 1996
7. TANGIBLE FIXED ASSETS (continued)

	Land and buildings		Plant, equipment and vehicles	Total
	Freehold £'000	Short leasehold £'000	£'000	£'000
Parent Company				
Cost or valuation				
At 1 April 1995	76	39	442	557
Additions	-	-	12	12
Transfer from subsidiary company	-	-	15	15
Disposals	-	-	(75)	(75)
At 31 March 1996	76	39	394	509
Accumulated depreciation				
At 1 April 1995	21	39	365	425
Charge for the year	1	-	40	41
Transfer from subsidiary company	-	-	15	15
Disposals	-	-	(72)	(72)
At 31 March 1996	22	39	348	409
Net book value				
At 31 March 1996	54	-	46	100
At 31 March 1995	55	-	77	132

The investment property has been valued as at 31 March 1996 by Drivers Jonas, Chartered Surveyors, on the basis of The Statement of Asset Valuation Practice and Guidance Notes issued by the Royal Institution of Chartered Surveyors. The basis of valuation is open market value as defined by these Guidance Notes.

A professional valuation of freehold land and buildings in 1981 of £1,954,000 is included in the above Group figures. All other assets are stated at cost. On an historical cost basis freehold land and buildings and investment property would be included at:

	1996 £'000	1995 £'000
Cost	4,560	8,257
Less: aggregate depreciation	(2,059)	(2,757)
Net book value	2,501	5,500

The net book value of the Group's tangible fixed assets includes £2,000 (1995 - £17,000) in respect of assets held under finance leases and hire purchase contracts.

Assets costing £4,498,000 (1995 - £7,820,000) have been fully depreciated and are still in use by the Group (including Parent Company £302,000 (1995 - £253,000)).


NOTES TO THE ACCOUNTS
Year ended 31 March 1996
8. INVESTMENTS HELD AS FIXED ASSETS - OTHER INVESTMENTS

	Group £'000	Parent Company £'000
At 1 April 1995	857	78
Additions	2,407	-
Disposals	(335)	-
	<u>2,929</u>	<u>78</u>
At 31 March 1996	<u>2,929</u>	<u>78</u>
	1996 £'000	1995 £'000
At net book value:		
Listed UK investments	1,977	624
Listed overseas investments	911	192
Unlisted investments	41	41
	<u>2,929</u>	<u>857</u>
At market value:		
Listed UK investments	2,261	638
Listed overseas investments	1,065	192
	<u>3,326</u>	<u>830</u>

9. STOCKS AND WORK IN PROGRESS

	1996 £'000	1995 £'000
Raw materials and consumable stores	156	540
Work in progress	59	60
Saleable products	2,009	3,646
Land and buildings held for development	2,703	681
	<u>4,927</u>	<u>4,927</u>


NOTES TO THE ACCOUNTS
Year ended 31 March 1996
10. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group		Parent Company	
	1996	1995	1996	1995
	£'000	£'000	£'000	£'000
Trade debtors	2,800	6,404	-	-
Amounts owed by Group Companies	-	-	3,186	3,847
Other debtors	755	2,402	407	2,277
Prepayments and accrued income	403	602	56	29
ACT and corporation tax recoverable	-	-	101	38
Group relief receivable	-	-	602	-
	<u>3,958</u>	<u>9,408</u>	<u>4,352</u>	<u>6,191</u>

11. DEBTORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	Group		Parent Company	
	1996	1995	1996	1995
	£'000	£'000	£'000	£'000
Amounts falling due after more than one year:				
Amounts owed by Group Companies	-	-	1,450	2,435
Prepayments and accrued income	-	175	-	175
	<u>-</u>	<u>175</u>	<u>1,450</u>	<u>2,610</u>

12. INVESTMENTS

	1996	1995
	£'000	£'000
Listed UK investments (Market value £nil)	<u>-</u>	<u>33</u>


NOTES TO THE ACCOUNTS
Year ended 31 March 1996
13. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group		Parent Company	
	1996	1995	1996	1995
	£'000	£'000	£'000	£'000
Amounts falling due within one year:				
Indebtedness to bankers	783	342	-	-
Trade creditors	1,418	3,586	-	-
Amounts owed to Group Companies	-	-	6,938	3,289
Advance corporation tax and corporation tax	108	661	77	53
Other taxes and social security costs	231	547	-	93
Other creditors	1,085	1,444	196	234
Accruals and deferred income	2,353	1,327	1,827	45
Finance leases and hire purchase contracts	5	23	-	-
	<u>5,983</u>	<u>7,930</u>	<u>9,038</u>	<u>3,714</u>
Amounts falling due after more than one year:				
Pension liability	<u>504</u>	<u>539</u>	<u>338</u>	<u>361</u>

14. PROVISIONS FOR LIABILITIES AND CHARGES

	Provision for reorganisation costs	Deferred taxation	Total
	£'000	£'000	£'000
At 1 April 1995	220	398	618
Movements for the year	(34)	-	(34)
Charged/(credited) for the year in the profit and loss account	<u>620</u>	<u>(398)</u>	<u>222</u>
At 31 March 1996	<u>806</u>	<u>-</u>	<u>806</u>

The amounts provided in full represent deferred taxation attributable to:

	1996	1995
	£'000	£'000
Excess of tax allowances over depreciation	297	486
Timing differences related to pension costs	(166)	(177)
Other timing differences	(270)	(50)
Capital gains rolled over	<u>139</u>	<u>139</u>
	<u>-</u>	<u>398</u>

The sale of investment property at the revalued amount would be expected to give rise to a potential liability to tax of £300,000.


NOTES TO THE ACCOUNTS
Year ended 31 March 1996
15. RESERVES

	Share premium account £'000	Reval- uation reserve £'000	Other reserves £'000	Profit and loss account £'000	Total £'000
Group					
At 1 April 1995	4,314	8,651	1,488	15,691	30,144
Retained profit of the year	-	-	-	16	16
Revaluation of investment properties	-	1,062	-	-	1,062
Reserves realised in the year	-	(287)	-	287	-
Elimination on appropriation to stock					
- surplus on prior revaluation	-	(2,521)	-	-	(2,521)
- deficit on prior revaluations	-	846	-	(846)	-
Permanent diminution in value of properties	-	(783)	-	-	(783)
At 31 March 1996	<u>4,314</u>	<u>6,968</u>	<u>1,488</u>	<u>15,148</u>	<u>27,918</u>
Parent Company					
At 1 April 1995	4,314	-	-	12,168	16,482
Retained loss of the year	-	-	-	(244)	(244)
At 31 March 1996	<u>4,314</u>	<u>-</u>	<u>-</u>	<u>11,924</u>	<u>16,238</u>

Out of the total reserves at 31 March 1996 £15,148,000 (1995 - £15,691,000) is available for distribution by the Group and £11,924,000 (1995 - £12,168,000) by the Parent Company respectively.

The revaluation reserve at 31 March 1996 includes £4,963,000 relating to the revaluation of investment property.

16. SHAREHOLDERS' FUNDS

	1996 £'000	1995 £'000
Consolidated Balance Sheet		
Shareholders' funds are attributable to:		
Non equity shareholders	1,200	1,200
Equity shareholders	<u>28,087</u>	<u>30,313</u>
	<u>29,287</u>	<u>31,513</u>
	1996 £'000	1995 £
Balance Sheet		
Shareholders' funds are attributable to:		
Non equity shareholders	1,200	1,200
Equity shareholders	<u>16,407</u>	<u>16,651</u>
	<u>17,607</u>	<u>17,851</u>

**NOTES TO THE ACCOUNTS****Year ended 31 March 1996****17. PENSION COSTS**

The Group operates a pension scheme providing benefits based on final pensionable pay. The assets of the scheme are held separately from those of the Group in a trustee administered fund. The pension cost charged to the profit and loss account is calculated by the actuary so as to spread the cost of pensions over the employees' service lives with the Group. The pension costs are based on the most recent actuarial review which was completed with an effective date of 5 April 1995.

The projected unit method was used in the review and it was assumed that over the long term the rate of investment return would exceed salary increases by 0.5% per annum.

The ongoing pension refund credited to the profit and loss account for the year was £35,000 (1995 - charge of £51,000). This credit (1995 - cost) was after the reduction of £405,000 (1995 - £518,000) in respect of the annual amortisation of the pension scheme surplus allocated over the average remaining service lives of the employees in the scheme.

The total market value of the scheme's assets as at the review date was £35,100,000 and actuarial value of those assets represented 145% of the liability for benefits accrued for service to the review date. A proposal has been submitted to the Occupational Pensions Board seeking approval to use part of the surplus for improvement of members' benefits and for some of the remaining surplus to be repaid to the Company.

18. CAPITAL COMMITMENTS

Contracted for but not provided in the accounts: Group £80,000 (1995 - £68,000), Parent Company £Nil (1995 - £Nil). Authorised by the directors but not contracted for: Group £Nil (1995 - £Nil), Parent Company £Nil (1995 - £Nil).

19. CONTINGENT LIABILITIES

Parent Company - in respect of bank borrowings and other liabilities relating to subsidiary companies guaranteed by the Parent Company £1,257,000 (1995 - £1,281,000).

20. LOAN TO OFFICER

At 31 March 1996 a loan to an officer of the company of £175,000 (1995 - £nil) was outstanding.


NOTES TO THE ACCOUNTS
Year ended 31 March 1996
21. SUBSIDIARY COMPANIES

The subsidiaries which, in the opinion of the directors, principally affect the results of the Group are as follows:

	Proportion held of Issued Equity Capital by Thomas Roberts (Westminster) Limited %
Aynho Estates Limited Property trading	100
Burt Boulton (Construction) Limited Public works contractor	100
Burt Boulton Holdings Limited Property investment and property trading	100
Constable Hart & Co. Limited Public works contractor	100
Fillcrete Limited Specialist building material distributor	100
Kempston Components Limited Electrical component distributor	100
South Western Tar Distilleries Limited Road binders production and application, blending and storage of liquid chemicals	100
Spun Concrete Limited Pre-cast concrete manufacturer	100
Wheelers Limited Timber and builders' merchant	100

All the above subsidiaries are wholly owned and registered in England and Wales.


NOTES TO THE ACCOUNTS
Year ended 31 March 1996
22. DISPOSAL OF BUSINESS AND SUBSIDIARY COMPANY

	1996 £'000	1995 £'000
Analysis of disposals:		
Tangible fixed assets	2,463	1,424
Stocks	1,817	2,361
Debtors	-	789
Creditors	-	(606)
Provisions	-	(60)
	<hr/>	<hr/>
Net assets disposed of	4,280	3,908
Profit on disposal	794	418
	<hr/>	<hr/>
	5,074	4,326
	<hr/>	<hr/>
Satisfied by:		
Cash received net of expenses	5,074	1,726
Repayment of loans from Group		
Company	-	2,600
	<hr/>	<hr/>
	5,074	4,326
	<hr/>	<hr/>

During the year the Group disposed of the tangible fixed assets and business of Spun Concrete Limited.