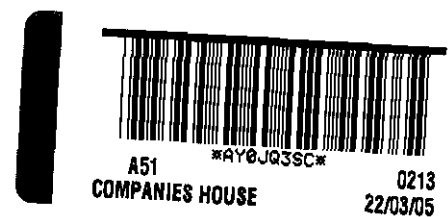


DIRECTORS' REPORT AND FINANCIAL STATEMENTS

THOMAS MARSHALL (LOXLEY) LTD

FOR THE YEAR ENDED 31 DECEMBER 2004

COMPANY NO: 322439



THOMAS MARSHALL (LOXLEY) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2004

The directors have pleasure in presenting their report and the financial statements for the year ended 31 December 2004.

PRINCIPAL ACTIVITY

The company did not trade during the year.

DIVIDENDS

The directors do not recommend the payment of a dividend (year ended 31 December 2003: £ nil). The retained profit for the year is £ nil (year ended 31 December 2003: £ nil).

DIRECTORS AND DIRECTORS' INTERESTS

The directors who held office during the year were as follows:

JP Malherbe	-	Resigned 31 st August 2004
J O Anderson		
BR Elliston	-	Appointed 31 st August 2004

None of the directors who held office at the end of the financial year held any disclosable interest in the shares of the company. The interests of directors in the share capital of the company's ultimate holding company, Cookson Group plc, were as follows:

	2004 £	2003 £
JO Anderson	23,831	23,831
BR Elliston	63,810	65,078

In addition to the interests listed above, the following directors hold options to subscribe for ordinary shares of the ultimate holding company:

	At 31 st December 2003 £	Options granted during period £	Options lapsed during period £	At 31 December 2004 £
JO Anderson	1,174,213	88,640	(6,394)	1,256,459
BR Elliston	1,288,772	185,766	(30,792)	1,443,746

By order of the Board


R M SYKES
Secretary

2 Midland Way
Barlborough Links
Barlborough
Derbyshire
S43 4XA

21st March 2005

THOMAS MARSHALL (LOXLEY) LIMITED

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 of the profit or loss for that year. 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 inappropriate 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 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.

THOMAS MARSHALL (LOXLEY) LIMITED

BALANCE SHEET – 31 DECEMBER 2004

	Notes	2004	2003
		£	£
FIXED ASSETS			
Tangible assets	2	11,241	11,241
CURRENT ASSETS			
Debtors	3	6,538,156	6,538,156
NET ASSETS		<u>6,549,397</u>	<u>6,549,397</u>
CAPITAL AND RESERVES			
Called up share capital	4	1,841,130	1,841,130
Capital reserve	5	1,113,684	1,113,684
Profit and loss account	6	<u>3,594,583</u>	<u>3,594,583</u>
		<u>6,549,397</u>	<u>6,549,397</u>
SHAREHOLDERS' FUNDS			
Shareholders' funds comprise:		6,349,397	6,349,397
Equity – ordinary shares		<u>200,000</u>	<u>200,000</u>
Non-Equity – preference shares		<u>6,549,397</u>	<u>6,549,397</u>

The company has remained dormant (S.252) throughout the year.


For the year ended 31st December 2004 the company was entitled to exemption under section 249AA(1) of the Companies Act 1985.

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

The directors acknowledge their responsibility for:

- Ensuring the company keeps accounting records which comply with section 221;
- Preparing accounts which give a true and fair view of the state of affairs for the company as at the end of its financial year, and of its profit and loss for the financial year 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.

Approved by the board on 21st March 2005 and signed on its behalf by:-



J O Anderson – Director

The notes on pages 5 to 7 form part of these financial statements.

THOMAS MARSHALL (LOXLEY) LIMITED

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2004

1. ACCOUNTING POLICIES

Summary of the principal accounting policies, all of which have been applied consistently throughout the period and the preceding year are set out below.

Basis of Accounting

The financial statements have been prepared in accordance with applicable Accounting Standards under the historical cost convention. Under Financial Reporting Standard 1 (revised) the company is exempt from the requirement to prepare a cash flow statement on the grounds that it is a wholly owned subsidiary undertaking and a group cash flow statement is included in the financial statements of the holding company.

Depreciation

Freehold land is not depreciated.

2. TANGIBLE ASSETS

	Total
	£
COST	
At start and end of year	11,246
DEPRECIATION	
At start and end of year	<u>5</u>
NET BOOK VALUE	
At start and end of year	<u>11,241</u>

Land and buildings include a short leasehold property, the amount of which at 31 December 2004 is:

	Cost	Depreciation	Net Book Value
	£	£	£
Short leasehold	<u>1,199</u>	<u>Nil</u>	<u>1,199</u>

THOMAS MARSHALL (LOXLEY) LIMITED

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2004

3. DEBTORS

	2004	2003
	£	£
Amounts due from parent undertaking	<u>6,538,156</u>	<u>6,538,156</u>

4. CALLED-UP SHARE CAPITAL

	2004	2003
	£	£
Ordinary shares of 25p each Authorised – 9,200,000 shares	<u>2,300,000</u>	<u>2,300,000</u>
Allotted, called-up and fully paid – 6,564,520 shares	<u>1,641,130</u>	<u>1,641,130</u>
7% (now 4.9% plus tax credit) Preference shares of £1 each Authorised – 200,000 shares	<u>200,000</u>	<u>200,000</u>
Allotted, called-up and fully paid – 200,000 shares	<u>200,000</u>	<u>200,000</u>

5. RESERVES

	2004	2003
		£
Share premium	813,511	813,511
Revaluation reserve	18,790	18,790
Other	<u>281,383</u>	<u>281,383</u>
	<u>1,113,684</u>	<u>1,113,684</u>

THOMAS MARSHALL (LOXLEY) LIMITED

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2004

6. PROFIT AND LOSS ACCOUNT

During the year, the company has not traded, has not incurred any liabilities and, consequently, has made neither profit nor loss. None of the directors received any emoluments in respect of his services to the company.

7. ULTIMATE HOLDING COMPANY

As the company is a wholly owned subsidiary undertaking of Vesuvius-Premier Refractories (Holdings) Limited, the company has taken advantage of the exemption contained in FRS8 and has therefore not disclosed transactions or balances with entities which form part of the group.

The company is a subsidiary undertaking of Cookson Group Plc incorporated in England.

The largest group in which the results of the company are consolidated is that headed by Cookson Group Plc, incorporated in England.

The consolidated accounts of this company are available to the public and may be obtained from Companies House, Crown Way, Maindy, Cardiff, CF4 3UZ. No other group accounts include the results of the company.