

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**

**THOMAS MARSHALL (LOXLEY) LTD**

**FOR THE YEAR ENDED 24 APRIL 1999**

**COMPANY NO: 322439**



# **THOMAS MARSHALL (LOXLEY) LIMITED**

## **DIRECTORS' REPORT FOR THE YEAR ENDED 24 APRIL 1999**

The directors have pleasure in presenting their report and the audited financial statements for the year ended 24 April 1999.

### **PRINCIPAL ACTIVITY**

The company did not trade during the year.

### **DIVIDENDS**

The directors do not recommend the payment of a dividend (1998: £nil). The retained profit for the year is £nil (1998: £nil).

### **DIRECTORS**

The following is a list of all persons who were directors of the company during the year:

S S Elbaum

B F Schut

S M Johnson

P L Franken

The interests of Mr S S Elbaum, Mr B F Schut and Mr S M Johnson in the issued share and loan capital of group companies are disclosed in the proxy statement filed with the Securities and Exchange Commission in New York, USA. Mr P L Franken's interests are disclosed in the financial statements of Premier Refractories Limited.

### **AUDITORS**

In accordance with Section 385 of the Companies Act 1985, a resolution for the re-appointment of Arthur Andersen as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

# **THOMAS MARSHALL (LOXLEY) LIMITED**

## **DIRECTORS' REPORT FOR THE YEAR ENDED 25 APRIL 1999**

### **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

Company law requires the directors to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the company and of the profit or loss 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 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.

By order of the Board



**R M SYKES**  
Secretary

Registered Office  
Swanwick Court  
Alfreton  
Derbyshire  
DE55 7AR

26 July 1999

# **AUDITORS' REPORT**

## **TO THE SHAREHOLDERS OF THOMAS MARSHALL (LOXLEY) LIMITED**

We have audited the financial statements on pages 5 to 8 which have been prepared under the historic cost convention and the accounting policies set out on page 6.

### **RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS**

As described on page 3, 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 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 the company's affairs as at 24 April 1999 and have been properly prepared in accordance with the Companies Act 1985.



**Arthur Andersen**  
Chartered Accountants and Registered Auditors

1 City Square  
Leeds  
LS1 2AL

26 July 1999

# THOMAS MARSHALL (LOXLEY) LIMITED

## BALANCE SHEET – 24 APRIL 1999

	Notes	April 1999 £	April 1998 £
<b>FIXED ASSETS</b>			
Tangible assets	3	11,241	11,241
 <b>CURRENT ASSETS</b>			
Debtors	4	6,538,156	6,538,156
 <b>NET ASSETS</b>		<u>6,549,397</u>	<u>6,549,397</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	5	1,841,130	1,841,130
Capital Reserve	6	1,113,684	1,113,684
Profit and loss account		<u>3,594,583</u>	<u>3,594,583</u>
		<u>6,549,397</u>	<u>6,549,397</u>
 <b>SHAREHOLDERS' FUNDS</b>			
Shareholders' Funds comprise:			
Equity – ordinary shares		6,349,397	6,349,397
Non-Equity – preference shares		<u>200,000</u>	<u>200,000</u>
		<u>6,549,397</u>	<u>6,549,397</u>

Approved by the board on 26 July 1999 and signed on its behalf by:-



**P L FRANKEN – Director**

**The notes on pages 6 to 8 form part of these financial statements.**

# THOMAS MARSHALL (LOXLEY) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS – 24 APRIL 1999

### 1. ACCOUNTING POLICIES

Summary of the principal accounting policies, all of which have been applied consistently throughout the year and the preceding period 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. DIRECTORS' EMOLUMENTS

No emoluments have been received by the directors in respect of their services as directors of the company (1998: £nil). Audit fees have been borne by the parent company.

### 3. TANGIBLE ASSETS

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

Land and buildings include a short leasehold property, the amount of which at 24 April 1999 is:

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

# THOMAS MARSHALL (LOXLEY) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS – 24 APRIL 1999

### 4. DEBTORS

	April 1999 £	April 1998 £
Amounts due from parent undertaking	<u>6,538,156</u>	<u>6,538,156</u>

### 5. CALLED-UP SHARE CAPITAL

	April 1999 £	April 1998 £
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 – 7,364,520 shares	<u>1,841,130</u>	<u>1,841,130</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>

### 6. RESERVES

	April 1999 £	April 1998 £
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 – 24 APRIL 1999**

### **7. ULTIMATE HOLDING COMPANY**

The ultimate holding company is The Alpine Group, Inc., a company registered in the United States of America and publicly traded on the New York Stock Exchange.

The largest group in which the results of the company are consolidated is that headed by The Alpine Group, Inc.. The consolidated accounts of The Alpine Group, Inc. may be obtained from 1790 Broadway, Suite 1500, New York, NY10019.

The smallest group in which the results of the company are consolidated is that headed by Premier Refractories (Holdings) Limited, a company registered in England and Wales. The consolidated financial statements of Premier Refractories (Holdings) Limited are available to the public from Companies House, Crown Way, Maindy, Cardiff, CF4 3UZ.

### **8. RELATED PARTY TRANSACTIONS**

As the company is a wholly owned subsidiary of 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.