Company Number: 687831

TERRAPIN LIMITED

ABBREVIATED FINANCIAL STATEMENTS

FOR THE 52 WEEKS ENDED 25 SEPTEMBER 1994



ABBREVIATED FINANCIAL STATEMENTS

FOR THE 52 WEEKS ENDED 25 SEPTEMBER 1994

Company Registration Number:

687831

Registered Office:

South House Bond Avenue Milton Keynes

MK1 1JJ

Directors:

P M Cheshire P T Gill T Mason M G McLellan G W M Orr N S Whitehouse

Secretary:

M P Holiday

Bankers:

Lloyds Bank Plc

Central Milton Keynes

Solicitors:

Jansons London

Fennemores

Central Milton Keynes

Auditors:

Grant Thornton Registered Auditors Chartered Accountants Central Milton Keynes

ABBREVIATED FINANCIAL STATEMENTS

FOR THE 52 WEEKS ENDED 25 SEPTEMBER 1994

INDEX	PAG	ŧΕ
Report of the directors	1 -	3
Report of the auditors	4 -	5
Accounting policies	6 -	8
Abbreviated profit and loss account		9
Abbreviated balance sheet	10 -	11
Notes to the abbreviated financial statements	12 -	21

REPORT OF THE DIRECTORS

The directors present their report together with financial statements for the 52 weeks ended 25 September 1994.

Principal activities

The company is principally engaged in the design, manufacture and construction of buildings and building components for sale, lease and contract hire.

Results and dividends

The profit for the period after taxation amounted to £148,400. The directors do not recommend payment of a dividend and the profit has been transferred to reserves.

Business review

The attached accounts show the results for the first trading period in which all the above activities have been undertaken by this Terrapin Group subsidiary following the Group's reorganisation which was explained in detail in the Directors' Report included as part of the Financial Statements for the year ended 26 September 1993.

The results show an increase in turnover and profit compared with the consolidated results of the respective subsidiaries for the previous year.

In view of the poor trading conditions which still prevail in the building industry, further steady progress will depend on sustained growth in the national economy.

Research and development

The company carries out research and development to ensure that its products remain competitive and, where appropriate, utilise the latest technologies.

Directors

The directors in office at the end of the year are listed overleaf. All served throughout the year, having been appointed to the Board on 26 September 1993 and this appointment confirmed at the 1994 Annual General Meeting. Messrs Cheshire and Orr retire by rotation and being eligible offer themselves for re-election.

REPORT OF THE DIRECTORS (CONTINUED)

Directors (continued)

No director had any interest in the shares of the company at 27 September 1993 or at 25 September 1994.

The interests of the directors in the shares of the parent undertaking as at 27 September 1993 and at 25 September 1994 were as follows:

27 September 1993 and 25 September 1994 Ordinary shares

	220
p M Cheshire	4
P T Gill	50
T Mason	100
M G McLellan	} Per parent undertaking's
G W M Orr	financial statements
N S Whitehouse]

No director had, during or at the end of the year, a material interest in any contract which was significant in relation to the company's business.

Directors' responsibilities for the financial statements

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 of the company for that period. In preparing those financial statements, the directors are required to:

- i select suitable accounting policies and then apply them consistently;
- ii make judgements and estimates that are reasonable and prudent;
- iii state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements
- iv 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, for safeguarding the assets of the company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

REPORT OF THE DIRECTORS (CONTINUED)

Fixed assets

Additions to fixed assets in the year totalled £93,606, with £537,746 being added to components held for hiring.

The net book amount of fixed assets sold or scrapped during the year was £165,496.

Auditors

A resolution concerning the re-appointment of Grant Thornton, who offer themselves for re-appointment as auditors in accordance with Section 385 of the Companies Act 1985, will be submitted to the forthcoming Annual General Meeting.

BY ORDER OF THE BOARD

M P Holiday Secretary

10 February 1995

REPORT OF THE AUDITORS
TO THE DIRECTORS OF TERRAPIN LIMITED
PURSUANT TO PARAGRAPH 24 OF SCHEDULE 8
TO THE COMPANIES ACT 1985

We have examined the abbreviated accounts on pages 6 to 21 together with the full financial statements of Terrapin Limited prepared under section 226 of the Companies Act 1985 for the period ended 25 September 1994.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the abbreviated accounts in accordance with Schedule 8 to the Companies Act 1985. It is our responsibility to form an independent opinion as to the company's entitlement to the exemptions claimed in the directors' statement on page 11 and whether the abbreviated accounts have been properly prepared in accordance with that Schedule.

Basis of opinion

We have carried out the procedures we considered necessary to confirm, by reference to the audited financial statements, that the company is entitled to the exemptions and that the abbreviated accounts have been properly prepared from those financial statements. The scope of our work for the purpose of this report does not include examining or dealing with events after the date of our report on the full financial statements.

Opinion

In our opinion the company is entitled under sections 246 to 249 of the Companies Act 1985 to the exemptions conferred by Section A of Part III of Schedule 8 to that Act, in respect of the period ended 25 September 1994, and the abbreviated accounts on pages 6 to 21 have been properly prepared in accordance with that Schedule.

On 26 January 1995 we reported, as auditors of Terrapin Limited, to the members on the full financial statements prepared under section 226 of the Companies Act 1985 for the period ended 25 September 1994 and our audit report was as follows:

"We have audited the financial statements on pages 5 to 19 which have been prepared under the accounting policies set out on pages 5 to 7.

Respective responsibilities of directors and auditors

As described on page 2 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, of those statements and to report our opinion to you.

REPORT OF THE AUDITORS
TO THE DIRECTORS OF TERRAPIN LIMITED
PURSUANT TO PARAGRAPH 24 OF SCHEDULE 8
TO THE COMPANIES ACT 1985 (CONTINUED)

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 25 September 1994 and of its profit for the period then ended and have been properly prepared in accordance with the Companies Act 1985."

GRANT THORNTON

REGISTERED AUDITORS CHARTERED ACCOUNTANTS Central Milton Keynes

10 February 1995

PRINCIPAL ACCOUNTING POLICIES

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

The principal accounting policies of the company have remained unchanged from the previous year, and are set out below.

Turnover

Turnover is the total amount receivable by the company for goods supplied and services provided, excluding VAT and trade discounts.

In the case of long term contracts, turnover reflects the contract activity in the period.

Operating lease income is taken to turnover in equal monthly instalments over the period of hire and amounts received in advance attributable to the subsequent accounting period are treated as deferred income.

Costs associated with hire contracts

Rehabilitation costs incurred in preparing components and building units for hire and the associated installation costs are treated as deferred charges and amortised on a straight line basis over the period of hire.

Annual estimates are made of the costs that will be incurred in dismantling and returning components at the termination of each contract and a provision is created by charging amounts to Profit and Loss Account on a straight line basis.

Depreciation

Depreciation is calculated to write down the cost of fixed assets by equal annual instalments over their expected useful lives.

The rates generally applicable are:

Motor vehicles 25% - 33% Furniture and equipment 10% - 50% Plant and machinery 20% - 33%

Research and development

Regularly recurring costs of development are written off as incurred.

PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Stocks and work in progress

Stocks and work in progress are stated at the lower of cost and net realisable value.

Long term contracts

The attributable profit on long-term contracts is recognised once their outcome can be assessed with reasonable certainty. The profit recognised reflects the proportion of work completed to date on the project.

Costs associated with long term contracts are included in stock to the extent that they cannot be matched with contract work accounted for as turnover.

Long term contract balances included in stocks are stated at cost after provision has been made for any foreseeable losses and the deduction of applicable payments on account.

Full provision is made for losses on all contracts in the year in which the loss its first foreseen.

Deferred taxation

Deferred tax is provided for under the liability method using the tax rates estimated to arise when the timing differences reverse, and is accounted for to the extent that it is probable that a liability or asset will crystallise. Unprovided deferred tax is disclosed as a contingent liability.

Components and building units for hiring

Components and building units for hiring are stated at cost less accumulated amortisation. Amortisation is calculated to write off the cost of a unit by equal monthly instalments over the estimated useful life of each of its principal components.

Leased assets

Assets held under finance leases and hire purchase contracts are capitalised in the balance sheet and depreciated over their expected useful lives. The interest element of the leasing payments represents a constant proportion of the capital balance outstanding and is charged to the profit and loss account over the period of the lease.

PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Leased assets (continued)

All other leases are regarded as operating leases and the payments made under them are charged to the profit and loss account on a straight-line basis over the lease term.

Finance leases

Transactions relating to the finance leasing of assets are recorded as an investment in finance lease debtor, recoverable over the lease term. Interest on the investment is calculated to provide an equal return over the lease term. Interest is included in the profit and loss account on a receivable basis.

Contributions to defined benefit pension scheme

The pension costs charged against profits are based on the actuarial methods and assumptions designed to spread the anticipated costs of providing benefits over the service lives of the employees entitled to receive them, so as to ensure that the regular costs of providing benefits represent a substantially level percentage of current and expected future payroll.

Variations from regular cost are spread over the expected remaining service lives of employees currently entitled to receive benefits.

TERRAPIN LIMITED

ABBREVIATED PROFIT AND LOSS ACCOUNT

FOR THE 52 WEEKS ENDED 25 SEPTEMBER 1994

	No	ote £	1994 £	£	1993 £
Gross profit			2,845,879		1,724,763
Administrative expenses - normal - exceptional	2	2,855,848 (256,761)		1,169,000	
			2,599,087		1,169,000
Operating profit			246,792		555,763
Net interest	3		(42,775)		
Profit on ordinary activities before taxation	1		204,017		555,763
Tax on profit on ordinary activities	5		55,617		198,879
Profit for the financial period			148,400		356,884
Dividends	6				3,000,000
Transfer to reserves	17		148,400		(2,643,116)

There were no recognised gains or losses other than the profit for the year.

The accompanying accounting policies and notes form an integral part of these financial statements.

TERRAPIN LIMITED

ABBREVIATED BALANCE SHEET AT 25 SEPTEMBER 1994

	Note	£	1994 £	£	1993 £
Fixed assets		_			
Tangible assets	7		134,132		122,138
Components for hiring	8		2,810,497		2,989,575
			2,944,629		3,111,713
Current assets	9	974,520		906,022	
Stocks	9	9/4,520		200,	
Debtors: falling due outside one year	10	1,759,356		1,465,085	
Debtors: falling due within one year	10	3,448,305		3,005,367	
		6,182,181		5,376,474	
Creditors: amounts falling due within one year	11	4,263,335		3,732,277	
Net current assets			1,918,846		1,644,197
Total assets less current liabilities			4,863,475		4,755,910
Creditors: amounts falling due after more than one year	12	498,698		556,960	
Provisions for liabilities and charges	14	956,826		939,399	
-			1,455,524	•	1,496,359
			3,407,951		3,259,551
Capital and reserves					500,000
Called up share capital	16		500,000		2,759,551
Profit and loss account	17		2,907,951		
Shareholders' funds	18		3,407,951		3,259,551
Sugremorders rames			=======		=======

The accompanying accounting policies and notes form an integral part of these financial statements.

ABBREVIATED BALANCE SHEET AT 25 SEPTEMBER 1994 (CONTINUED)

In preparing these abbreviated financial statements, we have relied upon the exemptions for individual financial statements conferred by Section B of Part III of Schedule 8 to the Companies Act 1985, on the grounds that the company is entitled to the benefit of those exemptions as a medium company.

The financial statements were approved by the Board of Directors on 10 February 1995.

G W M Orr

Director

The accompanying accounting policies and notes form an integral part of these financial statements.

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NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS

FOR THE 52 WEEKS ENDED 25 SEPTEMBER 1994

1 Profit on ordinary activities before taxation

In the opinion of the directors there is one class of business as described in the report of the directors. All sales were made within the United Kingdom.

Just before the close of business at the end of the previous financial year the company took over the trades and assets of certain other group companies. These have contributed approximately £(700,000) to operating profit in the year to 25 September 1994.

The profit on ordinary activities is stated after:

	1994 £	1993 £
		4
Auditors' remuneration	29,000	-
Depreciation and amortisation		
Tangible fixed assets	76,336	-
Components on hire	556,604	545,035
Hire of plant and machinery	5,313	_
Other operating lease rentals	407,264	-
	======	=====

Turnover includes income of £3,297,231 (1993 £2,954,574) in respect of operating leases and £22,454 (1993 £18,492) in respect of finance leases.

2 Exceptional item

The company has benefited from the resolution in the group's favour of a rating appeal.

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NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE 52 WEEKS ENDED 25 SEPTEMBER 1994

3	Net interest	1994	1993
		£	£
	Interest payable:		
	On bank loans repayable wholly or partly in		
	more than 5 years	(60,328)	-
	Finance charges in respect of finance leases	(305)	-
	Interest payable to group undertakings	(60)	
		(60,693)	-
	Other interest receivable and similar income	17,918	-
		(40 555)	
		(42,775) =====	===
		32-2	
4	Directors and employees		
	Staff costs during the period were as follows:		
	Scall coses dulling the P	1994	1993
		£	£
	an and and and and	1,986,376	-
	Wages and salaries Social security costs	170,434	-
	Other pension costs	107,313	-
	Office beneaton copes		
		2,264,123	-
		=======	===

The company is a member of a funded group defined benefit pension scheme. The financial statements of the holding company, Terrapin International Limited, contains details of the actuarial valuation of the group scheme.

Pension costs are assessed in accordance with the advice of a qualified actuary. The most recent valuation was at 1 October 1993. The increase in the charge compared to the previous year is as a consequence of the Group Re-organisation on 26 September 1993, prior to which all administration was carried out by a fellow subsidiary.

The average number of employees of the company during the period was 136 (1993:nil).

Remuneration in respect of directors was as follows:-

Remuneration	in respect	of	directors	was	as	10110ws:-	1994 £	1993 £
Management r	emuneration					17	1,751	-
						==	=====	===
								Page 13

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE 52 WEEKS ENDED 25 SEPTEMBER 1994

4 Directors and employees (continued)

The emoluments of the directors, excluding pension contributions, were as follows:

ub I		1994	1993
	chairman highest paid director	- 38,073 =====	- - ===

The emoluments of the directors, excluding pension contributions, fell within the following ranges:-

		1994 Number	1993 Number
£0 t	o £5,000	1	6
£10,001 t		1	-
		2	-
£30,001 t		2	-
£35,001 t	0 £40,000	=#=	===

5 Tax on profit on ordinary activities

The taxation charge based on the profit for the period is made up as follows:-

follows:-	1994 £	1993 £
Corporation tax at 33% (1993 33%) Deferred tax	(91,000) 144,610	(83,770) 273,000
	53,610	189,230
Adjustments in respect of prior periods: Corporation tax	2,007	9,649
	55,617 =====	198,879 =#==#==

The corporation tax credit will be partly settled by surrender to group companies, for which payment will be made.

Unrelieved tax losses of £225,000 remain available to offset against future taxable profits of the trade to which they relate.

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE 52 WEEKS ENDED 25 SEPTEMBER 1994

6	Dividend		
	19	94	1993
		£	£
	Ordinary shares - proposed		
	final dividend of nil p per share		
	(1993:£6)	-	3,000,000
	=	==	========

7 Tangible fixed assets

		Furniture		
		and	Motor	Plant and
	Total	equipment	vehicles	machinery
	£	£	£	£
Cost				
At 27 September 1993	713,736	382,126	123,526	208,084
Additions	93,606	53,255	25,706	14,645
Disposals	(180,991)	(135,037)	(36,119)	(9,835)
At 25 September 1994	626,351	300,344	113,113	212,894
Depreciation				
At 27 September 1993	591,598	343,855	98,489	149,254
Provided in the period	76,336	40,744	16,606	18,986
Eliminated on disposals	(175,715)	(135,028)	(36,108)	(4,579)
At 25 September 1994	492,219	249,571	78,987	163,661
Net book amount				
At 25 September 1994	134,132	50,773	34,126	49,233
Net book amount	=======	=========	========	=======
At 26 September 1993	122,138	38,271	25,037	58,830
	=======	=========		=======

The figures stated above include assets held under finance leases and similar hire purchase contracts as follows:

	£
Net book amount at 25 September 1994	22,155
Net book amount at 26 September 1993	-
Depreciation provided in the period	3,550

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE 52 WEEKS ENDED 25 SEPTEMBER 1994

7 Tangible fixed assets (continued)

The cost of assets held for the purpose of letting under finance leases is £95,025.

8	Components for hiring		£
	Cost At 27 September 1993		6,334,495
	Additions		537,746
	Disposals		(729,698)
	At 25 September 1994		6,142,543
	Amounts written off		
	At 27 September 1993		3,344,920
	Provided in the period		556,604
	Eliminated on disposals		(569,478) ————
	At 25 September 1994		3,332,046
	Net book amount		
	At 25 September 1994		2,810,497
			=======
	Net book amount		2,989,575
	At 26 September 1993		===#===#=
9	Stocks		
•	D 000-10		
		1994	1993
		£	£
	Long-term contract balances	196,095	158,586
	Raw materials	282,452	285,720
	Short term work in progress	14,520	27,923
	Finished goods	481,453	433,793
		974,520	906,022
		======	======

TERRAPIN LIMITED

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NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE 52 WEEKS ENDED 25 SEPTEMBER 1994

			
10	Debtors	1004	1003
		1994 £	1993 £
		-	
	Amounts falling due after more than one year		
	Trade debtors	171,723	23,000
	Deferred charges	1,524,523	1,368,251
	Net investment in finance leases	63,110	73,834
		1,759,356	1,465,085
		=======	=======
	Amounts falling due within one year		
	Trade debtors	1,633,254	1,548,491
	Amounts recoverable on contracts	100,682	28,648
	Amounts owed by fellow subsidiary	,	•
	undertaking	271,269	_
	Deferred charges	1,124,022	900,748
	Other debtors	263,523	470,674
	Prepayments and accrued income	45,557	46,637
	Net investment in finance leases	9,998	10,169
		3,448,305	3,005,367
		=======	========
11	Creditors: amounts falling due within one year		
		1994	1993
		£	£
	Secured loan (Note 12)	34,844	34,844
	Bank overdraft	-	5,767
	Payments received on account	117,325	209,571
	Trade creditors	1,449,752	1,172,763
	Amounts owed to parent undertaking	100 070	129,477
	and fellow subsidiary undertakings	192,272 56,657	46,845
	Social security and other taxes	78,219	72,572
	Other creditors Accruals	729,918	564,462
	Deferred income	1,597,856	1,495,976
	Amounts due under finance lease	6,492	-
		4,263,335	3,732,277
		4,263,333	3,732,277

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NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE 52 WEEKS ENDED 25 SEPTEMBER 1994

12 Creditors: amounts falling due after more than one year

	1994 £	1993 £
Secured loan Deferred income Amounts due under finance leases	487,879 - 10,819 498,698 ======	522,723 34,237 - - 556,960

The secured loan is repayable by quarterly instalments over 20 years ending in 2009 and bears interest at 11.25%. The loan is secured by a fixed charge over specific components for hiring.

13 Borrowings

Borrowings are repayable as follows:

	1994	1993
	£	£
Within one year		
Secured loan and bank overdraft	34,844	40,611
Finance leases	6,492	-
After one and within two years		
Secured loan	34,844	34,844
Finance leases	6,492	-
After two and within five years		
Secured loan	104,532	104,532
Finance leases	4,327	-
After five years		
Secured loan	348,503	383,347
	540,034	563,334
	======	======

Borrowings repayable partly after five years are repayable by instalments.

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NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE 52 WEEKS ENDED 25 SEPTEMBER 1994

14 Provisions for liabilities and charges

At 27 September 1993	Deferred taxation (note 15) £	Return and dismantling provision f	Total £
Provisions Included in accruals	567,390 -	372,009 243,932	939,399 243,932
	567,390	615,941	1,183,331
Provided during the period Utilised during the period	144,610 -	117,992 (212,443)	262,602 (212,443)
Included in accruals	712,000	521,490 (276,664)	1,233,490 (276,664)
At 25 September 1994	712,000	244,826	956,826
	========	=======================================	=======

15 Deferred taxation

1994	1993 £
	£
£	~
Accelerated capital allowances 10,000 Other timing differences	16,000
Deferred charges	4,390
Deturn and dismontline acceptation	750,000
Recuir and dismanting provision (172,000) ((203,000)
	
712,000	567,390
=======================================	======

16 Share capital

1994 and 1993

Authorised, allotted called up and fully paid 500,000 ordinary shares of £1 each

500,000

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE 52 WEEKS ENDED 25 SEPTEMBER 1994

17 Profit and loss account

At 27 September 1993	2,759,551
Retained profit for the period	148,400
At 25 September 1994	2,907,951
	ERRESEE

18 Reconciliation of movements in shareholders' funds

	1994 £	1993 £
Profit for the financial period Dividends	148,400	356,884 (3,000,000)
Net increase/(decrease) in shareholders' funds	148,400	(2,643,116) =======
Shareholders funds at beginning of period	3,259,551	5,902,667
Shareholders funds at end of period	3,407,951	3,259,551

19 Contingent liabilities

The company has performance bonds outstanding at the period end with a value of £45,138 (1993: £173,878).

The company has cross guarantees with other group companies to a limit of £500,000.

£

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS (CONTINUED)

FOR THE 52 WEEKS ENDED 25 SEPTEMBER 1994

20 Leasing commitments

Operating lease payments amounting to £3,437 (1993:£14,833) are due within one year. The leases to which these amounts relate expire as follows:

	Land and	1994	Land and	1993
	buildings £	Other £	buildings £	Other £
In one year or less Between one and five years	_	3,437	-	14,833
In five years or more	267,047	95,234 -	228,927	67,391 -
	267,047	98,671	228,927	82,224

21 Ultimate holding company

The ultimate holding company is Terrapin International Limited, a company registered in England and Wales.

The largest and smallest group of companies for which accounts are prepared is headed by Terrapin International Limited. Copies of the group accounts can be obtained from the registered office, Bond Avenue, Bletchley, Milton Keynes, MK1 1JJ.