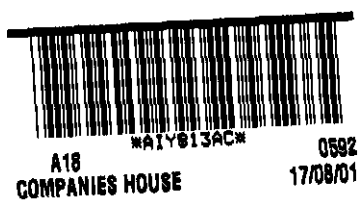


EXBIRCO 1 LIMITED
(Formerly Birchwood Concrete Products Ltd)
REGISTERED NUMBER 788201
DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR NINE MONTHS ENDED 30 SEPTEMBER 2000



CONTENTS

1. Directors' report
3. Auditors' report
4. Profit and loss account
5. Note of historical cost profits and losses
6. Balance sheet
7. Notes to the financial statements

DIRECTORS' REPORT

The directors present their report and the financial statements for the period ended 30 September 2000.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The company, which is a subsidiary of Britannia Group Ltd, (formerly Britannia Group PLC, which was re-registered as a private company on 30 May 2000) is engaged in the manufacture of concrete products. Britannia Group Ltd was acquired by YJL plc on 7th April 2000, from which date YJL plc became the company's ultimate parent company. The trade and certain net assets of the company were sold to Hanson Plc on 31st July 2000. The company changed its name to Exbirco 1 Limited on 31 July 2000 under the terms of the sale agreement.

The directors are satisfied with the overall performance of the business for the period.

ULTIMATE PARENT

The ultimate parent undertaking and controlling party changed its name to Montpellier Group Plc (formerly YJL Plc) on 19 March 2001.

DIVIDENDS

The directors do not recommend the payment of a dividend.

DIRECTORS AND OFFICERS

The directors and officers who served during the period ended 30 September 2000 were as follow:

A McArthur	Director (appointed 13 April 2000)
J Barker	Director (resigned 13 April 2000)
M Nelmes-Crocker	Director (resigned 20 April 2000)
P Sellars	Director (appointed 13 April 2000)
M J Bishop	Director
C E Denman	Director
G Feenan	Director
J T Lee	Director
B Wade	Director
J Barker	Secretary (resigned 13 April 2000)
Montpellier Group Nominees Limited	Secretary (appointed 13 April 2000)
(formerly Lovell Nominees Limited)	

Mr P Sellars was also a director in the ultimate parent company, YJL plc, and his interest in its shares are shown in the financial statements of that company.

The other directors, and their interests in shares in YJL plc, were:

Name	Number of shares as at 30 September 2000			Number of shares as at 30 September 1999 or date of appointment if later.		
	Ordinary Shares	Share Options	Type of Scheme	Ordinary Shares	Share Options	Type of Scheme
A N McArthur	270,000	2,880	SAYE	-	-	-

No director had any interest in the shares of the company.

DIRECTORS' REPORT (continued)

STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare financial statements that give a true and fair view of the state of affairs of the company and of the profit or loss for its financial period. In doing so the directors are required to:

- select suitable accounting policies and apply them consistently
- make judgements and estimates that are reasonable and prudent
- 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 maintaining proper accounting records that 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.

ACCOUNTING PERIOD

Following the acquisition of the ultimate parent company, Britannia Group Ltd, by YJL plc the company has changed its accounting period to 30 September. The financial statements have thus been drawn up for the nine month period ending on that date.

AUDITORS

The directors have appointed PricewaterhouseCoopers as auditors during the year.

Approved by the board and signed on its behalf by:

 FOR AND ON BEHALF OF
MONTPELLIER GROUP NOMINEES LTD

Secretary
28 June 2001

AS DIRECTOR/SECRETARY

AUDITORS' REPORT TO THE SHAREHOLDERS OF EXBIRCO 1 LIMITED

We have audited the financial statements on pages 4 to 15.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

The directors are responsible for preparing the annual report. As described on page 2, this includes responsibility for preparing the financial statements, in accordance with applicable United Kingdom accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Boards and our profession's ethical guidance.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the United Kingdom Companies Act. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions is not disclosed.

We read the other information contained in the annual report and consider the implication for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements.

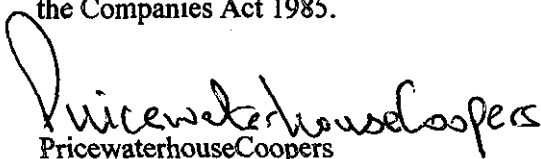
BASIS OF OPINION

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 30th September 2000 and of its profit for the period then ended and have been properly prepared in accordance with the Companies Act 1985.



PricewaterhouseCoopers

Chartered Accountants and Registered Auditors

London

28 June 2001

PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDED 30 SEPTEMBER 2000

	Notes	9 months ended 30 September 2000 £	12 months ended 31 December 1999 £
TURNOVER	2	6,404,626	11,778,576
Cost of sales		(3,106,268)	(6,223,818)
GROSS PROFIT		3,298,358	5,554,758
Net operating expenses	3	(2,879,714)	(4,411,823)
OPERATING PROFIT		418,644	1,142,935
Exceptional Item: Disposal of trade and assets	4	3,352,245	-
Interest receivable	5	3,992	14,047
Interest payable	6	(75,399)	(211,476)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	2	3,699,482	945,506
Tax on profit on ordinary activities	7	(587,922)	(76,991)
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		3,111,560	868,515
RETAINED PROFIT/(LOSS) BROUGHT FORWARD		404,961	(470,861)
Transfer from revaluation reserve	16	1,163,097	7,307
RETAINED PROFIT CARRIED FORWARD		4,679,618	404,961

All the company's operations are discontinuing.

The company has no recognised gains or losses other than the profit above and therefore no separate statement of total recognised gains and losses has been presented.

NOTE OF HISTORICAL COST PROFITS AND LOSSES

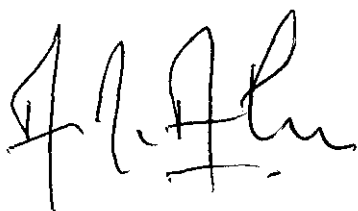
Period ended 30 September 2000

	9 months ended 30 September 2000 £	12 months ended 31 December 1999 £
Profit on ordinary activities before taxation	3,699,482	945,506
Difference between a historical cost depreciation charge and the actual depreciation charge of the period calculated on the revalued amounts	-	7,307
Realisation of property revaluation gains of previous years	1,163,097	-
Historical cost profit for the period before taxation	4,862,579	952,813
Historical cost profit for the period after taxation	4,274,657	875,822

BALANCE SHEET
30 September 2000

	Notes	£	2000 £	1999 £
FIXED ASSETS				
Tangible assets	9		491,166	6,461,793
Investments	10		703,578	703,578
			<u>1,194,744</u>	<u>7,165,371</u>
CURRENT ASSETS				
Stocks		-	447,820	
Debtors	11	9,074,363	2,532,573	
Cash at bank and in hand		280,308	119,856	
		<u>9,354,671</u>	<u>3,100,249</u>	
CREDITORS - amounts falling Due within one year	12	<u>(1,324,203)</u>	<u>(2,849,464)</u>	
NET CURRENT ASSETS			<u>8,030,468</u>	<u>250,785</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			<u>9,225,212</u>	<u>7,416,156</u>
CREDITORS - amounts falling due after more than one year	13		(3,138,018)	(4,466,098)
PROVISIONS FOR LIABILITIES AND CHARGES	14		<u>(57,576)</u>	<u>(32,000)</u>
			<u>6,029,618</u>	<u>2,918,058</u>
CAPITAL AND RESERVES				
Called up share capital	15		1,000,000	1,000,000
Revaluation reserve	16		350,000	1,513,097
Profit and loss account			4,679,618	404,961
EQUITY SHAREHOLDERS' FUNDS	19		<u>6,029,618</u>	<u>2,918,058</u>

The financial statements on pages 4 to 15 were approved by the board on 28 June 2001 and signed on its behalf by



A N McArthur
Director

NOTES TO THE FINANCIAL STATEMENTS

Period ended 30 September 2000

1. ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost convention as modified by the revaluation of certain tangible fixed assets.

Turnover

Turnover comprises amounts receivable in the ordinary course of business in respect of goods sold and services provided to third parties.

Depreciation

Depreciation on tangible fixed assets is provided over their anticipated useful lives at the following annual rates commencing in the month following that in which the assets are brought into use:

Freehold buildings	-	1½% per annum straight line
Plant, equipment and vehicles	-	10% - 100% per annum straight line

Deferred taxation

Deferred taxation is calculated using the liability method and provision is made to the extent that it is probable a liability will crystallise.

Stock

Stocks and finished goods are valued on consistent bases at the lower of cost, including production overheads, and net realisable value.

Pension costs

The company operates a defined contribution scheme. The contributions payable to the defined contribution scheme are charged in the profit and loss account in the accounting period in which they arise.

Operating leases

Operating lease costs are charged against profit in the year in which expenditure is incurred.

Finance leases

Assets held under finance leases are capitalised as tangible fixed assets and the corresponding liability shown net of interest as amounts owing on finance lease. The interest element of the repayments is allocated so as to produce a constant periodic rate of charge throughout the period of the contract.

Group relief

The benefit of any available group relief is accounted for within the tax charge of the profit making undertaking. No payment is made for it between group undertakings.

NOTES TO THE FINANCIAL STATEMENTS (continued)

Period ended 30 September 2000

2. TURNOVER AND PROFIT ON ORDINARY ACTIVITIES

Turnover and profit on ordinary activities are attributable to the principal activities of the company.

	9 months ended 30 September 2000 £	12 months ended 31 December 1999 £
Profit on ordinary activities before taxation has been arrived at after charging:		
Depreciation - on owned fixed assets	391,736	124,000
- on fixed assets held under finance leases	42,183	94,012
Operating lease rentals - plant and machinery	17,550	86,093
Auditors' remuneration	-	13,000

3. NET OPERATING EXPENSES

	9 months ended 30 September 2000 £	12 months ended 31 December 1999 £
Selling and distribution costs	771,424	1,316,250
Administrative expenses	2,108,294	3,095,573
	<u>2,879,714</u>	<u>4,411,823</u>

4. EXCEPTIONAL ITEMS

	9 months ended 30 September 2000 £	12 months ended 31 December 1999 £
Sale of the fixed assets, certain other assets and business Of Birchwood Concrete Products Ltd	<u>3,352,245</u>	<u>-</u>

5. INTEREST RECEIVABLE

	9 months ended 30 September 2000 £	12 months ended 31 December 1999 £
Bank interest	<u>3,992</u>	<u>14,047</u>

NOTES TO THE FINANCIAL STATEMENTS (continued)

Period ended 30 September 2000

6. INTEREST PAYABLE	9 months ended 30 September 2000 £	12 months ended 31 December 1999 £
Interest payable to group undertakings	18,544	156,213
Finance lease interest	56,855	55,263
	<u>75,399</u>	<u>211,476</u>
7. CORPORATION TAX	9 months ended 30 September 2000 £	12 months ended 31 December 1999 £
Corporation tax at 30%	587,845	34,500
Under-provided in the previous year	77	10,491
Deferred taxation charge	-	32,000
	<u>587,922</u>	<u>76,991</u>

NOTES TO THE FINANCIAL STATEMENTS (continued)
 Period ended 30 September 2000

8. DIRECTORS AND EMPLOYEES

The average number of persons employed during the period including Directors was:	2000 Number	1999 Number
Direct labour	52	74
Administration	62	46
	<u>114</u>	<u>120</u>
Staff costs including directors:	2000 £	1999 £
Wages and salaries	1,253,230	2,157,372
Social security costs	126,448	217,710
Pension costs	20,515	26,922
	<u>1,400,193</u>	<u>2,402,004</u>
Directors	£	£
Aggregate emoluments	138,746	203,945
Company contributions to defined contribution scheme	5,432	9,053
	<u>144,178</u>	<u>212,998</u>
	Number	Number
Directors who are members of defined contribution scheme	4	4
	£	£
Highest paid director:		
Aggregate emoluments	46,236	64,350
Company contributions to defined contribution scheme	<u>1,768</u>	<u>2,959</u>

NOTES TO THE FINANCIAL STATEMENTS (continued)

Period ended 30 September 2000

9. TANGIBLE FIXED ASSETS	Freehold land and buildings £	Plant, Equipment and Vehicles £	Total £
Cost or valuation			
At 1 January 2000	5,253,719	6,104,071	11,357,790
Additions	-	53,205	53,205
Disposals	(4,176,969)	(6,157,276)	(10,334,245)
At 30 September 2000	1,076,750	-	1,076,750
Depreciation			
At 1 January 2000	647,525	4,248,472	4,895,997
Charge for the period	265,173	168,746	433,919
Disposals	(327,114)	(4,417,218)	(4,744,332)
At 30 September 2000	585,584	-	585,584
Net book value at 30 September 2000	491,166	-	491,166
Net book value at 31 December 1999	4,606,194	1,855,599	6,461,793
The cost or valuation of total land and buildings may be analysed as follows:		2000 £	1999 £
Original cost		-	2,489,644
At valuation - 1991		1,076,750	2,764,075
		1,076,750	5,253,719
If stated under historical cost principles the comparable amounts for total land and buildings would be:			
Net book value		£141,166	£3,093,097

The net book value of plant, equipment and vehicles includes £0 (1999 - £295,316) in respect of assets held under finance leases.

NOTES TO THE FINANCIAL STATEMENTS (continued)

Period ended 30 September 2000

10. FIXED ASSET INVESTMENTS

	Shares in subsidiaries £	Loans to Subsidiaries £	Total £
Cost			
At 1 January 2000 and 30 September 2000	726,499	37,921	764,420
Provisions			
At 1 January 2000 and 30 September 2000	(60,842)	-	(60,842)
Net book value at 31 December 1999 and 30 September 2000	665,657	37,921	703,578

Details of the subsidiary companies are as follows:

	% interest	Nature of business
Birchwood Concrete (Scotland) Limited	100	Dormant
Birchwood Omnia Limited	100	Dormant

11. DEBTORS

	2000 £	1999 £
Trade debtors	349,821	1,781,942
Parent and fellow subsidiary undertakings	8,686,894	594,407
Other debtors and prepayments	37,648	156,224
	9,074,363	2,532,573

12. CREDITORS - amounts due within one year

	2000 £	1999 £
Bills of exchange	556,626	823,381
Trade creditors	124,981	1,388,235
Parent and fellow subsidiary undertakings	-	6,129
Corporation tax	587,845	25,500
Taxation and social security	10,742	196,673
Other creditors and accruals	44,009	196,565
Finance leases	-	14,001
Other loan	-	198,980
	1,324,203	2,849,464

The other loan was secured on various items of plant and machinery.

NOTES TO THE FINANCIAL STATEMENTS (continued)

Period ended 30 September 2000

13.	CREDITORS - amounts due after more than one year	2000 £	1999 £		
	Parent and fellow subsidiary undertakings	-	2,251,600		
	Subsidiary undertaking	3,138,018	1,313,478		
	Finance leases	-	-		
	Other loan	-	901,020		
		<u>3,138,018</u>	<u>4,466,098</u>		
	Finance leases and other loan	£	£		
	Repayments due in: less than one year	-	-		
	One to two years	-	209,426		
	Two to five years	-	691,594		
		<u>-</u>	<u>901,020</u>		
14.	PROVISIONS FOR LIABILITIES AND CHARGES				
	The deferred tax provision at 30% (1999 - 30%) comprises:				
		30 September 2000 £	31 December 1999 £	30 September 2000 £	31 December 1999 £
	Capital allowances in excess of depreciation	57,576	32,000	-	-
	Other timing differences	-	-	-	-
	Surplus on revaluation	-	-	24,173	454,000
		<u>57,576</u>	<u>32,000</u>	<u>24,173</u>	<u>454,000</u>
15.	CALLED UP SHARE CAPITAL	2000 £	1999 £		
	Authorised, allotted and fully paid 1,000,000 ordinary shares of £1 each	1,000,000	1,000,000		
16.	REVALUATION RESERVE	2000 £	1999 £		
	At 1 January 2000	1,513,097	1,520,404		
	Transfer to profit and loss account	(1,163,097)	(7,307)		
	At 30 September 2000	<u>350,000</u>	<u>1,513,097</u>		

NOTES TO THE FINANCIAL STATEMENTS (continued)
Period ended 30 September 2000

17. OPERATING LEASE COMMITMENTS

The company had annual commitments under operating leases as follows:

	Plant, equipment and vehicles	
	2000	1999
	£	£
Leases which expire:		
Within one year	-	19,725
Between two and five years	-	36,508
	<hr/>	<hr/>
	-	56,233
	<hr/>	<hr/>

18. PENSIONS

The company's defined benefit scheme was wound up during the period. Current employees who were members of the defined benefit scheme are now members of a Group personal pension plan which has been established by the company with Legal and General.

All of the monies available under the defined benefit scheme were used for the members' benefit after meeting administration costs in closing the scheme.

The pension cost for the defined benefit scheme for the period was £0 (1999 - £Nil).

The assets of the company's defined contribution scheme are held separately from those of the company in individual policies for the members.

The total pension charge for the defined contribution scheme for the period was £19,946 (1999 - £26,922).

19. RECONCILIATION OF MOVEMENT IN EQUITY SHAREHOLDERS FUNDS

	2000	1999
	£	£
Profit for the financial period	3,111,560	868,515
Opening shareholders' funds:	2,918,058	2,049,543
	<hr/>	<hr/>
Closing shareholders' funds	6,029,618	2,918,058
	<hr/>	<hr/>

20. CASH FLOW STATEMENT AND RELATED PARTY TRANSACTIONS

The company is a wholly owned subsidiary of BB Properties Ltd, whose ultimate parent company is YJL Plc, and is included in the consolidated financial statements of YJL Plc, which are publicly available. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard 1 (revised 1996). The company is also exempt under the terms of Financial Reporting Standard 8 from disclosing related party transactions with entities that are part of the YJL Plc group or investees of the YJL Plc group.

NOTES TO THE FINANCIAL STATEMENTS (continued)

Period ended 30 September 2000

21. ULTIMATE PARENT COMPANY

The company's ultimate parent company during the period ended 30 April 2000 was Britannia Group Ltd, which was not controlled by any single party.

Britannia Group Ltd was acquired by YJL Plc during April 2000, from which date YJL Plc became the company's ultimate parent company.

Copies of the financial statements of YJL Plc are available from The Secretary, YJL Plc, Lovell House, 616 Chiswick High Road, London, W4 5RX.

22. GROUP FINANCIAL STATEMENTS

The company has not produced consolidated financial statements for its subsidiary undertakings as permitted by section 228 of the Companies Act 1985. The financial statements contain information about the company as an individual undertaking and not about its group.