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HORSFALL & BICKHAM LIMITED DIRECTORS' REPORT AND ACCOUNTS FOR THE YEAR ENDED 31 MARCH 2001



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COMPANY INFORMATION

Directors Mr E Cook

Mr C Mawe Mr I Williamson

Secretary Mr E Cook

Company number 949693

Registered office Ploughland House

P O Box 14 62 George Street Wakefield WF1 1ZF

Auditors Ernst & Young LLP

Leeds

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 MARCH 2001

Accounts

The directors submit the accounts of the company for the year ended 31 March 2001. The company did not trade during the year under review and therefore made neither a profit nor a loss. Accordingly the accounts consist of a balance sheet only.

Directors and their interests

The directors who held office during the year are listed below:

Name of director

Mr E Cook

Mr C Mawe

Mr I Williamson

Directors' interests notifiable under the terms of the Companies Act 1985 were those listed below:

Carclo plc	5p ordinary shares	5p ordinary shares	Options held	Granted during period	Lapsed during period	Options held
	1 April 2000	31 March 2001	1 April 2000			31 March 2001
	No.	No.	No.	No.	No.	No.
Mr E Cook	4,500	20,955	10,000	20,000	10,000	20,000
	-	-	6,250*	8,649+	6,250*	8,649+

^{*} options granted under the Carclo Sharesave Option Scheme 1997.

Mr I Williamson and Mr C Mawe were also directors of the ultimate parent company, Carclo plc, in whose accounts their interests in the share capital of that company are shown.

Company status

The company is a dormant company as defined by Section 250 of the Companies Act 1985.

⁺ options granted under the Carclo Sharesave Option Scheme 2000.

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 MARCH 2001

Statement of directors' responsibilities

Company law requires the directors to prepare accounts 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 accounts the directors are required to:

Select suitable accounting policies and then apply them consistently;

Make judgements and estimates that are reasonable and prudent and

Prepare the accounts 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 enable them to ensure that the accounts 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.

Auditors

On 28 June 2001, Ernst & Young, the Company's auditor, transferred its entire business to Ernst & Young LLP, a limited liability partnership incorporated under the Limited Liability Partnerships Act 2000. The directors consented to treating the appointment of Ernst & Young as extending to Ernst & Young LLP with effect from 28 June 2001. Ernst & Young LLP will be reappointed as the company's auditor in accordance with the elective resolution passed by the company under section 386 of the Companies Act 1985.

By order of the Board

Mr E Cook, Secretary 18 January 2002

Ploughland House P O Box 14 62 George Street Wakefield WF1 1ZF

INDEPENDENT AUDITORS' REPORT TO THE

MEMBERS OF HORSFALL & BICKHAM LIMITED

We have audited the company's financial statements for the year ended 31 March 2001 which comprise the Balance Sheet and the related notes 1 to 4. These financial statements have been prepared on the basis of the accounting policies set out therein.

Respective responsibilities of directors and auditors

As described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

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 Companies Act 1985. 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 with the compny is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with United Kingdom 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 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 the 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 as at 31 March 2001 and have been properly prepared in accordance with the Companies Act 1985.

Ernst & Young LLP 18/1/2002

Registered Auditor

Leeds

BALANCE SHEET

AS AT 31 MARCH 2001

	Notes	2001 £	2000 £
Current assets		-	250 000
Amounts owed by group undertakings		270,000	270,000
Total assets less current liabilities		270,000	270,000
Capital and reserves			
Share capital	3	270,000	270,000
Equity shareholders' funds		270,000	270,000

Mr E Cook Director

18 January 2002

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31 MARCH 2001

1 Profit and loss account

The company did not trade during the year ended 31 March 2001 and therefore made neither a profit nor a loss. Accordingly no profit and loss account has been prepared.

2 Accounting policies

Basis of accounting

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

3	Share capital	2001	2000
		£	£
	Authorised		
	Equity shares		
	270,000 Ordinary shares of £1.00 each	270,000	270,000
	Allotted	.	
	Equity shares		
	270,000 Allotted, called up and fully paid ordinary shares of £1.00 each	270,000	270,000

4 Ultimate parent company

The parent company and ultimate controlling party of the group of undertakings for which group accounts are drawn up and of which the company is a member is Carclo plc. Copies of Carclo plc's accounts can be obtained from Ploughland House, 62 George Street, Wakefield, WF1 1ZF.