

**A. PROCTOR INSULATION LTD.
FINANCIAL STATEMENTS
31 DECEMBER 2001**



DAND CARNEGIE & CO.

Chartered Accountants
Stannergate House
41 Dundee Road West
Broughty Ferry
Dundee DD5 1NB

A. PROCTOR INSULATION LTD.

THE DIRECTORS' REPORT

YEAR ENDED 31 DECEMBER 2001

The directors present their annual report together with the unaudited accounts of the company for the year ended 31 December 2001. The company is dormant and has not traded during the year.

THE DIRECTORS AND THEIR INTERESTS IN SHARES OF THE COMPANY

The directors who served the company during the year were as follows:

Allan Proctor
Micheal McLaughlin
Elaine Proctor
Paul Roy
Jeremy Beeton

The company is a wholly owned subsidiary and the interests of group directors are disclosed in the financial statements of the parent company.

Registered office:
The Haugh
Blairgowrie
Perthshire
PH10 7ER

Signed by order of the directors



PAUL ROY
Company Secretary

Approved by the directors on 5 April 2002

A. PROCTOR INSULATION LTD.

BALANCE SHEET

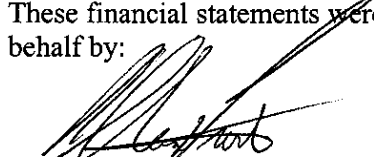
31 DECEMBER 2001

	Note	2001 £	2000 £
CURRENT ASSETS			
Debtors	2	<u>10,000</u>	<u>10,000</u>
TOTAL ASSETS		<u>10,000</u>	<u>10,000</u>
CAPITAL AND RESERVES			
Called-up equity share capital	4	<u>10,000</u>	<u>10,000</u>
SHAREHOLDERS' FUNDS		<u>10,000</u>	<u>10,000</u>

Statements:

- (a) For the year ended 31 December 2001 the company was entitled to exemption under section 249AA(1) of the Companies Act 1985.
- (b) Members have not required the company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985.
- (c) The directors acknowledge their responsibilities for:
 - (i) ensuring the company keeps accounting records in accordance with section 221, and
 - (ii) preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the financial year and of its profit and loss for the financial year in accordance with the requirements of section 226, and which otherwise comply with the requirements of the Companies Act 1985 relating to accounts, so far as applicable to the company.

These financial statements were approved by the directors on the 5 April 2002 and are signed on their behalf by:


ALLAN PROCTOR
Director

The notes on page 3 form part of these financial statements.

A. PROCTOR INSULATION LTD.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2001

1. DORMANT STATUS

The company was dormant (within the meaning of section 249AA of the Companies Act 1985) throughout the year ended 31 December 2001. The company has not traded during the year or during the preceding financial Year. During these periods, the company received no income and incurred no expenditure and therefore made neither profit nor loss.

2. DEBTORS

	2001	2000
	£	£
Amounts owed by group undertakings	<u>10,000</u>	<u>10,000</u>

3. RELATED PARTY TRANSACTIONS

No transactions with related parties were undertaken such as are required to be disclosed under Financial Reporting Standard 8.

4. SHARE CAPITAL

Authorised share capital:

	2001	2000
	£	£
10,000 Ordinary shares of £1.00 each	<u>10,000</u>	<u>10,000</u>

Allotted, called up and fully paid:

	2001	2000
	£	£
Ordinary share capital	<u>10,000</u>	<u>10,000</u>

5. ULTIMATE PARENT COMPANY

The directors regard A.Proctor Group Ltd, a company incorporated in Great Britain and registered in Scotland, to be the company's ultimate parent company.