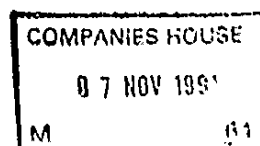


FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 1991
FOR
THETA SYSTEMS LIMITED



THETA SYSTEMS LIMITED

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THETA SYSTEMS LIMITED

COMPANY INFORMATION

DIRECTORS: R.S. Shorrock
Mrs. S.G. Shorrock
N.A. Morgan

SECRETARY: Mrs. S.G. Shorrock

REGISTERED OFFICE: Astral House
Granville Way
Bicester
Oxon OX6 0JT

AUDITOR: G. Brewerton
Certified Accountant

Logan and Brewerton
Astral House
Granville Way
Bicester
Oxon
OX6 0JT

THETA SYSTEMS LIMITED

REPORT OF THE DIRECTORS

The directors present their report with the financial statements of the company for the year ended 30 April 1991.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of importers and exporters of control equipment for industry, within the United Kingdom.

REVIEW OF BUSINESS

The results for the year, financial position of the company, and recommended transfer to reserves are as shown in the annexed financial statements.

The directors are pleased with the growth achieved in both turnover and profit during the year and are confident that the forthcoming year will see further improvements.

DIVIDEND

An interim dividend of £16,000 was paid during the year (1990 - £NIL). The directors recommend that no final dividend be paid (1990 - £NIL).

FIXED ASSETS

The book value increased from £27,620 to £29,821 during the year. Further details are shown in the notes to the financial statements.

DIRECTORS

The directors in office during the year and their beneficial interests in the issued share capital were as follows:

Name	Class of Capital	30. 4.91	30. 4.90 or date of appointment if later
R.S. Shorrock	Ordinary £1	600	500
Mrs. S.G. Shorrock	Ordinary £1	300	500
N.A. Morgan	Ordinary £1	100	-
(Appointed 01/01/91)			

In accordance with the Articles of Association, N.A. Morgan will retire at the forthcoming Annual General Meeting, and being eligible, will stand for re-election.

CLOSE COMPANY

In the opinion of the directors the company is a close company within the provisions of the Income and Corporation Taxes Act 1988.

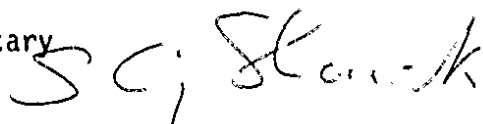
AUDITOR

The auditor, G. Brewerton of Logan and Brewerton, will be proposed for re-appointment in accordance with Section 384 of the Companies Act 1985.

BY ORDER OF THE BOARD:

Mrs. S.G. Shorrock

Secretary




Dated: 11 - 10 - 91

THETA SYSTEMS LIMITED

REPORT OF THE AUDITOR TO THE MEMBERS OF
THETA SYSTEMS LIMITED

I have audited the financial statements on pages
four to ten in accordance with Auditing Standards.

In my opinion the financial statements give a true
and fair view of the state of the company's affairs
at 30 April 1991 and of its profit and source and
application of funds for the year then ended and
have been properly prepared in accordance with the
Companies Act 1985.



G. Brewerton
Certified Accountant

Logan and Brewerton
Astral House
Granville Way
Bicester
Oxon
OX6 0JT

30 September 1991

THETA SYSTEMS LIMITED

PROFIT AND LOSS ACCOUNT for the Year Ended 30 April 1991

		30. 4.91		30. 4.90	
	Notes	£	£	£	£
TURNOVER	2		442,640		304,404
Cost of Sales			292,558		199,257
GROSS PROFIT			150,082		105,147
Administrative Expenses			130,336		106,086
			19,746		(939)
Other Operating Income	3		297		13
OPERATING PROFIT/(LOSS)	5		20,043		(926)
Interest Receivable	6		3,857		1,927
			23,900		1,001
Interest Payable and Similar Charges	7		-		45
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION			23,900		956
Tax on Profit on Ordinary Activities	8		5,731		(1,033)
PROFIT FOR THE YEAR			18,169		1,989
Dividends	9		16,000		-
			2,169		1,989
Retained Profit brought forward			6,855		4,866
RETAINED PROFIT CARRIED FORWARD			£9,024		£6,855

The notes form part of these financial statements

THETA SYSTEMS LIMITED

BALANCE SHEET As at 30 April 1991

		30. 4.91		30. 4.90	
	Notes	£	£	£	£
FIXED ASSETS:					
Tangible Assets	10		29,821		27,620
CURRENT ASSETS:					
Stocks	11	4,581		18,845	
Debtors	12	12,600		34,152	
Cash at Bank		101,324		70,151	
		-----		-----	
		118,505		123,148	
CREDITORS: Amounts falling due within one year	13	138,302		142,913	
		-----		-----	
NET CURRENT LIABILITIES			(19,797)		(19,765)
			-----		-----
TOTAL ASSETS LESS CURRENT LIABILITIES			£10,024		£7,855
			=====		=====
CAPITAL AND RESERVES:					
Share Capital	14		1,000		1,000
Profit & Loss Account			9,024		6,855
			-----		-----
			£10,024		£7,855
			=====		=====

DIRECTOR.....

DIRECTOR.....

Approved by the Board on 16.10.91.....

The notes form part of these financial statements

THETA SYSTEMS LIMITED

SOURCE AND APPLICATION OF FUNDS for the Year Ended 30 April 1991

	30. 4.91		30. 4.90	
	£	£	£	£
SOURCE OF FUNDS:				
Profit before taxation	23,900		956	
Adjustment for items not involving the movement of funds:				
Depreciation	4,450		4,715	
Loss on Disposal of Fixed Assets	403		417	
	-----		-----	
Total generated from operations		28,753		6,088
Funds from other sources:				
Sale of Fixed Assets		2,408		1,200
		-----		-----
		31,161		7,288
APPLICATION OF FUNDS:				
Purchase of Fixed Assets	9,462		27,283	
Taxation	1,483		-	
Dividend	16,000		-	
	-----		-----	
		26,945		27,283
		-----		-----
		£4,216		£(19,995)
		=====		=====
COMPONENTS OF INCREASE/(DECREASE) IN WORKING CAPITAL:				
Stocks	(14,264)		16,954	
Debtors	(21,552)		21,234	
Creditors less than one year	10,914		(71,215)	
Directors' Current Accounts	(2,055)		(8,379)	
	-----		-----	
		(26,957)		(41,406)
Movement in Net Liquid Funds:				
Cash at Bank		31,173		21,411
		-----		-----
		£4,216		£(19,995)
		=====		=====

The notes form part of these financial statements

THETA SYSTEMS LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the Year Ended 30 April 1991

1. ACCOUNTING POLICIES

Turnover

Turnover represents net invoiced sales of goods, excluding value added tax.

Tangible Fixed Assets

Depreciation is provided, after taking account of any grants receivable, at the following annual rates in order to write off each asset over its estimated useful life.

Leasehold Property	- in accordance with the lease
Fixtures & Fittings	- 15% on reducing balance
Motor Vehicles	- 25% on reducing balance

Stocks

Stock is valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

Deferred Taxation

Provision is made at current rates for taxation deferred in respect of all material timing differences except to the extent that, in the opinion of the directors, there is reasonable probability that the liability will not arise in the foreseeable future.

Foreign Currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

Finance Leases

Payments for assets acquired under Finance Leases have been charged against profits as paid and those assets have not been capitalised.

2. TURNOVER

The turnover and profit before taxation is attributable to the one principal activity of the company.

3. OTHER OPERATING INCOME

	1991 £	1990 £
Discounts Received	297	-
Other Operating Income	-	13
	-----	-----
	297	13
	=====	=====

THETA SYSTEMS LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the Year Ended 30 April 1991

4. STAFF COSTS

	1991 £	1990 £
Wages and Salaries	43,466	44,086
	-----	-----
	43,466	44,086
	=====	=====

The average weekly number of employees during the year was as follows:

	1991	1990
Sales	1	1
	===	===

5. OPERATING PROFIT/(LOSS)

The operating profit (1990 - operating loss) is stated after charging:

	1991 £	1990 £
Directors' Emoluments	17,120	22,042
Hire of Plant and Machinery	2,011	1,252
Depreciation	4,450	4,715
Loss on Disposal of Fixed Assets	403	417
Auditors' Remuneration	500	500
	=====	=====

6. INTEREST RECEIVABLE

	1991 £	1990 £
Interest Receivable	3,857	1,927
	=====	=====

7. INTEREST PAYABLE AND SIMILAR CHARGES

	1991 £	1990 £
Bank Loans, Overdrafts and Other Loans repayable within five years	-	45
	-----	-----
	-	45
	=====	=====

8. TAXATION

The tax charge on the profit on ordinary activities for the year was as follows:

	1991 £	1990 £
Based on the adjusted results of the year:		
UK Corporation Tax at current rates	5,731	150
Deferred Taxation	-	(1,183)
	-----	-----
	5,731	(1,033)
	=====	=====

The charge for the year has been increased by expenditure not allowable for taxation.

THETA SYSTEMS LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the Year Ended 30 April 1991

9. DIVIDENDS

	1991 £	1990 £
Interim Dividend	16,000	-
	=====	=====

10. TANGIBLE FIXED ASSETS

	Leasehold Property	Fixtures & Fittings	Motor Vehicles	Totals
	£	£	£	£
COST:				
As at 1 May 1990	3,500	22,648	11,042	37,190
Additions	-	9,462	-	9,462
Disposals	-	(3,123)	-	(3,123)
	-----	-----	-----	-----
	3,500	28,987	11,042	43,529
	-----	-----	-----	-----
DEPRECIATION:				
As at 1 May 1990	175	6,634	2,761	9,570
Charge for Year	175	2,205	2,070	4,450
Eliminated on Disposals	-	(312)	-	(312)
	-----	-----	-----	-----
	350	8,527	4,831	13,708
	-----	-----	-----	-----
NET BOOK VALUES:				
As at 30 April 1991	£3,150	£20,460	£6,211	£29,821
	=====	=====	=====	=====
As at 30 April 1990	£3,325	£16,014	£8,281	£27,620
	=====	=====	=====	=====

11. STOCKS

	1991 £	1990 £
Stock	4,581	18,845
	=====	=====

12. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	1991 £	1990 £
Trade Debtors	7,692	27,830
Other Debtors	-	1,633
Prepayments	4,908	4,689
	-----	-----
	12,600	34,152
	=====	=====

THETA SYSTEMS LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the Year Ended 30 April 1991

13. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	1991	1990
	£	£
Trade Creditors	97,146	97,303
Directors' Current Accounts	25,523	23,468
Other Taxes & PAYE	5,229	13,907
Taxation	4,398	150
Accrued Expenses	6,006	8,085
	<u>138,302</u>	<u>142,913</u>
	=====	=====

14. CALLED UP SHARE CAPITAL

			1991	1990
			£	£
Authorised:				
Number:	Class:	Nominal Value:		
6,000	Ordinary	£1	6,000	1,000
			=====	=====
Allotted, issued and fully paid:				
Number:	Class:	Nominal Value:		
1,000	Ordinary	£1	1,000	1,000
			=====	=====

15. CONTINGENT LIABILITIES

There are finance leases for vehicles in operation at the balance sheet date. The company is committed to further monthly payments amounting to a total of £18,921 whilst in possession of the vehicles followed by terminal payments amounting to a total of £4,098 at the conclusion of the agreements.

16. TRANSACTIONS WITH DIRECTORS

The company has a consultancy agreement with R.S. Shorrocks.