Applied Imaging International Limited

Directors' report and financial statements

31 December 1998 Registered number 1984637

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Directors' report and financial statements

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Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 December 1998.

Principal activities

The principal activity of Applied Imaging International Limited is the manufacture and distribution of computer based imaging systems for the automation of laboratories in the field of cytogenetics.

Business review

Whilst revenues from our principle cytogenetics business continued to grow, the gains were more than offset by significant reductions in revenues from the QuantiCell range of Cell Biology Analysers. The poor performance of the QuantiCell business resulted in us disposing of the business in December 1998 to a management buy out team.

Q4 of 1998 saw the launch of a new range of CytoVision cytogenetic analysers based on the Windows NT operating system. The company continued to develop and sell its proprietary reagent product, RX-FISH primarily into cancer diagnostic markets.

The directors anticipate continuing growth in the Cytogenetics sector during 1999.

Fixed assets

The movement in tangible fixed assets is described in note 10 on page 13.

Research and development

The company has continued to focus the bulk of its R&D investment in the areas of enrichment, detection and genetic analysis of rare cellular events. Target applications include both the analysis of foetal cells obtained from maternal peripheral blood and the detection of minimum residual disease in cancer patients via bone marrow screening. These areas will continue to be the major focus of operating expenditure in 1999.

Directors and directors' interests

The directors who held office during the year were as follows:

J Blakemore

J Goldstein

LG Grant

N Woodruff

(resigned 1 February 1998)

According to the register of directors' interests, no director had an interest in the shares of the company during the year. The interest of directors in the shares of the parent undertaking are disclosed in the accounts of the parent undertaking.

Political and charitable contributions

The company made no political or charitable contributions during the year (1997: £Nil)

Directors' report (continued)

Year 2000

As is well known, many computer and digital storage systems express dates using only the last two digits of the year and will require modification or replacement to accommodate the Year 2000 and beyond to avoid malfunctions and the resulting widespread commercial disruption. This is a complex issue which depends not only on our own computer systems but also on those of our suppliers. This could expose us to further risk in the event that there is a failure by third parties to remedy their own issues relating to the Year 2000.

The company is well advanced in dealing with the Year 2000 issues and does not expect the costs of such remedial action as is deemed necessary to be material.

By order of the board

LSqua.

LG Grant

Director

Bioscience Centre Times Square Newcastle upon Tyne

27 July 1999

Statement of directors' responsibilities

Company law requires the directors to prepare financial statements 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 period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 which 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



Quayside House 110 Quayside Newcastle upon Tyne NE1 3DX

Report of the auditors to the members of Applied Imaging International Limited

We have audited the financial statements on pages 5 to 17.

Respective responsibilities of directors and auditors

As described on page 3 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, on those statements and to report our opinion to you.

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 31 December 1998 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Chartered Accountants Registered Auditors 10 Jecember 1999

Profit and loss account

for the year ended 31 December 1998

	Note	1998	1997
		£	£
Turnover - continuing operations	2	4,518,550	4,764,935
Cost of sales		(2,522,973)	(2,560,716)
Gross profit		1,995,577	2,204,219
		, .	• •
Distribution costs		(1,661,121)	(1,386,357)
Administrative expenses		(1,389,918)	(1,128,744)
Operating loss - continuing operations		(1,055,462)	(310,882)
Interest receivable and similar income	6	13,313	9,211
Interest payable and similar charges	7	(94,980)	(78,653)
Loss on disposal of fixed assets			(11,198)
			
Loss on ordinary activities before taxation	3-5	(1,137,129)	(391,522)
Taxation on loss on ordinary activities	8	· · · · · · · · · · ·	•
			
Retained loss for the year	17	(1,137,129)	(391,522)

Statement of total recognised gains and losses

for the year ended 31 December 1998

All recognised gains and losses relating to the current and preceding year are included in the profit and loss account.

Balance sheet at 31 December 1998

	Note	1998 £	£	1997 £	£
Fixed assets		~	~		~
Tangible assets	10		305,388		269,495
Investment property	11		-		-
Current assets					
Stocks	12	491,100		471,437	
Debtors	13	1,915,145		1,252,293	
Cash at bank and in hand		9,540		473,826	
		2,415,785		2,197,556	
Creditors: amounts falling due within one year	14	(3,718,379)		(2,353,365)	
					
Net current liabilities			(1,302,594)		(155,809)
Total assets less current liabilities			(997,206)		113,686
Provisions for liabilities and charges	15		(100,885)		(74,648)
Net (liabilities)/assets			(1,098,091)		39,038
The (monitory associa			(1,000,001)		
Capital and reserves					
Called up share capital	16		1,000,002		1,000,002
Share premium account	17		132,035		132,035
Capital contribution reserve	17		317,259		317,259
Profit and loss account	17		(2,547,387)		(1,410,258)
Shareholders' funds - equity	18		(1,098,091)		39,038

These financial statements were approved by the board of directors on July 27 1999 and were signed on its behalf by:

L. Squer.

LG Grant Director

Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

Basis of preparation

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

Under Financial Reporting Standard 1 (revised 1996) the company is exempt from the requirement to prepare a cash flow statement on the grounds that the parent undertaking includes the company in its own published consolidated financial statements.

The continuing operations of the company are dependent upon the financial support of the parent undertaking, Applied Imaging Corporation, which has indicated that it intends to support the operations of the company for the foreseeable future.

As the company is a wholly owned subsidiary of Applied Imaging Corporation, the company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities which form part of the group (or investees of the group qualifying as related parties). The consolidated financial statements of Applied Imaging Corporation, within which this company is included can be obtained from 2380 Walsh Avenue, Building B Santa Clara, California, 95051.

Foreign exchange

Transactions in foreign currencies during the year are translated into sterling at the rate of exchange ruling at the time the transactions take place. In arriving at the result for the year before taxation, account is taken of all gains or losses which either have been realised on settlement or are unrealised and arise on the translation of foreign currency assets and liabilities at the rate of exchange ruling at the balance sheet date.

Depreciation

Depreciation of tangible fixed assets is provided on a straight line basis at the following rates per annum:

-	33.3%
-	10 - 33.3%
-	10 - 33.3%
-	33.3%
-	20 - 33.3%
-	33.3%
-	33.3%
	- - - - -

Second hand assets are depreciated over their remaining useful lives.

Expenditure on repairs and renewals is written off in the year in which it is incurred.

1 Accounting policies (continued)

Investment properties

In accordance with Statement of Standard Accounting Practice Number 19 investment properties are revalued annually by the directors and the aggregate surplus or deficit is transferred to a revaluation reserve, unless the deficit on an individual investment property is expected to be permanent, in which case it is charged to the profit and loss account. No depreciation is provided in respect of freehold investment properties. This treatment, as regards the company's investment properties, may be a departure from the requirements of the Companies Act concerning depreciation of fixed assets. However these properties are not held for consumption but for investment and the directors consider that systematic annual depreciation would be inappropriate. The accounting policy adopted is therefore necessary for the financial statements to give a true and fair view. Depreciation is only one of many factors reflected in the annual valuation and the amount which might otherwise have been shown cannot be separately identified or quantified.

Government grants

Grants related to revenue expenditure or job creation are credited to income in the period in which the expenditure occurs or the employment commences.

Capital based grants are included within accruals and deferred income in the balance sheet and credited to operating profit over the estimated useful economic lives of the assets to which they relate.

Research and development expenditure

Expenditure on research and development is written off in the year in which it is incurred, unless a commercial product has been identified. Development costs are then capitalised and written off over their estimated economic life from the date the product is launched.

Leased assets

Assets acquired under finance leases are capitalised under tangible fixed assets and are depreciated over their useful economic lives. The relevant lease capital liability outstanding is included in creditors. Lease finance charges are charged to the profit and loss account.

The costs of operating leases are charged to profit and loss account as they arise.

Pension costs

The company operates a defined contribution scheme and contributions are charged to the profit and loss account as they become payable. The scheme is independent of the finances of the company.

Stocks

Stocks are stated at the lower of cost and net realisable value. Cost comprises purchase price of materials, direct labour costs and production overheads incurred up to the state of manufacture reached.

1 Accounting policies (continued)

Product guarantees/warranties

Provision has been made for the estimated future cost of maintenance under guarantees in respect of products sold.

Taxation

The charge for taxation is based on the loss for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Provision is made for deferred tax only to the extent that it is probable that an actual liability will crystallise.

Turnover

Turnover represents the amounts (excluding value added tax) derived from the provision of goods and services to customers. The company recognises turnover on product sales upon shipment and accrues for expected hardware warranty expenses and product returns.

2 Turnover

The turnover of the company relates to the sale and service of laboratory equipment and the directors do not believe further analysis by activity is warranted. The analysis of turnover by geographical area is as follows:

By geographical market	1998 £	1997 £
United Kingdom	776,896	456,566
Rest of Europe	2,400,901	2,509,433
USA	49,673	27,714
Rest of world	1,291,080	1,771,222
	4,518,550	4,764,935

The amount included in respect of sales to companies within the group is £Nil (1997: £27,117).

3 Loss on ordinary activities before taxation

	1998	1997
Loss on ordinary activities before taxation is stated after charging/(crediting):	£	£
Auditors' remuneration:		
Audit	19,000	17,000
Other services	4,500	5,575
Depreciation on tangible fixed assets:		
Owned	124,363	98,394
Hire of plant and machinery - rentals payable under operating		
leases	36,958	35,820
Hire of other assets - operating leases	85,449	68,424
Research and development expenditure	863,433	647,032
Exchange (gain)/loss	(4,696)	48,904
Net rents receivable from property	-	3,100
Government grants	(174,100)	(156,335)
Remuneration of directors		
	1998	1997
	£	£
Directors' emoluments:		
As directors	108,216	126,491

The number of directors who received contributions from the company towards their pension were one (1997: one).

5 Staff numbers and costs

The average number of persons employed by the company (including directors) during the year, analysed by category, was as follows:

	Number of employees	
	1998	1997
Production	9	9
Technical	11	14
Administration	7	6
Sales/marketing	17	15
		
	44	44
		=====

5 Staff numbers and costs (continued)

The aggregate payroll costs of these persons were as follows:

		1998 £	1997 £
	Wages and salaries	1,186,866	1,141,809
	Social security costs	129,176	131,482
	Other pension costs (note 21)	50,300	52,838
		1,366,342	1,326,129
			
6	Interest receivable and similar income		
		1998	1997
		£	£
	Bank interest	8,617	6,111
	Rental income	-	3,100
	Net exchange gain	4,696	
		13,313	9,211
7	Interest payable and similar charges		
		1998	1997
		£	£
	On bank loan and overdraft	44,303	25,561
	Net exchange loss		48,904
	Rental expenses	50,677	4,188
		94,980	78,653
			

8 Taxation

The loss on ordinary activities in the current year does not give rise to a corporation tax liability.

The company has tax losses available for set-off against future trading profits of £2,132,824 (1997:£1,113,830).

9 Deferred taxation

The amounts provided for deferred taxation and the potential liabilities not provided, excluding tax losses, are set out below:

	199	8	1997	
	Provided	Unprovided	Provided	Unprovided
	£	£	£	£
Capital allowances				
in excess of				(7,120)
depreciation	-	(15,026)	-	
Pension costs				
accrued	-	(2,962)	=	(788)
Other	-	(12,698)	-	(12,757)
				
	-	(30,686)	*	(20,665)
				

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10 Tangible fixed assets

	Plant and machinery	Fixtures, fittings, tools and equipment	Total
	£	£	£
Cost			
At beginning of year	8,482	729,843	738,325
Additions	-	160,256	160,256
Disposals	(8,482)	(195,535)	(204,017)
At end of year	-	694,564	694,564
Depreciation			
At beginning of year	8,482	460,348	468,830
Charge for year	-	124,363	124,363
On disposals	(8,482)	(195,535)	(204,017)
At end of year		389,176	389,176
,			
Net book value			
At 31 December 1998	-	305,388	305,388
		=====	====
At 31 December 1997	-	269,495	269,495
			====
Investment property			
		1998	1997
Valuation		£	£
At beginning of year		-	175,000
Disposals			(175,000)
At end of year	_		
		_	

12	Stocks

12	Stocies		
		1998	1997
		£	£
	Raw materials and consumables	220.000	****
	Work in progress	220,068	221,346
	Finished goods and goods for resale	41,284	12,401
	Service stock	213,381	211,424
	Service stock	16,367	26,266
		491,100	471,437
		======	
13	Debtors		
		1998	1997
		£	£
		~	*
	Trade debtors	1,755,072	1,175,812
	Other debtors	151,893	61,339
	Prepayments and accrued income		6,962
	Note receivable	8,180	8,180
			
		1,915,145	1,252,293
			
14	Creditors: amounts falling due within one year		
	Creditors, amounts raining due within one year		
		1998	1997
		£	£
	Bank overdraft	310,328	530,002
	Payments received on account	2,215	16,902
	Trade creditors	530,618	496,684
	Amounts owed to parent undertaking	1,837,371	617,831
	Other taxation and social security	114,316	89,946
	Accruals and deferred income	923,531	602,000
		3,718,379	2,353,365
		====	

15 Provisions for liabilities and charges

				Guarantee provision £
	At beginning of year			74,648
	Utilised during year			(52,713)
	Charge for the year in the profit and loss account			78,950
	At end of year			100,885
				====
16	Called up share capital			
			1998	1997
			£	£
	Authorised			
	Ordinary shares of £1 each		1,001,000	1,001,000
			====	
	Allotted, called up and fully paid			
	Ordinary shares of £1 each		1,000,002	1,000,002
				
17	Reserves			
		Profit	Capital	Share
		and loss	contribution	premium
		account	reserve	account
		£	£	£
	At beginning of year	(1,410,258)	317,259	132,035
	Loss for the year	(1,137,129)	-	-
				
	At end of year	(2,547,387)	317,259	132,035
				=====

The capital contribution reserve comprises the capital element of a loan from the parent undertaking, which was waived in 1994 by the parent undertaking.

18 Movement in shareholders' funds

	1998	1997
	£	£
At beginning of year	39,038	430,560
Loss for the year	(1,137,129)	(391,522)
		
At end of year	(1,098,091)	39,038

19 Commitments

- (a) There were no capital commitments at the end of the financial year or preceding year for which no provision has been made.
- (b) The company has commitments for payments in the next year under operating leases as follows:

	1998		1997	
	Land and buildings	Other	Land and buildings	Other
	£	£	£	£
Operating leases which expire:				
Within one year	-	_	_	12,948
Between one and five years	119,373	39,525	-	5,119
Greater than 5 years	•	•	68,424	-
	119,373	39,525	68,424	18,067
				

20 Contingent liabilities

- (a) Grants received and receivable totalling £371,798 may be reclaimed in part or in full if certain conditions are not satisfied.
- (b) The company has, in the normal course of business, entered into guarantees in respect of performance bonds.

21 Pensions

The company operates a defined contribution pension scheme and also pays contributions to individual's own pension arrangements. The pension cost charge for the period represents contributions payable by the company to the funds and amounted to £50,300 (1997:£52,838). There were no accrued or prepaid contributions at the year end (1997:£Nil).

22 Ultimate parent undertaking and parent undertaking of larger group of which the company is a member

The company is a wholly owned subsidiary of Applied Imaging Corporation, a company incorporated in the United States of America.

The largest group in which the results of the company are consolidated is that headed by Applied Imaging Corporation. The consolidated accounts of this company are available to the public and may be obtained from 2380 Walsh Avenue, Building B Santa Clara, California, 95051. No other group accounts include the results of the company.