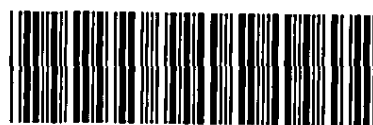


Registered Number 2484112

P&H Mining Equipment (UK) Limited  
(formerly Harnischfeger (UK) Limited)  
Annual report and financial statements  
for the year ended 27 October 2006



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# **P&H Mining Equipment (UK) Limited**

## **Directors and Advisors for the year ended 27 October 2006**

### **Directors**

I Bailey

I Grant

### **Secretary**

Tariq Mahmood

### **Auditors**

Ernst & Young LLP

20 Chapel Street

Liverpool L3 9AG

### **Registered Office**

Bromyard Road

Worcester

WR2 5EG

### **Registered Number**

2484112

# **P&H Mining Equipment (UK) Limited**

## **Annual report and financial statements for the year ended 27 October 2006**

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# P&H Mining Equipment (UK) Limited

## Directors' report for the year ended 27 October 2006

The directors present their report and the audited financial statements of the company for the year ended 27 October 2006

### Principal activities

The company's principal activity during the year was the maintenance and merchanting of machines and associated parts relating to surface mining

### Change of name

The company changed its name from Harnischfeger (UK) Limited to P&H Mining Equipment (UK) Limited on 22<sup>nd</sup> May 2006

### Change of currency

The functional currency of P&H Mining Equipment (U K ) Limited, defined as "The currency of the primary economic environment in which the company operates", is U S Dollars It was therefore decided to prepare the financial statements of the company in this functional currency

### Results and dividends

The Profit on ordinary activities before taxation was \$29,373,833 (2005 Loss \$25,252,493) No dividend was paid or proposed during the year by the directors (2005 £nil) The retained Profit for the year of \$28,963,496 (2005 Loss \$26,567,650) has been transferred to reserves

### Business Review

The Company's key financial and other performance indicators during the year were as follows

	2006	2005	Change
<u>Turnover</u>	<u>\$000</u>	<u>\$000</u>	<u>%</u>
Machines	32,226	29,900	7.7
Parts	26,101	25,450	2.6
Service	507	1,298	(60.0)
<b>TOTAL</b>	<b>58,834</b>	<b>56,648</b>	<b>3.9</b>
<b>Operating Profit</b>	<b>2,441</b>	<b>3,886</b>	<b>(37.2)</b>

### Future Prospects

The prospects for the future are good with a full machine order book until 2011

### Principal risks and uncertainties

The directors meet on a regular basis to evaluate the company's risks and have implemented various processes and controls to immunise the company so far as possible from any undue uncertainties All major contracts are subject to management review and will not be approved unless they meet the company's strict criteria with regard to terms and conditions and operating performance

# **P&H Mining Equipment (UK) Limited**

## **Directors' report for the year ended 27 October 2006 (continued)**

### **Directors and their interests**

The directors who held office during the year are given below

I Bailey  
I F Grant

The directors had no interests in any shares of the company, any subsidiary of the company's immediate parent company, Joy Global Ltd, or the parent company itself, at any time during the year

As permitted by statutory instrument 1985/802, the register does not include details of any direct shareholding or share options in the ultimate parent company and its subsidiaries which are incorporated outside Great Britain

Neither director had any interest in contracts with the Company

### **Employees**

Health and safety matters are given due attention by the directors and it is their policy to ensure that continued employment is offered to employees who become temporarily or permanently disabled. Furthermore, applications for employment from disabled persons are fully and fairly considered bearing in mind the aptitude and ability of the person concerned

The directors recognise the importance of keeping employees informed of the progress of the business and involving them in the company's performance. During the period, employees were provided with information on the company's progress through formal and informal procedures

The directors are responsible for keeping 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

### **Disclosure of information to the auditors**

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the group's auditor, each director has taken all the steps that he is obliged to take as a director in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information

### **Re-appointment of auditors**

In accordance with S 385 of the Companies Act 1985, a resolution is to be proposed at the Annual General Meeting for reappointment of Ernst & Young LLP as auditor of the Company

# **P&H Mining Equipment (UK) Limited**

## **Directors' report for the year ended 27 October 2006 (continued)**

### **Statement of Directors' responsibilities**

The directors are responsible for preparing the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to give a true and fair view of the state of affairs of the company and of the profit or loss of the company 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 UK 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.

**By order of the Board**



**J Bailey  
Director**

*J Bailey* 2008

# **P&H Mining Equipment (UK) Limited**

## **Independent auditors' report to the members of P&H Mining Equipment (UK) Limited**

We have audited the company's financial statements for the year ended 27 October 2006 which comprise the profit and loss account, the balance sheet, reconciliation of movement in shareholders funds, accounting policies and the related notes 1 to 20. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

### **Respective responsibilities of directors and auditors**

The directors' responsibilities for preparing the financial statements in accordance with applicable United Kingdom law and Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

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 whether in our opinion the information given in the directors' report is consistent with the financial statements.

In addition we report to you if, in our opinion, 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 other transactions 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 International Standards on Auditing (UK and Ireland) 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 judgments 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.

# P&H Mining Equipment (UK) Limited

## Opinion

In our opinion

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 27 October 2006 and of its profit for the year then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the directors' report is consistent with the financial statements



Ernst & Young LLP

Registered Auditor

Liverpool

25/4/08



# P&H Mining Equipment (UK) Limited

## Profit and loss account for the year ended 27 October 2006

		2006	2005
	Notes	\$	\$
<b>Turnover – continuing operations</b>	1	<b>58,834,214</b>	56,648,468
Cost of sales		(48,564,922)	(45,181,592)
<b>Gross profit</b>		<b>10,269,292</b>	11,466,876
Administrative expenses		(7,827,858)	( 7,580,322)
<b>Operating profit/(loss) – continuing operations</b>	2	<b>2,441,434</b>	3,886,554
Provision for Diminution in value of fixed asset investments	10	28,050,600	(28,050,600)
Interest receivable and similar income	6	125,440	44,713
Interest payable and similar charges	7	(1,097,228)	( 1,007,526)
Indian tax interest		(146,413)	(125,634)
<b>Profit/(loss) on ordinary activities before taxation</b>		<b>29,373,833</b>	(25,252,493)
Tax on profit/(loss) on ordinary activities	8	(410,337)	( 1,315,157)
<b>Retained profit/(loss) for the financial year</b>	15	<b>28,963,496</b>	( 26,567,650)

Other than the results for the above periods there were no other recognised gains or losses, or movements in shareholders' funds, during the year

The accounts have been prepared under the historical cost convention. As such, there is no difference between the above results and those stated on a historical cost basis

# P&H Mining Equipment (UK) Limited

## Balance sheet as at 27 October 2006

	Notes	2006 \$	2005 \$
<b>Fixed assets</b>			
Tangible assets	9	369,668	80,037
Investments	10	102,646,000	74,595,400
		<b>103,015,668</b>	<b>74,675,437</b>
<b>Current Assets</b>			
Stocks	11	2,143,640	17,007,981
Debtors	12	11,658,640	12,396,403
Cash at bank and in hand		3,419,391	1,700,949
		<b>17,221,671</b>	<b>31,105,333</b>
<b>Creditors: amounts falling due within one year</b>	13	<b>(26,737,496)</b>	<b>(41,491,841)</b>
<b>Net current liabilities</b>		<b>(9,515,825)</b>	<b>(10,386,508)</b>
<b>Net assets</b>		<b>93,499,843</b>	<b>64,288,929</b>
<b>Capital and reserves</b>			
Called up share capital	14	1,397	1,397
Share premium account	15	100,815,603	100,815,603
Profit and loss account	15	(7,317,157)	(36,528,071)
<b>Equity shareholders' funds</b>		<b>93,499,843</b>	<b>64,288,929</b>

The financial statements were approved by the board of directors on

and signed on its behalf by

  
I Bailey  
Director

25 April 2008

## P&H Mining Equipment (UK) Limited

### Reconciliation of movement in shareholders' funds for the year ended 27 October 2006

	Called up share capital \$	Share premium \$	Profit and loss account \$	Total \$
<b>Shareholders' funds at 30 October 2004</b>	<b>1,397</b>	<b>100,815,603</b>	<b>(9,902,650)</b>	<b>90,914,350</b>
Foreign Exchange difference	-	-	(57,771)	(57,771)
Loss for the year	-	-	(26,567,650)	(26,567,650)
<b>Shareholders' funds at 29 October 2005</b>	<b>1,397</b>	<b>100,815,603</b>	<b>(36,528,071)</b>	<b>64,288,929</b>
Foreign Exchange difference	-	-	247,418	247,418
Profit for the year	-	-	28,963,496	28,963,496
<b>Shareholders' funds at 27 October 2006</b>	<b>1,397</b>	<b>100,815,603</b>	<b>(7,317,157)</b>	<b>93,499,843</b>

# **P&H Mining Equipment (UK) Limited**

## **Accounting policies**

### **Basis of preparation**

The financial statements are prepared under the historical cost convention, the accounting policies set out below, and in accordance with applicable UK accounting standards As defined in C A 1985(S) 256

The company has taken advantage of the exemption provided by S228 of the Companies Act 1985 not to prepare group accounts as the accounts of the company are included in the consolidated accounts of the ultimate UK parent company, Joy Global Ltd The financial statements present information about the company as an individual undertaking and not about its group

### **Change of currency**

The functional currency of P&H Mining Equipment (U K ) Limited, defined as "The currency of the primary economic environment in which the company operates", is U S Dollars It was therefore decided to prepare the financial statements of the company in this functional currency

### **Turnover and deferred income**

Turnover and profit is taken on sales of parts when the goods are supplied and contract terms are fulfilled and on repairs and maintenance contracts in line with actual usage of parts and labour on site, with additional amounts invoiced being carried forward as deferred income to be matched against future usage of parts

### **Fixed assets**

Cost represents the purchase cost from suppliers

Depreciation is provided to write off the cost of fixed assets in equal instalments over their anticipated useful lives at the following annual rates

Fixtures and fittings - 10% to 50%

### **Inventory**

Stocks are valued at the lower of cost and net realisable value

### **Foreign currencies**

Monetary assets and liabilities denominated in currencies other than US Dollars are translated at the closing rates of exchange, or where appropriate, at the rate in a related forward foreign exchange contract Assets and liabilities denominated in Sterling were translated at 27 10 06 at an exchange rate of 1 USD to 0 5297 GBP Profits and losses on the exchange of foreign currencies are included in operating profits Transactions in currency other than USD are recorded ruling at the rate at the date of transaction

### **Leasing**

Amounts payable under operating leases are charged to the profit and loss account on a straight line basis over the period of the lease

### **Pensions**

Provision is made for the liabilities in respect of scheme benefits over the average remaining period of service of current employees The contributions to the fund are based on independent actuarial advice using the market value approach

# **P&H Mining Equipment (UK) Limited**

## **Accounting policies (continued)**

### **Deferred taxation**

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax, with the following exceptions

- provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold
- deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date

### **Warranties**

Appropriate provision, based on experience, is made in respect of contract warranties on products sold

### **Cash flow statement and related party disclosures**

The company is a wholly-owned subsidiary of Joy Global Ltd and is included in the consolidated financial statements of Joy Global Inc. 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 Joy Global Inc.

# **P&H Mining Equipment (UK) Limited**

## **Notes to the financial statements for the year ended 27 October 2006**

### **1 Turnover**

Turnover represents the value of goods and services supplied by the company during the year, excluding value added tax. All turnover relates to the company's principal activities. The analysis of sales to geographical markets is as follows:

	<b>2006</b>	<b>2005</b>
	<b>\$</b>	<b>\$</b>
United Kingdom	-	-
Rest of Europe	42,322,361	38,508,069
India	8,424,057	8,619,629
Africa	7,545,534	7,966,482
Middle East	542,262	1,554,286
	<b>58,834,214</b>	<b>56,648,466</b>

### **2 Operating profit**

Operating profit is stated after charging/(crediting) the following items:

	<b>2006</b>	<b>2005</b>
	<b>\$</b>	<b>\$</b>
Depreciation of owned assets	114,885	25,025
Operating lease charges - land and buildings	59,118	69,147
- plant and machinery	-	-

### **3 Auditors remuneration**

	<b>2006</b>	<b>2005</b>
	<b>\$</b>	<b>\$</b>
Audit services	28,789	29,701
Non-audit services	36,112	76,134

# P&H Mining Equipment (UK) Limited

## 4 Staff numbers and costs

The average monthly number of persons employed by the company (including directors) during the year was

By activity	2006	2005
Selling and distribution	38	33
Administration	5	5
	43	38

The aggregate payroll costs of these persons were as follows

	\$	\$
Wages and salaries	1,916,824	1,813,483
Social security costs	132,181	120,624
Other pension costs	207,856	168,895
	2,256,861	2,103,002

## 5 Remuneration of directors

Aggregate directors' emoluments (including pension contributions) for the year ended 27 October 2006 were \$370,304 (2005 \$ 368,814) The emoluments of the highest paid director were \$181,581

Aggregate company contributions paid to defined benefit pension schemes in the year for two directors in respect of qualifying service were \$32,788 (2005 \$34,159)

## 6 Interest receivable and similar income

	2006 \$	2005 \$
Bank interest	125,440	44,713
	125,440	44,713

## 7 Interest payable and similar charges

	2006 \$	2005 \$
Interest payable on loan from fellow group undertaking	1,097,228	1,007,526

# P&H Mining Equipment (UK) Limited

## 8 Taxation

(a) The taxation charge on profit on ordinary activities

	2006 \$	2005 \$
Current tax		
UK corporation tax		
Based on the result for the year	720,809	975,914
Over provided in previous years	(297,850)	-
(Note 8a)	422,959	975,914
Foreign tax		
Based on the results for the year	-	308,418
Under provided in previous years	-	22,680
Total current tax	422,959	1,307,012
Deferred tax (Note 8b)	(12,622)	8,145
	410,337	1,315,157

(b) Factors affecting the current tax charge

The tax assessed on the profit on ordinary activities for the year differs from the standard rate of corporation tax in the UK of 30% (2005 30%) The differences are reconciled below

	2006 \$	2005 \$
Profit / (Loss) on ordinary activities before taxation	29,373,833	(25,252,493)
Profit / (Loss) on ordinary activities multiplied by the standard rate of corporation tax in the UK of 30% (2005 30%)	8,812,150	(7,575,747)
Disallowed expenses and non taxable income	4,213	29,404
Decelerated capital allowances	(9,542)	( 8,144)
Other timing differences	329,168	302,258
Provision for diminution in value of investments	(8,415,180)	8,415,180
Higher taxes on overseas earnings	-	83,691
Over provision of UK corporation tax in previous years	(297,850)	-
Under provision of Indian tax in previous years	-	22,680
Indian tax interest	-	37,690
Current Tax Charge For Period (Note 8a)	422,959	1,307,012

(c) Deferred tax

	2006 \$	2005 \$
Depreciation in excess of capital allowances	9,542	22,580
Adjustment in respect of previous years	(22,164)	-
(Note 8b)	(12,622)	22,580



## P&H Mining Equipment (UK) Limited

No deferred tax asset has been recognised in respect of other timing differences of \$1,903,554 (2005 \$1,442,683), which relate to unpaid interest on group borrowings as it is uncertain whether sufficient taxable profits will arise when the differences are reversed

### 9 Tangible assets

	Fixtures & fittings and Total \$
<b>Cost</b>	
At 29 October 2005	495,690
Additions	404,516
At 27 October 2006	900,206
<b>Accumulated depreciation</b>	
At 29 October 2005	415,653
Charge for the year	114,885
At 27 October 2006	530,538
Net book amount	
<b>At 27 October 2006</b>	<b>369,668</b>
Net book amount	
At 29 October 2005	80,037

### 10 Investments

	Subsidiary undertakings 2006 \$
<b>Cost:</b>	
As at 29 October 2005 and 27 October 2006	102,646,000
<b>Provision for Diminution in Value</b>	
At 29 October 2005	28,050,600
Released during the year	(28,050,600)
At 27 October 2006	-
Net book amount	
<b>As at 27 October 2006</b>	<b>102,646,00</b>
Net book amount	
As at 29 October 2005	74,595,400

The company holds 28.55% of the ordinary shares of Joy Global Ventures Limited, an intermediate holding company registered in the United Kingdom

# P&H Mining Equipment (UK) Limited

## 11 Stocks

	2006 \$	2005 \$
Finished goods and goods for resale	2,143,640	17,007,981

## 12 Debtors

	2006 \$	2005 \$
Trade debtors	10,788,757	6,537,608
Amounts owed by group undertakings	-	5,000,000
Deferred tax asset	34,032	21,410
Other debtors	835,851	837,385
	11,658,640	12,396,403

## 13 Creditors: amounts falling due within one year

	2006 \$	2005 \$
Trade creditors	989,499	1,027,663
Amounts owed to group undertakings	19,143,655	15,735,271
Corporation tax payable	2,467,350	3,398,863
Taxation and social security	850,003	838,481
Other creditors	2,832,666	1,334,331
Accruals and deferred income	454,323	19,157,232
	26,737,496	41,491,841

Amounts owed to group undertakings are unsecured and repayable on demand

## 14 Called up equity share capital

	2006 \$	2005 \$
<b>Authorised</b>		
2,000 ordinary shares of £1 each	3,393	3,393
<b>Called up, allotted and fully paid</b>		
1,072 ordinary shares of £1 each	1,397	1,397

# P&H Mining Equipment (UK) Limited

## 15 Reserves

	Share Premium Account \$	Profit and loss account \$
<b>At 29 October 2005</b>	<b>100,815,603</b>	<b>(36,528,071)</b>
Foreign Exchange difference	-	247,418
Retained Profit for the financial year	-	28,963,496
<b>At 27 October 2006</b>	<b>100,815,603</b>	<b>(7,317,157)</b>

## 16 Pension commitments

The company is part of a group defined benefit pension scheme operated by the ultimate parent undertaking with assets held in a separately administered fund. Details of the pension arrangements, the cost of which is given in note 3, are disclosed in the accounts of Joy Global Ltd, the ultimate UK parent undertaking.

As the company is unable to identify its share of the underlying assets and liabilities in the group defined benefit scheme on a consistent and reasonable basis, contributions to the scheme, under FRS 17, will be accounted for as if it were a defined contribution scheme. Information about the funding level of the scheme is given in the financial statements of the ultimate UK parent undertaking.

## 17 Financial commitments

At 27 October 2006 the company had annual commitments under non-cancellable operating leases expiring as follows:

	Land and buildings	
	2006 \$	2005 \$
Within one year	0	64,922
Within two to five years	-	-
After five years	-	-
	<b>0</b>	<b>64,922</b>

# **P&H Mining Equipment (UK) Limited**

## **18 Financial arrangements**

The company, as a member of the Joy Global Ltd group, is party to a global financing facility arranged by Joy Global Inc, the group's ultimate parent company. As part of the US facility, Joy Global Inc is permitted to on-lend advances it receives under the US facility to the Company together with other members of the Joy Global Ltd group of companies ("the UK borrowers"). The amount that Joy Global Inc is permitted to lend on to the UK borrowers is determined by their "borrowing base" and is subject to an overall limit of \$50m. The borrowing base is determined by the valuation of fixed assets, inventory and trade debtors and will fluctuate from month to month. Any amounts borrowed by the UK borrowers from Joy Global Inc will be pursuant to the terms of an intercompany note between the UK borrowers and Joy Global Inc dated 5 July 2001 (as amended). In turn the company has pledged its assets (by way of a debenture containing fixed and floating charges) as security against any amounts borrowed by it (and other UK borrowers) from Joy Global Inc.

The directors are of the opinion that the borrowing base is adequate to meet the company's working capital needs and, accordingly, the directors continue to adopt the going concern basis in preparing the company's financial statements. Exchange rates for UK transactions are based on the monthly management rate supplied by Joy Global Inc.

## **19 Related party transactions**

As the company is a wholly owned subsidiary of Joy Global Inc, the company has taken advantage of the exemption contained in FRS8 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).

There were no material transactions that are required to be disclosed under Financial Reporting Standard 8.

## **20 Ultimate parent undertaking**

The immediate parent undertaking is Joy Global Ltd, a company incorporated in Great Britain. This is the smallest group which the company is a member and for which group financial statements are prepared.

The ultimate parent undertaking and controlling party is Joy Global Inc (formerly Harnischfeger Industries Inc), a company incorporated in the USA. Copies of the financial statements of Joy Global Inc may be obtained from 4400 W National Avenue, Milwaukee, WI 53214-3684, USA.