

Launchfirm Limited

Directors' report and financial statements

Registered number 2567091

31 March 2003



Contents

<i>Contents</i>	<i>Page</i>
Directors' report	1
Statement of directors' responsibilities	2
Report of the independent auditors	3
Profit and loss account	4
Balance sheet	5
Notes	6 - 9

Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 March 2003.

Principal activities

The principal activity of the company is that of a holding company.

Results and dividend

The results and dividends for the year are shown in the profit and loss account on page 4.

Directors and directors' interests

The directors who held office during the year, as recorded in the register of directors' interests, were as follows:

CJ Snowdon (Chairman)
K Arter – appointed 17 December 2002
RJK Beaumont
AB Moss – appointed 8 January 2003

The directors who held office at the end of the year had the following interests in the ordinary shares of the parent company, as recorded in the register of directors' share and debenture interests.

	Beneficial interest in shares	Conditional rights to shares	Performance related share options	SAYE Scheme options
K Arter				
At start of year	1,123	190	13,846	-
Granted in year	-	-	11,697	935
At end of year	1,123	190	25,543	935
AB Moss				
At start of year	3,055	-	158,241	2,025
Granted in year	-	-	43,911	4,678
Lapsed in year	-	-	-	(2,025)
At end of year	3,055	-	202,152	4,678

The interests of CJ Snowdon and RJK Beaumont in the shares of the ultimate holding company, UMECO plc, are disclosed in the directors' report of that company. No director had any disclosable interest in the shares of the company.

Auditors

In accordance with Section 385 of the Companies Act 1985, a resolution for the re-appointment of KPMG Audit Plc as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

By order of the board



RJK Beaumont
Secretary

Concorde House
24 Warwick New Road
Leamington Spa
Warwickshire
CV32 5JG
3 June 2003

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 year. 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.

Report of the independent auditors to the members of Launchfirm Limited

We have audited the financial statements on pages 4 to 9.

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 auditor's 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 are responsible for preparing the directors' report and, as described on page 2, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

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 company is not disclosed.

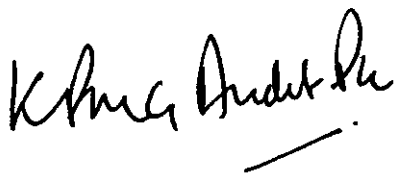
Basis of audit opinion

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 March 2003 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



KPMG Audit Plc
Chartered Accountants
Registered Auditor
Birmingham

3 June 2003

Profit and loss account
for the year ended 31 March 2003


	<i>Note</i>	2003 £	2002 £
Turnover		-	-
Cost of sales		-	-
		<hr/>	<hr/>
Gross profit		-	-
Administrative expenses		-	-
		<hr/>	<hr/>
Operating profit		-	-
Investment income	2	475,000	575,000
		<hr/>	<hr/>
Profit on ordinary activities before taxation		475,000	575,000
Taxation on profit on ordinary activities	3	-	-
		<hr/>	<hr/>
Profit after taxation		475,000	575,000
Dividends paid		(475,000)	(575,000)
		<hr/>	<hr/>
Retained profit for the year		-	-
		<hr/>	<hr/>

There were no recognised gains or losses other than those disclosed in the profit and loss account.

Balance sheet
as at 31 March 2003

	<i>Note</i>	2003		2002	
		£	£	£	£
Fixed assets					
Investments	4		653		-
Current assets					
Debtors	5	527,506		528,159	
		<u>527,506</u>		<u>528,159</u>	
Creditors: amounts falling due within one year	6	(9,933)		(9,933)	
		<u>517,573</u>		<u>518,226</u>	
Net current assets					
		<u>517,573</u>		<u>518,226</u>	
Total assets less current liabilities		<u>518,226</u>		<u>518,226</u>	
Capital and reserves					
Called up share capital	7	100		100	
Profit and loss account	8	518,126		518,126	
		<u>518,226</u>		<u>518,226</u>	
Equity shareholders' funds		<u>518,226</u>		<u>518,226</u>	

These financial statements were approved by the board of directors on 3 June 2003 and were signed on its behalf by:



CJ Snowdon
 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

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

The company is exempt by virtue of Section 228 of the Companies Act 1985 from the requirement to prepare group accounts. These financial statements present information about the company as an individual undertaking and not about its group.

Under FRS 1 (Revised) the company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the company in its own consolidated financial statements.

As the company is a wholly owned subsidiary undertaking of UMECO plc, it 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.

Taxation

The charge for taxation is based on the result for the period and includes full provision for taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Notes (continued)

2 Interest receivable and similar income

	2003 £	2002 £
Dividend received from group undertaking	475,000	575,000

3 Taxation

	2003 £	2002 £
Corporation tax on profit on ordinary activities at 30%	-	-

The current tax charge for the year is below the standard rate of UK corporation tax. The reasons for this are as follows:

	2003 £	2002 £
Profit on ordinary activities before taxation	475,000	575,000
Profit on ordinary activities before taxation multiplied by the standard rate of UK corporation tax	142,500	172,500
Effects of non-taxable dividend income	(142,500)	(172,500)
	-	-

4 Fixed asset investments

	Interest in group undertakings £
<i>Cost</i>	
At beginning of year	-
Investment in Aerovac Italy S.R.L.	653
At end of year	653

The investment represents a 10% holding of the ordinary share capital of Aerovac Systems Italy S.R.L..

Notes (continued)

4 Fixed asset investments (continued)

Interest in group undertakings:

<i>Name of undertaking</i>	Country of incorporation	Description of shares held	Class and percentage of shares held
Aerovac Systems Limited	England and Wales	Ordinary £1	100%
Aerovac Systems Italy S.R.L.	Italy	Ordinary	10%
Aerovac Systems Limited holds investments in subsidiary undertakings as follows:			
Aerovac Systemes France SARL	France	Ordinary	80%
Fluorovac Limited	England and Wales	Ordinary	100%
Aerovac Systems Italy S.R.L.	Italy	Ordinary	90%

The principal activities of all the above undertakings are the manufacture of vacuum tools and the distribution of a range of consumable materials used within the composite bonding industry except Fluorovac Limited which ceased trading on 1 November 1997.

5 Debtors

	2003 £	2002 £
Amounts due from group undertakings	<u>527,506</u>	<u>528,159</u>

Notes (continued)

6 Creditors: amounts falling due within one year

	2003 £	2002 £
Other creditors	9,753	9,753
Accruals	180	180
	<u>9,933</u>	<u>9,933</u>

7 Called up share capital

	2003 £	2002 £
<i>Authorised</i>		
Ordinary shares of £1 each	1,000	1,000
	<u>1,000</u>	<u>1,000</u>
<i>Allotted, called up and fully paid</i>		
Ordinary shares of £1 each	100	100
	<u>100</u>	<u>100</u>

8 Shareholders' funds

	Share capital £	Profit and loss account £	Total £
At beginning and end of year	100	518,126	518,226
	<u>100</u>	<u>518,126</u>	<u>518,226</u>

9 Ultimate holding company

The company's ultimate holding company is UMECO plc, which is incorporated in Great Britain and registered in England and Wales.

The results of the company are included in the consolidated accounts of UMECO plc which are available to the public and may be obtained from UMECO plc, Concorde House, 24 Warwick New Road, Leamington Spa, Warwickshire, CV32 5JG.

No other group accounts include the results of the company.