ABACUS VALVES MANUFACTURING LIMITED DIRECTOR'S REPORT AND ACCOUNTS FOR THE YEAR ENDED 31ST JANUARY 2002



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COMPANY INFORMATION

Director Mr J R M Hogg

Secretary Mrs C J P Hogg

Company number 2654516

Registered office Charwell House Wilsom Road

Alton Hampshire GU34 2TJ

Accountants Taylor & Co

13 Castle Circus House 136 Union Street

Torquay Devon TQ2 5QG

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DIRECTOR'S REPORT

FOR THE YEAR ENDED 31ST JANUARY 2002

The director presents his report and the accounts for the company for the year ended 31st January 2002.

Principal activities and review of business

The company's principal activity during the year was the supply of valves. It ceased to trade in October 2000.

Results and dividends

The results for the year are set out in the profit and loss account on page 4.

The director considers the profit achieved on ordinary activities before taxation to be as anticipated.

The director considers the state of the company's affairs to be satisfactory.

The director does not recommend a dividend.

Director and his interests

The director who held office during the year and his beneficial interest in the company's issued share capital are given below:

| Name of director | Share type | At 31st January 2002 | At 1st February 2001 |
|------------------|------------|----------------------|----------------------|
| Mr J R M Hogg | Ordinary | 70 | 70 |

Statement of director's responsibilities

Company law requires the director to prepare accounts 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 accounts the director is 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 accounts;

Prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is responsible for keeping proper accounting records which disclose, with reasonable accuracy at any time, the financial position of the company and enable him to ensure that the accounts comply with the Companies Act 1985. He is 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.

DIRECTOR'S REPORT

FOR THE YEAR ENDED 31ST JANUARY 2002

By order of the Board

Mrs C J P Hogg, Secre Charwell House Wilsom Road

Alton

Hampshire GU34 2TJ

15th February 2003

'ACCOUNTANTS' REPORT TO THE DIRECTORS

ON THE UNAUDITED ACCOUNTS OF

ABACUS VALVES MANUFACTURING LIMITED

As described on the balance sheet you are responsible for the preparation of the accounts for the year ended 31st January 2002, set out on pages 4 to 10, and you consider that the company is exempt from an audit and a report under Section 249A(1) of the Companies Act 1985. In accordance with your instructions, we have compiled these unaudited accounts in order to assist you to fulfil your statutory responsibilities, from the accounting records and information and explanations supplied to us.

Taylor 100

Taylor & Co Chartered Accountants 13 Castle Circus House 136 Union Street Torquay Devon TQ2 5QG

Date: 15th February 2003

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31ST JANUARY 2002

| | Notes | 2002 £ | 2001 £ |
|---|-------|---------------------|-----------------------|
| Turnover | 2 | 174 | 671,476 |
| Cost of sales | | - | (341,605) |
| Gross profit | | 174 | 329,871 |
| Distribution costs Administrative expenses | | (39,722) | (14,585) (262,114) |
| Other operating income | | - | 31,873 |
| Operating loss/profit Profit/Loss on sale of fixed assets | 3 7 | (39,548) 100,275 | 85,045 (13,486) |
| Interest payable and similar charges | 4 | 60,727 (3,271) | 71,559 (70,268) |
| Profit on ordinary activities before taxation | | 57,456 | 1,291 |
| Tax on profit on ordinary activities | 6 | 1,150 | (4,000) |
| Profit/Loss for the financial year | | 58,606 | (2,709) |
| Retained profit brought forward | | 49,389 | 52,099 |
| Retained profit carried forward | | 107,995 | 49,390 |

All amounts relate to continuing activities.

There were no recognised gains or losses for 2002 or 2001 other than those included in the profit and loss account.

BALANCE SHEET

AS AT 31ST JANUARY 2002

| | Notes | | 2002 | | 2001 |
|--|-------|----------|--------------|-----------|-----------|
| | | £ | £ | £ | £ |
| Fixed assets | | | | | |
| Tangible assets | 8 | | - | | 359,218 |
| Investments | 9 | _ | | - | 126 |
| | | | - | | 359,344 |
| Current assets | | | | | |
| Debtors | 10 | 245,935 | | 254,994 | |
| Cash at bank and in hand | | 172 | | 357 | |
| | | 246,107 | | 255,351 | |
| Creditors: amounts falling due within one year | 11 _ | (31,013) | _ | (252,937) | |
| Net current assets | | _ | 215,094 | _ | 2,414 |
| Total assets less current liabilities | | | 215,094 | | 361,758 |
| Creditors: amounts falling due after more | | | | | |
| than one year | 12 | _ | (23,029) | _ | (228,298) |
| | | _ | 192,065 | _ | 133,460 |
| Capital and reserves | | | - | | <u>-</u> |
| Share capital | 14 | | 82 | | 82 |
| Share premium account | | | 83,988 | | 83,988 |
| Profit and loss account | | _ | 107,995 | _ | 49,390 |
| Shareholders' funds | 15 | _ | 192,065 | _ | 133,460 |

For the financial year ended 31st January 2002, the company was entitled to exemption from audit under Section 249A(1) Companies Act 1985.

No notice has been deposited under Section 249B(2) Companies Act 1985.

The director acknowledges his responsibility for:

ensuring that the company keeps accounting records which comply with Section 221 of the Companies Act 1985,

and preparing accounts which give a true and fair view of the state of the affairs of the company as at the end of the financial year and of its results for the financial year in accordance with the requirements of Section 226 of the Companies Act 1985, and which otherwise comply with the requirements of this Act relating to accounts, so far as applicable to the company.

These accounts were approved by the board on 15th February 2003 and signed on its behalf by:

Mr J R M Hogg

Director

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31ST JANUARY 2002

1 Accounting policies

Basis of accounting

The accounts have been prepared under the historical cost convention and in accordance with applicable accounting standards.

Turnover

Turnover comprises the value of sales excluding value added tax and trade discounts.

Tangible fixed assets and depreciation

Depreciation has been provided at the following rates in order to write down the cost or valuation, less estimated residual value, of all tangible fixed assets, with the exception of freehold land, by equal annual instalments over their expected useful lives:

Freehold properties
Plant and machinery - 15%
Motor vehicles - 25%
Furniture and equipment - 15%

Investments

Investments are included at cost less amounts written off. Profits or losses arising from disposals of fixed asset investments are treated as part of the result from ordinary activities.

Deferred taxation

Provision is made for deferred taxation using the liability method to take account of timing differences between the incidence of income and expenditure for taxation and accounting purposes except to the extent that the director considers that a liability to taxation is unlikely to crystallise.

2 Turnover

The turnover was derived from the company's principal activity which was carried out wholly in the UK.

3 Operating loss

| The operating loss is stated after charging or crediting: | 2002 | 2001 |
|---|------|------|
| | £ | £ |
| Depreciation of tangible fixed assets: | | |
| -owned assets | 517 | - |
| | | |

NOTES TO THE ACCOUNTS

| | Interest payable and similar charges | 2002 | 2001 |
|---|--|----------------|------------------|
| | | | |
| | Interest payable on bank loans and overdrafts | £ 3,271 | £ 32,098 |
| | Interest payable on other loans | 3,271 - | 32,098 38,170 |
| | | 3,271 | 70,268 |
| | | | |
| 5 | Director and employees | | |
| | Staff costs, including director's remuneration, were as follows: | | |
| | | 2002 | 2001 |
| | | £ | £ |
| | Wages and salaries | - | 100,744 |
| | Social security costs | 1,684 | 8,690 |
| | Other pension costs | 3,000 | 19,482 |
| | Other costs | - - | 944 |
| | | 4,684 | 129,860 |
| | | | |
| | Director's emoluments | | |
| | | 2002 | 2001 |
| | | £ | £ |
| | Aggregate emoluments | | 44,419 |
| | | | 44,419 |
| 6 | Taxation | | |
| Ū | | 2002 | 2001 |
| | | £ | £ |
| | Based on the profit for the year: | | |
| | UK corporation tax at 20% (2001: 20%) | <u>-</u> | 4,000 |
| | Discovered to | - | 4,000 |
| | Prior periods UK corporation tax | (1,150) | |
| | on corporation and | | |
| | | | 4,000 |
| 7 | Exceptional items | 2002 | 2001 |
| , | DACOPHORES SECULO | £ | £ |
| | Profit/Loss on sale of fixed assets | 100,275 | (13,486) |
| | | 100,275 | (13,486) |

NOTES TO THE ACCOUNTS

| | Tangible fixed assets | Plant and machinery | Total |
|----|--|------------------------------------|--------------------|
| | Cost | £ | £ |
| | At 1st February 2001 | 517 | 517 |
| | At 31st January 2002 | 517 | 517 |
| | Depreciation Charge for the year | 517 | 517 |
| | At 31st January 2002 | 517 | 517 |
| | Net book value At 31st January 2002 | _ | - |
| | At 31st January 2001 | 517 | 517 |
| 9 | Fixed asset investments | | |
| | | Other investments other than loans | Total |
| | Cost | £ | £ |
| | At 1st February 2001 Disposals | 126 (126) | 126 (126) |
| | At 31st January 2002 | - | - |
| | | | |
| | Net book value At 31st January 2002 | | |
| | | 126 | 126 |
| 10 | At 31st January 2001 At 31st January 2001 | | |
| 10 | At 31st January 2002 At 31st January 2001 Debtors | 2002 £ | 126 2001 £ |
| 10 | At 31st January 2002 At 31st January 2001 Debtors Trade Debtors | 2002 £ | 2001 £ 8,322 |
| 10 | At 31st January 2002 At 31st January 2001 Debtors | 2002 | 2001 £ |

NOTES TO THE ACCOUNTS

| Trade Corpor Other to | tors: amounts falling due after more than one year 20 | - 2,030 498 500 21,600 000 74,504 013 252,937 |
|--|---|---|
| Corpor Other of Other of Director 12 Credi Other of Othe | taxes and social security creditors or's loan 10,6 tors: amounts falling due after more than one year 20 | - 2,030 498 500 21,600 000 74,504 013 252,937 |
| Other of Oth | taxes and social security preditors 9,6 10,0 31,6 tors: amounts falling due after more than one year 20 | 977 498 600 21,600 000 74,504 013 252,937 |
| Other Director 12 Credi Other D Analyto Other D | tors: amounts falling due after more than one year 20 | 21,600 000 74,504 013 252,937 |
| Director 12 Credi Other Analyto Other | tors: amounts falling due after more than one year 20 | 000 74,504 013 252,937 |
| 12 Credi Other I 13 Loans Analys Other I | tors: amounts falling due after more than one year 20 | 252,937 |
| Other I | tors: amounts falling due after more than one year 20 | |
| Other I | • | n2 2001 |
| Other I | • | 002 2001 |
| 13 Loans Analys Other | loans (Note 13) | -02 |
| 13 Loans Analys Other | loans (Note 13) | £ |
| Analy: Other | 25,0 | 228,298 |
| Analy: Other | 23,0 | 228,298 |
| Analy: Other | | |
| Other ! | s and borrowings 20 | 2001 |
| Other ! | | £ |
| | sis of loans | 220.400 |
| | 2090 | |
| | | - |
| | 33,0 | 302,802 |
| Matur | rity of debt | |
| | year or less, or on demand 10,6 | 74,504 |
| In mor | re than two years, but not more than five years 23,0 | |
| In mor | te than five years | - 194,154 |
| | 33,6 | 302,802 |
| | | |
| 14 Share | e capital 20 | 2001 |
| | • | £ |
| Autho | | |
| | y shares | |
| 1,000,0 | 000 Ordinary shares of £1.00 each 1,000,6 | 000 1,000,000 |
| | 1,000, | 1,000,000 |
| Allotte | | |
| | y shares otted, called up and fully paid ordinary shares of £1.00 each | 82 82 |
| 02 / till | | |
| | | 82 82 |

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31ST JANUARY 2002

| 15 Reconciliation of movement in shareholders' funds | 2002 £ | 2001 £ |
|---|-------------------|--------------------|
| Profit/Loss for the financial year | 58,606 | (2,709) |
| Increase in the shareholders' funds Opening shareholders' funds | 58,606 133,459 | (2,709) 136,169 |
| Closing shareholders' funds | 192,065 | 133,460 |

16 Pension scheme

The company operates a defined benefit pension scheme for the benefit of the employees and directors. The assets of the scheme are administered by trustees in a fund independent from those of the company.

MANAGEMENT PROFIT AND LOSS ACCOUNT

| | 2002 £ | 2001 £ |
|--------------------------------------|--------------|-----------|
| Turnover | | |
| Sales | (715) | 637,472 |
| Distribution and carriage | (36) | 14,505 |
| Net rental income | 925 | 19,499 |
| | 174 | 671,476 |
| Less: | | |
| Direct expenses | 4,684 | 486,050 |
| Administration expenses | 34,521 | 132,254 |
| Depreciation | 517 | - |
| Other income | _ | (31,873) |
| | 39,722 | 586,431 |
| Operating loss/profit | (39,548) | 85,045 |
| | (39,548) | 85,045 |
| Profit/Loss on sale of fixed assets | (100,275) | 13,486 |
| Profit before interest | 60,727 | 71,559 |
| Interest payable and similar charges | 3,271 | 70,268 |
| Profit before tax | 57,456 | 1,291 |

MANAGEMENT PROFIT AND LOSS ACCOUNT

| | 2002 £ | 2001 £ |
|--|-------------------|-----------------|
| Direct expenses | | |
| Change in stocks of finished goods and in work in progress | | 24,695 |
| | - | 24,695 |
| Staff costs | <u> </u> | |
| Salaries and national insurance | 1,684 | 65,015 |
| Staff pension scheme | 3,000 | 19,482 |
| Other staff costs | - | 944 |
| Director's remuneration | | 44,419 |
| | 4,684 | 129,860 |
| Other external charges | | |
| Purchases | - | 316,526 |
| Tools Markining out | - | 70 |
| Machining out Plant Repairs | - | 200 |
| Carriage and Delivery | - | 114 |
| Packaging | - | 13,340 1,245 |
| | | 331,495 |
| | 4,684 | 486,050 |
| A Burgaria and a collingua | | 750,030 |
| Administration charges Rent and rates | (4.744) | 10.101 |
| Light, Heat and Power | (1,322) | 12,406 |
| Telephone | - | 51 6,656 |
| Printing, Postage and Stationery | - | 4,331 |
| Advertising | - | 3,880 |
| Insurance | - | 6,493 |
| Legal and Professional Fees | (150) | 56,050 |
| Hire of equipment | 140 | 2,208 |
| Repairs and Renewals | - | 970 |
| Motor Expenses | - | 16,321 |
| Travel Costs | - | 7,506 |
| Cleaning and Laundry Red and Doubtful Debts | - | 690 |
| Bad and Doubtful Debts Bank Charges | 35,531 | 4,438 |
| Subscriptions and Donations | 322 | 864 |
| Training and recruitment | - | 2,406 |
| Computer costs | - | 628 2 871 |
| Entertaining | - - | 2,871 3,452 |
| General Expenses | - - | 3,432 25 |
| Sundry Expenses | - - | 8 |
| | 34,521 | 132,254 |

MANAGEMENT PROFIT AND LOSS ACCOUNT

| | 2002 £ | 2001 £ |
|---|-------------|-----------|
| Depreciation | | |
| Depreciation | 517 | - |
| | 517 | _ |
| Other operating income | | |
| Rents Receivable | | 31,873 |
| | <u>-</u> | 31,873 |
| Interest payable and similar charges | | |
| Interest Payable - Loans & O/d Within 5yrs Non | 834 | 3,095 |
| Interest Payable - Loans & O/dgreater Than 5 Year | 2,437 | 29,003 |
| Interest Payable - Other | | 38,170 |
| Interest payable and similar charges | 3,271 | 70,268 |