Registration number: 4273003

Quorum Technologies Limited

Directors' Report and Financial Statements

for the 14 months ended 31 December 2009

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Company information

Directors

Mr D E Cicurel (Chairman)

Mr R Kenhard (Managing Director)

Mr D Barnbrook Mr K D Breen Mr R L Cohen Mr R Hennig Mr P Missing Mr R Morrison Mr M Wombwell

Secretary

Mr R L Cohen

Company number 4273003

Registered Office Unit 19, Charlwoods Road

East Grinstead West Sussex RH19 2HL

Auditor

Grant Thornton UK LLP

Statutory Auditor

Chartered Accountants

Regent House 80 Regent Road

Leicester LE1 7NH

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Directors' report for the period ended 31 December 2009

The directors present their report and the financial statements for the 14 months ended 31 December 2009

Principal activity and business review

The principal activity of the company in the period continued to be that of the design, manufacture and distribution of instruments that prepare samples for examination under electron microscopes. The profit and loss account is set out on page 5 and shows the profit for the period. The company's performance in the period remained satisfactory.

Directors and their interests

The directors who served during the period are as stated below

Mr D E Cicurel

Appointed 9 June 2009

Mr R Kenhard

Mr D Barnbrook

Appointed 9 June 2009

Mr R L Cohen

Appointed 9 June 2009

Mr R Hennig

Appointed 1 July 2009

Mr P Missing

Mr R Morrison

Mr M Wombwell

Mr K D Breen was appointed to the board on 1 March 2010

Statement of directors' responsibilities

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

Company law requires the directors to prepare financial statements for each financial period. Under that law the directors have elected to prepare financial statements in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice). 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 these 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, and
- 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 adequate accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. 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.

In so far as each of the directors is aware

- there is no relevant audit information of which the company's auditor is unaware, and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information

Directors' report for the period ended 31 December 2009

Financial risk management objectives and policies

The company uses financial instruments, other than derivatives, comprising borrowings, cash and other liquid resources and various other items such as trade debtors and creditors that arise directly from its operations. The main purpose of these financial instruments is to raise finance for the company's operations. The main risks arising from the company's financial instruments relate to interest rates, liquidity, credit and foreign currency exposure. The directors review and agree policies for managing each of these risks and they are summarised below. The policies have remained unchanged from previous periods.

Interest rate risk

The company finances its operations through a mixture of retained profits and inter-company accounts. The company's exposure to interest rate fluctuations is limited to income earned on short-term deposits of surplus funds.

Liquidity risk

The company seeks to manage liquidity risk by ensuring sufficient funds are available to meet foreseeable needs and to invest cash assets safely and profitably. Primarily this is achieved through inter-company cash management practices. Short term flexibility is achieved through the availability of overdraft facilities.

Credit risk

The company reviews the credit risk relating to its customers by ensuring wherever possible that it deals with long established trading partners, agents and government / university backed bodies, where the risk of default is considered low. Where considered appropriate, the company insists on up-front payment and requires letters of credit facilities to be provided.

Currency risk

With a significant proportion of its sales being exported, the main risk area to which the company is exposed is that of foreign currencies (mainly US\$ and Euros). It is not the company's practice for this risk to be hedged but the directors review this on a regular basis.

Auditor

Grant Thornton UK LLP, who were appointed during the period and have expressed their willingness to continue in office, will be deemed reappointed for the next financial year in accordance with section 487(2) of the Companies Act 2006 unless the company receives notice under section 488(1) of the Companies Act 2006

This report was approved by the board on 25 March 2010 and signed on its behalf by

MrRLCohen Secretary

Quorum Technologies Limited

Company Registration number: 4273003

Independent Auditor's Report to the members of Quorum Technologies Limited

We have audited the financial statements of Quorum Technologies Limited for the period ended 31 December 2009 which comprise the profit and loss account, the balance sheet, the statement of accounting policies and notes 1 to 18 The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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 auditor

As explained more fully in the statement of directors' responsibilities, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's website at www frc org uk/apb/scope/UKNP

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2009 and of its profit for the period then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the directors' report for the period for which the financial statements are prepared is consistent with the financial statements

Independent Auditor's Report to the members of Quorum Technologies Limited

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

Corant Mantan UK LCP.

Paul Houghton Senior Statutory Auditor for and on behalf of Grant Thornton UK LLP Statutory Auditor, Chartered Accountants East Midlands 25 March 2010

Profit and loss account for the period ended 31 December 2009

		14 months period	Year
		ended	ended
		31 December	31 October
		2009	2008
	Notes	£	£
Turnover	1	5,588,936	4,005,016
Raw materials and consumables		(2,933,784)	(1,992,848)
Other external charges		(782,590)	(474,044)
Staff costs	3	(1,253,368)	(750,277)
Depreciation		(60,761)	(74,393)
Other operating credits/(charges)		113,988	(1,584)
Operating profit	2	672,421	711,870
Investment income		-	339,791
Miscellaneous income		3,261	42,626
Net interest payable		(3,235)	(6,410)
Profit on ordinary activities before taxation		672,447	1,087,877
Tax on profit on ordinary activities	4	(172,959)	(166,022)
Profit on ordinary activities after taxation	14	499,488	921,855

All of the activities of the company are classed as continuing

The company has no recognised gains or losses other than the results for the period as set out above

The accompanying notes form an integral part of these financial statements

Balance sheet as at 31 December 2009

		31 D	ecember 2009	31	October 2008
	Notes	£	£	£	£
Fixed assets					
Intangible assets	5		-		3
Tangible assets	6		92,655		94,373
Investments	7		100		100
			92,755	•	94,476
Current assets			•		,
Stocks	8	560,590		536,272	
Debtors	9	601,633		825,404	
Cash at bank and in hand		582,673		630,497	
	-	1,744,896	-	1,992,173	
Creditors: amounts falling due within	40	, ,			
one year	10	(813,022)		(886,911)	
•	-		-		
Net current assets			931,874		1,105,262
Total assets less current liabilities			1,024,629	•	1,199,738
			, ,		, ,
Creditors: amounts falling due after	44				(404.470)
more than one year	11		-		(104,170)
Provision for liabilities	12		(7,006)		-
Total net assets			1,017,623	•	1,095,568
				•	
Capital and reserves					
Called up share capital	13		1,143		1,143
Share premium account	14		9,000		9,000
Profit and loss account	14		1,007,480	_	1,085,425
Shareholders' funds - all equity	15		1,017,623		1,095,568

The financial statements were approved by the board of directors on 25 March 2010 and signed on its behalf by

Mr R B Kenhard

Director

The accompanying notes form an integral part of these financial statements

Statement of accounting policies

Accounting convention

The financial statements have been prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) and under the historical cost convention

The principal accounting policies of the company are set out below. The policies have remained unchanged from the previous year.

Turnover

Revenue recognition policies in respect of the company's principal revenue streams are as follows

- Sales of instruments and spares are recognised at the point of despatch
- Installation revenues are deferred and recognised on completion of installation

All revenues are stated exclusive of value added tax

Tangible fixed assets and depreciation

Fixed assets are initially recorded at cost. Depreciation is provided at annual rates calculated to write off the cost less residual value of each asset over its expected useful life, as follows.

Plant and machinery
Fixtures, fittings and equipment

20/25% straight line on cost 25/33 33% straight line on cost

Leasing

Rentals payable under operating leases are charged against income on a straight line basis over the lease term

Investments

Fixed asset investments are stated at cost less provision for diminution in value

Stocks

Stocks are stated at the lower of cost and net realisable value. Cost includes materials, direct labour and an attributable proportion of manufacturing overheads based on normal levels of activity.

Pensions

The company operates defined contribution pension schemes for employees and directors. The assets of the schemes are held by investment managers separately from those of the company. Contributions payable are charged to the profit and loss account.

Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange prevailing at the accounting date. Transactions in foreign currencies are recorded at the rate of exchange prevailing at the date of transaction. All differences are taken to the profit and loss account.

Statement of accounting policies

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 which will result in an obligation to pay more, or a right to pay less or to receive more tax

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

Group accounts

These financial statements contain information about Quorum Technologies Limited as an individual company and do not contain consolidated information as the parent of a group. The company is entitled to exemption under Section 400 of the Companies Act 2006 from the obligation to prepare consolidated financial statements as it and its subsidiary undertaking are included by full consolidation in the consolidated financial statements of its parent, Judges Scientific plc, a company registered in the UK.

Cash flow statement

The company has not prepared a cash flow statement as it is exempt under Financial Reporting Standard No 1

Notes to the financial statements for the period ended 31 December 2009

1 TURNOVER

Turnover attributable to geographical markets outside the United Kingdom amounted to 91% (2008 86%) for the period

2 OPERATING PROFIT		
Operating profit is stated after charging	14 months period ended	Year ended
	31 December 2009	31 October 2008
	£	£
Depreciation and other amounts written off tangible fixed a	ssets 60,758	52,309
Amortisation and other amounts written off intangible fixed	assets 3	22,084
Auditor's remuneration - audit	9,500	15,070
Operating leases - plant and machinery	19,884	22,070
- other assets	<u>68,119</u>	58,830

Fees paid to the company's auditor for services other than the statutory audit of the company are not disclosed in these accounts since the consolidated accounts of its ultimate parent undertaking, Judges Scientific plc, are required to disclose non audit fees on a consolidated basis

3 INFORMATION REGARDING DIRECTORS AND EMPLOYEES

Staff costs (including directors)	14 months period ended 31 December 2009 £	Year ended 31 October 2008 £
Wages and salaries Social security costs Other pension costs	1,074,862 116,854 61,652 1,253,368	652,094 71,288 26,895 750,277
Average number of persons employed	14 months period ended 31 December 2009	Year ended 31 October 2008
Directors Manufacturing Sales and administration	5 21 6 32	3 22 5 30
Directors' emoluments	14 months period ended 31 December 2009	Year ended 31 October 2008 £
Emoluments Defined contribution pension scheme contributions	305,186 41,479 346,665	44,000 9,755 53,755

During the period four directors participated in money purchase pension schemes (year ended 31 October 2008 three directors)

Emoluments of the highest paid director:		
Emoluments	68,755	20,000
Defined contribution pension scheme contributions	15,250_	6,000
	84,005	26,000

Notes to the financial statements for the period ended 31 December 2009

4 TAX ON PROFIT ON ORDINARY ACTIVITIES

Analysis of charge in period 14	months period ended 31 December 2009 £	Year ended 31 October 2008 £
United Kingdom corporation tax charge at 28% (2008 26 37%)	166,171	165,890
United Kingdom corporation tax - prior year adjustment	(218)	132
Total current tax charge	165,953	166,022
Deferred tax (see note 12)	(4,743)	-
Deferred tax - prior year adjustment (see note 12)	11,749	-
Tax on profit on ordinary activities	172,959	166,022

The tax assessed for the period is different to the weighted average standard rate of corporation tax in the UK of 28% (year ended 31 October 2008 26 37%) The differences are explained as follows

14 m	onths period ended 31 December 2009 £	Year ended 31 October 2008 £
Profit on ordinary activities before tax Profit on ordinary activities multiplied by the standard rate of corp	672,447	1,087,877
tax in the UK of 28% (year ended 31 October 2008 26 37%)	188,285	286,873
Effect of		
Expenses not deductible for tax purposes	2,434	1,809
Difference between depreciation and accelerated capital allowance	s 4,743	1,578
Corporation tax - prior year adjustment	(218)	132
Dividends and distributions received	-	(89,603)
Research and development enhanced deduction	(24,353)	(34,767)
Change in effective tax rate	(4,938)	
Total current tax charge	165,953	166,022

Notes to the financial statements for the period ended 31 December 2009

5	INTA	NGIBLE	FIXED.	ASSETS
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		Other intangible	
	Goodwill	assets	Total
	£	£	£
Cost			
At 1 November 2008 and 31 December 2009	57,418	5,003	62,421
Amortisation			
At 1 November 2008	57,417	5,001	62,418
Charge for the period	1	2	3_
At 31 December 2009	57,418	5,003	62,421
Net book values			
At 31 December 2009	<u> </u>		
At 31 October 2008	11	2	3_
			

TANGIBLE FIXED ASSETS

TANOIBLE HALB AGGLIG	Plant and machinery £	Fixtures, fittings and equipment £	Total £
Cost			
At 1 November 2008	64,148	255,274	319,422
Additions	7,283	51,757	59,040
At 31 December 2009	71,431	307,031	378,462
Depreciation			
At 1 November 2008	60,071	164,978	225,049
Charge for the period	4,338	56,420	60,758
At 31 December 2009	64,409	221,398	285,807
Net book values			
At 31 December 2009	7,022	85,633	92,655
At 31 October 2008	4,077	90,296	94,373

7 **FIXED ASSET INVESTMENTS**

Subsidiary undertaking	£
Cost and net book value – 1 November 2008 and 31 December 2009	100

The company holds 100% of the ordinary share capital of E M Technologies Limited, a UK incorporated dormant company

Notes to the financial statements for the period ended 31 December 2009

8	STOCKS	31 December 2009 £	31 October 2008 £
Raw materials		419,761	445,555
Work	in progress	124,703	90,717
Demonstration stock		16,126	
		560,590	536,272
9	DEBTORS	31 December 2009	31 October 2008
		£	£
Trade	edebtors	532,950	775,091
Other	debtors	35,292	25,455
Prepa	ayments	33,391_	24,858
		601,633	825,404
10	CREDITORS	31 December 2009	31 October 2008
		£	£
Amou	ınts falling due within one year		
	creditors	387,886	486,905
Other	creditors	134,272	123,300
Bank	loans and overdrafts	· -	55,714
Corpo	oration tax payable	166,171	165,890
Amou	ints owed to group companies	28,413	100
	I security and other taxes	53,548	22,858
Accru	als and deferred income	42,732	32,144
		813,022	886,911
11	CREDITORS	31 December 2009	31 October 2008
		£	£
Amou	ınts falling due after more than one year		
	loans		104,170
Analysis of loans			
	y repayable within five years	-	159,884
Includ	fed in current liabilities		(55,714)
			104,170
Loan maturity analysis			
In more than one year but not more than two years		-	53,575
In mo	re than two years but not more than five years		50,595
		-	104,170

Notes to the financial statements for the period ended 31 December 2009

12 PROVISION FOR LIABILITIES

	Deferred taxation £
At 1 November 2008	-
Charge in the period	(4,743)
Prior year adjustment	11,749_
At 31 December 2009	7,006

The amounts provided in respect of deferred taxation are computed at the rate of 28% (year ended 31 October 2008 28%) and relate to accelerated capital allowances

13 CALLED UP SHARE CAPITA		31 October 2008
	£	£
Authorised		
875 Ordinary 'A' shares of £1 each	875	875
20 Ordinary 'B' shares of £1 each	20	20
30 Ordinary 'C' shares of £1 each	30	30
50 Ordinary 'D' shares of £1 each	50	50
25 Ordinary 'E' shares of £1 each	25	25
114 Ordinary 'F' shares of £1 each	114	114
29 Ordinary 'G' shares of £1 each	29	29
	1,143	1,143
Allotted, called up and fully paid 875 Ordinary 'A' shares of £1 each 20 Ordinary 'B' shares of £1 each 30 Ordinary 'C' shares of £1 each 50 Ordinary 'D' shares of £1 each 25 Ordinary 'E' shares of £1 each 114 Ordinary 'F' shares of £1 each 29 Ordinary 'G' shares of £1 each	875 20 30 50 25 114 29	875 20 30 50 25 114 29
	1,143	1,143

14 RESERVES

	Share premium account	Profit and loss account
	£	£
At 1 November 2008	9,000	1,085,425
Profit on ordinary activities after taxation	-	499,488
Dividends paid in the period	-	(577,433)
At 31 December 2009	9,000	1,007,480

Notes to the financial statements for the period ended 31 December 2009

14 RESERVES (continued)

Dividends paid in the period represented the following value per share

	Period ended 31 December 2009 £	Year ended 31 October 2008 £
875 Ordinary 'A' shares of £1 each	470	69
20 Ordinary 'B' shares of £1 each	437	-
30 Ordinary 'C' shares of £1 each	504	50
50 Ordinary 'D' shares of £1 each	466	435
25 Ordinary 'E' shares of £1 each	1,670	1,788
114 Ordinary 'F' shares of £1 each	566	383
29 Ordinary 'G' shares of £1 each	437	-
15 RECONCILIATION OF SHAREHOLDERS' FUNDS	31 December 2009 £	31 October 2008 £
Profit on ordinary activities after taxation	499,488	921,855
Dividends paid in the period	(577,433)	(171,657)
Opening shareholders' funds	1,095,568	345,370
Closing shareholders' funds	1,017,623	1,095,568

16 OPERATING LEASE OBLIGATIONS

The company had annual commitments under non-cancellable operating leases as follows

	Period ended 31 December 2009 £	Year ended 31 October 2008 £
Expiry date Between one and five years	32,636	70,500

17 RELATED PARTY TRANSACTIONS

As a wholly owned subsidiary of Judges Scientific plc, the company is exempt from the requirements of FRS 8 to disclose transactions within the group

18 ULTIMATE PARENT UNDERTAKING

The ultimate parent undertaking of this company is Judges Scientific plc, which is incorporated in England and Wales. The only group undertaking for which consolidated accounts are prepared is that headed by Judges Scientific plc. Bank loans advanced to Judges Scientific plc amounting at 31 December 2009 to £2,740,000 (2008 £2,100,000) are secured on the company's assets

Detailed trading profit and loss account for the period ended 31 December 2009

	14 months period ended 31 December 2009	Year ended 31 October 2008
	£ £	£ £
Sales	5,588,936	4,005,016
Cost of sales Opening stock Purchases Warranty Wages and salaries Employer's NI contributions Pensions Commissions and royalties payable Carriage and import duty	536,272 2,805,553 108,334 467,961 48,991 12,103 31,340 44,215 4,054,769	449,518 1,948,796 5,728 459,831 50,924 - 77,228 47,850 3,039,875
Closing stock	(560,590)	(536,272)
Gross profit	3,494,179 37% 2,094,757	2,503,603 37% 1,501,413
Administrative expenses Operating profit	1,422,336 12% 672,421	789,543 711,870
Dividend income		339,791
Miscellaneous income	3,261	42,626
Bank interest receivable	2,361	11,167
Bank interest payable	(960)	(5,416)
Loan interest payable	(4,636)	(12,161)
Profit before taxation	672,447	1,087,877

Detailed trading profit and loss account for the period ended 31 December 2009

	14 months period ended 31 December 2009 £	Year ended 31 October 2008 £
Administrative expenses		
Wages and salaries	320,331	141,417
Employer's NI contribution	31,845	20,364
Pensions - staff	8,070	17,140
Healthcare	2,425	6,846
Directors' remuneration	276,877	44,000
Directors' NI contribution	36,018	-
Directors' Healthcare	7,268	-
Directors' pension costs	41,479	9,755
Staff training	4,747	2,027
Operating lease rentals - land and buildings	68,119	58,830
Rates	29,726	26,229
Insurance	21,219	23,086
Light and heat	12,476	9,294
Repairs and maintenance	19,633	11,055
Printing, postage and stationery	16,232	8,562
Sales and marketing	24,860	32,993
Telephone	16,767	11,638
Computer costs	33,670	17,088
Motor vehicle leases	19,884	22,070
Motor expenses	16,155	15,454
Travelling, subsistence and mileage	95,299	46,591
Entertaining	1,198	2,902
Research and development	177,291	120,194
Legal and professional	67,687	14,099
Audit and taxation	11,000	15,070
Bank charges	15,891	13,869
Bad debts	2,436	17,517
Staff welfare	8,666	5,114
Charitable donations – other	730	362
Management charge	90,000	-
Foreign exchange differences	(116,424)	1,584
Depreciation on intangible assets	3	22,084
Depreciation on plant and machinery	4,338	1,762
Depreciation on fixtures and fittings	56,420	50,547
Total	1,422,336	789,543