Registered number: 04762632

ANTEX ELECTRONICS LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2010



These financial statements have not been audited as the company is exempt under s477 of the Companies Act 2006 from the requirement to obtain an audit of its financial statements



COMPANY INFORMATION

DIRECTORS Mr A G Owen

Mr I L Lockhart Mr J K Laurie Mr P R Collins Mr W Wang

COMPANY SECRETARY Mr J E Scott

COMPANY NUMBER 04762632

REGISTERED OFFICE 2 Westbridge Industrial Estate

Tavistock Devon PL19 8DE

ACCOUNTANTS Bishop Fleming

Chartered Accountants 2nd Floor Stratus House

Emperor Way

Exeter Business Park

Exeter EX1 3QS

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DIRECTORS' REPORT FOR THE PERIOD ENDED 31 DECEMBER 2010

The directors present their report and the financial statements for the period ended 31 December 2010

PRINCIPAL ACTIVITIES

The principal activity of the group and company during the year was the manufacture and sale of electric and electronic soldering irons, stations, and accessories

DIRECTORS

The directors who served during the period were

Mr A G Owen Mr I L Lockhart Mr J K Laurie Mr P R Collins Mr W Wang

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006

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

Mr I L Lockhart

Director

Date 27.07 1(

2 Westbridge Industrial Estate Tavistock Devon PL19 8DE

CHARTERED ACCOUNTANTS' REPORT TO THE BOARD OF DIRECTORS ON THE PREPARATION OF THE UNAUDITED STATUTORY FINANCIAL STATEMENTS OF ANTEX ELECTRONICS LIMITED FOR THE PERIOD ENDED 31 DECEMBER 2010

In order to assist you to fulfil your duties under the Companies Act 2006, we have prepared for your approval the financial statements of Antex Electronics Limited for the period ended 31 December 2010 which comprise the Profit and loss Account, the Balance sheet, the Statement of total recognised gains and losses and the related notes from the company's accounting records and from information and explanations you have given to us

As a member firm of the Institute of Chartered Accountants in England and Wales (ICAEW), we are subject to its ethical and other professional requirements which are detailed at icaew com/regulations

This report is made solely to the Board of Directors of Antex Electronics Limited, as a body, in accordance with the terms of our engagement letter. Our work has been undertaken solely to prepare for your approval the financial statements of Antex Electronics Limited and state those matters that we have agreed to state to them in this report in accordance with AAF 2/10 as detailed at icaew com/compilation. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than Antex Electronics Limited and its. Board of Directors, as a body, for our work or for this report.

It is your duty to ensure that Antex Electronics Limited has kept adequate accounting records and to prepare statutory financial statements that give a true and fair view of the company's assets, liabilities, financial position and profit. You consider that Antex Electronics Limited is exempt from the statutory audit requirement for the period

We have not been instructed to carry out an audit or review of the financial statements of Antex Electronics Limited. For this reason, we have not verified the accuracy or completeness of the accounting records or information and explanations you have given to us and we do not, therefore, express any opinion on the statutory financial statements.

Bishop Fleming / Chartered Accountants

2nd Floor Stratus House Emperor Way

Exeter Business Park

Exeter EX1 3QS

Date 5 09 11

CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDED 31 DECEMBER 2010

	<u> </u>		
	Note	Period ended 31 December 2010 £	Year ended 30 June 2010 £
TURNOVER	1,2	1,041,831	1,559,044
Cost of sales		(644,387)	(919,548)
GROSS PROFIT		397,444	639,496
Distribution costs		(43,351)	(41,506)
Administrative expenses		(352,645)	(601,551)
Other operating income	3	19,111	7,864
OPERATING PROFIT	4	20,559	4,303
Interest payable and similar charges		(7,496)	(13,111)
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE			
TAXATÌON		13,063	(8,808)
Tax on profit/(loss) on ordinary activities	6	(1,146)	
PROFIT/(LOSS) FOR THE FINANCIAL PERIOD	14	11,917	(8,808)

The notes on pages 9 to 18 form part of these financial statements

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES FOR THE PERIOD ENDED 31 DECEMBER 2010

	Period ended 31 December 2010 £	Year ended 30 June 2010 £
PROFIT/(LOSS) FOR THE FINANCIAL PERIOD	11,917	(8,808)
Unrealised surplus on revaluation of tangible fixed assets	<u>-</u>	119,232
TOTAL RECOGNISED GAINS AND LOSSES RELATING TO THE PERIOD	11,917	110,424

The notes on pages 9 to 18 form part of these financial statements

ANTEX ELECTRONICS LIMITED REGISTERED NUMBER: 04762632

CONSOLIDATED BALANCE SHEET AS AT 31 DECEMBER 2010

		31	December 2010		30 June 2010
	Note	£	£	£	2010 £
FIXED ASSETS					
Intangible assets	7		301,169		313,217
Tangible assets	8		364,555		371,007
		·	665,724	•	684,224
CURRENT ASSETS					
Stocks		424,586		357,078	
Debtors	10	417,117		323,568	
Cash at bank and in hand		29,223		14,069	
		870,926	•	694,715	
CREDITORS: amounts falling due within one year	11	(638,373)		(478,233)	
NET CURRENT ASSETS			232,553		216,482
TOTAL ASSETS LESS CURRENT LIABIL	ITIES	1	898,277	•	900,706
CREDITORS: amounts falling due after more than one year	12		(238,001)		(252,347)
NET ASSETS			660,276		648,359
CAPITAL AND RESERVES		•		•	
Called up share capital	13		300,000		300,000
Revaluation reserve	14		119,232		119,232
Profit and loss account	14		241,044		229,127
SHAREHOLDERS' FUNDS			660,276	•	648,359

The directors consider that the company is entitled to exemption from the requirement to have an audit under the provisions of section 477 of the Companies Act 2006 ("the Act") and members have not required the company to obtain an audit for the period in question in accordance with section 476 of the Act

The directors acknowledge their responsibilities for ensuring that the company keeps accounting records which comply with section 386 of the Act and for preparing financial statements which give a true and fair view of the state of affairs of the company as at 31 December 2010 and of its profit for the period then ended in accordance with the requirements of sections 394 and 395 of the Act and which otherwise comply with the requirements of the Companies Act 2006 relating to the financial statements so far as applicable to the company

The financial statements have been prepared in accordance with the special provisions relating to companies subject to the small companies regime within Part 15 of the Companies Act 2006 and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008)

CONSOLIDATED BALANCE SHEET (continued) AS AT 31 DECEMBER 2010

The financial statements were approved and authorised for issue by the board and were signed on its behalf by

Mr I L Lockhart

Director

Date 27.07-11

The notes on pages 9 to 18 form part of these financial statements

ANTEX ELECTRONICS LIMITED REGISTERED NUMBER: 04762632

COMPANY BALANCE SHEET AS AT 31 DECEMBER 2010

		31	December		30 June
	Note	£	2010 £	£	2010 £
FIXED ASSETS			\	1	
Intangible assets	7		301,169		313,217
Tangible assets	8		363,794		370,705
Investments	9		11,111		11,111
		•	676,074	•	695,033
CURRENT ASSETS					
Stocks		348,563		323,529	
Debtors amounts falling due after more than	10	41,196		41,196	
One year	10	41,1 30 476,848		306,611	
Debtors amounts falling due within one year Cash at bank and in hand	10	1,267		9,489	
		867,874		680,825	
CREDITORS, amounts falling due within				550,525	
one year	11	(637,857)		(423,321)	
NET CURRENT ASSETS		-	230,017		257,504
TOTAL ASSETS LESS CURRENT LIABILITIE	ES	•	906,091	•	952,537
CREDITORS: amounts falling due after more than one year	12		(238,001)		(252,347)
NET ASSETS		•	668,090	•	700,190
CAPITAL AND RESERVES		,		,	
Called up share capital	13		300,000		300,000
Revaluation reserve	14		119,232		119,232
Profit and loss account	14		248,858		280,958
SHAREHOLDERS' FUNDS		•	668,090	•	700,190

The directors consider that the company is entitled to exemption from the requirement to have an audit under the provisions of section 477 of the Companies Act 2006 ("the Act") and members have not required the company to obtain an audit for the period in question in accordance with section 476 of the Act

The directors acknowledge their responsibilities for ensuring that the company keeps accounting records which comply with section 386 of the Act and for preparing financial statements which give a true and fair view of the state of affairs of the company as at 31 December 2010 and of its profit for the period then ended in accordance with the requirements of sections 394 and 395 of the Act and which otherwise comply with the requirements of the the Companies Act 2006 relating to the financial statements so far as applicable to the company

The financial statements have been prepared in accordance with the special provisions relating to companies subject to the small companies regime within Part 15 of the Companies Act 2006 and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008)

COMPANY BALANCE SHEET (continued) AS AT 31 DECEMBER 2010

The financial statements were approved and authorised for issue by the board and were signed on its behalf by

Mr I L Lockhart

Director

Date 27.07.11

The notes on pages 9 to 18 form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2010

1. ACCOUNTING POLICIES

1.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements have been prepared under the historical cost convention as modified by the revaluation of freehold property and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008)

1.2 BASIS OF CONSOLIDATION

The financial statements consolidate the accounts of Antex Electronics Limited and all of its subsidiary undertakings ('subsidiaries')

The company has taken advantage of the exemption contained within 408 of the Companies Act 2006 not to present its own Profit and loss Account

The profit and loss account for the period/year dealt with in the accounts of the company was £10,808 loss (2010 £1,806 profit)

1.3 TURNOVER

Turnover comprises revenue recognised by the group and company in respect of goods and services supplied, exclusive of Value Added Tax and trade discounts

1.4 INTANGIBLE FIXED ASSETS AND AMORTISATION

Goodwill is the difference between amounts paid on the acquisition of a business and the fair value of the identifiable assets and liabilities. It is amortised to the Profit and loss Account over its estimated economic life.

Amortisation is provided at the following rates

Goodwill - 20 years straight line

1.5 TANGIBLE FIXED ASSETS AND DEPRECIATION

Tangible fixed assets are stated at cost or valuation less depreciation. Depreciation is provided at rates calculated to write off the cost or valuation of fixed assets, less their estimated residual value, over their expected useful lives on the following bases.

Freehold property - 50 years straight line
Plant & machinery - 5 years straight line
Fixtures & fittings - 5 years straight line

1.6 REVALUATION OF TANGIBLE FIXED ASSETS

Individual freehold and leasehold properties are carried at current year value at the balance sheet date. A full valuation is obtained from a qualified valuer for each property every five years, with an interim valuation three years after the previous full valuation, and in any year where it is likely that there has been a material change in value.

Revaluation gains and losses are recognised in the statement of total recognised gains and losses unless losses exceed the previously recognised gains or reflect a clear consumption of economic benefits, in which case the losses are recognised in the Profit and loss Account

1.7 INVESTMENTS

Investments in subsidiaries are valued at cost less provision for impairment

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2010

1. ACCOUNTING POLICIES (continued)

1.8 LEASING AND HIRE PURCHASE

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible fixed assets. Assets acquired by finance lease are depreciated over the shorter of the lease term and their useful lives. Assets acquired by hire purchase are depreciated over their useful lives. Finance leases are those where substantially all of the benefits and risks of ownership are assumed by the company. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the Profit and loss Account so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

1.9 OPERATING LEASES

Rentals under operating leases are charged to the Profit and loss Account on a straight line basis over the lease term

1.10 STOCKS AND WORK IN PROGRESS

Stocks and work in progress are valued at the lower of cost and net realisable value after making due allowance for obsolete and slow-moving stocks. Cost includes all direct costs and an appropriate proportion of fixed and variable overheads.

1 11 DEFERRED TAXATION

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation

Deferred tax is not provided on timing differences arising from the revaluation of fixed assets in the financial statements

A net deferred tax asset is recognised only if it can be regarded as 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 assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse

Deferred tax assets and liabilities are not discounted

1.12 FOREIGN CURRENCIES

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date

Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction

Exchange gains and losses are recognised in the Profit and loss Account

1.13 FINANCIAL INSTRUMENTS

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2010

ACCOUNTING POLICIES (continued)

1 14 INVOICE DISCOUNTING

The company uses an invoice discounting facility provided by HSBC Invoice Finance (UK) Limited

Trade debtors are included gross and amounts advanced in respect of the facility are included within creditors (amounts falling due within one year)

TURNOVER 2.

30% of the group's turnover (2010 23%) is attributable to geographical markets outside the United Kingdom

OTHER OPERATING INCOME 3.

	Period ended	Year ended
	31 December	30 June
	2010	2010
	£	£
Other operating income	19,111	7,864

4. **OPERATING PROFIT**

The operating profit is stated after charging

	Period ended 31 December 2010 £	Year ended 30 June 2010 £
Amortisation	12,048	24,096
Depreciation of tangible fixed assets	40 EG4	19,064
 - owned by the group - held under finance leases 	10,561 -	1,500
Research and development expenditure written off	236	-

DIRECTORS' REMUNERATION 5

	Perioa enaea	real ended
	31 December	30 June
	2010	2010
	£	£
Aggregate emoluments	72,398	111,700
	- ·	

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2010

6	TAXATION				
			_	Period ended 31 December 2010 £	Year ended 30 June 2010 £
	Adjustments in respect of prior periods			1,146	-
	TAX ON PROFIT/LOSS ON ORDINARY	ACTIVITIES	:	1,146	
7.	INTANGIBLE FIXED ASSETS				Co o desuit
	GROUP COST				Goodwill £
	At 1 July 2010 and 31 December 2010				481,877
	AMORTISATION At 1 July 2010 Charge for the period				168,660 12,048
	At 31 December 2010				180,708
	NET BOOK VALUE At 31 December 2010				301,169
	At 30 June 2010				313,217
8.	TANGIBLE FIXED ASSETS				
	GROUP	Freehold property £	Plant 8 machinery		Total £
	COST OR VALUATION At 1 July 2010 Additions	394,358 -	337,337 -	7 100,533 4,109	832,228 4,109
	At 31 December 2010	394,358	337,337	104,642	836,337
	DEPRECIATION At 1 July 2010 Charge for the period	44,358 3,150	329,826 1,626		461,221 10,561
	At 31 December 2010	47,508	331,452	92,822	471,782
	NET BOOK VALUE At 31 December 2010	346,850	5,885	11,820	364,555
	At 30 June 2010	350,000	7,511	13,496	371,007

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2010

8. TANGIBLE FIXED ASSETS (continued)

The net book value of assets held under finance leases or hire purchase contracts, included above, are as follows

	31 December	30 June
	2010	2010
GROUP	£	£
Plant and machinery	4,125	4,875

Cost or valuation at 31 December 2010 is as follows

GROUP	Land and buildings £
AT COST	275,126
AT VALUATION	
Revalued on 30 June 2010 on an open market existing use basis	119,232
	394,358

If the land and buildings had not been included at valuation they would have been included under the historical cost convention as follows

CROUP		31 D	ecember 2010 £	30 June 2010 £
GROUP			_	
Cost Accumulated depreciation			275,126 (47,508)	275,126 (44,358)
Net book value			227,618	230,768
COMPANY	Freehold property £	Plant & machinery	Fixtures & fittings £	Total £
COST OR VALUATION	_	_		
At 1 July 2010 Additions	394,358 -	337,337	99,243 1,045	830,938 1,045
At 31 December 2010	394,358	337,337	100,288	831,983
DEPRECIATION				
At 1 July 2010 Charge for the period	44,358 3,150	329,826 1,626	86,049 3,180	460,233 7,956
At 31 December 2010	47,508	331,452	89,229	468,189
NET BOOK VALUE				
At 31 December 2010	346,850	5,885	11,059	363,794
At 30 June 2010	350,000	7,511	13,194	370,705

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2010

8 TANGIBLE FIXED ASSETS	3 (continued)
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The net book value of assets held under finance leases or hire purchase contracts, included above, are as follows

	31 December	30 June
	2010	2010
COMPANY	£	£
Plant and machinery	4,125	4,875

Cost or valuation at 31 December 2010 is as follows

COMPANY	Land and buildings £
AT COST	275,126
AT VALUATION.	
Revalued on 30 June 2010 on an open market existing use basis	119,232
	394,358

If the land and buildings had not been included at valuation they would have been included under the historical cost convention as follows

	31 December	30 June
	2010	2010
COMPANY	£	£
Cost	275,126	275,126
Accumulated depreciation	(47,508)	(44,358)
Net book value	227,618	230,768

9. FIXED ASSET INVESTMENTS

COMPANY COST OR VALUATION	Investments in subsidiary companies £
At 1 July 2010 and 31 December 2010	11,111
NET BOOK VALUE At 31 December 2010	11,111
At 30 June 2010	11,111

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2010

10.	DEBTORS		GROUP		COMPANY
		31 December 2010 £	30 June 2010 £	31 December 2010 £	30 June 2010 £
	DUE AFTER MORE THAN ONE YEAR Amounts owed by group undertakings	4	_	41,196	41,196
			GROUP		COMPANY
		31 December 2010 £	30 June 2010 £	31 December 2010 £	30 June 2010 £
	DUE WITHIN ONE YEAR		222 252	100 100	000 000
	Trade debtors Other debtors	376,451 40,666	308,959 14,609	436,182 40,666	292,002 14,609
		417,117	323,568	476,848	306,611
	AMOUNTS FALLING DUE WITHIN ON	31 December 2010	30 June 2010 £	31 December 2010	COMPANY 30 June 2010
	Bank loans and overdrafts	£ 146,601	30,024	146,601	30,024
	Other loans	58,358	-	58,358	50,024
	Payments received on account Net obligations under finance leases	143,684	167,149	143,684	167,149
	and hire purchase contracts Trade creditors	2,108 237,685	1,469 198,083	2,108 237,686	1,469 143,491
	Corporation tax Social security and other taxes (see	1,146	190,003	1,146	145,491
	below) Other creditors	18,903 29,888	44,038 37,470	18,382 29,892	43,716 37,472
		638,373	478,233	637,857	423,321
	SOCIAL SECURITY AND OTHER TAXI	ES	GROUP		COMPANY
		31 December 2010 £	30 June 2010 £	31 December 2010 £	30 June 2010 £
	PAYE/NI control VAT control	13,497 5,406	13,261 30,777	13,497 4,885	13,261 30,455
		18,903	44,038	18,382	43,716

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2010

The following liabilities disclosed under creditors falling due within one year are secured by the company

	2010 £	2010 £
Bank loans and overdrafts Invoice financing facility advance	146,601 143,684	30,024 167,149
	290,285	197,173

12 CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	GROUP		COMPANY
31 December 2010 £	30 June 2010 £	31 December 2010 £	30 June 2010 £
175,595	188,583	175,595	188,583
2,406	3,764	2,406	3,764
60,000	60,000	60,000	60,000
238,001	252,347	238,001	252,347
	2010 £ 175,595 2,406 60,000	31 December 2010 2010 £ £ 175,595 188,583 2,406 60,000 60,000	31 December 30 June 31 December 2010 2010 2010 £ £ £ 175,595 188,583 175,595 2,406 3,764 2,406 60,000 60,000 60,000

The following liabilities disclosed under creditors falling due after more than one year are secured by the company

	2010 £	2010 £
Bank loans	175,595	188,583

Included within creditors falling due after more than one year is an amount of £nil (2010 - £40,789) in respect of liabilities which fall due for payment after more than five years from the balance sheet date

13. SHARE CAPITAL

	31 December 2010 £	30 June 2010 £
SHARES CLASSIFIED AS CAPITAL	L	
ALLOTTED, CALLED UP AND FULLY PAID		
300,000 Ordinary shares of £1 each	300,000	300,000

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2010

13. SHARE CAPITAL (continued)

SHARES CLASSIFIED AS DEBT

ALLOTTED, CALLED UP AND FULLY PAID

60,000 Preference shares of £1 each

60,000

60,000

Preference shares

The company is entitled to redeem all or any of the Preference Shares, subject to giving 28 days notice in writing to the shareholders. The Preference Shares were redeemable on 31 December 2008. However the Preference shareholders have decided that they will not be redeemed until at least December 2011. Preference shares are redeemable at par, and have no voting rights.

14 RESERVES

GROUP	Revaluation reserve £	Profit and loss account £
At 1 July 2010 Profit for the period	119,232	229,127 11,917
At 31 December 2010	119,232	241,044

15. COMMITMENTS UNDER OPERATING LEASES

At 31 December 2010 the Group had annual commitments under non-cancellable operating leases as follows

	31 December	30 June
	2010	2010
GROUP	£	£
EXPIRY DATE.		
Between 2 and 5 years	2,528	2,528

16. RELATED PARTY TRANSACTIONS

Included in creditors, other loans, at 31 December 2010 is a loan from Oxford Venture Group Limited, a shareholder of the company

The loan was advanced in July 2010 and is repayable within one year. Interest is payable at 8% per annum quarterly in arrears. At the period end the company owed Oxford Venture Group Limited £20,000.

Included in creditors, other loans, at 31 December 2010 is a loan from TSC Group Holdings Limited, a shareholder of the company

The loan was advanced in July 2010 and is repayable within one year. Interest is payable at 8% per annum quarterly in arrears. At the period end the company owed TSC Group Holdings Limited £38,358.

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2010

17. CONTROLLING PARTY

In the opinion of the directors there is no controlling party

18 PRINCIPAL SUBSIDIARIES

Company name Country Shareholding Description

Antex USA Inc United States of America 100 Sales of soldering equipment