REGISTERED NUMBER: 102027 (Scotland)

REPORT OF THE DIRECTORS AND

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2005

FOR

OIL CONTROL LIMITED



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COMPANY INFORMATION for the year ended 31 December 2005

DIRECTORS:

A. Storci P.A. Evans

S Storci H. G. Wissel

SECRETARY:

P.A. Evans

REGISTERED OFFICE:

10 Abbey Park Place

Dunfermline

FIFE KY12 7NZ

REGISTERED NUMBER:

102027 (Scotland)

AUDITORS:

Dafferns

Chartered Accountants Registered Auditors Queens House Queens Road Coventry CV1 3DR

BANKERS:

Royal Bank Of Scotland Pic

REPORT OF THE DIRECTORS for the year ended 31 December 2005

The directors present their report with the financial statements of the company for the year ended 31 December 2005.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of supplying valves to the engineering industry.

REVIEW OF BUSINESS

The results for the year and financial position of the company are as shown in the annexed financial statements.

A controlling interest in the ultimate parent company was acquired by the Bosch Group. As a consequence, there were certain changes to accounting policies, which are referred to in the notes to the financial statements.

DIVIDENDS

A dividend of £168,000 was paid in the year in respect of the year ended 31 December 2004.

FIXED ASSETS

A professional valuation carried out in September 2004 valued the freehold property at £650,000, compared with the book value of £422,586. This valuation has not been incorporated in the financial statements.

DIRECTORS

The directors during the year under review were:

O. Storci

- resigned 31.3.05

A. Storci

P.A. Evans

S Storci

H. G. Wissel

- appointed 28.11.05

The directors holding office at 31 December 2005 did not hold any beneficial interest in the issued share capital of the company at 1 January 2005 (or date of appointment if later) or 31 December 2005.

The interests of the directors in the shares of the ultimate holding company are shown in the accounts of that company.

POLITICAL AND CHARITABLE CONTRIBUTIONS

Donations totalling £980 were paid to local charities during the year.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the financial statements in accordance with applicable law and International Financial Reporting Standards as adopted for use in the European Union.

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 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;
- 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 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.

REPORT OF THE DIRECTORS for the year ended 31 December 2005

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 234ZA of the Companies Act 1985) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

AUDITORS

The auditors, Dafferns, will be proposed for re-appointment in accordance with Section 385 of the Companies Act 1985.

ON BEHALF OF THE BOARD:

P.A. Evans - Secretary

Date: 27 January 2006

REPORT OF THE INDEPENDENT AUDITORS TO THE SHAREHOLDERS OF OIL CONTROL LIMITED

We have audited the financial statements of Oil Control Limited for the year ended 31 December 2005 on pages five to nineteen. 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

As described on page two the company's directors are responsible for the preparation of financial statements in accordance with applicable law and International Financial Reporting Standards as adopted for use in the European Union.

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 if, in our opinion, the Report of the Directors 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 other transactions is not disclosed.

We read the Report of the Directors 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 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, in accordance with International Financial Reporting Standards as adopted for use in the European Union, of the state of the company's affairs as at 31 December 2005 and of its profit for the year then ended; and
- have been properly prepared in accordance with the Companies Act 1985 and Article 4 of the IAS Regulation.

Dafferns
Chartered Accountants
Registered Auditors
Queens House
Queens Road
Coventry
CV1 3DR

Date: 27 January 2006

All

INCOME STATEMENT for the year ended 31 December 2005

	Notes	2005 £	2004 £
Continuing operations Revenue	. *	9,819,622	9,186,165
Cost of sales	3	(8,369,538)	(7,445,634)
GROSS PROFIT		1,450,084	1,740,531
Distribution costs Administrative expenses	4	(84,651) (1,300,874)	(70,151) (1,188,181)
OPERATING PROFIT		64,559	482,199
Finance costs	5	(1,256)	(1,363)
Finance income	5	7,956	9,501
PROFIT BEFORE TAX	6	71,259	490,337
Tax	7	(54,630)	(148,506)
PROFIT FOR THE YEAR		16,629	341,831

STATEMENT OF RECOGNISED INCOME AND EXPENSE for the year ended 31 December 2005

	2005 £	2004 £
PROFIT FOR THE FINANCIAL YEAR	16,629	341,831
TOTAL RECOGNISED INCOME AND EXPENSE FOR THE YEAR	16,629	341,831

BALANCE SHEET 31 December 2005

		2005	2004
	Notes	£	£
ASSETS			
NON-CURRENT ASSETS			
Property, plant and equipment	9	532,579	_595,242
			
CURRENT ASSETS			
Inventories	10	1,959,418	2,149,625
Trade and other receivables	11	1,870,040	1,829,934
Tax receivable		19,566	-
Cash and cash equivalents	12	411,011	<u>579,525</u>
		<u>4,260,035</u>	4,559,084
LIABILITIES			
CURRENT LIABILITIES			A 70- 444
Trade and other payables	13	2,665,554	2,785,141
Financial liabilities - borrowings	- 44	2.007	10.000
Interest bearing loans and borrowings	s 14	9,097	10,833
Tax payable			<u>79,921</u>
		2 674 651	2 975 905
		2,674,651	2,875,895
NET CURRENT ASSETS		1,585,384	1,683,189
HEI CORNEHI AGGETG		1,000,004	1,000,103
NON-CURRENT LIABILITIES			
Financial liabilities - borrowings			
Interest bearing loans and borrowing	s 14	2,500	11,597
more searing realise and servering	- , ,		
NET ASSETS		2,115,463	2,266,834
SHAREHOLDERS' EQUITY			
Called up share capital	16	50,000	50,000
Profit and loss account	17	2,065,463	2,216,834
TOTAL EQUITY		2,115,463	2,266,834
			

ON BEHALF OF THE BOARD:

P.A. Evans - Director

Approved by the Board on 27 January 2006

CASH FLOW STATEMENT for the year ended 31 December 2005

		2005	2004
	Notes	£	£
Cash flows from operating activities Cash generated from operations Interest element of hire purchase	1	184,554	195,294
payments Tax paid		(1,256) (<u>154,117</u>)	(1,363) (<u>138,585</u>)
Net cash from operating activities		29,181	55,346
Cash flows from investing activities		(= 1 - 1 = 1	
Purchase of tangible fixed assets		(54,318)	(144,903)
Sale of tangible fixed assets Interest received		27,500 7,956	9,500 9,501
morest received			9,001
Net cash from investing activities		(18,862)	(125,902)
Cash flows from financing activities			
Capital repayments in year		(10,833)	8,751
Equity dividends paid		(168,000)	(140,000)
Net cash from financing activities		(178,833)	<u>(131,249</u>)
Decrease in cash and cash equivaler Cash and cash equivalents at	nts	(168,514)	(201,805)
beginning of year	2	<u>579,525</u>	781,330
Cash and cash equivalents at end of			
year	2	411,011	<u>579,525</u>

NOTES TO THE CASH FLOW STATEMENT for the year ended 31 December 2005

1. RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	2005 £	2004 £
Operating profit	64,559	482,199
Depreciation charges	93,061	50.524
Profit on disposal of fixed assets	(3,580)	(4,202)
Decrease/(Increase) in inventories	190,207	(467,041)
Increase in trade and other receivables	(40,106)	(328,830)
(Decrease)/Increase in trade and other payables	<u>(119,587</u>)	462,644
Net cash inflow from operating activities	184,554	195,294

2. CASH AND CASH EQUIVALENTS

The amounts disclosed on the cash flow statement in respect of cash and cash equivalents are in respect of these balance sheet amounts:

	31.12.05 £	1.1.05 £
Cash and cash equivalents	<u>411,011</u>	579,525
Year ended 31 December 2004		
	31.12.04	1.1.04
	£	£
Cash and cash equivalents	<u>579,525</u>	<u>781,330</u>

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2005

1. ACCOUNTING POLICIES

Basis of preparation

These financial statements have been prepared in accordance with International Financial Reporting Standards and IFRIC interpretations and with those parts of the Companies Act 1985 applicable to companies reporting under IFRS. The financial statements have been prepared under the historical cost convention.

Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Revenue is not recognised until the significant risks and rewards of ownership of the goods have passed to the buyer and the amount of revenue can be measured reliably.

Property, plant and equipment

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Freehold property
Plant and machinery

- Straight line over 33 years - 10% and 15% straight line

- 15% straight line - 25% straight line

Fixtures and fittings
Motor vehicles

The depreciation policy for freehold property has been changed in accordance with that of the parent company. The rate used was previously straight line over 50 years. The effect of this change in policy is shown in note 4 to the financial statements.

Inventories

Inventories are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

Cost is based on weighted average.

Taxation

Current taxes are based on the results shown in the financial statements and are calculated according to local tax rules, using tax rates enacted or substantially enacted by the balance sheet date.

Foreign currencles

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

Hire purchase and leasing commitments

Rentals paid under operating leases are charged to the profit and loss account as incurred.

Employee benefit costs

The company's contributions to defined contribution plans are charged to the profit and loss account in the period to which the contributions relate.

2. EMPLOYEES AND DIRECTORS

	2005	2004
	£	£
Wages and salaries	722,833	625,173
Social security costs	79,111	86,945
Other pension costs	23,192	22,994
	825,136	735,112

NOTES TO THE FINANCIAL STATEMENTS - continued for the year ended 31 December 2005

2. EMPLOYEES AND DIRECTORS - continued

3.

4.

5.

Net finance income

The average monthly number of employees during the year was as follow	vs: 2005	2004
Management, administration and sales Stores and production	13 10	12 10
	23	22
	2005 £	2004 £
Directors' emoluments Directors' pension contributions to money purchase schemes	120,851 <u>6,735</u>	103,145 6,539
The number of directors to whom retirement benefits were accruing was	as follows:	
Money purchase schemes	1	1
COST OF SALES		
Cost of sales includes an additional charge of £162,000 following the add of the parent company.	ption of accour	nting policies
The adjustment is in respect of a change in the valuation basis from FIFC in the provision made in respect of slow moving and obsolete stock.) to average pri	ce, and also
ADMINISTRATIVE EXPENSES		
Administrative expenses include additional charges following the adoption the parent company.	n of accounting	policies of
		£
Bad debt provision Depreciation of building		26,000 28,200
		54,200
NET FINANCE INCOME	2005 £	2004 £
Finance income: Deposit account interest Other interest receivable	7,956	9,327 174
	7,956	9,501
Finance costs: Hire purchase	1,256	1,363

8,138

6,700

NOTES TO THE FINANCIAL STATEMENTS - continued for the year ended 31 December 2005

6. PROFIT BEFORE TAX

	The profit before tax is stated after charging/(crediting):	2005 £	2004
	Cost of inventories recognised as expense Hire of plant and machinery Depreciation - owned assets Depreciation - assets on hire purchase contracts Profit on disposal of fixed assets Auditors' remuneration	8,369,538 8,208 77,244 15,817 (3,580) 7,000	£ 7,445,634 4,337 39,512 11,012 (4,202) 6,300
7.	TAX		
	Analysis of the tax charge	2005 £	2004 £
	Current tax: Tax U K Corporation tax prior year	54,650 (20)	148,450 56
	Total tax charge in income statement	54,630	148,506
	Factors affecting the tax charge The tax assessed for the year is higher than the standard rate of coldifference is explained below:	rporation tax ii	n the UK. The
		2005 £	2004 £
	Profit on ordinary activities before tax	71,259	490,337
	Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 30% (2004 - 30%)	21,378	147,101
	Effects of: Timing differences, primarily in respect of accelerated capital allowances Non-deductible expenses Adjustments in respect of prior years	8,536 24,736 (20)	(4,893) 6,242 56
	Total tax	54,630	148,506
8.	DIVIDENDS	2005 £	2004 £
	Equity shares: Final	168,000	140,000

NOTES TO THE FINANCIAL STATEMENTS - continued for the year ended 31 December 2005

9. PROPERTY, PLANT AND EQUIPMENT

			Fixtures		
	Freehold property £	Plant and machinery £	and fittings £	Motor vehicles £	Totals £
COST	-	~	~	~	~
At 1 January 2005 Additions	475,793	131,515 38,296	125,544 16,022	184,027	916,8 7 9 54,318
Disposals				(62,252)	(62,252)
At 31 December 2005	475,793	169,811	141,566	121,775	908,945
DEPRECIATION					
At 1 January 2005	53,207	74,599	124,198	69,633	321,637
Charge for year	42,096	17,495	2,627	30,843	93,061
Eliminated on disposal		<u> </u>		(38,332)	(38,332)
At 31 December 2005	95,303	92,094	126,825	62,144	376,366
NET BOOK VALUE					
At 31 December 2005	380,490	77,717	<u> 14,741</u>	59,631	532,579
At 31 December 2004	422,586	56,916	1,346	114,394	595,242

The net book value of Motor vehicles includes £36,418 (2004 - £60,821) in respect of assets held under hire purchase contracts.

10. INVENTORIES

	2005	2004
	£	£
Hydraulic components held for resale	<u>1,959,418</u>	2,149,625

The increase in the provision for slow-moving and obsolete stock recognised as an expense in the year amounted to £120,000.

11. TRADE AND OTHER RECEIVABLES

		2005 £	2004 £
	Current:		
	Trade debtors	1,802,616	1,804,623
	Other debtors	13,118	9,118
	Prepayments and accrued income	54,306	16,193
	•	1,870,040	1,829,934
12.	CASH AND CASH EQUIVALENTS		
		2005	2004
		£	£
	Cash in hand	426	532
	Bank account	174,803	143,335
	Euro bank account	235,782	435,658
		411,011	579,525

NOTES TO THE FINANCIAL STATEMENTS - continued for the year ended 31 December 2005

13.	TRADE AND OTHER PAYABLES			
			2005 £	2004 £
	Trade creditors		99,344	81,296
	Social security and other taxes		367,538	373,275
	Amounts due to group companies Accrued expenses		2,149,681 48,991	2,282,634 47,936
	Notice expenses		40,001	
			2,665,554	2,785,141
14.	FINANCIAL LIABILITIES - BORROWINGS			
			2005	2004
			£	£
	Current liabilities: Hire purchase contracts (see note 13)		9,097	10,833
	Tille pulchase contracts (see note 70)		3,031	10,033
	N			
	Non-current liabilities: Hire purchase contracts (see note 13)		2,500	11,597
	(
	Terms and debt repayment schedule			
	remis and destrepayment schedule			
		1 year or less	1-2 years	Totals
		£	£	£
	Hire purchase contracts	<u>9,097</u>	2,500	11,597
15.	LEASING AGREEMENTS			
	Minimum lease payments fall due as follows:			
	Hire purchase contracts			
	·		2005	2004
	Net obligations repayable:		£	£
	Within one year		9,097	10,833
	Between one and five years		2,500	11,597
			11,597	22,430
	Non-cancellable operating leases			
			2005 £	2004 £
	Within one year		1,705	4,724
	Between one and five years		<u>4,386</u>	<u>1,041</u>
			6,091	5,765

NOTES TO THE FINANCIAL STATEMENTS - continued for the year ended 31 December 2005

16. CALLED UP SHARE CAPITAL

17.

Authorised	, allotted, issued and fully paid:			
Number:	Class:	Nominal value:	2005 £	2004 £
50,000	Ordinary	£1	50,000	50,000
RESERVE	S			
				Profit
				and loss
				account
				£
At 1 Janua				2,216,834
Retained p	profit for the year			16,629

18. ULTIMATE PARENT COMPANY

At 31 December 2005

Dividends

The immediate holding company is Oil Control International Holding B.V., a company registered in Holland. The ultimate parent company is Bosch AG, a company registered in Germany.

(168,000)

2,065,463

19. TRANSACTIONS WITH DIRECTORS

During the year Mr.P.A.Evans had a loan from the company. The balance at the start of year was £9,118 and the maximum during year and balance at the year end was £13,118. The loan was unsecured, interest free and there are no formal terms for repayment.

20. RELATED PARTY DISCLOSURES

The company made the following transactions with fellow group companies during the year:-

	Purchases	Sales
	£	£
Bosch Rexroth Ltd	-	1,483
Oil Control SPA	3,712,974	10,672
Oil Sistem	1,267,376	22,225
Oleodinamica	397,186	10,794
EDI System SPA	2,072,268	3,798
Oil Control APS	-	1,357
Oil Control Gmbh	-	10,043
Oil Control BV	-	5,372
TARP	136,974	-
FIMMA	2,933	-

NOTES TO THE FINANCIAL STATEMENTS - continued for the year ended 31 December 2005

21. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2005 £	2004 £
Profit for the financial year Dividends	16,629 (168,000)	341,831 (140,000)
Net (reduction)/addition to shareholders' funds Opening shareholders' funds	(151,371) 2,266,834	201,831 2,065,003
Closing shareholders' funds	2,115,463	2,266,834
Equity interests	2,115,463	2,266,834

RECONCILIATION OF EQUITY 1 January 2004 (Date of Transition to IFRSs)

	UK GAAP £	Effect of transition to IFRSs	IFRSs £
ASSETS	-	~	•-
NON-CURRENT ASSETS			
Goodwill Intangible assets	-	-	•
Property, plant and equipment	506,161		506,161
	506,161	-	506,161
CURRENT ACCETO	 		
CURRENT ASSETS Inventories	1,682,584	_	1,682,584
Trade and other receivables	1,501,104	-	1,501,104
Cash and cash equivalents	781,330		781,330
	3,965,018		3,965,018
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables Financial liabilities - borrowings	(2,459,350)	140,000	(2,319,350)
Interest bearing loans and borrowings	(7,083)	_	(7,083)
Tax payable	<u>(73,147)</u>		<u>(73,147)</u>
	(2,539,580)	140,000	(2,399,580)
NET CURRENT ASSETS	1,425,438	140,000	1,565,438
NON-CURRENT LIABILITIES			
Financial liabilities - borrowings			
Interest bearing loans and borrowings	(6,596)		(6,596)
NET ASSETS	1,925,003	140,000	2,065,003
SHAREHOLDERS' EQUITY	50.000		50.000
Called up share capital Profit and loss account	50,000 1,875,003	140,000	50,000 2,015,003
1 Jone and 1055 account	1,070,000	170,000	2,010,000
TOTAL EQUITY	1,925,003	140,000	2,065,003

RECONCILIATION OF EQUITY - continued 31 December 2004

	UK GAAP £	Effect of transition to IFRSs	IFRSs £
ASSETS	~	2	L.
NON-CURRENT ASSETS			
Goodwill	-	-	_
Intangible assets	-	-	-
Property, plant and equipment	595,242		595,242
	595,242	4	595,242
CURRENT ASSETS			
Inventories	2,149,625	-	2,149,625
Trade and other receivables	1,829,934	-	1,829,934
Cash and cash equivalents	579,525		<u>579,525</u>
	4,559,084		4,559,084
LIABILITIES			
CURRENT LIABILITIES	(0.050.444)	100.000	(0.705.444)
Trade and other payables Financial liabilities - borrowings	(2,953,141)	168,000	(2,785,141)
Interest bearing loans and borrowings	(10,833)	_	(10,833)
Tax payable	(79,921)	-	(79,921)
		<u></u>	
	(3,043,895)	168,000	(2,875,895)
NET CURRENT ASSETS	1,515,189	168,000	1,683,189
NON-CURRENT LIABILITIES			
Financial liabilities - borrowings			
Interest bearing loans and borrowings	(11,597)		(11,597)
NET ASSETS	2,098,834	168,000	2,266,834
7,7,002,0	2,000,001		2,200,00
SHAREHOLDERS' EQUITY			
Called up share capital	50,000	-	50,000
Profit and loss account	2,048,834	168,000	2,216,834
TOTAL EQUITY	2,098,834	168,000	2,266,834

RECONCILIATION OF PROFIT for the year ended 31 December 2004

	UK GAAP £	Effect of transition to IFRSs	IFRSs £
Revenue	9,186,165	•	9,186,165
Cost of sales	(7,445,634)	 :	<u>(7,445,634</u>)
GROSS PROFIT	1,740,531	-	1,740,531
Distribution costs	(70,151)	-	(70,151)
Administrative expenses	(1,188,181)	-	(1,188,181)
Finance costs	(1,363)	~	(1,363)
Finance income	9,501	<u>-</u>	9,501
PROFIT BEFORE TAX	490,337	•	490,337
Tax	(148,506)		(148,506)
PROFIT FOR THE YEAR	341,831	•	341,831