METALLURGICAL TESTING SERVICES (HEAT TREATMENTS) LIMITED

COMPANY REGISTRATION NO. SC110147

REPORT AND ACCOUNTS

YEAR ENDED 31 DECEMBER 2000

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Report of the Directors

The directors submit their report and the accounts of the company for the year ended 31 December 2000.

The directors who served during the year were:

Bodycote Nominees No 1 Limited Bodycote Nominees No 2 Limited

The directors do not have any other interests required to be disclosed under Schedule 7 of the Companies Act 1985.

Auditors

.3.

An auditors' report on these accounts has not been prepared as the company is exempt from this requirement. A special resolution pursuant to Section 250 of the Companies Act 1985 has been passed.

By Order of the Board

J R Grime Secretary

Lochend Industrial Estate Newbridge Midlothian EH28 8PL

21 March 2001

METALLURGICAL TESTING SERVICES (HEAT TREATMENTS) LTD

Profit & Loss Account for the year ended 31 December 2000

The Company has not traded during the year, has received no income nor incurred any expenditure and consequently has made neither a profit nor a loss.

Balance Sheet as at 31 December 2000

	2000 £	1998 £
Current Assets		
Amounts owed by group undertakings	2,804	2,804
Creditors Amounts falling due after more than one year		
Amounts owed to group companies	(356,481)	(356,481)
	(353,677)	(353,677)
Capital and Reserves		
Share Capital Authorised: 1,000 Ordinary Shares of £1 each Allotted, called up and fully paid: 1,000 Ordinary Shares of £1 each		
Profit and loss accounts	1,000	1,000
	(354,677)	(354,677)
	(353,677)	(353,677)

For the year ended 31 December 2000 the company was entitled to exemption under section 249AA (1) of the Companies Act 1985. No members have required the company to obtain an audit of its account for the year in question in accordance with section 249B(2). The directors acknowledge their responsibility for:

- a. Ensuring the company keeps accounting records which comply with section 221;
- b. Preparing accounts which give a true and fair view of the state of affairs of the company as at the end of its financial year, and of its profit and loss for the financial year in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

Approved by the board of directors on 21 March 2001

Duly authorised for and on behalf of Bodycote Nominees No-1 Limited

Director

The ultimate holding company is Bodycote International plc, a company incorporated in England and Wales. The accounts of this group can be obtained from The Secretary, Bodycote International plc, Hulley Road, Hurdsfield, Macclesfield, Cheshire SK10 2SG.

The company has a contingent liability under interlocking guarantees given to Midland Bank plc covering certain group companies.

METALLURGICAL TESTING SERVICES (HEAT TREATMENTS) LTD

Net Liabilities

Under section 123 of the Insolvency Act 1986, a creditor of the company could petition for it to be wound up on the grounds that it has net liabilities of £353,677. However, in the opinion of the directors, no adjustments are required to the accounts which have been drawn up on a going concern basis because the ultimate parent company, Bodycote International plc, has undertaken to provide such financial support as is necessary to enable Metallurgical Testing Services (Heat Treatments) Ltd to meet its liabilities as they fell due.