

ARW TRANSFORMERS EMPLOYEES TRUSTEES LTD

Registered number: 186705

Report and Financial Statements

For the year ended 31 October 2001



ARW TRANSFORMERS EMPLOYEES TRUSTEES LTD

Financial Statements

For the year ended 31 October 2001

| Contents | Pages |
|-----------------------------------|--------------|
| Directors' Report | 1 - 2 |
| Balance Sheet | 3 |
| Notes to the Financial Statements | 4 |

ARW TRANSFORMERS EMPLOYEES TRUSTEES LTD

Directors' Report

The directors present their annual report with the financial statements of the company for the year ended 31 October 2001.

Review of the business

The company had no transactions during the year. The expenses of the company have been met by the holding company.

Directors and their interests

The directors in office in the year and their beneficial interests in the ultimate parent company at the balance sheet date and the beginning of the year (or on appointment if later) were as follows:

| | Number of Shares | |
|----------------|------------------|------|
| | 2001 | 2000 |
| Frank Waugh | - | - |
| Mhairi McVitie | - | - |
| Stuart Wootton | - | - |

Directors' responsibilities

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 as at the end of the financial year 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 maintaining 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.

ARW TRANSFORMERS EMPLOYEES TRUSTEES LTD

Directors' Report

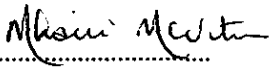
Auditors

A special resolution not to appoint auditors will be put to the shareholders at the annual general meeting. Accordingly, the accounts for the year ended 31 October 2001 have not been audited.

Small company exemptions

The above report has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

On behalf of the board:



Mhairi McVitie
Secretary

Date: 29/05/02

ARW TRANSFORMERS EMPLOYEES TRUSTEES LTD

Balance sheet

At 31 October 2001

| | Notes | £ | £ |
|----------------------------------|-------|----------|----------|
| Current assets | | | |
| Cash at bank and in hand | | 1 | 1 |
| Total assets | | <u>1</u> | <u>1</u> |
| Capital and reserves | | | |
| Called up share capital | 2 | 1 | 1 |
| Total shareholders' funds | | <u>1</u> | <u>1</u> |

1. For the year ended 31 October 2001 the company was entitled to exemption under section 249AA(1) of the Companies Act 1985.

2. The members have not required the company to obtain an audit of its accounts for the year in question in accordance with subsection (2) of section 249(B).

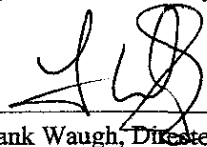
3. The directors acknowledge their responsibility for:

i) ensuring the company keeps accounting records which comply with section 221; and

ii) 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.

4. The company did not act as an agent for any person during the year ended 31 October 2001.

These financial statements were approved by the board of directors on 29th May 2002 and signed on its behalf by:



Frank Waugh, Director

The notes on page 4 form part of these financial statements.

ARW TRANSFORMERS EMPLOYEES TRUSTEES LTD

Notes to the Financial Statements

For the year ended 31 October 2001

1. Profit and loss account

The company had no transactions during the year and has made neither a profit nor a loss. No profit and loss account has therefore been prepared.

2. Share capital

| | 2001 £ | 2000 £ |
|--|-------------------|-------------------|
| Authorised: | | |
| Equity interests: | | |
| 1,000 Ordinary shares of £1 each | 1,000 | 1,000 |
| | <u> </u> | <u> </u> |
| Allotted, called up and fully paid: | | |
| Equity interests: | | |
| 1 Ordinary share of £1 | 1 | 1 |
| | <u> </u> | <u> </u> |

3. Ultimate parent company

The ultimate parent company is ARW Transformers Limited, a company incorporated in Scotland.