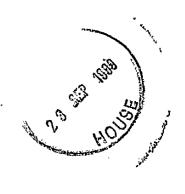
Deloitie Haskins+Sells

CRANE LIMITED AND ITS SUBSIDIARY COMPANIES

REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 1988



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CRANE LIMITED AND ITS SUP COMPANIES

REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 1988

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DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 1988

The directors present the Annual Report for the year ended 31 December 1988 with the consolidated profit and loss account for that year and the consolidated balance sheet of the Group and the balance sheet of the Company at 31 December 1988.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The Group's principal activities are, and continue to be, the manufacture and servicing of fluid handling equipment including valves, pipe fittings, pumps and steel castings. Sales were £55,359,771 (1987 - £45,966,186). The profit before taxation was £2,872,061 (1987 - £1,730,689). A review of activities and business developments appears in the Managing Director's Report.

The directors do not recommend the payment of a dividend.

DIRECTORS

As at 31 December 1988 the directors were:

R.S. Evans (Chairman) (U.S.A.)

M.J. Austin

D.I. Blyth

P. Dunn

L.J. Samuel

Richard Young

Mr. Robert Young and Mrs. S.A. Williams resigned their directorships on 16 September 1988. Mr. B.E. Simmons resigned his directorship on 30 September 1988. Mr. Richard Young was appointed as an additional director on 1 December 1988. On 16 January 1989 Mr. J.M. Fraser was appointed Managing Director of the Company.

In accordance with the Articles of Association all the present directors will retire at the next annual general meeting and it is intended that all of them will be proposed for re-election.

None of the directors has any disclosable beneficial interest in the shares of the company or its subsidiaries.

EMPLOYEES

Employees receive information on matters of concern to them as employees from their immediate superiors and in regular consultative meetings. These meetings are established to enable the views of employees to be taken into account in making decisions which are likely to affect their interests and to promote a common awareness of the financial and economic factors affecting the performance of the company. There is no employee share scheme.

Employees elected by their colleagues are appointed by the Company to be Trustees of the Company's Pension Schemes and each year the trustees publish a detailed statement of the Schemes' accounts and investments.

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 1988 (Continued)

EMPLOYMENT OF DISABLED PERSONS

The Company gives full and fair consideration to applications for employment made by disabled people and continues wherever possible the employment of staff who become disabled as well as providing opportunities for the training and career development of disabled employees.

EQUAL EMPLOYMENT OPPORTUNITY POLICY

Crane Limited is an equal opportunity employer. It is the policy of the company to recruit, promote and transfer to all job positions without regard to race, colour, religion, sex, age or national origin.

CHARITABLE AND POLITICAL CONTRIBUTIONS

No money was given for political purposes, but the group donated £2,457 for charitable purposes.

AUDITORS

A resolution proposing the re-appointment of Deloitte Haskins & Sells as auditors to the Company will be put to the Annual General Meeting in accordance with Section 384 of the Companies Act 1985.

BY ORDER OF THE BOARD

P. DUNN Secretary

Audrey House, Ely Place, London EC1N 6SN.

31 March 1989

MANAGING DIRECTOR'S REPORT FOR THE YEAR ENDED 31 DECEMBER 1988

MANAGING DIRECTOR'S REPORT FOR THE YEAR ENDED 31 DECEMBER 1988 (Continued)

MANAGING DIRECTOR'S REPORT FOR THE YEAR ENDED 31 DECEMBER 1988 (Continued)

Managing Director,

Audrey House, Ely Place, London. EC1N 6SN

AUDITORS' REPORT TO THE MEMBERS OF CRANE LIMITED

We have audited the financial statements on pages 7 to 20 in accordance with approved Auditing Standards.

In our opinion the financial statements give a true and fair view of the state of affairs of the Company and the Group at 31 December 1988 and of the profit and source and application of funds of the Group for the year then ended and comply with the Companies Act 1985.

_ his. Sels

Chartered Accountants

London

31 March 1989

CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 1988

	Notes	1988 £	<u>1987</u> £
TURNOVER	1	55,359,771	45,966,186
Cost of sales		(44,179,578)	(36,854,770)
GROSS PROFIT	,	11,180,193	9,111,416
Other operating expenses	3	(7,805,087)	(6,519,123)
OPERATING PROFIT		3,375,106	2,592,293
Interest receivable		31,523	6,411
Interest payable	4	(534,568)	(868,015)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	5	2,872,061	1,730,689
Taxation	7	307,154	(513,110)
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		3,179,215	1,217,579
MINORITY INTERESTS in dividend payabl on preference shares of subsidiary (B Hutton Holdings Ltd)		(28,456)	(28,744)
NET PROFIT FOR THE YEAR	16	£3,150,759	£1,188,835

CONSOLIDATED BALANCE SHEET AT 31 DECEMBER 1988

	Notes	<u>1988</u> £	<u>1987</u> £
FIXED ASSETS			
Tangible assets	8	6,332,176	6,370,266
CURRENT ASSETS	4.4	44 007 010	10,388,136
Stocks	11	11,827,010	8,647,162
Debtors	12	10,016,971 5,808	0,041,102
Deferred Taxation Cash at bank	14	102,180	162,477
		21,951,969	19,197,775
CURRENT LIABILITIES - CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	13	8,681,062	7,688,567
NET CURRENT ASSETS .		13,270,907	11,509,208
TOTAL ASSETS LESS CURRENT LIABILITIES		19,603,083	17,879,474
CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR	13	1,000,000	1,605,340
PROVISION FOR LIABILITIES AND CHARGES Deferred taxation	14	<u></u>	821,810
NET ASSETS		£18,603,083	£15,452,324
CAPITAL AND RESERVES		_	
Called up share capital	15	1,200,000	1,200,000
Capital reserves	16	2,541,862	2,541,862
Profit and loss account	16	14,122,097	10,971,338
SHAREHOLDERS' FUNDS		17,863,959	14,713,200
MINORITY INTERESTS		739,124	739,124
TOTAL CAPITAL AND RESERVES		£18,603,083	£15,452,324

CRANE LIMITED

EALANCE SHEET AT 31 DECEMBER 1988

	<u>Notes</u>	<u>1988</u> £	<u>1987</u> £
FIXED ASSETS Tangible assets Investments	8 9	5,557,109 2,392,825	5,584,809 3,692,825
		7,949,934	9,277,634
CURRENT ASSETS Stocks Debtors Deferred Taxation	11 12 14	10,603,440 8,046,660 7,174	9,350,936 6,609,337
		18,657,274	15,960,273
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	13	9,152,561	9,010,138
NET CURRENT ASSETS		9,504,713	6,950,135
TOTAL ASSETS LESS CURRENT LIABILITIES		17,454,647	16,227,769
CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR	13	1,000,000	1,605,340
PROVISION FOR LIABILITIES AND CHARGES Deferred taxation	14	<u></u>	695,568
NET ASSETS		£16,454,647	£13,926,861
CAPITAL AND RESERVES Called up share capital Capital reserve Profit and loss account	15 16 16	1,200,000 2,243,484 13,011,163	1,200,000 2,243,484 10,483,377
SHAREHOLDERS' FUNDS		£16,454,647	£13,926,861

The financial statements on pages 7 to 20 were approved by the board of directors on 31 March 1989 and are signed on its behalf by:

Information) Directors

CONSCLIDATED STATEMENT OF SOURCE AND APPLICATION OF FUNDS FOR THE YEAR ENDED 31 DECEMBER 1988

	1988 £	<u>1987</u> £
SOURCE OF FUNDS Profit on ordinary activities before taxation	.2,872,061	1,730,689
Items not involving the movement of funds: Depreciation of tangible assets (Profit)/loss on disposals of tangible assets	1,273,191 (81,355)	1,381,868 18,692
FUNDS GENERATED FROM OPERATIONS	4,063,897	3,131,249
Proceeds on disposals of tangible assets Issue of share capital Capital reserve	176,910 - -	38,257 200,000 2,243,484
TOTAL SOURCES OF FUNDS	4,240,807	5,612,990
APPLICATION OF FUNDS Purchase of tangible assets Purchase of preference shares of subsidiary Taxation paid	1,330,656 - 250,794	739,159 7,482 56,963
Dividends paid to minority shareholders Repayment of loans	28,456 605,340	28,744
TOTAL APPLICATION OF FUNDS	2,215,246	2,296,757
NET SOURCE OF FUNDS	£2,025,561 =======	£3,316,233
THE NET SOURCE OF FUNDS IS REPRESENTED BY THE FOLLOWING INCREASE IN WORKING CAPITAL: Stocks Debtors Creditors falling due within one year	1,438,874 1,369,809 667,268 3,475,951	500,468 1,665,046 465,754 2,631,268
Movements in net liquid funds: Cash at bank and in hand Bank overdrafts	(60,297) (1,390,093) (1,450,390)	162,477 522,488 684,965
	£2,025,561	£3,316,233

NOTES TO THE FINANCIAL STATEMENT'S FOR THE YEAR ENDED 31 DECEMBER 1988

1. ACCOUNTING POLICIES

Basis of accounting

These financial statements have been prepared on the historical cost basis of accounting.

Basis of consolidation

The consolidated financial statements include the financial statements of Crane Limited and its subsidiary companies. The subsidiaries, all of which are wholly owned, are set out in Note 9.

Turnover

Turnover comprises net invoiced value of goods sold in the ordinary course of business, excluding value added ta:.

Stocks

Stocks are valued at the lower of cost, and net realisable value, calculated on a first in, first out basis and include an appropriate proportion of overheads.

Deferred taxation

Deferred taxation represents the taxation effects of timing differences between the periods in which certain transactions are recognised for financial reporting and for taxation purposes. Provision is made for all deferred taxation, under the liability method, to the extent that there is reasonable probability that the timing differences will reverse in the foreseeable future.

Depreciation

Depreciation of fixed assets purchased prior to 1 January 1985 is calculated using the reducing balance method. Fixed assets purchased after 1 January 1985 are depreciated using the straight line method. The estimated useful lives used in the calculation of both methods of depreciation are as follows:

Freehold buildings 25 to 50 years

Leasehold buildings 25 years or the life of the lease

whichever is shorter

Mechinery and equipment

equipment 10 years 4 years

Motor vehicles Tools, jigs and patterns Computer equipment

8 years 4 years

Research and development

Expenditure on research and development is written off as incurred.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 1988 (Continued)

1. ACCOUNTING POLICIES (continued)

Foreign currencies

Foreign currency monetary assets and liabilities are translated at the rates of exchange ruling at the year end. Foreign currency transactions completed during the year are converted at the rates ruling at the date of the transaction. Exchange differences are dealt with in the profit and loss account.

Operating leases

Lease payments are charged to profit and loss account in the financial year to which the payments relate.

Pension costs

Pension costs are charged to the profit and loss account in the same financial year as such obligations are funded.

2. COMPANY PROFIT AND LOSS ACCOUNT

The company has taken advantage of the exemption under Section 228 Companies Act 1985 from presenting its own profit and loss account. The consolidated profit on ordinary activities after taxation includes a profit of £2,527,786 (1987 - £1,207,119) dealt with in the accounts of the holding company.

3.	OTHER OPERATING EXPENSES	<u>1988</u> £	<u>1987</u> £
	Selling, marketing and distribution costs Administrative expenses	5,809,939 1,992,502	4,970,805 1,533,515
	Other operating loss	7,802,441 2,646	6,504,320 14,803
		£7,805,087	£6,519,123
4.	INTEREST PAYABLE	<u> 1988</u>	1987
	On bank loans, overdrafts and other loans: - Repayable within 5 years, not by instalments	£534,568	£868,015

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 1988 (Continued)

5•	TURNOVER AND PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	1988 £	1987 £
	Profit on ordinary activities before taxation is stated after charging: Operating lease rentals Redundancy costs Depreciation of fixed assets Auditors' remuneration and expenses	695,337 111,428 1,273,191 59,146	90,931 1,381,868
	The analysis of turnover by geographical marke	et has not b	een given.
6.	DIRECTORS AND EMPLOYEES	<u>1988</u> £	1987 £
	Staff costs during the year:		
	Wages and salaries	15,987,272	15,238,225
	Social security costs	1,185,080	1,021,621
		17,172,352	£16,259,846
	The average number of persons employed by		
	the group during the year was:	Number	Number
	Hourly paid	1,189	1,145
	Salaried	537	503
		251	———
		1,726	1,648
		====	
	Directors' remuneration:		1
		£	£
	Staff costs include the following in respect of directors of Crane Ltd:		•
	Emoluments (basic salaries, performance relationuses, other benefits, pension contributions	ed s	
	and pay in lieu of notice)	323,131	348,029
	Compensation for loss of office	93,127	
	_		======
	The directors' remuneration disclosed above (excluding pension contributions) includes amounts paid to:		
	The Chairman	£ –	£ –
	were an arrange	*====	L -
	• •		
	The highest paid director	£67,440	£67,162
	<u></u>	######################################	20,,102
			· · - ·

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 1988 (Continued)

6.	DIRECTORS AND EMPLOYEES (continued)	<u>1988</u> Number	<u>1987</u> Number
	The number of other directors who received emoluments (excluding pension contributions) in the following ranges was: NIL up to £5,000 £10,001 - £15,000 £25,001 - £30,000 £30,001 - £35,000 £35,001 - £40,000 £40,001 - £45,000 £45,001 - £50,000 £60,001 - £65,000 £65,001 - £70,000	1 - - 2 2 2 - 1 -	1 1 1 - 3 1 1
	Higher paid employees: Employees of Crane Limited, other than direct receiving remuneration in excess of £30,000: £30,001 - £35,000 £35,001 - £40,000	ors, 2 3 ===	2
7.	TAXATION CREDIT (PAYABLE)	<u>1.988</u> £	<u>1987</u> £
	U.K. corporation tax at 35%: Current Deferred	(1,208,850) 1,329,261 120,411	(900,000) 300,000 (600,000)
	ACT previously written off now recoverable Overprovision in respect of prior years Current Deferred	57,365 75,128 54,250	86,890 -
		£307,154	£(513,110)

The deferred tax credit includes a reduction of £1,120,000 in deferred tax provided arising from a reassessment, in the light of future capital expenditure plans, of the extent to which timing differences will reverse in the foreseeable future.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 1988 (Continued)

8.	TANGIBLE ASSETS GROUP	Freehold land and buildings £	Leasehold land and buildings £	Plant and machinery £	<u>Total</u> £
	COST At 1 January 1988 Additions Transfer in Disposals	2,446,964 - - (181,636)	494,167 12,716 - -	19,656,746 1,312,883 9,710 (110,648)	22,597,877 1,325,599 9,710 (292,284)
	At 31 December 1988	2,265,328	506,883	20,868,691	23,640,902
	DEPRECIATION At 1 January 1988 Charge for year Transfer in Eliminated in respec of disposals	1,394,951 87,883 - t (98,511)	285,131 21,114 -	14,547,529 1,164,194 4,653 (98,218)	16,227,611 1,273,191 4,653 (196,729)
	-		306,245	15,618,158	17,308,726
	At 31 December 1988	1,384,323	300,245		
	NET BOOK VALUE At 31 December 1988	£881,005	£200,638 =====	£5,250,533	£6,332,176
	At 31 December 1987	£1,052,013	£209,036	£5,109,217	£6,370,266
	COST At 1 January 1988 Additions Disposals	1,852,853 - (181,636)	493,040 12,716 —	17,152,901 1,180,318 (66,149)	19,498,794 1,193,034 (247,785)
	At 31 December 1988	1,671,217	505,756	18,267,070	20,444,043
	DEPRECIATION At 1 January 1988 Charge for year Eliminated in respe	1,052,893 73,576	284,618 21,092	12,576,474	13,913,985
	of disposals	(98,511)	_	(58,881)	(157,392)
	At 31 December 1988	1,027,958	305,710	13,553,266	14,886,934
	NET BOOK VALUE At 31 December 1988	£643,259	£200,046	£4,713,804	£5,557,109
	At 31 December 1987	£799,960	£208,422	£4,576,427	£5,584,809

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 1988 (Continued)

8. TANGIBLE ASSETS (continued)

Leasehold land and buildings at net book value includes:

	Long term leaseholds Short term leaseholds	1988 £ 169,088 31,550	GROUP 1987 £ 185,950 23,086	1988 £ 169,088 30,958	COMPANY 1987 £ 185,950 22,472
		£200,638	£209,036	£200,046	£208,422
9.	INVESTMENTS			gro	Shares in oup companies
	COST At 1 January 1988				3,692,825
	Dividend paid by subsidiary to Crane Limited out of pre-acquisition profit			,	1,300,000
	At 31 December 1988				£2,392,825
				1988	<u> 1987</u>
	Investments listed on stock exchange Aggregate market value		,	£103,973 ====== £130,438 ======	£103,973 ====== £117,394 ======

At 31 December 1988 the following companies were subsidiaries of Crane Limited:

	Country of registration	Class of <u>share</u>	Propor Crane Limited	tion held by: Other subsidiaries
Blackett Hutton Holdings	Scotland	Ordinary 3.85% net Cum.Pref.	100% 25-34%	NIL
Blackett Hutton and Company Limit	ed England	Ordinary	ИIГ	100%
UMC Industries Limited	England	Ordinary	100%	NIL

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 1988 (Continued)

10.	CAPITAL COMMITMENTS	1988	3ROUP 1987	1 <u>988</u>	OMPANY 1987
	Contracted for but not provided for in the accounts	£103,791	£171,093	£87,469 =====	£155,418
	Authorised by the director but not contracted for	£54,944 ======	£153,531	£53,105	£153,531
11.	STOCKS	<u>1988</u>	GROUP 1987 £	<u>1988</u> £	COMPANY 1987 £
	Stocks comprise: Finished goods Work in progress Raw materials	6,973,525 4,106,366 747,119	5,907,096 3,791,855 689,185	5,937,956 4,005,114 660,370	5,141,546 3,598,095 611,295
		£11,827,010	£10,388,136	£10,603,440	£9,350,936
12.	DEBTORS	<u>1988</u>	GROUP 1987 €	1988 £	COMPANY 1987 £
	Amounts falling due withi one year: Trade debtors Other debtors	n 8,862,207 186,207	8,093,569 124,053	6,952.416 183,140	6,128,361 114,705
	Amounts owed by group companies Prepayments	408,949 559,608			48,115 318,156
		£10,016,971			£6,609,337

NOTES TO THE FINANCIAL (TATEMENTS FOR THE YEAR ENDED 31 DECEMBER 1988 (Continued)

13.	CREDITORS	1988 £	<u>GROUP</u> 1987 €	1988 £	COMPANY 1987 £	
	Amounts falling due within one year:	_	~	_		
	Bank overdrafts	1,491,555	101,462	1,607,858	154,753	
	Trade creditors	2,735,144	2,886,678	2,436,088	2,566,534	
	Amounts owed to subsidiar;	у				
	companies	-		1,300,852	2,361,031	
	Amounts owed to group					
	companies	133,474	378,854	83,431	123,838	
	Corporation tax	831,399	561,729	420,303	207,595	
	Other taxation and social					
	security payable	591,881	576,330	498,416	480,852	
	Other creditors	58,299	51,656	57,935	51,219	
	Accruals	2,839,310	3,131,858	2,747,678	3,064,316	
	,	£8,681,062	£7,688,567	£9,152,561	£9,010,138	
	Amounts falling due after					
	more than one year:					
	Bank loans under facilities					
	expiring in the year 1991		£1,605,340	£1,000,000	£1,605,340	

At 31 December 1988 the rates of interest for bank loans were between 12.13/16% and 13.13/16% (1987 - 9% and 10%).

14.	DEFERRED TAXATION	Amoun	t provided	Total	potential liability
	Group Tax effect of timing differences due to excess	<u>1988</u> £	<u>1987</u>	<u>1988</u> £	<u>1987</u> £
	of tax allowances over depreciation	327,731	1,711,242	1,446,366	1,726,242
	Less: Advance Corporation tax	(333,539)	(889,432)	(333,539)	(889,432)
		£ (5,808)	£821,810	£1,112,827	£836,810
	Company Tax effect of timing differences due to excess of tax allowances over depreciation	269,000	1,585,000	1,330,000	1,585,000
	Less: Advance Corporation	209,000	1,505,000	1,330,000	175057000
	tax	(276,174)	(889,432)	(276,174)	(889,432)
		£ (7,174)	£695,568	£1,053,826	£695,568

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 1988 (Continued)

14. DEFERRED TAXATION (continued)

The movements on the provision for deferred taxation are as follows:

				Group £	Company £
	Provision at 1 January 19 Transfer to profit and lo			821,810 827,618	695,568 702,742
	Provision at 31 December	1988		£(5,808)	£(7,174)
15.	CALLED UP SHARE CAPITAL			1988	1987
	Authorised: 1,200,000 ordinary shares Allotted, called up and f			£1,200,000	£1,200,000
	Ordinary shares of £1 each At 1 January Issued on acquisition of UMC Industries Limited			1,200,000	1,000,000
	At 31 December			£1,200,000	£1,200,000
16.	RESERVES		GROUP		COMPANY
		Capital reserves	Profit and loss	Capital reserve £	Profit and loss
	At 1 January 1988 Profit for the year	2,541,862	10,971,338	2,243,484	10,483,377
	At 31 December 1988	£2,541,862	£14,122,097	£2,243,484	£13,011,163
17.	CONTINGENT LIABILITIES Bills discounted with	<u> 1988</u>	GROUP 1987	1988	COMPANY 1987
	recourse	£5,912,709	£5,420,489	£5,912,709	£5,420,489

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 1988 (Continued)

18. LEASE COMMITMENTS

The annual commitments under non cancellable operating leases are as follows:

		GROT	<u>DB</u>	100#
<u> </u>	Land and buildings	1988 Other	Land and buildings	1987 Other £
Expiring within one year	5,825	79,765	_	150,697
Expiring between two and five years Expiring in over five years	49,135 184,007	324,996 1,870	25,650 160,370	345,046 -
	£238,967	£406,631	£186,020	£495,743
		COM	PANY	
		<u>COM</u>		1987
<u>k</u>	Land and buildings		Land and buildings	1987
Expiring within one year	uildings	1988 Other	Land and buildings	Other
	ouildings £	1988 Other	Land and buildings	Other £

19. PENSION COMMITMENTS

The Group has pension schemes for its employees which are fully funded in accordance with actuarial advice. No contributions have been made during the year under a contribution holiday.

20. ULTIMATE HOLDING COMPANY

The ultimate holding company is Crane Co., which is incorporated in the United States of America.