## AMPHENOL LIMITED

Report and Financial Statements

31 December 2002

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Deloitte & Touche LLP Crawley

## AMPHENOL LIMITED

## REPORT AND FINANCIAL STATEMENTS 2002

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## **REPORT AND FINANCIAL STATEMENTS 2002**

## OFFICERS AND PROFESSIONAL ADVISERS

## DIRECTORS

Martin Hans Loeffler Edward Gehr Jepsen

Luc Walter

(appointed 12 June 2002)

#### **SECRETARIES**

Abogado Nominees Limited Edward Charles Wetmore

#### REGISTERED OFFICE

Thanet Way Whitstable Kent CT5 3JF

#### **BANKERS**

National Westminster Bank Plc 140 High Street Herne Bay Kent CT6 5JX

#### **SOLICITORS**

Baker & McKenzie 100 New Bridge Street London EC4V 6JA

## INDEPENDENT AUDITORS

Deloitte & Touche LLP Chartered Accountants Crawley

#### **DIRECTORS' REPORT**

The directors present their annual report and the audited financial statements for the year ended 31 December 2002.

#### **ACTIVITIES**

The principal activities of the company consist of the design, development, manufacturing and marketing of connectors and connector systems, flat cable and unit assemblies for diversified markets.

#### REVIEW OF DEVELOPMENTS

During the year the group intensified its focus within its main market sectors, realigning resources on a corporation wide basis to best service the needs of the customers and meet targeted revenue and profitability growth expectations.

The company consolidated its leading position in Military and Aerospace within the UK, benefiting from the development of application specific, higher margin products and its successful selection on targeted key programmes.

The company also continued to extend its presence in Europe on designated products and programmes, building a platform for future growth opportunities.

#### **FUTURE PROSPECTS**

The company will continue to leverage its dominant position on all major UK programmes, whilst developing available markets by selective targeting of key customers and market sectors.

The directors are optimistic that further growth will be achieved by realising opportunities from a continual philosophy of new product development, whilst extending their expertise and resources to accelerate penetration in the European market place.

Given the continuous pressure on prices within some market sectors, margin protection will continue to be a major focus, being pursued through rigorous cost reduction programmes and product range streamlining.

#### RESULTS AND DIVIDENDS

The profit for the year after taxation amounted to £748,000 (2001 – profit of £2,766,000). No dividends were payable during the year (2001 - £nil). The position of the company at the year end is shown on page 7.

#### **DIRECTORS**

The directors, who served throughout the year and up to the date of this report, are shown on page 1.

#### **DIRECTORS' INTERESTS**

No director had any interest in any group company incorporated in Great Britain. As the company is ultimately wholly owned by a body corporate incorporated outside Great Britain, the directors are not required to notify the company of interests in shares or debentures of that or any other member of the group incorporated outside Great Britain.

#### RESEARCH AND DEVELOPMENT

During 2002 the company continued its research and development in both the commercial/industrial and military/avionics fields. Costs charged to the profit and loss account amounted to £786,000 (2001 - £733,000).

#### CHARITABLE DONATIONS

During the year the company made charitable donations amounting to £1,000 (2001 - £3,000).

#### **DIRECTORS' REPORT (continued)**

#### EMPLOYMENT POLICY

The company has continued to expand its communication methods to inform, advise, consult and negotiate on the different aspects of the business. These include:

- a complete briefing structure for all levels of employees on a monthly basis where information is given regarding the company's results and forecasts covering overall functions and departmental issues;
- · consultations with trade unions; and
- regular meetings with elected and non-affiliated staff representatives.

The company's policy in relation to the employment of disabled persons is:

- full consideration is given to job applications received from disabled persons. Where disabled persons have the aptitudes and abilities necessary for the job, sympathetic consideration is given to their application;
- where an employee becomes disabled whilst employed by the company, arrangements are made wherever
  possible for retraining in order to perform a job identified as appropriate to the aptitudes and abilities of the
  individual concerned; and
- encouragement is given in the retraining, career development and promotion of all employees including disabled employees.

#### **AUDITORS**

On 1 August 2003, Deloitte & Touche, the company's auditors transferred their business to Deloitte & Touche LLP, a limited liability partnership incorporated under the Limited Liability Partnerships Act 2000. The company's consent has been given to treating the appointment of Deloitte & Touche as extending to Deloitte & Touche LLP with effect from 1 August 2003 under the provisions of section 26(5) of the Companies Act 1989. A resolution to re-appoint Deloitte & Touche LLP as the company's auditor will be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors and signed on behalf of the Board

Director

January 29, 2004

#### STATEMENT OF DIRECTORS' RESPONSIBILITIES

United Kingdom 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;
- state whether applicable accounting standards have been followed; and
- 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.

# INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF AMPHENOL LIMITED

We have audited the financial statements of Amphenol Limited for the year ended 31 December 2002 which comprise the profit and loss account, the balance sheet and the related notes 1 to 17. 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 in the statement of directors' responsibilities, the company's directors are responsible for the preparation of financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and auditing standards.

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 if, in our opinion, the directors' report 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 transactions with the company is not disclosed.

We read the directors' report for the above year and consider the implications for our report if we become aware of any apparent misstatements.

#### Basis of audit opinion

We conducted our audit in accordance with United Kingdom auditing standards 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 of the state of the company's affairs as at 31 December 2002 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Deloitte & Touche LLP

Chartered Accountants and Registered Auditors

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Crawley

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## PROFIT AND LOSS ACCOUNT Year ended 31 December 2002

	Note	2002 £'000	2001 £'000
TURNOVER	2	26,700	31,926
Cost of sales		(19,971)	(24,085)
Gross profit		6,729	7,841
Distribution costs		(2,293)	(2,184)
Administrative expenses		(4,005)	(2,853)
OPERATING PROFIT	4a	431	2,204
Release of provision made in 2001		-	600
Loss on sale of fixed assets	4b	-	(153)
Release of provision made in 2001			138
PROFIT ON ORDINARY ACTIVITIES BEFORE INTEREST		431	2,789
Interest payable and similar charges	5	(6)	(23)
PROFIT ON ORDINARY ACTIVITIES BEFORE			<del></del>
TAXATION		425	2,766
Tax credit on profit on ordinary activities	6	323	
RETAINED PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION FOR THE			
FINANCIAL YEAR	14	748	2,766

There are no recognised gains or losses nor movements in shareholders' funds for the current and prior years other than as stated above.

All results are from continuing operations.

## BALANCE SHEET 31 December 2002

	Note	2002 £'000	2001 £'000
FIXED ASSETS			
Tangible assets	7	4,816	5,327
Investment in subsidiary undertakings	8	<del></del> ,	<u> </u>
		4,816	5,327
CURRENT ASSETS			
Stocks	9	6,289	5,339
Debtors	10	19,885	16,529
Cash at bank and in hand		118	717
		26,292	22,585
CREDITORS: amounts falling due within one year	11	(21,821)	(19,373)
NET CURRENT ASSETS		4,471	3,212
TOTAL ASSETS LESS CURRENT		·· <del>··</del>	
LIABILITIES		9,287	8,539
CAPITAL AND RESERVES			
Called up share capital	13	4,079	4,079
Share premium account		140	140
Profit and loss account	14	5,068	4,320
EQUITY SHAREHOLDERS' FUNDS		9,287	8,539

These financial statements were approved by the Board of Directors on January 29, 2004.

Signed on behalf of the Board of Directors

Director

#### 1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable United Kingdom accounting standards. The particular accounting policies adopted are described below.

#### Accounting convention

The financial statements are prepared under the historical cost convention.

#### Tangible fixed assets

Freehold land and assets in the course of construction are not depreciated. For other assets, depreciation is provided on cost in equal annual instalments over the estimated useful lives as follows:

Freehold buildings

Fixtures and fittings

Over 40 years

Leasehold improvements
Plant and machinery

Over the term of the lease Between 4 and 10 years

Between 4 and 10 years

#### Investments

Investments held as fixed assets are stated at cost less provision for any impairment in value.

#### Stocks

Stocks and work-in-progress are stated at the lower of cost and net realisable value. Cost includes materials, direct labour and production overheads appropriate to the relevant stage of production. Net realisable value is based on estimated selling price less all further costs to completion and all relevant marketing, selling and distribution costs.

#### Research and development

Research and development expenditure is written off as incurred.

#### **Deferred taxation**

Deferred taxation is provided in full on timing differences which result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

#### Leases

Rentals payable under operating leases are charged to the profit and loss account in equal annual amounts over the lease term.

#### Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rate of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rates of exchange ruling at the date of the transaction. These translation differences are dealt with in the profit and loss account.

#### Pension costs

The expected cost of providing pensions, as calculated periodically by professionally qualified actuaries, is charged to the profit and loss account so as to spread the cost over the service lives of employees in the scheme in such a way that the pension cost is a substantially level percentage of current and expected future pensionable payroll.

The company continues to account for pension costs in accordance with SSAP 24, Accounting for pension costs. In order to comply with the requirements of FRS 17, Retirement Benefits, the company has disclosed the relevant information in note 15b to the accounts. None of the amounts disclosed in note 15b need to be recognised in the primary statements of the company during this transitional period.

## 2. TURNOVER

Turnover represents amounts derived from the provision of goods and services which fall within the company's ordinary activities after deduction of trade discounts and value added tax. Turnover is derived from a single business segment.

An analysis of turnover by geographical market is given below:

		2002 £'000	2001 £'000
	UK	22,009	24,067
	Rest of Europe	2,955	5,356
	Other	1,646	2,503
		26,700	31,926
3.	INFORMATION REGARDING DIRECTORS AND EMPLOYEES		
		2002	2001
		£,000	£'000
	Directors' emoluments		
	Emoluments of the directors	<u>-</u>	-
		No.	No.
	Average number of persons employed		
	Office and management	144	148
	Manufacturing	213	214
		357	362
		£'000	£'000
	Staff costs during the year		
	Wages and salaries	5,309	5,065
	Social security costs Pension costs	516 742	398 258
	r cusion costs	<del></del>	
		6,567	5,721
4a.	OPERATING PROFIT		
		2002	2001
		£'000	£'000
	Operating profit is after charging/(crediting):		
	Research and development costs	786	733
	Depreciation – owned assets	701	831
	Operating lease payments - plant and machinery	554	442
	- other Rental income	156 (65)	156 (78)
	Foreign exchange loss	89	118
	Auditors' remuneration - audit fees	60	80
	- other professional fees	20	34
	<del>-</del>		

## 4b. EXCEPTIONAL COSTS

Exceptional costs of £nil (2001 - £153,000) relate to costs incurred in the prior year in connection with the closure of the company's Scotland operations.

5.	INT	EREST PAYABLE AND SIMILAR CHARGES	2002 £'000	2001 £'000
	Bank	interest payable	6	23
6.	TAX	ON PROFIT ON ORDINARY ACTIVITIES		
	(a)	Tax credit on profit on ordinary activities	2002 £	2001 £
		Current tax United Kingdom corporation tax charge at 30% (2001 – 30%) based on the profit for the period Group relief	258 (258)	685 (685)
		Total current tax	-	-
		Deferred tax Timing differences, origination and reversal Adjustments in respect of prior periods	91 232 323	<u>-</u>
	(b)	Factors affecting current tax credit for the year		<del></del> _
	` ,	The tax assessed for the period is different to that resulting from a corporation tax in the UK 30% - (2001 - 30%). The differences are expla		rd rate of
			2002 £	2001 £
		Profit on ordinary activities before taxation	425	2,766
		Tax charge on profit on ordinary activities at standard rate	(128)	(830)
		Effects of: Disallowed expenses and non-taxable income Capital allowances different to depreciation Movement in short term timing differences Other deferred tax movements Group relief	(48) 145 (221) (6) 258	(66) (169) 380 - 685
		Total actual amount of current tax	-	-

#### 7. TANGIBLE FIXED ASSETS

Freehold land and buildings £'000	Leasehold improvements	Plant and machinery £'000	Fixtures and fittings £'000	Assets in the course of con- struction £'000	Total £'000
5,402	314	15,828	206	-	21,750
5	-	217	2	5	229
(19)		(64)	(1)		(84)
5,388	314	15,981	207	5	21,895
n					
3,150	293	12,583	127	-	16,423
106	1	571	23	-	701
		(44)	(1)		(45)
3,256	294	13,380	149		17,079
2,132	20	2,601	58	5	4,816
2,252	21	2,975	79		5,327
	1and and buildings £'000  5,402 5 (19) 5,388 3,150 106 3,256	land and buildings £'000 ments £'000  5,402 314 5 - (19) 5,388 314  3,150 293 106 1	land and buildings £'000       improvements £'000       Plant and machinery £'000         5,402       314       15,828         5       -       217         (19)       -       (64)         5,388       314       15,981         316       1       571         -       -       (44)         3,256       294       13,380         2,132       20       2,601	land and buildings £'000         improve-feather ments fittings £'000         Plant and fittings £'000         and fittings £'000           5,402         314         15,828         206           5         -         217         2           (19)         -         (64)         (1)           5,388         314         15,981         207           316         106         1         571         23           -         -         (44)         (1)           3,256         294         13,380         149           2,132         20         2,601         58	Freehold land and buildings ments #2000 £2

Included within the cost of freehold land and buildings is land of £23,000 (2001 - £42,000).

## 8. INVESTMENT IN SUBSIDIARY UNDERTAKINGS

The company's investments represent the cost of its 100% interest in the ordinary shares of Amphenol-Borg Pension Trustees Limited (cost £10) and Spectra Strip Limited (cost £139), both of which are incorporated in Great Britain. Amphenol-Borg Pension Trustees Limited acts as a trustee and Spectra Strip Limited is dormant. The company takes advantage of the exemption conferred by the Companies Act s.228 not to prepares consolidated financial statements as Amphenol Holding UK, Limited, the UK parent company, prepares consolidated financial statements. The information presented in these financial statements is about the company and not its group.

#### 9. STOCKS

	2002 £'000	2001 £'000
Raw materials and consumables	4,131	3,932
Work-in-progress	1,046	519
Finished goods and goods for resale	1,112	888
	6,289	5,339

## 10. DEBTORS

10.	DEBTORS		
		2002 £'000	2001 £'000
	Trade debtors	4,733	4,192
	Amounts owed by group undertakings	13,239	10,938
	Deferred tax asset (see note 12)	323	-
	Other debtors	949	942
	Prepayments and accrued income	641	457
		19,885	16,529
11.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		2002	2001
		£'000	£'000
	Bank loans and overdrafts	613	-
	Trade creditors	3,432	1,910
	Amounts owed to group undertakings	15,493	15,683
	Other creditors including taxation and social security	38	32
	Accruals and deferred income	2,245	1,748
		21,821	19,373
12.	DEFERRED TAX ASSET		
	Deferred tax asset		
	As at 1 January 2002 £'000	Recognised in year £'000	As at 31 December 2002 £'000
	Deferred tax asset	323	323
	The amounts provided in the accounts are as follows:		
	-	2002 £'000	2001 £'000
	Capital allowances in advance of depreciation	297	204
	Other timing differences	(598)	(194)
	Royalties	(22)	(10)
		(323)	

A deferred tax asset has been recognised, the recoverability of which is dependent upon sufficient taxable profits at the time the asset crystallises.

#### 13. CALLED UP SHARE CAPITAL

		2002 £'000	2001 £'000
	Authorised:		
	4,129,000 ordinary shares of £1 each	4,129	4,129
	Called up, allotted and fully paid:		
	4,079,139 ordinary shares of £1 each	4,079	4,079
14.	PROFIT AND LOSS ACCOUNT		
			2002 £'000
	At 1 January 2002 Retained profit for the financial year		4,320 748
	At 31 December 2002		5,068

#### 15a. PENSIONS

The company participates in the Amphenol Pension Plan. The scheme is a defined benefit plan providing benefits to certain employees within the company based on final pensionable pay. The assets are held separately from the company's assets, and are invested with Scottish Widows Fund and Life Assurance Society and Britannic Asset Management.

Pension costs are assessed in accordance with the advice of a qualified actuary using the projected unit method. The latest actuarial valuation of the Amphenol Pension Plan was at 1 January 1999 which assessed the market value of the pension scheme assets to be £13,642,000. The actuarial value of these assets represented 143% of the value of benefits that had accrued to members of the pension scheme based on service to 1 January 1999 after allowing for future increases in earnings. The excess is being eliminated over 16 years, the average remaining service life of current employees in the scheme through reduced company contributions. The assumptions which have the most significant effects on the results of the valuation are those relating to the rate of return on investments and the rates of increases in salaries and pensions. It was assumed that the investment rate of return would be 6.0% - 6.5% per annum, that salary increases would average 3% per annum compounded annually and that future pensions would be at the rates required in the pension scheme rules.

No employer contributions were made during 2002 or 2001 as the company is currently undergoing a contribution holiday. Costs amounting to £742,000 (2001 - £258,000) have been charged to the profit and loss account reflecting the spreading of cost over the service lives of employees in the scheme. Included within creditors is a cumulative balance of £1,743,000 (2001 - £1,001,000) representing the excess of costs charged over contributions paid.

#### 15b. ADDITIONAL PENSION DISCLOSURES

In order to comply with the disclosure requirements of FRS 17, Retirement Benefits, the following information in respect of the Amphenol Pension Plan is presented as at 31 December 2002. The amounts disclosed in this note have not been recognised in the primary statements of the company during the transitional period.

A full actuarial valuation was carried out at 1 January 2002 and updated to 31 December 2002 by a qualified independent actuary on a projected unit basis. The major assumptions used by the actuary were:

	2002	2001
Valuation at 31 December 2002		
Rate of increase in salaries	3.00%	3.50%
Rate of increase in pensions in payment	2.50%	2.50%
Discount rate	5.50%	6.00%
Inflation assumption	2.50%	2.50%

The assets in the scheme and the expected rate of return were:

#### Valuation at 31 December 2002 and reconciliation to the prospective balance sheet

	2002 Expected long term rate of return	2002 Fair value £'000	2001 Expected long term rate of return	2001 Fair value £'000
Equities Bonds Property Cash	7.00% 5.50% 6.00% 4.00%	7,264 1,150 450 326	7.25% 6.00% 6.50% 4.00%	10,004 1,613 678 418
Total fair value of assets		9,190		12,713
Present value of scheme liabilities		16,365		12,713
Deficit in the scheme		(7,175)		-
Related deferred tax asset		2,152		-
Net pension liability		(5,022)		
Profit and loss reserve note			2002 £'000	2002 £'000
Profit and loss reserve Existing SSAP 24 accrual			5,068 1,743	4,320 1,001
Profit and loss reserve excluding SSAP 24 acc FRS 17 pension liability	crual		6,811 (5,022)	5,321
Profit and loss reserve including FRS 17 pens	sion liability		1,789	5,321

#### 16. FINANCIAL COMMITMENTS

	2002 £'000	2001 £'000
Capital commitments		
Contracted for but not provided	15	18
	<del></del>	

#### Operating lease commitments

At 31 December 2002 the company was committed to making the following payments during the next year in respect of operating leases:

	Land and buildings 2002 £'000		Land and Buildings 2001 £'000	Other 2001 £'000
		Other 2002 £'000		
Leases which expire:				
Within one year	-	58	-	65
Within two to five years	102	402	-	233
After five years	54	_	156	90
	<del></del>			
	156	460	156	388

#### 17. RELATED PARTIES, ULTIMATE PARENT COMPANY AND CONTROLLING ENTITY

The company has taken advantage of the exemption available under Financial Reporting Standard 8 not to disclose transactions with other group companies as it is a wholly owned subsidiary undertaking.

The immediate parent company is Amphenol-Borg Limited, incorporated in Great Britain.

Copies of the consolidated financial statements of Amphenol Holding UK, Limited, the smallest group of which the company is a member and for which consolidated financial statements are available, can be obtained from Companies House, Crown Way, Maindy, Cardiff, CF14 3UZ.

The ultimate parent company is Amphenol Corporation, a company incorporated in the United States of America, which is the largest group of which the company is a member and for which consolidated financial statements are available. Copies of these consolidated financial statements can be obtained from Amphenol Corporation, 358 Hall Avenue, Wallingford, CT 06492, USA.

The ultimate controlling entities at the balance sheet date were KKR 1996 Fund L.P., NXS Associates L.P. and KKR Partners II L.P.

## 15b. ADDITIONAL PENSION DISCLOSURES (continued)

Year ending 31 December 2002  £'000  Opening surplus in the scheme  Current service cost Financial income Actuarial losses  (778  (6,49)  Closing deficit in the scheme	<b>0</b> - 8) 4
Current service cost Financial income Actuarial losses  (778 94 (6,49)	4
Financial income Actuarial losses (6,49	4
Actuarial losses (6,49	
Closing deficit in the scheme (7.17:	1)
====	5) =
Amounts included within operating profit	
Year ending 31 December 2002 200 £'00	
Current service cost (77	8) =
Amounts included as other finance income	
Year ending 31 December 2002 200 £'00	
Expected return on scheme assets 86	
Interest on scheme liabilities (77	'0) —
Net finance return	94 <del></del>
Amounts included in the Statement of Total Recognised Gains and Losses	
Year ending 31 December 2002 200 £'00	
Difference between actual and expected return on scheme assets (3,84)	<b>48</b> )
Experience losses arising on scheme liabilities (59) Effects of changes in assumptions underlying the present value of scheme	99)
liabilities (2,0	44)
Total actuarial gains and losses recognised in the STRGL (6,4	91)
Difference between actual and expected return on scheme assets	• • •
Amount (£'000) $(3,4)$ % of scheme assets $(41.87)$	
Experience gains arising on scheme liabilities	
	99)
vs or the prevent value at the coneme naminer	(%)
Effects of changes in assumptions underlying the present value of scheme liabilities	191)