Report and Accounts

30 June 2002



COOKE OPTICS LIMITED Report and accounts Contents

	Page
Company information	1
Directors' report	2
Auditors' report	4
Profit and loss account	5
Statement of total recognised gains and losses	6
Balance sheet	7
Cash flow statement	8
Notes to the accounts	9

COOKE OPTICS LIMITED Company Information

Directors

L Zellan

D M G Stevens

P Sheridan (Non-Executive Director)

B Lowry (Non-Executive Director)

J Atkins (Non-Executive Director)

Secretary

R W Davis FCA

Auditors

John N G Howitt 2 The Paddock Attenborough NOTTINGHAM NG2 6AR

Bankers

HSBC Bank plc 31 Granby Street Leicester LE1 6EP

Solicitors

Denton Wilde Sapte Five Chancery Lane LONDON EC4A 1BU

Registered office

Five Chancery Lane LONDON EC4A 1BU

Registered number

3579622

Directors' Report

The directors present their report and accounts for the year ended 30 June 2002.

Principal activities and review of the business

The company's principal activity during the year continued to be the design and manufacture of precision optical systems.

The company is continuing to research and develop further precision optical systems and is in a good position to take advantage of any opportunities which may arise in the future.

Results and dividends

The profit for the year, after taxation, amounted to £129,890. The directors do not recommend the payment of a dividend.

Future developments

The directors aim to maintain the management policies which have resulted in the company's increase in profitability. They consider that the next year should show a further increase in profitability.

Directors

The directors who served during the year and their interests in the share capital of the company were as follows:

	As at 30 June £1 Ordinary shares	
	2002	2001
L Zellan	-	-
D M G Stevens	150	150
B Lowry	-	-
K F Dibben (resigned 21 September 2001)	150	150
J Atkins	250	250
P Sheridan	-	-

L Zellan and B Lowry have an indirect interest in 5,225 (2001 - 5,150) ordinary shares of the company held by ZGC Llc.

J Atkins has an indirect interest in 1,500 ordinary shares of the company held by Hitme Realty Llc.

Senior Executives interests in the share capital of the company as at 30 June were as follows:

	2002	2001
R E Little	225	300
B N Billington	150	145

COOKE OPTICS LIMITED Directors' Report

Directors' responsibilities

Company law requires the directors to prepare accounts 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 for that period. In preparing those accounts, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent; and
- prepare the accounts 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 accounts 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.

Auditors

John N G Howitt have been reappointed as registered auditors of the company.

This report was approved by the board on 6 August 2002.

D M G Stevens Director

_

Independent auditors' report to the shareholders of COOKE OPTICS LIMITED

We have audited the accounts of Cooke Optics Limited for the year ended 30 June 2002 which comprises pages 5 to 17. These accounts have been prepared under the historical cost convention and the accounting policies set out therein.

Respective responsibilities of directors and auditors

As described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the accounts in accordance with law and United Kingdom Accounting Standards.

Our responsibility is to audit the accounts in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the accounts 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 Directors' Report is not consistent with the accounts, 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 and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of 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 accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts 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 accounts 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 accounts.

Opinion

In our opinion the accounts give a true and fair view of the state of the company's affairs as at the 30 June 2002 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

John N G Howitt

Chartered Accountants and Registered Auditors

2 The Paddock Attenborough NOTTINGHAM NG2 6AR

6 August 2002

COOKE OPTICS LIMITED Profit and Loss Account for the year ended 30 June 2002

	Notes	2002 £	2001 £
Turnover	2	3,962,205	4,059,238
Cost of sales		(2,067,986)	(2,224,614)
Gross profit		1,894,219	1,834,624
Administrative expenses		(1,626,126)	(1,546,697)
Operating profit	3	268,093	287,927
Exceptional items: profit on the disposal of tangible fixed assets	4	-	3,900
		268,093	291,827
Interest receivable		-	703
Interest payable	7	(122,308)	(153,837)
Profit on ordinary activities before taxation		145,785	138,693
Tax on profit on ordinary activities	8	(15,895)	(135,000)
Profit for the financial year		129,890	3,693
Prior year adjustment : amortisation of goodwill		-	(146,712)
Retained profit/(loss) for the financial year	19	129,890	(143,019)

Continuing operations

None of the company's activities were acquired or discontinued during the above two financial years.

COOKE OPTICS LIMITED Statement of total recognised gains and losses for the year ended 30 June 2002

	Notes	2002 £	2001 £
Profit for the financial year		129,890	3,693
Total recognised gains and losses related to the year		129,890	3,693

COOKE OPTICS LIMITED Balance Sheet as at 30 June 2002

	Notes		2002		2001
Fixed assets			£		£
Intangible assets	9		440,136		513,492
Tangible assets	10		1,798,836		2,016,252
· ·		-	2,238,972		2,529,744
Current assets					
Stocks	11	1,203,348		955,666	
Debtors	12	590,626		421,542	
Cash at bank and in hand		308		581	
		1,794,282		1,377,789	
Creditors: amounts falling due	•				
within one year	13	(1,759,035)		(1,628,205)	
Net current assets/(liabilities)			35,247		(250,416)
Total assets less current		-		-	
liabilities			2,274,219		2,279,328
Creditors: amounts falling due					
after more than one year	14		(471,864)		(581,674)
Provisions for liabilities and					
charges					(40=000)
Deferred taxation	16		(123,270)		(135,000)
		- -	1,679,085		1,562,654
Subordinated loans	17		948,291		961,750
Capital and reserves					
Called up share capital	18		10,000		10,000
Profit and loss account	19		720,794		590,904
Shareholders' funds:					
Equity	20	- -	730,794		600,904
		- -	1,679,085	- -	1,562,654

D M G Stevens

Director

Approved by the board on 6 August 2002

COOKE OPTICS LIMITED Cash Flow Statement for the year ended 30 June 2002

	Notes	2002 £	2001 £		
Reconciliation of operating profit to net cash inflow from operating activities		۲	-		
Operating profit Depreciation charges Amortisation of goodwill Increase in stocks (Increase)/decrease in debtors Decrease in creditors Net cash inflow from operating activities		(169,084) (10,822)	287,927 281,713 73,356 (13,436) 237,383 (471,885)		
, , , , , , , , , , , , , , , , , , ,					
CASH FLOW STATEMENT					
Net cash inflow from operating activities		215,801	395,058		
Returns on investments and servicing of finance	21	(122,308)	(153,134)		
Taxation		(27)	28		
Capital expenditure	21	(84,524) 8,942	(544,416) (302,464)		
Financing	21	(111,308)	318,793		
(Decrease)/increase in cash		(102,366)	16,329		
Reconciliation of net cash flow to movement in net	Reconciliation of net cash flow to movement in net debt				
(Decrease)/increase in cash in the period Decrease/(increase) in debt and lease financing		(102,366) 111,308	16,329 (318,793)		
Change in net debt	22	8,942	(302,464)		
Net debt at 1 July		(2,223,825)	(1,921,361)		
Net debt at 30 June		(2,214,883)	(2,223,825)		

1 Accounting policies

Accounting convention

The accounts have been prepared under the historical cost convention and in accordance with applicable accounting standards.

Intangible fixed assets

The total gross cost of goodwill carried in the balance sheet is £733,560 relating to the acquisition of Cooke Optics, a division of Taylor Hobson Limited.

Cooke Optics operates in a longstanding and profitable market sector, and has over 100 continuous years of history. The sector has high market entry barriers due to the highly specialised and skilled workforce required.

The directors have considered the cost, current valuation and amortisation of goodwill and decided to amortise the cost on a straight line basis over ten years from the date of purchase.

Research and Development

The company is continuing to develop new and improved products and the costs of research and development are written off in the the year in which they are incurred.

Tangible fixed assets

Depreciation is provided on all tangible fixed assets, other than freehold land, at rates calculated to write off the cost, less estimated residual value, of each asset evenly over its expected useful life, as follows:

Leasehold fixtures & fittings Plant, machinery and tooling Motor vehicles Office equipment

Over the term of the lease Between 10% and 33% straight line 33% reducing balance 33% straight line

Stocks

Stocks and work in progress are stated at the lower of cost and net realisable value. Cost includes materials and direct labour 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

Deferred taxation

Deferred taxation is provided on timing differences, arising from the different treatment of items for accounts and taxations purposes, which are expected to reverse in the future, calculated at rates at which it is estimated that the tax will be arise.

Foreign currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the balance sheet date. All differences are taken to the profit and loss account.

Notes to the Accounts

for the year ended 30 June 2002

Leasing and hire purchase commitments

Assets held under finance leases and hire purchase contracts, which are those where substantially all the risks and rewards of ownership of the asset have passed to the company, are capitalised in the balance sheet and depreciated over their estimated useful lives.

The interest element of the rental obligations is charged to the profit and loss account over the period of the lease and represents a constant proportion of the balance of capital repayments outstanding.

Rentals paid under operating leases are charged to income on a straight line basis over the lease term.

Pensions

The company operates a defined contribution pension scheme. Contributions are charged to the profit and loss account as they become payable in accordance with the rules of the scheme.

Development costs

Certain consultancy costs and labour costs relating to development of specific significant projects are capitalised and written off over the period when the product first contributes to revenue. Other development costs are written off to the profit and loss account as incurred.

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 attributable to one continuing activity, the manufacture of precision optical systems.

	Analysis by geographical market:	2002 £	2001 £
	Within the European Community	1,964,058	1,891,216
	Within the USA	1,291,017	1,491,552
	Other	707,130	676,546
		3,962,205	4,059,314
3	Operating profit	2002	2001
	This is stated after charging:	£	£
	Depreciation of owned fixed assets Depreciation of assets held under finance leases and hire	229,053	218,602
	purchase contracts	72,887	63,111
	Amortisation of loan costs	29,368	28,212
	Operating lease rentals - land buildings	67,056	67,056
	Auditors' remuneration	5,000	4,500
	Research and development costs	225,931	247,170

Notes to the Accounts for the year ended 30 June 2002

4	Exceptional items	2002	2001
		£	£
	Profit on disposal of fixed assets		3,900
5	Directors' emoluments	2002	2001
		£	£
	Emoluments	69,460	68,891
	Company contributions to money purchase pension schemes	4,750	4,665
		74,210	73,556
	Number of directors in company pension schemes:	2002	2001
	namber of an esters in company perioden consider.	Number	Number
	Money purchase schemes	1	1
6	Staff costs	2002	2001
Ū	otan oosts	£	£
	Wages and salaries	1,349,812	1,401,497
	Social security costs	117,989	128,919
	Pension costs	88,342	94,359
		1,556,143_	1,624,775
	Average number of employees during the year	Number	Number
	Administration	8	9
	Manufacturing	53	54
		61	63
7	Interest payable	2002	2001
		£	£
	Bank loans and overdrafts	46,724	62,708
	Subordinated loan interest	40,712	44,552
	Deferred consideration interest	-	19,096
	Finance charges payable under finance leases and hire purchase contracts	34,872	27,481
	•	122,308	153,837
		-	

8	Taxation			2002 £	2001 £
	UK corporation tax Deferred taxation (note 16)			27,625 (11,730) 15,895	135,000 135,000
9	Intangible fixed assets Goodwill: Cost				£
	At 1 July 2001				733,560
	At 30 June 2002 Amortisation				733,560
	At 1 July 2001				220,068 73,356
	Provided during the year At 30 June 2002				293,424
	Net book value At 30 June 2002				440,136
	At 30 June 2001				513,492
10	Tangible fixed assets	Leasehold Fixtures & fittings. Office equipment £	Motor vehicles £	Plant, machinery and tooling £	Total £
	Cost At 1 July 2001	795,104	56,566	1,764,225	2,615,895
	Additions	2,285		82,239	84,524
	At 30 June 2002	797,389	56,566	1,846,464	2,700,419
	Depreciation At 1 July 2001 Charge for the year At 30 June 2002	203,222 99,546 302,768	27,688 9,625 37,313	368,733 192,769 561,502	599,643 301,940 901,583
	Net book value At 30 June 2002	494,621	19,253	1,284,962	1,798,836
	At 30 June 2001	591,882	28,878	1,395,492	2,016,252
	Net book value of plant and mach under finance leases and hire pur		ve held	2002 £ 511,256	2001 £ 496,840

11	Stocks	2002	2001
		£	£
	Raw materials and consumables Work in progress	989,504 213,844	653,281 302,385
		1,203,348	955,666
	The difference between purchase price or production cost of stocks not material.	and their replac	ement cost is
12	Debtors	2002	2001
		£	£
	Trade debtors	492,918	314,379
	Other debtors	26,020	19,685
	Prepayments and accrued income	53,658	48,031
	Value added tax debtor	18,030	39,447
		590,626	421,542
13	Creditors: amounts falling due within one year	2002	2001
	and the same same same same same same same sam	£	£
	Bank loans and overdrafts	674 540	500 470
		671,519	566,176
	Obligations under finance lease and hire purchase contracts	123,517	114,806
	Trade creditors	367,437	474,559
	Corporation tax	27,598	-
	Other taxes and social security costs	32,256	35,952
	ZGC Inc current account	288,976	1,957
	Accruals and deferred income	247,732	301,422
	Deferred consideration		133,333
		1,759,035	1,628,205
14	Creditors: amounts falling due after one year	2002	2001
	Bank loans	228,518	321,633
	Obligations under finance lease and hire purchase contracts	243,346	260,041
		471,864	581,674
	The bank loans are secured by a charge over all leasehold property assets of the company. Obligations under finance leases and hire pu repayable within five years and are secured against their related asset	rchase agreeme	
		£	£
	Analysis of maturity of bank loan:		_
	Within one year or on demand	200,000	208,750
	Between one and two years	233,333	341,250
	Less: offset of financing costs	(4,815)	(31,617)
		(,,0.0)	<u> </u>

428,518

518,383

15	Obligations under finance leases and hire purchase contracts	2002 £	2001 £
	Amounts payable:		
	Within one year	123,517	114,806
	Within two to five years	243,346	260,041
		366,863	374,847
16	Deferred taxation		
		2002	2001
		£	£
	At 1 July	135,000	_
	Charged to the profit and loss account	(11,730)	135,000
	At 30 June	123,270	135,000
	Capital allowances in advance of depreciation		

17 Subordinated Loans

	ZGC Inc. Loan £	Other Loans £	Total £
Within one year	•	-	-
Between 2-5 years	•	347,378	347,378
Outwith 5 years	653,000	-	653,000
	653,000	347,378	1,000,378
Less: offset of financing costs	34,000	18,087	52,087
Balance at 30 June 2002	619,000	329,291	948,291

The company must obtain written consent from these lenders prior to the creation of a mortgage or charge on the whole or any part of its assets.

Repayments of the loans cannot be sought, until all bank loans have been repaid in full, or otherwise with the consent of the bank.

The loans are unsecured and the ZGC Inc. loan bears interest at 2% and the other loans bear interest at 8%.

The ZGC Inc. loan is a related party loan, details of the relationship are given in note 26.

18	Share capital			2002	2001
	A. Abaria ad			£	£
	Authorised: Ordinary shares of £1 each			100,000	100,000
		2002	2001	2002	2001
		No	No	£	£
	Allotted, called up and fully paid:				
	Ordinary shares of £1 each	10,000	10,000	10,000_	10,000
19	Profit and loss account			2002	2001
				£	£
	AA 4 July			E00.004	722 022
	At 1 July Retained profit/(loss)			590,904 129,890	733,923 (143,019)
	Retained pronv(loss)			129,090	(143,019)
	At 30 June			720,794	590,904
20	Reconciliation of movement in sha	reholders' fund	ls	2002	2001
			-	£	£
	At 1 July			600,904	743,923
	Profit/(loss) for the financial year			129,890	(143,019)
	At 30 June			730,794	600,904
21	Gross cash flows			2002 £	2001 £
	Returns on investments and service	cing of finance		~	~
	Interest received	•		-	703
	Interest paid			(87,436)	(126,356)
	Interest element of finance lease rent	tal payments		(34,872)	(27,481)
				(122,308)	(153,134)
	Capital expenditure				
	Payments to acquire tangible fixed as			(84,524)	(548,316)
	Receipts from sales of tangible fixed	assets		<u>-</u>	3,900
				(84,524)	(544,416)
	Financing				
	New loans raised			(13,459)	(13,459)
	Loan repayments			(89,865)	119,657
	Capital element of finance lease renta	al payments		(7,984)	212,595
				(111,308)	318,793

22 Analysis of changes in net debt

22	Analysis of changes at het dest	At 1 Jul 2001 £	Cash flows	Non-cash changes £	At 30 Jun 2002 £
	Cash at bank and in hand Overdrafts	581 (369,426)	(273) (102,093) (102,366)		308 (471,519)
	Debt due within 1 year Debt due after 1 year Finance leases	(196,750) (1,283,383) (374,847)	(3,250) 106,574 7,984 111,308		(200,000) (1,176,809) (366,863)
	Total	(2,223,825)	8,942		(2,214,883)
23	Capital commitments			2002 £	2001 £
	Amounts contracted for but not provided in the accounts				75,500

24 Other financial commitments

At the year end the company had annual commitments under non-cancellable operating leases as set out below:

	Leasehold buildings 2002	Leasehold buildings 2001	Other 2002	Other 2001
	£	£	£	£
Operating leases which expire:				
in over five years	67,056	67,056		-

25 Contingent liabilities

The company has a contingent liability in respect of lenses sold to customers under its normal trade warranty. The directors are not aware of any significant warranty claims and therefore no liability has been provided for.

26 Related parties

The company made sales to ZGC Inc.of £910,417 (2001 - £1,157,111). ZGC Inc. are related to the holders of a majority shareholding in Cooke Optics Limited, ZGC Lic by virtue of common ownership. The transactions were carried out at arms' length and on normal commercial terms. At the period end there was no balance outstanding, (2001 £Nil)

In addition, the company made purchases of £462,771 (2001 - £638,409) from Cannon Engineering and Associates, the holders of a minority shareholding in the company. These transactions were also carried out at arms' length and under normal commercial terms. At the year end, the balance owed by Cooke Optics Limited was £78,184 (2001 - £182,855). This balance was included within the trade creditors.

27 Controlling party

The company's ultimate parent company is ZGC Llc, a company registered in the USA.