

**GATES UK PENSION TRUSTEES LIMITED**  
**FINANCIAL STATEMENTS**  
**3 JANUARY 2004**



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The directors present their report and the unaudited financial statements for the year ended 3 January 2004.

#### PRINCIPAL ACTIVITIES

The company has not traded in the year or the previous period and consequently no profit or loss account has been produced.

The directors do not expect the company to trade during the next twelve months.

#### THE DIRECTORS AND THEIR INTERESTS

The directors who served the company during the year together with their interests in the ordinary shares of the ultimate parent company, Tomkins plc, were as follows:

	3 January 2004	28 December 2002
V. I. Gould	-	-
J. Haining	-	-
R. C. Jones	5,473	5,433
R. N. Marchant	267,027	297,988
L. M. Shields	-	-

The directors' options to purchase shares in the ultimate parent company were:

	3 January 2004	Granted in the period	Lapsed in the period	Exercised in the period	28 December 2002
V. I. Gould	-	-	-	-	-
J. Haining	1,295	-	1,296	-	2,591
R. C. Jones	51,080	20,000	-	-	21,080
R. N. Marchant	-	-	274,592	49,500	324,092
L. M. Shields	4,893	-	-	-	4,893

No director had any beneficial interest in the shares or loan stock of any other group undertaking.

No director had any material interest in any contract or arrangement subsisting during the period with the company.

#### STATUTORY DISPENSATION

The company has in force, under Section 379A of the Companies Act 1985, an election dispensing with the laying of accounts and reports before the company in General Meeting and the holding of Annual General Meetings.

Approved by the Board on 26 October 2004  
 and signed on its behalf by



D. P. BURTON  
 Secretary

**Gates UK Pension Trustees Limited**  
**Balance sheet**  
**As at 3 January 2004**

	Note	3 January 2004 £000	28 December 2002 £000
<b>CURRENT ASSETS</b>			
Debtors due after one year	4	<u>270</u>	<u>270</u>
<b>TOTAL ASSETS</b>		<u>270</u>	<u>270</u>
<b>CAPITAL AND RESERVES</b>			
Called-up equity share capital	6	<u>270</u>	<u>270</u>
<b>EQUITY SHAREHOLDERS' FUNDS</b>		<u>270</u>	<u>270</u>

These accounts have not been audited because the company is entitled to the exemption provided by section 249AA(1) of the Companies Act 1985 relating to dormant companies and its members have not required the company to obtain an audit of these accounts in accordance with section 249B(2).

The directors acknowledge their responsibilities for ensuring that the company keeps accounting records that comply with section 221 of the Companies Act 1985. The directors also acknowledge their responsibilities for preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the financial period and of its profit or loss for the financial period in accordance with section 226 of the Companies Act 1985 and which otherwise comply with the requirements of that Act relating to accounts, so far as applicable to the company.

Approved by the Board on 26 October 2004  
and are signed on its behalf by:



R. N. MARCHANT  
Director

## 1. ACCOUNTING POLICIES

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

### Basis of accounting

The financial statements have been prepared under the historical cost convention, and in accordance with applicable United Kingdom accounting standards.

### Accounting period

The accounts are for the 371 days ended 3 January 2004. In the prior period, the accounts were for the 242 days ended 28 December 2002.

## 2. PROFIT AND LOSS ACCOUNT

The company did not trade during either period and has made neither a profit nor a loss. No profit and loss account has therefore been prepared.

## 3. DIRECTORS AND EMPLOYEES

No part of the remuneration of the directors is specifically attributable to their services to the company. No director had a direct or indirect interest in any transaction, arrangement or agreement which, in the opinion of the other directors requires disclosure.

There were no employees of the company during either period.

## 4. DEBTORS

	3 January 2004 £000	28 December 2002 £000
<b>Due in more than one year:</b>		
Amounts owed by group undertakings	<u>270</u>	<u>270</u>

The amounts falling due after more than one year owing by group undertakings are interest free and have no specified terms of repayment. None of the parties anticipate that any substantial part thereof will be repaid within the next twelve months.

## 5. RELATED PARTY TRANSACTIONS

As a wholly owned subsidiary of Tomkins plc, in accordance with FRS 8 "Related party disclosures", the company is not required to disclose those transactions with other members of the group.

## 6. SHARE CAPITAL

### Authorised share capital:

	3 January 2004 £000	28 December 2002 £000
270,000 Ordinary shares of £1 each	<u>270</u>	<u>270</u>

### Allotted, called up and fully paid:

	3 January 2004		28 December 2002	
	Number	£000	Number	£000
Ordinary shares of £1 each	<u>270,000</u>	<u>270</u>	<u>270,000</u>	<u>270</u>

**7. ULTIMATE PARENT COMPANY**

Tomkins plc is the company's parent undertaking, ultimate parent company and ultimate controlling party.

Tomkins plc produces group accounts; copies may be obtained from The Secretary, Tomkins plc, East Putney House, 84 Upper Richmond Road, London, SW15 2ST.