

Trimay Engineering Co. Limited

Report and Accounts

30 April 2000

Registered No. 0806255



Trimay Engineering Co. Limited

Registered No. 0806255

DIRECTORS

Dr J Garland (Managing Director)

J S Arnoldy - USA

D O Bainter - USA

T H Redell - USA

SECRETARY

T H Redell

D O Bainter (Assistant)

AUDITORS

Ernst & Young

Cloth Hall Court

14 King Street

Leeds LS1 2JN

BANKERS

Lloyds Bank plc

35 King Street

Thetford

Norfolk IP24 2AX

SOLICITORS

Dibb Lupton Alsop

Fountain Precinct

Balm Green

Sheffield S1 1RZ

REGISTERED OFFICE

Shawfield Road

Carlton Industrial Estate

Barnsley S71 3NS

DIRECTORS' REPORT

The directors present their report and accounts for the year ended 30 April 2000.

RESULTS AND DIVIDENDS

The company has not traded during the year.

PRINCIPAL ACTIVITY AND REVIEW OF BUSINESS DEVELOPMENTS

The principal activity of the company is that of agent on a non exclusive, non profit making basis for the immediate holding company, Triten International Limited. The agency is in relation to the manufacture and distribution of hard surfacings and weld engineering. The transactions have been recorded in the financial records of Triten International Limited and reflected in that company's accounts.

DIRECTORS

The directors serving during the period are listed on page 2..

DIRECTORS' INTERESTS

No director had any interest in the share capital of the company at 30 April 2000.

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

Company law requires the directors to prepare accounts for each financial period which give a true and fair view of the state of affairs of the company and of the profit or loss of the company 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 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 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

A resolution to reappoint Ernst & Young as auditors will be put to the members at the Annual General Meeting.

By order of the board


T H Redell
Secretary

21 August 2000

REPORT OF THE AUDITORS

to the members of Trimay Engineering Co. Limited

We have audited the accounts on pages 5 to 10 which have been prepared under the historical cost convention and on the basis of the accounting policies set out on pages 7 to 8.

Respective responsibilities of directors and auditors

As described on page 3 the company's directors are responsible for the preparation of the accounts in accordance with applicable United Kingdom law and accounting standards. It is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion to you. Our responsibilities, as independent auditors, are established in the United Kingdom by Statute, the Auditing Practices Board and by our profession's ethical guidance.

Basis of opinion

We conducted our audit in accordance with 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 affairs of the company as at 30 April 2000 and of its result for the period then ended and have been properly prepared in accordance with the Companies Act 1985.

Ernst & Young

Ernst & Young
Registered Auditor
Leeds

21 August 2000

Trimay Engineering Co. Limited

PROFIT AND LOSS ACCOUNT for the period ended 30 April 2000

		<i>Year ended 13 months ended</i>	<i>30 April</i>	<i>30 April</i>
		<i>2000</i>	<i>1999</i>	
	<i>Notes</i>	<i>£</i>	<i>£</i>	
TURNOVER	2	-	132,955	
Operating costs	3	-	(108,429)	
OPERATING PROFIT		-	24,526	
Interest payable and similar charges	5	-	(1,000)	
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		-	23,526	
Tax on profit on ordinary activities	6	-	3,845	
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		-	27,371	

There are no recognised gains and losses for the period (1999 - Profit - £27,371).

Trimay Engineering Co. Limited

BALANCE SHEET

at 30 April 2000

	Notes	30 April 2000 £	30 April 1999 £
CURRENT ASSETS			
Debtors	7	542,759	542,759
		<u>542,759</u>	<u>542,759</u>
CAPITAL AND RESERVES			
Called up share capital	8	60,000	60,000
Share premium account	9	166,814	166,814
Profit and loss account	9	315,945	315,945
		<u>542,759</u>	<u>542,759</u>
TOTAL SHAREHOLDERS FUNDS		<u>542,759</u>	<u>542,759</u>

D Bainter
D Bainter Director

21 August 2000

NOTES TO THE ACCOUNTS

at 30 April 2000

1. ACCOUNTING POLICIES

Accounting convention

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

Depreciation

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

Plant and machinery, fixtures and fittings - 10 years

Stocks

Stocks are stated at the lower of cost incurred in bringing each product to its present location and condition and net realisable value, as follows:

Raw materials and goods for resale - purchase cost on a first-in, first-out basis.

Work in progress and finished goods - Cost of direct materials and labour plus attributable overheads based on a normal level of activity.

Net realisable value is based on estimated selling price less any further costs expected to be incurred to completion and disposal.

Long-term contracts

The Company accounts for long-term contracts, in excess of £50,000, under the percentage-of-completion method using costs incurred to date in relation to estimated total costs of the contract to measure the stage of completion. All other contracts are accounted for as short term contracts and the profit is taken when the contract is complete.

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 retranslated at the rate of exchange ruling at the balance sheet date.

All differences are taken to the profit and loss account.

Deferred taxation

Deferred taxation is provided using the liability method on all timing differences which are expected to reverse in the future without being replaced, calculated at the rate at which it is anticipated the timing differences will reverse.

Capitalisation of interest

Interest incurred up to the time that separately identifiable major capital projects are ready for production is capitalised as part of the cost of the asset. The interest capitalised only relates to specific borrowings used to finance that project.

NOTES TO THE ACCOUNTS
at 30 April 2000

1. ACCOUNTING POLICIES (continued)

Leasing and hire purchase commitments

Assets held under finance leases and hire purchase contracts are capitalised in the balance sheet and are depreciated over their 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

There is a group personal pension plan to which the employees make contributions as they require. The scheme provides benefits based upon contributions paid into the plan.

2. TURNOVER

Turnover comprises the invoice value of goods and services supplied by the company exclusive of VAT. Turnover is attributable to one continuing activity, the fabrication and manufacture of hard surfacing materials.

3. OPERATING COSTS

	<i>Year ended 13 months ended</i>	
	<i>30 April</i>	<i>30 April</i>
	<i>2000</i>	<i>1999</i>
	£	£
Raw materials and consumables	-	66,074
Staff costs: - wages and salaries	-	41,465
- social security costs	-	890
	-	108,429

4. DIRECTORS' REMUNERATION

No remuneration was paid by this company to the directors.

5. INTEREST PAYABLE AND SIMILAR CHARGES

	<i>Year ended 13 months ended</i>	
	<i>30 April</i>	<i>30 April</i>
	<i>2000</i>	<i>1999</i>
	£	£
Bank interest	-	1,000

Trimay Engineering Co. Limited

NOTES TO THE ACCOUNTS at 30 April 2000

6. TAX ON PROFIT ON ORDINARY ACTIVITIES

	<i>Year ended 13 months ended</i>	<i>30 April</i>	<i>30 April</i>
	<i>2000</i>	<i>1999</i>	
	<i>£</i>	<i>£</i>	
Deferred taxation credited during the period	-	(3,845)	

7. DEBTORS

	<i>2000</i>	<i>1999</i>
	<i>£</i>	<i>£</i>
Amount due from parent undertaking	542,759	542,759

8. SHARE CAPITAL

	<i>2000</i>	<i>Authorised</i>	<i>Allotted, called up</i>	<i>and fully paid</i>
	<i>No.</i>	<i>1999</i>	<i>2000</i>	<i>1999</i>
		<i>No.</i>	<i>£</i>	<i>£</i>
39,600 'A' ordinary shares of £1 each	39,600	39,600	39,600	39,600
20,400 'B' ordinary shares of £1 each	20,400	20,400	20,400	20,400
	<u>60,000</u>	<u>60,000</u>	<u>60,000</u>	<u>60,000</u>

'A' ordinary and 'B' ordinary shares rank pari passu in all respects except for the right to appoint directors of the company. Holders of a three-quarters majority of the 'A' ordinary shares have the right to appoint up to three directors and holders of a three-quarters majority of the 'B' ordinary shares have the right to appoint up to two directors. The Chairman shall be one of the directors appointed by the 'A' ordinary shares.

9. RECONCILIATION OF SHAREHOLDERS' FUNDS AND MOVEMENTS ON RESERVES

	<i>Share</i>	<i>Share</i>	<i>Profit &</i>	<i>Total</i>
	<i>capital</i>	<i>premium</i>	<i>loss account</i>	
	<i>£</i>	<i>£</i>	<i>£</i>	<i>£</i>
At 30 April 1999 and 30 April 2000	60,000	166,814	315,945	542,759

10. CONTINGENT LIABILITIES

The company has guaranteed the bank facilities of the immediate parent undertaking. The amount outstanding at the year end was £1,098,693.

11. RELATED PARTIES

The company has taken advantage of the exemption in FRS 8 from disclosing transactions with the immediate holding company Triten International Limited.

NOTES TO THE ACCOUNTS

at 30 April 2000

12. PARENT COMPANY

The ultimate parent company is Triten Corporation which is incorporated in the State of Texas, USA. The immediate parent company is Triten International Limited of Shawfield Road, Carlton Industrial Estate, Barnsley, S71 2NS. Triten Corporation has included in its group accounts the results of the company from the date of acquisition. Copies of the group accounts are available from its registered office: P O Box 40472, Houston, Texas 77240 0472.