TRIDON EUROPE LIMITED
(formerly Fister U.K. Limited)

REPORT AND ACCOUNTS

29 APRIL 2000

Registered number: 1423606

PAGE

The directors present their report and the financial statements for the forty-four weeks ended 29 April 2000.

PRINCIPAL ACTIVITY AND BUSINESS REVIEW

The principal activity of the company throughout the period continued to be the assembly and distribution of replacement parts and accessories for motor vehicles.

On 22 May 2000, the company changed its name to Tridon Europe Limited.

The directors are disappointed with the results for the period but do not envisage any major change in the conduct of the business over the next twelve months.

The directors consider the company's financial position at the end of the year to have been satisfactory, taking into consideration the undertaking of Tomkins PLC to provide continuing support to enable the company to meet its liabilities (see note 17).

DIVIDENDS AND APPROPRIATIONS

The directors do not recommend payment of a dividend.

DIRECTORS

R. N. Marchant, a director of the company, is a director of the ultimate parent company, Tomkins PLC.

The other director, and her interest in the ordinary shares of Tomkins PLC, is:

	Fully paid shares		Options to purchase shares			
	29 April 2000	25 June 1999	29 April 2000	Granted during period	Exercised during period	25 June 1999
D. P. Burton	98,915	93,507	158,030	-	3,881	161,911

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

DISABLED PERSONS

The company gives sympathetic consideration to applications for vacancies from disabled persons when particular job requirements are considered to be within their capabilities. The company also endeavours to provide equal opportunity in the training, promotion and career development of disabled persons.

EMPLOYEE INVOLVEMENT

The company recognises the value of comprehensive employment policies, designed to identify employees with the company and to apply their knowledge and skills towards its success.

YEAR 2000

The company has not experienced any operational failures as a result of the Year 2000 date change and, as regards interactions with business partners, no disruption has been noted. The contingency planning carried out by the company will provide ongoing reassurance to business continuity.

The costs of preparation for the Year 2000 have not been material and have been included within the normal activities of the departments involved. No further significant costs are expected to be incurred.

PAYMENT POLICY

The company's policy is to determine terms and conditions of payment with suppliers when negotiating each transaction, ensure that suppliers are made aware of the agreed terms and how disputes are to be settled and to abide by the terms of payment.

The number of days credit taken by the company for trade purchases at 29 April 2000 was 58 days (1999 - 73 days).

AUDITORS

Ernst & Young resigned as auditors of the company on 4 February 2000 and Arthur Andersen were appointed in their place on 9 June 2000.

The company has in force a resolution, under Section 379A of the Companies Act 1985, dispensing with the laying of accounts and reports before the company in General Meeting, the holding of Annual General Meetings and the obligation to appoint auditors annually.

Approved by the Board on 24 July 2000
and signed on its behalf by

D. P. BURTON
Secretary

STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the company and of the loss for the period. In preparing those financial statements, the directors are required to:

i. select suitable accounting policies and apply them consistently;
ii. make judgements and estimates that are reasonable and prudent;
iii. state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
iv. 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 which 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.

AUDITORS' REPORT TO THE MEMBERS OF TRIDON EUROPE LIMITED (formerly Fister U.K. Limited)

We have audited the financial statements on pages 5 to 14 which have been prepared under the historical cost convention as modified by the revaluation of certain fixed assets and the accounting policies set out on pages 7 and 8.

Respective responsibilities of directors and auditors

As described above, the company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards. 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 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 affairs of the company at 29 April 2000 and of the loss for the period then ended and have been properly prepared in accordance with the Companies Act 1985.

Arthur Andersen

ARTHUR ANDERSEN

Chartered Accountants and Registered Auditors

London

24 July 2000

	Notes	44 weeks 2000 £000	47 weeks 1999 £000
Turnover	1	2,414	2,960
Operating loss after management charges	1 & 2	(106)	(171)
Interest (net)	3	(41)	(29)
Loss on ordinary activities before tax		(147)	(200)
Tax on loss on ordinary activities	5	-	1
Loss on ordinary activities after tax		(147)	(199)
Deficiency at 25 June 1999		(439)	(240)
Deficiency at 29 April 2000		(586)	(439)

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

	Notes	2000 £000	1999 £000
Loss on ordinary activities after tax		(147)	(199)
Unrealised surplus on revaluation of fixed assets	12	-	56
Total recognised gains & losses		(147)	(143)

NOTE OF HISTORICAL COST PROFITS AND LOSSES

	2000 £000	1999 £000
Loss on ordinary activities before tax	(147)	(200)
Adjustment of depreciation to historical cost basis	-	-
Historical cost loss on ordinary activities before tax	(147)	(200)
Historical cost loss for the year	(147)	(199)

TRIDON EUROPE LIMITED
BALANCE SHEET

AS AT 29 APRIL 2000

	Notes	2000		1999	
		£000	£000	£000	£000
FIXED ASSETS					
Tangible assets	6		407		425
CURRENT ASSETS					
Stock	7	737		698	
Debtors	8	700		675	
Cash		627		-	
		2,064		1,373	
CURRENT LIABILITIES					
Creditors - amounts falling due within one year	9	(914)		(1,139)	
NET CURRENT ASSETS			1,150		234
TOTAL ASSETS LESS CURRENT LIABILITIES			1,557		659
Creditors - amounts falling due after more than one year	10		(2,007)		(962)
NET LIABILITIES			(450)		(303)
CAPITAL AND RESERVES					
Called up share capital	11		80		80
Revaluation reserve	12		56		56
Profit and loss account			(586)		(439)
DEFICIENCY IN SHAREHOLDERS' FUNDS - EQUITY	13		(450)		(303)

Approved by the Board on 24 July 2000
and signed on its behalf by

R. N. MARCHANT)
) Directors
D. P. BURTON)

Basis of accounting

The accounts have been prepared in accordance with applicable accounting standards under the historical cost convention as modified by the revaluation of certain fixed assets.

Accounting period

The accounts are for the forty-four weeks ended 29 April 2000. In 1999 the accounts were for the forty-seven weeks ended 25 June 1999.

Turnover

Turnover comprises sales in the ordinary course of business to customers for goods supplied and services provided, exclusive of value added tax.

Fixed assets

Fixed assets are stated at cost or valuation net of depreciation and any provision for impairment. Freehold land is not depreciated. Depreciation of tangible fixed assets, other than freehold land, is provided on the straight line basis over anticipated useful lives:

Freehold buildings	- Fifty years
Plant, equipment and vehicles	- Three to seven years

Revaluation of properties

The company has taken advantage of the transitional provisions of FRS 15 "Tangible fixed assets" and retained the book amounts of certain freehold properties which were revalued prior to implementation of that standard. The properties were revalued in 1999 and the valuations have not subsequently been updated.

Operating leases

Operating lease rentals are charged to the profit and loss account on the straight line basis over the periods of the leases.

Finance leases

Assets held under leases which confer rights and obligations similar to those attaching to owned assets are capitalised at fair value as tangible fixed assets and the corresponding liability to pay rentals is shown net of interest in the accounts as obligations under finance leases. The capitalised values of the assets are written off on the straight line basis over the shorter of the period of the lease or the useful life of the asset concerned. The interest element of lease payments is allocated so as to produce a constant periodic rate of charge.

Stock

Stock is valued at the lower of cost and net realisable value with due allowance for any obsolete or slow moving items. Net realisable value is estimated selling price less cost to complete and sell. Work in progress, finished goods and goods held for resale include an appropriate proportion of overhead expense.

Tax

The tax charge is based on the result for the year and takes into account tax deferred due to timing differences between the treatment of certain items for tax and accounting purposes. Deferred tax is calculated under the liability method and it is considered probable that all liabilities will crystallise.

In accordance with the requirements of the ultimate parent undertaking, the company makes or receives payment in respect of group relief and advance corporation tax surrendered at 100% of the value of the relief given.

Foreign currency translation

Assets and liabilities denominated in foreign currencies are translated at the rates of exchange ruling at the balance sheet date, or at composite rates specified in related forward contracts.

Transactions in foreign currencies are translated at the rate ruling at the date of each transaction, or at composite rates at which forward cover exists.

Exchange differences arising out of day to day business transactions are included in operating results.

Pension benefits

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. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

1 TURNOVER AND OPERATING LOSS

a. Turnover and operating loss are attributable to the principal activity of the company.

b. Turnover by geographical destination	44 weeks 2000 £000	47 weeks 1999 £000
United Kingdom	2,170	2,836
Rest of Europe	230	124
Rest of the World	14	-
	2,414	2,960

c. Operating expenses	44 weeks 2000 £000	47 weeks 1999 £000
Cost of sales	1,738	2,228
Distribution costs	173	195
Administration expenses	503	708
Other operating expenses	106	-
	2,520	3,131

2 OPERATING LOSS

is stated after charging:	44 weeks 2000 £000	47 weeks 1999 £000
Depreciation of fixed assets	22	27
Depreciation of fixed assets held under finance leases	10	8
Loss on disposal of fixed assets	-	4
Hire of plant & machinery under operating leases	10	13
Auditors - audit fee and expenses	8	10

No fees were paid to Arthur Andersen for non-audit services in either period.

3 INTEREST (NET)

	44 weeks 2000 £000	47 weeks 1999 £000
Interest receivable:		
Bank interest	5	-
Interest payable:		
Bank interest	(5)	(28)
Finance lease interest	(2)	(1)
Interest on loans from group undertakings	(39)	-
	(46)	(29)
	(41)	(29)

4 DIRECTORS AND EMPLOYEES

The information below excludes R. N. Marchant who is also a director of Tomkins PLC, the ultimate parent company, and a number of other group companies. No part of his remuneration is specifically attributable to his services to Tridon Europe Limited . Full details of his remuneration are disclosed in the accounts of Tomkins PLC (see note 17). Additionally, the information also excludes the remuneration D. P. Burton as no part of her remuneration is specifically attributable to her services to the company. The following information relates solely to the executive director of the company in the prior period.

Remuneration

The aggregate remuneration of the director of the company was as follows:

	44 weeks 2000 £000	47 weeks 1999 £000
Emoluments for services to the company	-	40
Company contributions to money purchase pension schemes	-	2
	-	42

The above amounts do not include any gains made on the exercise of share options or the value of any shares or share options received or receivable under long-term incentive schemes. The executive director did not exercise any share options in prior period or receive any shares under a long-term incentive plan in the prior period.

Pensions

One director was a member of a money purchase scheme in the prior period.

The average number of persons employed by the company during the period was:

	2000 Number	1999 Number
Production	6	18
Selling and distribution	19	12
Administration	6	7
	31	37

Staff costs, including directors, were:

	44 weeks 2000 £000	47 weeks 1999 £000
Wages and salaries	307	389
Social security costs	24	33
Pension costs (see note 15)	6	8
	337	430

5 TAX ON LOSS ON ORDINARY ACTIVITIES

	44 weeks 2000 £000	47 weeks 1999 £000
UK corporation tax		
Tax credits on U.K. dividends	-	(1)

6 TANGIBLE FIXED ASSETS

	Total £000	Freehold land and buildings £000	Plant, equipment and vehicles £000
Cost or valuation			
At 25 June 1999	795	379	416
Additions	14	4	10
At 29 April 2000	809	383	426
Depreciation			
At 25 June 1999	370	-	370
Charge for the period	32	10	22
At 29 April 2000	402	10	392
Net book value			
At 25 June 1999	425	379	46
At 29 April 2000	407	373	34

Freehold land amounting to £156,000 (1999 - £156,000) is not depreciated.

The net book value of plant, equipment and vehicles includes £nil (1999 - £10,000) in respect of assets held under finance leases.

Land and buildings include assets of £379,000 carried at valuation. The assets were revalued in 1999 by an independent qualified firm of valuers and were assessed on the basis of their open market value for continuation of existing use.

On the historical cost basis, land and buildings would have been included at:

	2000 £000	1999 £000
Cost	429	425
Aggregate depreciation	(112)	(102)
	317	323

7 STOCK

	2000 £000	1999 £000
Raw materials	134	180
Work in progress	147	213
Finished goods and goods held for resale	456	305
	737	698

8 DEBTORS

	2000	1999
	£000	£000
Amounts falling due within one year:		
Trade debtors	659	647
Amounts owing by group undertakings	6	-
Sales and payroll taxes	7	-
Other debtors	2	2
Prepayments and accrued income	26	26
	700	675

9 CREDITORS - amounts falling due within one year

	2000	1999
	£000	£000
Bank loans	-	24
Bank overdrafts	6	149
Obligations under finance leases	-	4
Trade creditors	274	404
Amounts owing to group undertakings	427	250
Sales and payroll taxes	7	91
Other creditors	71	76
Accruals and deferred income	129	141
	914	1,139

10 CREDITORS - amounts falling due after more than one year

	2000	1999
	£000	£000
Bank loans	-	168
Amounts owing to group undertakings	2,007	794
	2,007	962

The amounts falling due after more than one year owing to group undertakings bear interest at 0.5% above the bank base rate 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.

10 CREDITORS - amounts falling due after more than one year - continued

	2000	1999
	£000	£000
Bank loan repayable:		
Between one and two years	-	24
Between two and five years	-	72
Over five years	-	72
	-	168
Within one year	-	24
	-	192

The loan incurred interest at 2% over the London Inter Bank Offer Rate and was repaid during the period.

8 DEBTORS

	2000 £000	1999 £000
Amounts falling due within one year:		
Trade debtors	659	647
Amounts owing by group undertakings	6	-
Sales and payroll taxes	7	-
Other debtors	2	2
Prepayments and accrued income	26	26
	700	675

9 CREDITORS - amounts falling due within one year

	2000 £000	1999 £000
Bank loans	-	24
Bank overdrafts	6	149
Obligations under finance leases	-	4
Trade creditors	274	404
Amounts owing to group undertakings	427	250
Sales and payroll taxes	7	91
Other creditors	71	76
Accruals and deferred income	129	141
	914	1,139

10 CREDITORS - amounts falling due after more than one year

	2000 £000	1999 £000
Bank loans	-	168
Amounts owing to group undertakings	2,007	794
	2,007	962

The amounts falling due after more than one year owing to group undertakings bear interest at 0.5% above the bank base rate 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.

	2000 £000	1999 £000
Bank loan repayable:		
Between one and two years	-	24
Between two and five years	-	72
Over five years	-	72
	-	168
Within one year	-	24
	-	192

The loan incurred interest at 2% over the London Inter Bank Offer Rate and was repaid during the period.

11 SHARE CAPITAL

	Number	£000
Authorised		
"A" ordinary shares of £1 each		
At 25 June 1999	125,000	125
Conversion to ordinary shares of £1 each	(125,000)	(125)
At 29 April 2000	-	-
"B" ordinary shares of £1 each		
At 25 June 1999	125,000	125
Conversion to ordinary shares of £1 each	(125,000)	(125)
At 29 April 2000	-	-
Ordinary shares of £1 each		
At 25 June 1999	-	-
Conversion from "A" and "B" ordinary shares of £1 each	250,000	250
At 29 April 2000	250,000	250
Total authorised share capital at 29 April 2000 and 25 June 1999	250,000	250
Allotted and fully paid		
"A" ordinary shares of £1 each		
At 25 June 1999	40,000	40
Conversion to ordinary shares of £1 each	(40,000)	(40)
At 29 April 2000	-	-
"B" ordinary shares of £1 each		
At 25 June 1999	40,000	40
Conversion to ordinary shares of £1 each	(40,000)	(40)
At 29 April 2000	-	-
Ordinary shares of £1 each		
At 25 June 1999	-	-
Conversion from "A" and "B" ordinary shares of £1 each	80,000	80
At 29 April 2000	80,000	80
At 29 April 2000 and 25 June 1999	80,000	80

On 28 March 2000 the "A" and "B" ordinary shares of £1 each were converted into and re-designated ordinary shares of £1 each.

The voting rights, dividends and amounts receivable in the event of the company being wound up, were identical for both classes of share.

12 REVALUATION RESERVE

	2000 £000	1999 £000
At 25 June 1999	56	-
Revaluation in period	-	56
At 29 April 2000	56	56

13 RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	2000 £000	1999 £000
Total recognised gains and losses	(147)	(143)
Deficiency at 25 June 1999	(303)	(160)
Deficiency at 29 April 2000	(450)	(303)

14 FINANCIAL COMMITMENTS

There are obligations under operating leases to pay rentals during the next year, which expire:

	Plant, equipment and vehicles 2000 £000	Plant, equipment and vehicles 1999 £000
Within one year	6	1
Between one and five years	5	12
	11	13

15 PENSION COMMITMENTS

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. The pension cost for the period was £6,000 (1999 - £8,000). There were no significant contributions outstanding at 29 April 2000 (1999 -nil).

16 GROUP ACCOUNTS

Group accounts have not been prepared since the company is itself a wholly owned subsidiary of an E.C. parent.

17 RELATED PARTIES

Fister SpA, a company registered in Italy, is the company's parent undertaking and Tomkins PLC is the company's ultimate parent company.

Tomkins PLC has undertaken to provide continuing support to the company to enable it to meet its liabilities as they fall due. The directors have considered the basis of preparation of the financial statements in view of the net liability position of the company and its loss for the period. Taking into consideration the undertaking of Tomkins PLC to provide continuing support, the directors consider that the going concern basis is appropriate.

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

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