Registered No. 1506705

STELLRAM CUTTECH LIMITED

FINANCIAL STATEMENTS

31ST DECEMBER 1994



REPORT OF THE DIRECTORS

FOR THE YEAR ENDED 31ST DECEMBER 1994

The directors present their report and the audited accounts of the company and group for the year ended 31st December 1994.

PRINCIPAL ACTIVITY

The principal activity of the group was the distribution of specialised hard metal cutting tools to the engineering industry.

REVIEW OF THE BUSINESS

The trading profit for the year, after taxation, amounted to £162,848.

DIVIDENDS

The directors do not recommend the payment of a dividend.

FIXED ASSETS

Changes in fixed assets of the group during the year are detailed in the notes to the accounts.

DIRECTORS

The directors holding office during the year and their interests in the company's issued share capital were:

Ordinary shares of £1 each 31st December 1994 31st December 1993

R.	Benson		_
Ρ.	Glasson	_	_
D.	Gonseth	_	-
J.	E. Whitworth	_	_
A.	R. V. Cooper	-	_
М.	Grunsky	-	_

Mr R. Benson, Mr P. Glasson, Mr A. R. V. Cooper and Mr M. Grunsky have an interest in the issued share capital of the ultimate holding company.

AUDITORS

At the annual general meeting a resolution will be proposed to re-appoint Messrs W. J. Calder, Sons & Co. as auditors to the group until the conclusion of the next general meeting at which accounts are presented.

By order of the board

25 Lower Belgrave Street, London, SW1W OLS.

Date: 7th September 1995

P. GLASSON

Secretary

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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 group and company and of the profit or loss of the group 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, subject to any material departures disclosed and explained in the financial statements;
- 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 group and 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 group and company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

AUDITORS' REPORT TO THE SHAREHOLDERS OF

STELLRAM CUTTECH LIMITED

We have audited the financial statements on pages 4 to 17 which have been prepared under the historical cost convention and the accounting policies set out on page 8.

Respective responsibilities of directors and auditors

As described on page 2 the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion based on our audit, on those statements and to report our opinion to you.

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 groups 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 group and company's affairs as at 31st December 1994 and of the profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

25 Lower Belgrave Street, London, SW1W OLS

Date: 7th Seplember 1995

J. CALDER, SONS & CO. Chartered Accountants

and

Registered Auditor

CONSOLIDATED PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31ST DECEMBER 1994

	Notes £	<u>1994</u> £	£	<u>1993</u> £
TURNOVER	2	7,469,708		6,026,624
Cost of sales		3,926,404		3,208,686
GROSS PROFIT		3,543,304		2,817,938
Distribution costs Administrative expenses	1,517,761 1,686,905		1,219,172 1,380,747	
		3,204,666		2,599,919
OPERATING PROFIT	3	338,638		218,019
Goodwill arising on consolidation		(24,013)		(24,013)
PROFIT ON ORDINARY ACTIVITIES BEFORE INTEREST		314,625		194,006
Interest payable	5	(102,159)		(94,923)
Profit on ordinary activities before taxation		212,466		99,083
Taxation	6	49,618		29,500
Profit on ordinary activities after taxation	7	162,848		69,583
Retained profit brought forward		581,522		511,939
RETAINED PROFIT CARRIED FORWARD		£ 744,370		£ 581,522

CONTINUING OPERATIONS

The group has made no acquisition or discontinued any operations within the meaning of Financial Reporting Standard 3 during the above financial year. The turnover and operating result derive entirely from continuing operations

TOTAL RECOGNISED GAINS AND LOSSES

The group has no recognised gains or losses other than the profit and loss for the two financial years.

The notes on pages 8 to 17 form part of these accounts.

CONSOLIDATED BALANCE SHEET

31ST DECEMBER 1994

	Not	tes £	<u>1994</u> £	£ 1	.993 £
FIXED ASSETS					
Intangible assets Tangible assets	8 9		96,055 359,643		120,068 128,023
			455,698		248,091
CURRENT ASSETS					
Stock Debtors	11 12	1,993,908 2,114,355		1,674,322 1,633,203	
CREDITORS - amounts falling		4,108,263		3,307,525	
due within one year	13	2,607,308		1,805,391	
NET CURRENT ASSETS			1,500,955		1,502,134
TOTAL ASSETS LESS CURRENT LIABILITIES			1,956,653		1,750,225
CREDITORS - amounts falling due after more than one year	14		1,032,283		988,703
			£ 924,370		£ 761,522
CAPITAL AND RESERVES					
Called up share capital Profit and loss account	18		180,000 744,370		180,000 581,522
^			£ 924,370	-	£ 761,522
\wedge /1					

R. BENSON

Approved by the board on: 7th September 1995

The notes on pages 8 to 17 form part of these accounts.

BALANCE SHEET

31ST DECEMBER 1994

	Notes	£ 1994 £	£ 1993
FIXED ASSETS			
Intangible assets Tangible assets Investments	8 9 10	1 86,170 270,704 356,875	73,281 270,704 343,986
CURRENT ASSETS			
Stock Debtors	11 12	1,914,328 2,116,204	1,629,222 1,631,751
CREDITORS - amounts falling due within one year	13	4,030,532 2,560,205	3,260,973 1,872,382
NET CURRENT ASSETS		1,470,327	1,388,591
TOTAL ASSETS LESS CURRENT LIABILITIES		1,827,202	1,732,577
CREDITORS - amounts falling due after more than one year	14	1,032,283 £ 794,919	988,703 £ 743,874
CAPITAL AND RESERVES		·	
Called up share capital Profit and loss account	18	180,000 614,919	180,000 563,874
\bigcap		£ 794,919	£ 743,874

R. BENSON

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Approved by the board on: 7th September 1995

The notes on pages 8 to 17 form part of these accounts.

CASHFLOW STATEMENT

FOR THE YEAR ENDED 31ST DECEMBER 1994

	Notes	<u>19</u>	94 £	£ 199	93 £
NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES	19		378,842		56,777
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE Interest paid	,	(102,159)		(94,923)	
NET CASH OUTFLOW FROM RETURNS ON INVESTMENTS AND SERVICING OF FINA	ANCE		(102,159)		(94,923)
TAXATION Corporation tax paid			(45,581)		(1,537)
INVESTING ACTIVITIES Payments to acquire intangible asset Payments to acquire tangible assets Receipts from sale of intangible asset Receipts from sale of tangible asset	sets	(10,069) (63,918) - 40,000		(13,205) (12,115) 30,000 10,000	
NET CASH OUTFLOW FROM INVESTMENT ACTIVITIES			(33,987)		14,680
NET CASH OUTFLOW BEFORE FINANCING			197,115		(25,003)
FINANCING Lease purchase repayments Other loans repayments Bank loans received Bank loan repayments		(51,177) (15,717) - (74,065))	(59,744) (21,562) 400,000 (61,054)	
NET CASH (OUTFLOW)/INFLOW FROM FINAL	NCING		(140,959)		257,640
MOVEMENT IN CASH AND CASH EQUIVALENTS	21		£ 56,156	£	232,637

The note numbers 19 to 22 relate to this cashflow statement.

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31ST DECEMBER 1994

1. ACCOUNTING POLICIES

a) Basis of accounting:

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

b) Basis of consolidation:

The consolidated accounts include the results of Stellram Cuttech Limited and its subsidiary company for the year.

No profit and loss account is presented for Stellram Cuttech Limited as provided by Section 228 (7) of the Companies Act 1985.

c) Turnover:

Turnover represents net invoiced sales of goods and services, excluding value added tax.

c) Intangible assets:

Patent rights are included in the balance sheet at the directors nominal valuation. The reduction in value is charged in the profit and loss account in the year in which the expenditure is incurred. Goodwill arising on consolidation is being amortised through the profit and loss account over its useful economic life, as estimated by the directors.

e) Tangible fixed assets:

Depreciation is provided at the following rates in order to write off each asset over its estimated useful life:

Plant and machinery - Over 2-10 years

Fixtures, fittings, tools

and equipment - Over 2-10 years Motor vehicles - Over 4 years

f) Stocks and goods for resale:

The directors value stock at the lower of current cost and net realisable value, on a basis consistent with previous years. Any net unrealised profit or loss is provided for.

q) Deferred taxation:

Provision is made at appropriate rates for taxation deferred in respect of all material timing differences to the extent that, in the opinion of the directors, there is a reasonable probability that a liability will crystallise in the foreseeable future.

h) Foreign currencies:

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated at the rate of exchange ruling at the date of the transaction. Exchange differences are taken into account in arriving at the operating profit.

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31ST DECEMBER 1994

1. ACCOUNTING POLICIES continued

i) Leasing and hire purchase commitments:
Assets obtained under hire purchase contracts and finance leases are
capitalised in the balance sheet and are depreciated over their estimated
useful lives.

The interest element of the contract obligation is charged to the profit and loss account over the period of the contract.

Charges paid in respect of assets on operating leases are charged to income as incurred.

2. TURNOVER

The turnover and profit before taxation are attributable to the principal activity of the group.

3.	OPERATING PROFIT	1994 £	1993 £
	The operating profit is stated after charging:		
	Amortisation of intangible assets	34,082	37,218
	Profit on disposal of intangible assets	-	(30,000)
	Depreciation of tangible fixed assets	73,589	97,205
	Profit on sale of tangible assets	(36,000)	(10,000)
	Auditors remuneration	15,400	14,900
	Directors remuneration	26,324	-
	Hire of other equipment	160,091	141,176
	(Profit)/Loss on exchange	114,545	(14,419)
4.	STAFF COSTS	1994 £	1993 £
	Staff costs, including directors remuneration, were as follows:		
	Wages and salaries	1,528,441	1,272,355
	Social security costs	119,536	105,698
	Pension costs	44,932	39,044
		£1,692,909	£1,417,097
		£1,692,909 	E1,417,097
	The average weekly number of employees during the year was as follows:		•
	Production staff	16	13
	Office and management	35	32
	Selling	25	23
	,	76	68

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31ST DECEMBER 1994

5. INTEREST PAYABLE	1994 £	1993 £
Interest on bank loans and overdrafts Interest on late paid tax Interest on other loans Hire purchase interest	80,060 188 13,917 7,994	83,784 - - 11,139
	£ 102,159	£ 94,923
6. TAXATION The tax charge on the profit on ordinactivities for the year was as follows:	-	1993 £
Corporation tax at 25% based on the adjusted result for the year Overprovision in earlier years	50,000 (382)	38,500 (9,000)
	£ 49,618	£ 29,500
		*

7. PROFIT FOR THE YEAR

The group profit includes a profit of £78,084 (1993 - £42,529) dealt with in the accounts of the holding company.

NOTES TO THE ACCOUNTS

8.	INTANGIBLE FIXED ASSETS	Patents and		
	Group	Licences	Goodwill	Total
	COST	£	£	£
	At 1st January 1994 Additions	51,723 10,069	239,895	291,618 10,069
	At 31st December 1994	£ 61,792	£ 239,895	£ 301,687
	AMORTISATION	 		
	At 1st January 1994 Amortised during year	51,722 10,069	119,828 24,013	171,550 34,082
	At 31st December 1994	£ 61,791	£ 143,841	£ 205,632
	NET BOOK VALUE			
	At 31st December 1994	£ 1	£ 96,054	£ 96,055
	At 31st December 1993	£ 1	£ 120,067	£ 120,068
	Company			Patents Rights £
	COST			~
	At 1st January 1994 Additions			51,723 10,069
	At 31st December 1994			61,792
	Amounts written off			(61,791)
	Directors valuation at 31st	December 1994		£ 1
				

NOTES TO THE ACCOUNTS

9.	TANGIBLE FIXED ASSETS Group	Plant and Equipment	Fixtures Fittings Tools and Equipment	Motor Vehicles	Total
	COST	£	£	£	£
	At 1st January 1994 Additions Disposals	252,611 241,755 (4,000)	420,023 42,175 -	90,109 25,279 (28,957)	762,743 309,209 (32,957)
	At 31st December 1994	£ 490,366	£ 462,198	£ 86,431 £1	,038,995
	DEPRECIATION				
	At 1st January 1994 Charge for the year Disposals	197,869 22,899 -	346,742 50,163	90,109 527 (28,957)	634,720 73,589 (28,957)
	At 31st December 1994	£ 220,768	£ 396,905	£ 61,679 £	679,352
	NET BOOK VALUE			•	
	At 31st December 1994	£ 269,598	£ 65,293	£ 24,752 £	359,643
	At 31st December 1993	£ 54,742	£ 73,281	£ - £	128,023

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31ST DECEMBER 1994

9. TANGIBLE FIXED ASSETS	Fixtures and	Motor	
Company	Fittings		Total
COST	£	£	£
At 1st January 1994 Additions Disposals	400,136 37,675 -	85,288 25,279 (28,957)	485,424 62,954 (28,957)
At 31st December 1994	£ 437,811	£ 81,610	£ 519,421
DEPRECIATION	***************************************		
At 1st January 1994 Charge for the year Disposals	326,855 49,538	85,288 527 (28,957)	412,143 50,065 (28,957)
At 31st December 1994	£ 376,393	£ 56,858	£ 433,251
NET BOOK VALUE		**************************************	***************************************
At 31st December 1994	£ 61,418	£ 24,752	£ 86,170
At 31st December 1993	£ 73,281	£ -	£ 73,281

The net book value of tangible fixed assets of £359,643 includes an amount of £260,253 (1993-£81,657) in respect of assets held under finance leases or hire purchase contracts.

10.	INVESTMENT				Shares in Group Companies £
	At 1st January 1994 and at 31st December 1994				£ 270,704
	Name	Nature of Business	Country of Registration	Class of Shares held	Percentage Of shares
	Stellram Cuttech Manufacturing Limited	Precision Engineering	England	Ordinary	100%

NOTES TO THE ACCOUNTS

11.	STOCKS AND WORK IN PROGRESS		Group	C	Company
		1994 £	1993 £	1994 £	1993 £
	Raw materials	27,227	19,331	_	-
	Work in progress Finished goods and	52,353	25,769	-	-
	goods for resale	1,914,328	1,629,222	1,914,328	1,629,222
		£1,993,908	£1,674,322	£1,914,328	£1,629,222
10	nuncona.				•
12.	DEBTORS	1004	Group		Company
		1994 £	1993 £	1994	<u>1993</u>
	Trade debtors	2,103,873		2,103,873	1,591,089
	Amounts owed by group companies		9,800	3,575	9,800
	Other debtors	2,690	•	2,690	•
	Prepayments and accrued income	7,792	11,038	6,066	9,586
		£2,114,355	£1,633,203	£2,116,204	£1,631,751
12	CREDITORS - amounts falling due		Group	(Company
13.	-		-		1007 1007
	within one year	1994	1993 £	1994	Company 1993 £
		r	£	r	Ľ
	Bank loans and overdrafts				
	(secured)	389,683	444,558	389,683	444,558
	Obligation under finance lease				
	and hire purchase contracts	95,572	38,625	95,572	38,625
	Trade creditors	1,454,607	•	1,433,639	-
	Other creditors	73,938		73,938	•
	Amount owed to group companies	143,501	-	143,501	112,666
	Taxation and other social	,			,
	security costs	207,290	155,305	207,290	155,305
	Accruals	192,717	83,031	189,582	79,899
	Corporation tax	50,000	45,963	27,000	17,500
		£2,607,308	£1,805,391	£2,560,205	£1,872,382
1 /	CREDITORS - amounts falling due	_	Group		Company
T-3 +	after more than one year	1994	1993	1994	1993
	arter more than one year	± ±	. <u>1995</u>	£	£ 2551
	Bonk looms (seemed)	E76 40F	<i>(</i> E1 771	E76 ADE	<i>6</i> 51 771
	Bank loans (secured)	576,425	-	576,425	
	Other creditors Obligations under finance lease and hire purchase	292,869	311,110	292,869	311,110
	contracts	162,989	25,822	162,989	25,822
		£1,032,283	£ 988,703	£1,032,283	£ 988,703

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31ST DECEMBER 1994

15. BANK LOANS AND OVERDRAFTS		Group		Company	
	1994 £	1993 £	1994 £	1993 £	
The aggregate amount of bank loans and overdrafts was as follows: a) Falling due within one year					
Bank overdraft	309,704	365,860	309,704	365,860	
Bank loans	79,979	78,698	79,979	78,698	
	£ 389,683	£ 444,558	£ 389,683	£ 444,558	
b) Falling due after more than one year					
Bank loans:					
Due between two and five years	380,389	•	380,389	422,757	
Repayable after five years	196,036	229,014	196,036	229,014	
	£ 576,425	£ 651,771	£ 576,425	£ 651,771	
Aggregate amounts	£ 966,108	£1,096,329	£ 966,108	£1,096,329	

The bank loans comprise: A loan for the purpose of acquiring the subsidiary company which commenced on 31st August 1989 and is repayable over 10 years. A business consolidation loan taken in May 1993 to be repaid over 10 years from May 1994 with interest at 2 3/4% over bank base rate. The repayments falling due in the next 12 months are included under creditors: amounts due within one year.

16.	OTHER CREDITORS - amounts fallin	g	Group		Company	
	due after more than one year	1994 £	1993 £	1994 £	1993 £	
	Due between two and five years Repayable after five years	157,952 134,917	147,854 163,256	157,952 134,917	147,854 163,256	
		£ 292,869	£ 311,110	£ 292,869	£ 311,110	

This represents a loan in swiss francs which commenced in May 1993 and is repayable in equal instalments over 10 years with interest at 4%. Repayments falling due in the next 12 months amounting to £39,488 are included in other creditors under creditors: amounts due within one year.

NOTES TO THE ACCOUNTS

17.	OBLIGATIONS UNDER FINANCE LEASE AND HIRE PURCHASE CONTRACTS	1994 £	Group 1993 £	199 £	Company 4 1993 £
	Total outstanding instalments Less: finance charge relating	301,252	75,963	301,25	2 75,963
	to future periods	42,691	11,516	42,69	1 11,516
	Net capital outstanding	£ 258,561	£ 64,447	£ 258,56	£ 64,447
	Current obligation Instalments falling due	95,572	38,625	95,57	2 38,625
	after one year	162,989	25,822	162,98	9 25,822
		£ 258,561	£ 64,447	£ 258,56	£ 64,447
18.	SHARE CAPITAL		<u>19</u>	994 £	1993 £
	Ordinary shares of £1 each:				
	Authorised		£ 180,	000	£ 180,000
	Allotted, called up and fully pa	id	£ 180,	000	£ 180,000
19.	RECONCILIATION OF OPERATING PROF CASH INFLOW/(OUTFLOW) FROM OPERA		*****	994 £	1993 £
	Operating profit		338,	638	218,019
	Depreciation of tangible assets		73,589		97,205
	Profit on disposal of tangible assets Amortisation of intangible assets		(36,000) 10,069		(10,000) 13,205
	Profit on sale of intangible assets		10,	_	(30,000)
	Stocks		(319,	586)	(66,830)
	Debtors		(481,		(120,788)
	Creditors		793,	284 	(44,034)
	NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES		£ 378,	842	£ 56,777
					
20.	ANALYSIS OF CHANGE IN CASH AND CEQUIVALENTS DURING THE YEAR	CASH			£
	Balance at 1st January 1994 Net cash inflow				(365,860) 56,156
	Balance at 31st December 1994				£ (309,704)

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31ST DECEMBER 1994

21.	ANALYSIS OF THE BALANCES OF CASH AND CASE EQUIVALENTS AS SHOWN IN THE BALANCE SHEET		Change 993 in year £ £
	Bank overdraft	(309,704) £ (365,8	£ 56,156
22.	ANALYSIS OF CHANGES IN FINANCING DURING THE YEAR	Bank loans £	Other loan £
	Balance at 1st January 1994 Cash inflow/(outflow) from financing	730,469 (74,065)	348,074 (15,717)
	Balance at 31st December 1994	£ 656,404	£ 332,357

23. ULTIMATE HOLDING COMPANY

The ultimate holding company is Cuttech Limited a company incorporated in England.