

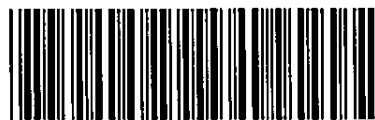
Registered Number 1658832

GRASEBY OVERSEAS HOLDINGS LIMITED

REPORT AND ACCOUNTS

FOR THE YEAR ENDED 31 JULY 2008

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GRASEBY OVERSEAS HOLDINGS LIMITED
REPORT AND ACCOUNTS 2008

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GRASEBY OVERSEAS HOLDINGS LIMITED

DIRECTORS' REPORT

The directors present their report and the audited accounts for the year ended 31 July 2008.

BUSINESS REVIEW AND PRINCIPAL ACTIVITIES

The Company's principal activity in the year is that of a finance and investment company. The Company did not trade during the year.

The Company's profit for the year is £nil (2007: £9,000).

FUTURE OUTLOOK

It is not envisaged that the Company will initiate any plans to restructure its principal activity in the forthcoming period. It is expected that the Company will maintain its current level of performance in the forthcoming period.

PRINCIPAL RISKS AND UNCERTAINTIES

From the perspective of the Company, the principal risks and uncertainties are integrated with the principal risks of Smiths Group plc and are not managed separately. Accordingly, the principal risks and uncertainties of Smiths Group plc, which include those of the Company, are discussed on pages 30 and 31 of the group's annual report and accounts which do not form part of this report.

FINANCIAL RISK MANAGEMENT

Financial risks are managed on a Group basis. See the financial instruments note in the annual report and accounts of Smiths Group plc for details of how the Group manages foreign exchange rate risks, interest rate risks, credit risks and liquidity risks.

KEY PERFORMANCE INDICATORS

The directors of Smiths Group plc manage the Group's operations on a consolidated basis using divisional KPI's. For this reason, the Company's directors believe that analysis using key performance indicators for the Company is not necessary or appropriate. The development, performance and position of Smiths Group plc is discussed on pages 12 to 28 of the group's annual report which does not form part of this report.

DIRECTORS

The directors who held office during the year (except as noted) are given below:

D. A. Penn	(Resigned – 28 November 2008)
S. L. O'Brien	(Resigned – 31 July 2008)
S. L. Cameron	(Appointed – 28 November 2008)

AUDITORS AND DISCLOSURE OF INFORMATION TO AUDITORS

Each person who is a director at the date of approval of this report confirms that:

(a) so far as the directors are aware, there is no relevant audit information (that is, information needed by the Company's auditors in connection with preparing their report) of which the Company's auditors are unaware; and

(b) the directors have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of Section 234ZA of the Companies Act 1985.

GRASEBY OVERSEAS HOLDINGS LIMITED

DIRECTORS' REPORT

AUDITORS

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their reappointment will be proposed at the Annual General Meeting.

By order of the Board



S. L. Cameron
Director

3 December 2008

GRASEBY OVERSEAS HOLDINGS LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to 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 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 UK 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, in which case there should be supporting assumptions or qualifications as necessary.

The directors confirm that they have complied with the above requirements in preparing the financial statements.

The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Company and 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.

INDEPENDENT AUDITORS REPORT TO THE MEMBERS OF GRASEBY OVERSEAS HOLDINGS LIMITED

We have audited the financial statements of Graseby Overseas Holdings Limited for the year ended 31 July 2008, which comprise the profit and loss account, the balance sheet, and the related notes. These financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, 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 other transactions 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 audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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 judgments 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, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the Company's affairs as at 31 July 2008 and of its result for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the financial statements.

PricewaterhouseCoopers LLP
PricewaterhouseCoopers LLP

Chartered Accountants and Registered Auditors
London

3/12/08

GRASEBY OVERSEAS HOLDINGS LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 JULY 2008

	Notes	Year ended 31 July 2008 £'000	Period ended 31 July 2007 £'000
Operating profit	2	-	-
Surplus on liquidation of subsidiary undertaking	5	-	9
Profit on ordinary activities before taxation		-	9
Tax on profit on ordinary activities	6	-	-
Profit for the financial year/period	9	-	9

The Company has no recognised gains or losses during the year ended 31 July 2008 and the period ended 31 July 2007 other than those reflected in the profit and loss account above.

There is no material difference between the profit on ordinary activities before taxation and the retained profit for the year/period stated above and their historical cost equivalents.

GRASEBY OVERSEAS HOLDINGS LIMITED

BALANCE SHEET AS AT 31 JULY 2008

	Notes	31 July 2008 £'000	31 July 2007 £'000
Current assets			
Debtors			
- falling due within one year	7	<u>10</u>	<u>10</u>
Total assets less current liabilities and net assets		<u>10</u>	<u>10</u>
Capital and reserves			
Called up share capital	8	1	1
Profit and loss account	9	<u>9</u>	<u>9</u>
Total shareholders' funds	10	<u>10</u>	<u>10</u>

The financial statements on pages 5 to 10 were approved by the board of directors on 3 December 2008 and were signed on its behalf by:



S. L. Cameron
Director

3/12/08

GRASEBY OVERSEAS HOLDINGS LIMITED

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 JULY 2008

1 ACCOUNTING POLICIES

Basis of preparation

The accounts have been prepared in accordance with the Companies Act 1985 and all applicable accounting standards in the United Kingdom (UK GAAP).

These accounts have been prepared on a going concern basis and under the historical cost convention.

These financial statements are presented in pounds sterling because that is the currency of the primary economic environment in which the Company operates.

Changes in accounting policy

Companies which have adopted "FRS 26 (IAS 39) Financial Instruments: Measurement" are required to implement "FRS 29 (IFRS 7) Financial Instruments: Disclosures" for financial years beginning on or after 1 January 2007. However, as a wholly owned subsidiary of Smiths Group plc which prepares publically available consolidated financial statements including disclosures which comply with 'IFRS 7: Financial instruments: Disclosures', the company is exempt from this standard. Consequently, no changes in accounting policies or disclosures were made in the preparation of these accounts.

Financial assets

Financial assets are initially recognised at transaction price when the Company becomes party to contractual obligations. The transaction price used includes transaction costs unless the asset is being fair valued through the profit and loss account.

The classification of financial assets depends on the purpose for which the assets were acquired. Management determines the classification of an asset at initial recognition and re-evaluates their designation at each reporting date. Assets are classified as: loans and receivables; held to maturity investments; available-for-sale financial assets; or financial assets where changes in fair value are charged (or credited) to the profit and loss account.

The subsequent measurement of financial assets depends on their classification. Loans and receivables and held-to-maturity investments are measured at amortised cost using the effective interest method. Available-for-sale financial assets and financial assets where changes in fair value are charged (or credited) to the profit and loss account are subsequently measured at fair value. Realised and unrealised gains and losses arising from changes in the fair value of the 'financial assets at fair value through profit and loss' category are included in the profit and loss account in the period in which they arise. Unrealised gains and losses arising from changes in the fair value of non-monetary securities classified as available-for-sale are recognised in equity. When securities classified as available-for-sale are sold or impaired, the accumulated fair value adjustments previously taken to reserves are included in the profit and loss account.

Financial assets are derecognised when the right to receive cash-flows from the assets has expired or has been transferred, and the Company has transferred substantially all of the risks and rewards of ownership.

GRASEBY OVERSEAS HOLDINGS LIMITED

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 JULY 2008

1 ACCOUNTING POLICIES (continued)

Financial liabilities

Borrowings are initially recognised at the fair value of the proceeds, net of related transaction costs. These transaction costs and any discount or premium on issue are subsequently amortised under the effective yield method through the profit and loss account as interest over the life of the loan, and added to the liability disclosed in the balance sheet. Related accrued interest is included in the borrowings figure.

Borrowings are classified due within one year unless the Company has an unconditional right to defer settlement of the liability for at least one year after the balance sheet date.

Foreign currencies

Foreign currency transactions are recorded at the exchange rate ruling on the date of transaction. Foreign exchange gains and losses resulting from the settlement of such transactions, and from the retranslation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies, are recognised in the profit and loss account.

Current taxation

The tax on ordinary activities represents the amount received/paid for group relief in respect of tax losses surrendered/claimed in the current year. All current tax liabilities have been assumed by Smiths Group plc, the ultimate parent Company.

Deferred taxation

Deferred tax is recognised in respect of timing differences that have originated but not reversed at the balance sheet date. Timing differences are the difference between the Company's taxable profits and its results as disclosed in the financial statements, arising from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Deferred assets are recognised only when their recovery is considered probable.

Deferred tax is not discounted.

2 OPERATING PROFIT

The audit fee in respect of this Company has been borne by another Smiths Group Company. Auditors' remuneration for non-audit services was £nil (2007: £nil).

3 DIRECTORS' REMUNERATION

None of the directors of the Company received any remuneration in respect of their services as directors of the Company (2007: £nil).

4 EMPLOYEES

The Company has no active employees (2007: none). Employees of other Smiths Group companies perform all administration of the Company's affairs. No charge for these services has been levied upon the Company in the current year or the previous period.

GRASEBY OVERSEAS HOLDINGS LIMITED

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 JULY 2008

5 SURPLUS ON LIQUIDATION OF SUBSIDIARY UNDERTAKING

	Year ended 31 July 2008 £'000	Period ended 31 July 2007 £'000
Surplus on liquidation of subsidiary undertaking	<u>-</u>	<u>9</u>

6 TAX ON LOSS ON ORDINARY ACTIVITIES

	Year ended 31 July 2008 £'000	Period ended 31 July 2007 £'000
Profit on ordinary activities before taxation	<u>-</u>	<u>9</u>
UK corporation tax at 29.33% (2007:30%)	-	(3)
Capital losses claimed for which no payment made	<u>-</u>	<u>3</u>
	<u>-</u>	<u>-</u>

No charge has been made for deferred taxation, as in the opinion of the directors, due to the anticipated availability of group relief there will be no taxable profit within the Company for the foreseeable future.

7 DEBTORS

	31 July 2008 £'000	31 July 2007 £'000
Amounts falling due within one year		
Amounts owed by group undertakings	<u>10</u>	<u>10</u>
Total debtors	<u>10</u>	<u>10</u>

8 CALLED UP SHARE CAPITAL

	31 July 2008 £'000	31 July 2007 £'000
Authorised		
10,000 ordinary shares of £1 each	<u>10</u>	<u>10</u>
Issued		
601 ordinary shares of £1 each	<u>1</u>	<u>1</u>

The issued share capital of the company at 31 July 2008 is £601 (2007: £601).

GRASEBY OVERSEAS HOLDINGS LIMITED

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 JULY 2008

9 RESERVES

	Profit and loss account £'000
At 1 August 2007 and 31 July 2008	<u>9</u>

10 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	31 July 2008 £'000	31 July 2007 £'000
Profit for the financial year/period	<u>-</u>	<u>9</u>
Net addition to shareholders' funds	-	9
Opening shareholders' funds	<u>10</u>	<u>1</u>
Closing shareholders' funds	<u>10</u>	<u>10</u>

11 RELATED PARTY TRANSACTIONS

The Company has taken advantage of the exemption provided by Paragraph 3(c) of Financial Reporting Standard 8 not to disclose transactions with entities that are part of Smiths Group plc.

12 ULTIMATE PARENT UNDERTAKING

For the year ended 31 July 2008, Graseby Overseas Holdings Limited was a wholly owned subsidiary of Graseby Limited.

The ultimate parent undertaking and controlling party is Smiths Group plc, which is the parent undertaking of the smallest and largest group to consolidate these financial statements. Smiths Group plc is incorporated in the United Kingdom and registered in England and Wales.

The annual report and accounts of Smiths Group plc may be obtained from the Company Secretary, Smiths Group plc, 765 Finchley Road, London NW11 8DS.