Director's Report and Financial Statements

31 January 2001

Registered Number 2979415



Director's Report and Financial Statements

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DIRECTOR'S REPORT

The Directors present their annual report for the year ended 31 January 2001.

1. PRINCIPAL ACTIVITY

The company's principal purpose is to act as the Corporate Trustee of the Standen Engineering Limited Employee Share Ownership Trust.

The company did not trade during the period. There has been no income or expenditure and all expenses have been met by Standen Engineering Limited, Hereward Works, Station Road, Ely, Cambs.

2. DIRECTORS

The Directors in office during and at the end of the period are listed below together with their interests in the shares of the parent company at 31 January 2001 as recorded in the Register maintained by that company in accordance with the provisions of the Companies Act 1985.

| | Class of Share | Number of Shares | |
|---------------|----------------|-----------------------------|--|
| | | held in the Holding Company | |
| | | Standen Engineering Limited | |
| A.W. Bell | Ordinary £1 | 34,893 | |
| O. Blake | Ordinary £1 | 1,205 | |
| A.C.W. Bone | Ordinary £1 | 15,341 | |
| E.A. Rickwood | Ordinary £1 | 1,205 | |

Note: C. Reed retired on 30 September 2000.

3. <u>AUDITORS</u>

The members of the company having passed a special resolution to the effect that in accordance with the provisions of Section 250(3) of the Companies Act 1985 the company being a dormant company within the meaning of the said Section, Section 388A of the Companies Act 1985 shall apply, and accordingly no auditors shall be appointed.

By Order of the Board

Hereward Works,

Station Road, Ely,

Cambs.

CB7 4BP

O. Blake

Director Date: 30 June 2001

BALANCE SHEET AT 31 JANUARY 2001

| | 2001 £ |
|---|-----------|
| ASSETS EMPLOYED: Cash in Hand | 2 |
| FINANCED BY: Called Up Share Capital | 2 |

The Directors are of the opinion that the company is dormant within the meaning of Section 250(3) of the Companies Act 1985.

These financial statements were approved by the Board of Directors on 30 June 2001 and were signed on its behalf by:

O. Blake Director

The note on page 3 forms part of these financial statements.

NOTE TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 JANUARY 2001

1. CALLED UP SHARE CAPITAL

| | 2001 |
|----------------------------|------|
| | £ |
| AUTHORISED: | |
| Ordinary Shares of £1 each | 100 |
| ISSUED AND FULLY PAID: | |
| Ordinary Shares of £1 each | 2 |

2. The ultimate parent company is Standen Engineering Limited, a company registered in England and Wales.