Company Number: 3094284 Registered in England & Wales

ARROW ELECTRONICS EURO LIMITED

REPORT AND FINANCIAL STATEMENTS

FOR THE PERIOD 1 September 1996 to 31 August 1997

STEVEN K SYKES - Chartered Management Accountant THE BLUE SKIES PARTNERSHIP



Board of Directors

Mrs L McMillan

Secretary	Registered Office	
Mr P Archer	21 Church Hill	
	Cheddington	
	Leighton Buzzard	
	Beds	
	LU7 OSX	

Bankers

Barclays Bank PLC The Dacorum Group West Herts

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ARROW ELECTRONICS EURO LIMITED REPORT OF THE DIRECTORS

FOR THE PERIOD 1 September 1996 to 31 August 1997

The directors present their report, and the unaudited financial statements, for the period 1 September 1996 to 31August 1997, their second trading period.

Activities

During the period the Company traded as electrical and electronics design engineers. It is not envisaged that the company will undertake any dis-similar operations in the foreseeable future.

Close Company

The Company is a close company as defined by the Income & Corporation Taxes Act 1988.

Directors

The Directors throughout the period, and their beneficial interests in the shares of the Company were:-

31 August 1997

Ordinary Shares of £1 each

Mrs L McMillan

1

Accountants

A resolution proposing the re-appointment of The Blue Skies Partnership as Accountants and Tax Advisors to the Company will be put to the forthcoming Annual General Meeting.

In preparing the above report, the Directors have taken advantage of special exemptions applicable to small companies.

By order of the Board

P Archer - Secretary

Dated 22 May 1998

STATEMENT OF DIRECTORS' RESPONSIBILITIES

FOR THE PERIOD 1 September 1996 to 31 August 1997

Company law requires the Directors to prepare financial statements for each financial year, which give a true and fair view of the company's state of affairs at the end of the year and of its profit or loss for that year.

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 a going concern basis unless it is inappropriate to assume that the Company will continue in the business.

The Directors are responsible for maintaining 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 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.

BALANCE SHEET

31 AUGUST 1997

	Note	1997	
		£'s	£'s
FIXED ASSETS			
Tangible Assets	2		4,555
CURRENT ASSETS			
Stocks		0	
Debtors	3	4,425	
Cash at Bank and in Hand		6,149 10,574	
CURRENT LIABILITIES : FALLING			
DUE WITHIN ONE YEAR			
Trade Creditors		4,787	
Corporation Tax		1,693	
Other Creditors	4	3,261	
		9,741	
NET CURRENT ASSETS			833
TOTAL ASSETS LESS CURRENT LIABILITIES			5,388
CURRENT LIABILITIES : FALLING DUE AFTER ONE YEAR			0
PROVISION FOR LIABILITIES AND CHARGES			0
			5,388
CAPITAL AND RESERVES			
Called Up Share Capital	5		2
Profit and Loss Account			5,386
			5,388

For the financial period ended 31 August 1997, the Company was entitled to exemption from audit under S249(1) Companies Act 1985; and no notice has been deposited under S249B(2). The Directors acknowledge their responsibilities for ensuring that the Company keeps accounting records which comply with Section 221 of the Act and preparing accounts which give a true and fair view of the state of affairs of the Company at the end of the period and of it's profit or loss for the financial period in accordance with the requirements of Section 226 and which otherwise comply with the requirements of the Companies Act 1985, so far is applicable to the Company.

The Directors have taken advantage of special exemptions conferred by Schedule 8 of the Companies Act 1985 applicable to small companies in the preparation of the accounts and have done so on the grounds that, in their opinion, the Company is entitled to thos exemptions.

The financial statements on pages three to ten were approved by the Board of Directors on _____, and were signed on it's behalf by:

LMcMillan 2575798.

PROFIT AND LOSS ACCOUNT

FOR THE PERIOD 1 SEPTEMBER 1996 to 31 AUGUST 1997

		400=	
	Note	1997 £'s	£'s
TURNOVER	6		53,383
COST OF SALES			37,487
GROSS PROFIT		-	15,896
DISTRIBUTION COSTS		0	
ADMINISTRATIVE EXPENSES		8,024	0.024
OPERATING PROFIT / (LOSS)	7	-	7,872
INTEREST RECEIVABLE AND SIMIL	AR INCOME		89
		·	7,961
INTEREST PAYABLE AND SIMILAR	CHARGES		0
PROFIT/(LOSS) ON ORDINARY ACT	IVITIES BEFOR	E TAXATION	7,961
TAX ON PROFIT ON ORDINARY ACT	TVITIES		1,672
PROFIT/(LOSS) ON ORDINARY ACT	IVITIES AFTER	TAXATION	6,289
DIVIDENDS PAID			6,000
RETAINED PROFIT BROUGHT FORV	VARD		5,097
RETAINED PROFIT/ (LOSS) CARRIE	ED FORWARD		5,386

The profit and loss account contains all the recognised gains and losses in the current year, and loss retained represents the only movement in shareholders' funds.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD 1 September 1996 to 31 August 1997

1. Accounting Policies

Accounting basis

The financial statements are prepared under the historical cost convention.

Depreciation

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

Plant and Machinery - 20% on straight line basis
Office Equipment - 25% on straight line basis
Motor Vehicles - 25% on straight line basis

Stocks

The Company holds no stocks for resale and is unlikely to do so.

Hire Purchase and Leasing Contracts

Assets financed by hire purchase contracts and finance leases are capitalised. The obligation to make future repayments and rentals is recognised and included in creditors net of finance charges allocated to future periods.

Assets capitalised are depreciated in accordance with the policy explained above.

The finance charges relating to such contracts are charged in the profit and loss account as calculated using the sum of digits method. Rentals paid under operating leases are charged to the profit and loss account as incurred.

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE PERIOD 1 September 1996 to 31 August 1997

1. Accounting Policies (continued)

Deferred Taxation

Deferred taxation is accounted for using the liability method at the balance sheet date on all material timing differences to the extent that it is probable that liabilities arising from such timing differences will crystallise in the foreseeable future.

Timing differences are taxable items, allowances or reliefs which are given effect to in taxation periods different from those in which they have effect in the financial statements. They comprise mainly accelerated tax depreciation allowances and other short term timing differences.

2. Tangible Fixed Assets

	Total	Office Equipment	Motor Vehicles	
	£'s	£'s	£'s	
Cost or Valuation Brought Forward	4,496	4,496	0	
Additions	3,076	3,076	0	
Carried Forward	7,572	7,572	0	
Depreciation Brought Forward	1,124	1,124	0	
Charge For Year	1,893	1,893	0	
Carried Forward	3017	3,017	0	
Net Book Value 1997	4,555	4,555	0	
Net Book Value 1996	3,372	3,372	0	

Office equipment costs include no assets held under hire purchase contracts or finace leases.

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE PERIOD 1 September 1996 to 31 August 1997

3.	Debtors	1997 £'s
•	2000000	
	Trade Debtors	4,425
	Prepayments & Accrued Income	0
		4,425
4.	Other Creditors	
	Taxation - VAT Payable	1,541
	Taxation - PAYE / NIC	0
	Director's Current Account	1,195
	Accruals - Accounting	525
		3,261

5. Share Capital

•	Authorised	Allotted, Issued and Fully Paid
Ordinary Shares of £1 each	1000	2

6. Turnover

Turnover represents the net invoiced amount of goods sold and services provided stated net of value added tax.

The turnover and pre tax profit is attributable to the provision of design and planning consultancy services. All turnover was generated within the United Kingdom. All activities are continuing.

7. Operating Profit

This is stated after charging:-	
Depreciation on owned assets	1,893
Directors Emoluments	0
	1.893