

INTERBOLT (OVERSEAS) LIMITEDDIRECTOR'S REPORT AND
FINANCIAL STATEMENTSfor the year ended
30 November 1997

Company Number 2963719

DIRECTOR

A Stennett

SECRETARY

T V Mason

REGISTERED OFFICE

47 Queen Street
Wolverhampton
West Midlands WV1 3BW

AUDITORS

BDO Stoy Hayward
Mander House
Wolverhampton
West Midlands WV1 3NF

DIRECTOR'S REPORT

for the year ended 30 November 1997

FINANCIAL STATEMENTS

The director presents his report and financial statements for the year ended 30 November 1997.

Company law requires the director to prepare financial statements for each financial year which 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 director is required to

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and enable him to ensure that the financial statements comply with the Companies Act 1985. He is 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.

PRINCIPAL ACTIVITIES AND REVIEW OF THE BUSINESS

The company's principal activity is to hold trade investments. The director considers that the position at the balance sheet date is satisfactory.

DIRECTORS

The sole member of the board during the year was:

A Stennett

DIRECTOR'S INTEREST IN SHARES

Mr A Stennett, the sole director holding office at 30 November 1997, had no interests in the shares of the company at both the beginning and end of the financial year.

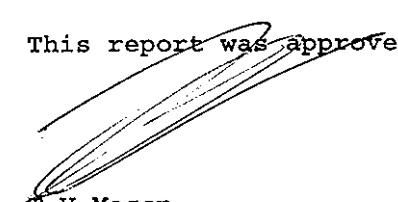
He is also a director of the company's parent company and his interest in the shares of the parent company are disclosed in that company's register of directors' interests.

DIRECTOR'S REPORT
for the year ended 30 November 1997 (continued)

AUDITORS

In accordance with Section 385 of the Companies Act 1985, a resolution proposing that BDO Stoy Hayward be re-appointed as auditors of the company will be put to the Annual General Meeting.

This report was approved by the Board on 8 July 1998



I V Mason
Secretary

AUDITORS' REPORT

to the members of Interbolt (Overseas) Limited

We have audited the financial statements on pages 5 to 8 which have been prepared on the basis of the accounting policies set out on page 6.

Respective responsibilities of the director and auditors

As described on page 2, the company's director is 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 director 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 the company's affairs as at 30 November 1997 and have been properly prepared in accordance with the Companies Act 1985.

BDO Stoy Hayward

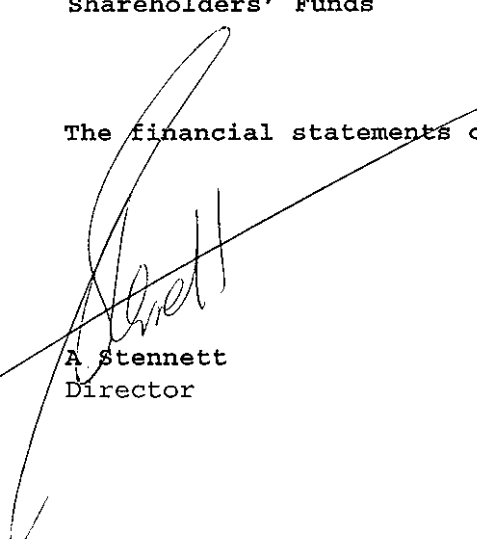
Chartered Accountants
Registered Auditors
13 July 1998

BALANCE SHEET

as at 30 November 1997

	Notes	1997	1996
		£	£
FIXED ASSETS			
Investments	2	12,893	12,893
CURRENT ASSETS			
Debtors	3	999	999
Investments	4	12,893	-
		<u>13,892</u>	<u>999</u>
CREDITOR: amounts falling due within one year	5	<u>(12,892)</u>	<u>(12,892)</u>
Net Current Assets/(liabilities)		<u>(1,000)</u>	<u>(11,893)</u>
Net Assets		<u><u>£1,000</u></u>	<u><u>£1,000</u></u>
CAPITAL AND RESERVES			
Called up share capital	6	1,000	1,000
Profit and loss account		-	-
Shareholders' Funds	7	<u><u>£1,000</u></u>	<u><u>£1,000</u></u>

The financial statements on pages 5 to 8 were approved by the Board on 8 July 1998


A. Stennett
Director

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 30 November 1997

1. ACCOUNTING POLICIES

Accounting convention

The financial statements are prepared under the historical cost convention.

Fixed asset investments

Fixed asset investments are stated at cost less provision for permanent diminution in value.

Compliance with accounting standards

The financial statements have been prepared in accordance with applicable accounting standards.

2. FIXED ASSET INVESTMENTS

Undertakings in which the company has a participating interest

£

Cost and net book value

1 December 1996

12,893

Transfer to current assets

(12,893)

30 November 1997

£ -

3. DEBTORS

1997

1996

£

£

Amount owed by parent undertaking

£999

£999

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 November 1997 (continued)

4. CURRENT ASSET INVESTMENTS

(a) Undertakings in which the company has a participating interest

	1997 £	1996 £
Participating interests	<u>£12,893</u>	<u>£ -</u>

(b) Associated undertakings

The participating interests are in respect of associated companies, details of which are as follows:

Company	Country of registration	Nature of business	Group holding %	Company holding %
Acton-STF Holding LLC	USA	Non-trading	-	50
Acton Stainless Threaded Fasteners USA Corp	USA	Sale of fasteners	45	-
Fomari BV	Netherlands	Non-trading	-	50
Nut Inox Comercial e Importadores Ltda	Brazil	Sale of fasteners	25	-

Each of the above holdings is in respect of equity shares.

In the opinion of the director, the aggregate value of the company's participating interests in the associated undertakings is not less than the amount included in the balance sheet.

(b) Associated undertakings (continued)

The interest in Nut Inox Comercial e Importadores Ltda has been disposed of since the balance sheet date and the interest in Fomari BV will be disposed of shortly. The capital and reserves and result for the last financial year of the USA undertakings was as follows:

	Capital and reserves £	Profit/ (loss) for the year £
Acton-STF Holding LLC	1	-
Acton Stainless Threaded Fasteners USA Corp	(74,024)	(83,908)

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 30 November 1997 (continued)

	1997 £	1996 £
5. CREDITORS: amounts falling due within one year		
Amount owed to parent undertaking	<u>£12,892</u>	<u>£12,892</u>

6. SHARE CAPITAL

	Authorised		Allotted, called up and fully paid	
	1997	1996	1997	1996
	Number	Number	£	£
£1 Ordinary	<u>1,000</u>	<u>1,000</u>	<u>£1,000</u>	<u>£1,000</u>

7. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	1997 £	1996 £
Opening shareholders' funds	<u>1,000</u>	<u>1,000</u>
Closing shareholders' funds	<u>£1,000</u>	<u>£1,000</u>

8. ULTIMATE PARENT COMPANY

Stainless Threaded Fasteners Limited is the company's ultimate parent company. In accordance with Section 229(2) of the Companies Act 1985, that company is not required to prepare group accounts as, in aggregate, it does not have any material subsidiary undertakings.

9. RELATED PARTY TRANSACTIONS

There were no related party transactions during the year ended 30 November 1997.