

Company Registration No. 529964 (England and Wales)

CURTIS HOLT LIMITED
DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2008



CURTIS HOLT LIMITED

COMPANY INFORMATION

Directors	J R C Twallin A J T Strong T J Strong
Secretary	R D Rowe
Company number	529964
Registered office	Long Reach, Galleon Boulevard Crossways Business Park Dartford Kent DA2 6QE
Auditors	Clarkson Hyde LLP 3rd Floor Chancery House St Nicholas Way Sutton Surrey SM1 1JB
Bankers	HSBC Bank plc City of London Corporate Banking Centre 60 Queen Victoria Street London EC4N 4TR

CURTIS HOLT LIMITED

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CURTIS HOLT LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2008

The directors present their report and financial statements for the year ended 31 December 2008.

Principal activities and review of the business

The principal activity of the company continued to be that of distributors of hand tools and allied products.

Results and dividends

The results for the year are set out on page 5.

An interim ordinary dividend was paid amounting to £1,897,000 (2007: £2,066,000). The directors do not recommend payment of a final dividend.

Market value of land and buildings

In the opinion of the directors the market value of land and buildings exceeds the current net book value.

Post balance sheet events

No significant events have occurred since the end of the year.

Future developments

It is intended that future developments should continue in our existing fields of activity.

Directors

The following directors have held office since 1 January 2008:

J R C Twallin

A J T Strong

T J Strong

Employee involvement

The company's policy is to consult and discuss with employees matters likely to affect employees' interests, and information is communicated through local managers.

Disabled persons

The company's policy is to be unbiased when dealing with job applications which might be suitable for disabled persons. All necessary assistance with initial training courses is given to all staff.

Auditors

In accordance with section 385 of the Companies Act 1985, a resolution proposing that Clarkson Hyde LLP be reappointed as auditors of the company will be put to the Annual General Meeting.

CURTIS HOLT LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2008

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 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;
- 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 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.

Statement of disclosure to auditors

(a) so far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware, and

(b) they 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.

On behalf of the board



J R C Twallin

Director

31 July 2009

CURTIS HOLT LIMITED

INDEPENDENT AUDITORS' REPORT

TO THE SHAREHOLDERS OF CURTIS HOLT LIMITED

We have audited the financial statements of Curtis Holt Limited for the year ended 31 December 2008 set out on pages 5 to 16. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

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).

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 judgements 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.

CURTIS HOLT LIMITED

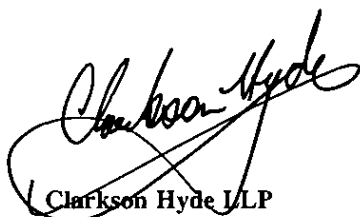
INDEPENDENT AUDITORS' REPORT (CONTINUED)

TO THE SHAREHOLDERS OF CURTIS HOLT LIMITED

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 December 2008 and of its profit 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.



Clarkson Hyde LLP

**Chartered Accountants
Registered Auditor**

31 July 2009

3rd Floor
Chancery House
St Nicholas Way
Sutton
Surrey
SM1 1JB

CURTIS HOLT LIMITED**PROFIT AND LOSS ACCOUNT****FOR THE YEAR ENDED 31 DECEMBER 2008**

	Notes	2008 £'000	2007 £'000
Turnover	2	88,663	94,260
Cost of sales		(66,818)	(71,705)
Gross profit		21,845	22,555
Distribution costs		(4,495)	(4,202)
Administrative expenses		(13,174)	(12,786)
Other operating income		37	57
Operating profit	3	4,213	5,624
Investment income	4	265	188
Other interest receivable and similar income	4	53	-
Interest payable and similar charges	5	(325)	(296)
Other finance income		389	315
Profit on ordinary activities before taxation		4,595	5,831
Tax on profit on ordinary activities	6	(1,280)	(1,753)
Profit for the year	17	3,315	4,078

The profit and loss account has been prepared on the basis that all operations are continuing operations.

There are no recognised gains and losses other than those passing through the profit and loss account.

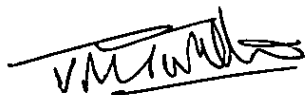
CURTIS HOLT LIMITED

BALANCE SHEET

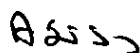
AS AT 31 DECEMBER 2008

		2008		2007	
	Notes	£'000	£'000	£'000	£'000
Fixed assets					
Tangible assets	8		1,883		1,934
Investments	9		598		598
			<u>2,481</u>		<u>2,532</u>
Current assets					
Stocks	10	11,483		12,872	
Debtors	11	13,853		16,730	
Cash at bank and in hand		3,227		514	
		<u>28,563</u>		<u>30,116</u>	
Creditors: amounts falling due within one year	12	(10,445)		(13,444)	
Net current assets			<u>18,118</u>		<u>16,672</u>
Total assets less current liabilities			<u>20,599</u>		<u>19,204</u>
Creditors: amounts falling due after more than one year	13		(209)		(232)
			<u>20,390</u>		<u>18,972</u>
Capital and reserves					
Called up share capital	16		17		17
Profit and loss account	17		20,373		18,955
Shareholders' funds	18		<u>20,390</u>		<u>18,972</u>

Approved by the Board and authorised for issue on 31 July 2009



J R C Twallin
Director



A J T Strong
Director

CURTIS HOLT LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2008

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention.

The company has taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from the requirement to produce a cash flow statement on the grounds that it is a subsidiary undertaking where 90 percent or more of the voting rights are controlled within the group.

1.2 Compliance with accounting standards

The financial statements are prepared in accordance with applicable accounting standards.

1.3 Turnover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts.

1.4 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Land and buildings Leasehold	The shorter of the term of the lease or 50 years
Computer equipment	33.3 % Straight line (hardware) & 50 % Straight line (software)
Fixtures, fittings & equipment	20 % - 33.3 % Straight line
Motor vehicles	25 % Reducing balance (cars) & 33.3 % Straight line (vans)

1.5 Leasing and hire purchase commitments

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible assets and depreciated over the shorter of the lease term and their useful lives. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the profit and loss account using the sum of the digits method.

1.6 Investments

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

1.7 Stock

Stock is valued at the lower of cost and net realisable value on the average cost basis.

1.8 Pensions

The company operates a defined contribution scheme for employees and the annual contributions payable by the company are charged to the profit and loss account. The assets of the scheme are held separately from those of the company.

1.9 Deferred taxation

Deferred tax is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. The deferred tax balance has not been discounted.

1.10 Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to profit and loss account.

CURTIS HOLT LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 DECEMBER 2008****1 Accounting policies (Continued)****1.11 Group accounts**

The financial statements present information about the company as an individual undertaking and not about its group. The company has not prepared group accounts as it is exempt from the requirement to do so by section 228 of the Companies Act 1985 as it is a subsidiary undertaking of Dormole Limited, a company incorporated in England, and is included in the consolidated accounts of that company.

2 Turnover**Geographical market**

	2008 £'000	2007 £'000
United Kingdom	81,590	86,478
EC Countries	7,073	7,782
	<u>88,663</u>	<u>94,260</u>

3 Operating profit

	2008 £'000	2007 £'000
Operating profit is stated after charging:		
Depreciation of tangible assets	742	730
Loss on disposal of tangible assets	102	-
Fees payable to the company's auditor for the audit of the company's annual accounts	88	86
and after crediting:		
Profit on disposal of tangible assets	-	(12)
	<u>-</u>	<u>(12)</u>

4 Investment income

	2008 £'000	2007 £'000
Income from shares in group undertakings	265	188
Bank interest	53	-
	<u>318</u>	<u>188</u>

CURTIS HOLT LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2008

5	Interest payable	2008	2007
		£'000	£'000
	On bank loans and overdrafts	262	245
	Hire purchase interest	63	51
		<u>325</u>	<u>296</u>
6	Taxation	2008	2007
		£'000	£'000
	Domestic current year tax		
	U.K. corporation tax	1,285	1,651
	Payment in respect of group relief	88	100
	Current tax charge	<u>1,373</u>	<u>1,751</u>
	Deferred tax		
	Deferred tax charge/credit current year	(93)	2
		<u>1,280</u>	<u>1,753</u>
	Factors affecting the tax charge for the year		
	Profit on ordinary activities before taxation	<u>4,595</u>	<u>5,831</u>
	Profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 28.50% (2007 - 30.00%)	<u>1,310</u>	<u>1,749</u>
	Effects of:		
	Non deductible expenses	35	49
	Depreciation add back	212	219
	Capital allowances	(185)	(215)
	Chargeable disposals	29	(3)
	Dividends and distributions received	(76)	(56)
	Other tax adjustments	48	8
		<u>63</u>	<u>2</u>
	Current tax charge	<u>1,373</u>	<u>1,751</u>
7	Dividends	2008	2007
		£'000	£'000
	Ordinary paid	<u>1,897</u>	<u>2,066</u>

CURTIS HOLT LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2008

8 Tangible fixed assets

	Land and buildings Leasehold £'000	Computer equipment £'000	Fixtures, fittings & equipment £'000	Motor vehicles £'000	Total £'000
Cost					
At 1 January 2008	414	333	1,972	3,057	5,776
Additions	-	1	188	740	929
I/group transfers	-	-	-	(24)	(24)
Disposals	(181)	-	(4)	(668)	(853)
At 31 December 2008	233	334	2,156	3,105	5,828
Depreciation					
At 1 January 2008	139	322	1,603	1,778	3,842
I/group transfers	-	-	-	(18)	(18)
On disposals	(54)	-	(4)	(563)	(621)
Charge for the year	22	9	156	555	742
At 31 December 2008	107	331	1,755	1,752	3,945
Net book value					
At 31 December 2008	126	3	401	1,353	1,883
At 31 December 2007	275	11	369	1,279	1,934

Included above are assets held under finance leases or hire purchase contracts as follows:

	Fixtures, fittings & equipment £'000	Motor vehicles £'000	Total £'000
Net book values			
At 31 December 2008	112	929	1,041
At 31 December 2007	131	878	1,009
Depreciation charge for the year			
At 31 December 2008	23	337	360
At 31 December 2007	44	242	286

CURTIS HOLT LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2008

9 Fixed asset investments

	Shares in subsidiary undertakings £'000
Cost	
At 1 January 2008 & at 31 December 2008	598
Net book value	
At 31 December 2008	598
At 31 December 2007	598

Holdings of more than 20%

The company holds more than 20% of the share capital of the following companies:

Company	Country of registration or incorporation	Class	Shares held %
Subsidiary undertakings			
Finnie & Company Limited	Scotland	Ordinary	100.00

The aggregate amount of capital and reserves and the results of these undertakings for the last relevant financial year were as follows:

		Capital and reserves 2008 £'000	Profit/(loss) for the year 2008 £'000
	Principal activity		
Finnie & Company Limited	Tool Distributor	3,983	1,634

10 Stocks

	2008 £'000	2007 £'000
Finished goods and goods for resale	11,483	12,872

CURTIS HOLT LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2008

11 Debtors	2008	2007
	£'000	£'000
Trade debtors	13,012	15,607
Amounts owed by parent and fellow subsidiary undertakings	-	581
Other debtors	54	42
Prepayments and accrued income	587	393
Deferred tax asset (see note 14)	200	107
	<u>13,853</u>	<u>16,730</u>

12 Creditors: amounts falling due within one year	2008	2007
	£'000	£'000
Net obligations under hire purchase contracts	593	517
Trade creditors	4,555	7,704
Amounts owed to parent and fellow subsidiary undertakings	446	-
Corporation tax	1,273	1,651
Other taxes and social security costs	2,459	2,431
Other creditors	(37)	24
Accruals and deferred income	1,156	1,117
	<u>10,445</u>	<u>13,444</u>

The bank loans and overdrafts are secured by fixed and floating charges over the company's assets together with a joint and several unlimited multilateral cross guarantees between the group companies.

CURTIS HOLT LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2008

13 Creditors: amounts falling due after more than one year	2008 £'000	2007 £'000
Net obligations under hire purchase contracts	209	232
Net obligations under hire purchase contracts		
Repayable within one year	626	547
Repayable between one and five years	213	238
	839	785
Finance charges and interest allocated to future accounting periods	(37)	(36)
	802	749
Included in liabilities falling due within one year	(593)	(517)
	209	232

14 Provisions for liabilities

The deferred tax asset (included in debtors, note 11) is made up as follows:

	2008 £'000	2007 £'000
Balance at 1 January 2008	(107)	
Profit and loss account	(93)	
Balance at 31 December 2008	(200)	
	2008 £'000	2007 £'000
Decelerated capital allowances	(134)	(88)
Other timing differences	(66)	(19)
	(200)	(107)

CURTIS HOLT LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 DECEMBER 2008****15 Pension and other post-retirement benefit commitments****Defined contribution**

The company together with other group companies participates in the Toolbank Retirement Benefit Scheme. Full details of this are disclosed in the notes to the accounts of the parent company.

	2008 £'000	2007 £'000
Contributions payable by the company for the year	439	427

16 Share capital	2008 £'000	2007 £'000
Authorised		
20,000 Ordinary shares of £1 each	20	20
Allotted, called up and fully paid		
17,000 Ordinary shares of £1 each	17	17

17 Statement of movements on profit and loss account

	Profit and loss account £'000
Balance at 1 January 2008	18,955
Profit for the year	3,315
Dividends paid	(1,897)
Balance at 31 December 2008	20,373

18 Reconciliation of movements in shareholders' funds	2008 £'000	2007 £'000
Profit for the financial year	3,315	4,078
Dividends	(1,897)	(2,066)
Net addition to shareholders' funds	1,418	2,012
Opening shareholders' funds	18,972	16,960
Closing shareholders' funds	20,390	18,972

CURTIS HOLT LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2008

19 Financial commitments

At 31 December 2008 the company was committed to making the following payments under non-cancellable operating leases in the year to 31 December 2009:

	Land and buildings		Other	
	2008	2007	2008	2007
	£'000	£'000	£'000	£'000
Operating leases which expire:				
Within one year	-	-	14	-
Between two and five years	72	-	229	91
In over five years	2,288	380	-	-
	<u>2,360</u>	<u>380</u>	<u>243</u>	<u>91</u>

20 Capital commitments

2008
£'000

2007
£'000

At 31 December 2008 the company had capital commitments as follows:

Contracted for but not provided in the financial statements	<u>2</u>	<u>218</u>
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21 Employees

Number of employees

The average monthly number of employees (including directors) during the year was:

	2008	2007
	Number	Number
Distribution and service	323	315
Administrative and management	162	165
	<u>485</u>	<u>480</u>

Employment costs

2008
£'000

2007
£'000

Wages and salaries	9,846	9,570
Other pension costs	439	427
	<u>10,285</u>	<u>9,997</u>

CURTIS HOLT LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2008

22 Control

Curtis Holt Limited's ultimate parent company is Dormole Limited, a company incorporated in England.