REPORT AND ACCOUNTS

ECLIPSE TOOLS LTD

30th September 2000



ECLIPSE TOOLS LTD

Registered No. 3466433

DIRECTORS

W. Fletcher
G. MacLean
D.J. Wolstenholme

SECRETARY

D.J. Wolstenholme

REGISTERED OFFICE

Atlas Way
Atlas North
Sheffield
S4 7QQ

ECLIPSE TOOLS LTD

DIRECTORS' REPORT

The Directors submit their report and accounts for the year ended 30th September 2000.

PRINCIPAL ACTIVITY

The Company did not trade during the year.

DIRECTORS AND THEIR INTERESTS

The Directors of the Company during the year were as follows:

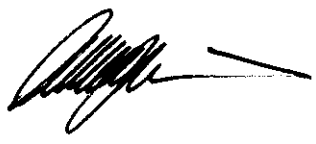
W. Fletcher
G. MacLean
D.J. Wolstenholme

None of the Directors have any interests in the shares of the Company required to be disclosed under Schedule 7 of the Companies Act 1985.

AUDITORS

The Company is not required to appoint auditors since a resolution in the form required by Section 250 of the Companies Act 1985 has been passed.

On behalf of the Board



D.J. Wolstenholme
Secretary

7th FEBRUARY 2001

ECLIPSE TOOLS LTD

BALANCE SHEET

at 30th September 2000

	Notes	2000 £	1999 £
CURRENT ASSESTS			
Amounts owed by parent undertaking		2	2
CAPITAL AND RESERVES			
Share capital	2	2	2

Statement of the Directors

The Company was dormant within the meaning of Section 250 of the Companies Act 1985 throughout the accounting period ending at the date of this Balance Sheet.

Approved by the Board on 7th February 2001.

D.J. Wolstenholme
Director

ECLIPSE TOOLS LTD

NOTES TO THE ACCOUNTS

at 30th September 2000

1. ACCOUNTING CONVENTION

The accounts are prepared under the historical cost convention and in accordance with applicable accounting standards.

2. SHARE CAPITAL

	2000 £	1999 £
Authorised		
1,000 ordinary shares of £1 each	1,000	1,000
Allotted Called up and Fully Paid		
2 ordinary shares of £1 each	2	2

3. ULTIMATE PARENT UNDERTAKING

The ultimate parent undertaking of the largest group of undertakings for which group accounts are drawn up and of which the Company is a member is US Industries Inc, a company registered in the United States of America.

The parent undertaking of the smallest group for which group accounts are prepared is USI Mayfair Limited, a company registered in the United Kingdom.