Registered number: 393180

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED **31 DECEMBER 2008**

LD4

05/10/2009 **COMPANIES HOUSE**

COMPANY INFORMATION

DIRECTORS

R D Oppenheimer D J Paul M V Farrant P A Emsley P Zimmer

SECRETARY

A L Bentley

COMPANY NUMBER

383180

REGISTERED OFFICE

Level 27 CityPoint 1 Ropemaker Street London EC2Y 9ST

ACCOUNTANTS

Norton Lewis & Co (Chartered Accountants) 246/248 Great Portland Street

London W1W 5JL

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DIRECTORS' REPORT For the year ended 31 December 2008

The Directors present their report and the financial statements of the Company for the year ended 31 December 2008.

ACTIVITIES AND FINANCIAL RESULT

The Company did not trade during the year.

DIRECTORS

The Directors who held office during year were as follows:

R D Oppenheimer D J Paul M V Farrant

P A Emsley R Zimmer

Appointed 28 April 2008 " 28 May 2008

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Directors are responsible for preparing the annual report and financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice.

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 these 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;
- 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 that disclose with reasonable accuracy at any time the financial position of the company and 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.

The report of the directors has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

This report was approved by the Board on 2 October and signed on its behalf.

A L Bentley Secretary

ACCOUNTANTS' REPORT TO THE BOARD OF DIRECTORS ON THE UNAUDITED FINANCIAL STATEMENTS

In accordance with the engagement letter and in order to assist you to fulfill your duties under the Companies Act 1985, we have compiled the financial statements of the company which comprise the Balance Sheet and the related notes from the accounting records and information and explanations you have given us.

The report is made to the company's Board of Directors, as a body, in accordance with the terms of our engagement. Our work has been undertaken so that we might compile the financial statements that we have been engaged to compile, report to the Board of Directors that we have done so, and state those matters that we have agreed to state to them in this 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 Board of Directors, as a body, for our work or for this report.

We have carried out this engagement in compliance with technical guidance issued by the Institute of Chartered Accountants in England and Wales and have complied with the ethical guidance laid down by the Institute relating to members undertaking the compilation of financial statements.

You have acknowledged on the Balance sheet as at 31 December 2008 your duty to ensure that the company has kept proper accounting records and to prepare financial statements that give a true and fair view under the Companies Act 1985. You consider that the company is exempt from the statutory requirement for an audit for the year.

We have not been instructed to carry out an audit of the financial statements. For this reason, we have not verified the accounting records or information and explanations you have given to us and we do not, therefore, express any opinion on the financial statements.

NORTON LEWIS & CO (Chartered Accountants)

246/248 Great Portland Street

London W1W 5JL

2 October 2009

BALANCE SHEET As at 31 December 2008

| | Notes | 2008 | 2007 |
|--|-------|-----------------|-----------------|
| CURRENT ASSETS | | 3 | £ |
| Debtors | 2 | 538,303 | 538,303 |
| CREDITORS: Amounts falling due Within one year | | - | - |
| TOTAL ASSETS LESS CURRENT LIABILITIES | | 538,303 | 538,303 |
| CREDITORS: Amounts falling due After more than one year | 3 | 500,000 | 500,000 |
| NET ASSETS | | 38,303 | 38,303 |
| CAPITAL AND RESERVES Called up share capital Profit and loss account | 4 | 1,000 37,303 | 1,000 37,303 |
| SHAREHOLDERS' FUNDS | | 38,303 | 38,303 |

The directors consider that the company is entitled to exemption from the requirement to have an audit under the provisions of section 249A(1) of the Companies Act 1985 and members have not required the company to obtain an audit to its accounts for the year in question in accordance with section 249B(2) of the Act. The directors acknowledge their responsibilities for ensuring that the company keeps accounting records which comply with section 221 of the Act and for preparing financial statements which give a true and fair view of the state of affairs of the company at 31 December 2008 and of its profit for the year then ended in accordance with the requirements of section 226 of the Act and which otherwise comply with the requirements of the Companies Act 1985 relating to the financial statements so far as applicable to the company.

The financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies and in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2007).

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 2 October 2009.

D J Paul Director

The notes on page 4 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 December 2008

1. ACCOUNTING POLICIES

Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2007). The Directors consider that the financial statements are correctly prepared on a going concern basis.

| | | 2008 £ | 2007 £ |
|----|--|-------------------|-------------------|
| 2. | DEBTORS | _ | |
| | Amounts owed by group companies | £538,303 | £538,303 |
| | | ==== | ===== |
| 3. | CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR | | |
| | Amounts owed to group companies | £500,000 ===== | £500,000 ===== |

Stemcor Limited has granted the company an unsecured interest free loan which is repayable not later than 31 December 2011.

4. CALLED UP SHARE CAPITAL

Authorised, allotted, issued and fully paid:

1,000 ordinary shares of £1 each

£1,000

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5. ULTIMATE HOLDING COMPANY

The ultimate holding company is Stemcor Holdings Limited which is incorporated and registered in England and Wales. Copies of their financial statements can be obtained from Companies House, Crown Way, Cardiff CF4 3UZ.