

ASH & LACY PERFORATORS LIMITED

Registered number 529602

Directors' Report and Financial Statements
For the year ended 31 December 2006



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Directors' report

The directors present their annual report and Financial Statements for the year ended 31 December 2006

Principal activity

The company is principally engaged in the manufacture of perforated and expanded metal

Key performance indicators

KPI's are expanded upon in the business review, but in summary

Financial KPI's – The company's aim is to keep growing revenue and profitability through a combination of price and volume growth, organic expansion and acquisitions. Turnover is up 6.5% to £11,935,000, profit before tax is up 427.7% to £744,000

Non-financial KPI's – The company's aim is to keep monitoring other areas such as health and safety, energy efficiency, emissions, using recycled products and waste management

Business review and future developments

Structure - During the year the Group made a further investment of £1,500,000 in the company's share capital. This investment replaces intercompany balances included in current liabilities and serves to show a more accurate representation of the company's finances

Overview - Sales increased by £726,000 in the year. The profit on ordinary activities before taxation amounted to £744,000 (2005: £141,000). Large non-trading items included in this improved profitability include the profit on sale of plant in 2006 contributing £444,000

Strategy - Sales of perforated materials to general industrial users continues to be difficult though sales of perforated products for specialist, precision applications remains strong. To mitigate the effects of this weakened market sector the company has identified opportunities in the architectural and construction markets. A range of Juliet and walk-out balconies has been developed which have been sold to a number of UK house builders. Sales of other manufactured and factored architectural and construction related products have also grown in the period.

Risk Management - The Board is ultimately responsible for risk management and continues to develop policies and procedures that reflect the nature and scale of the company's business. These are designed to identify, mitigate and manage risk. The Board has identified the following key areas of risk to the business: Reliance on large customers, reliance on single items of equipment, growth of contract management business

Health and Safety - The company has engaged a full-time Health & Safety manager to coordinate the management of associated risks

Corporate Social Responsibility - The company recognises the importance of balancing the interest of key stakeholders – employees, customers, shareholders, suppliers and the wider community in which it operates. The Company remains committed to a continuous improvement in its environmental performance to ensure that its activities comply with environmental standards and legislation. Further details of the Group's CSR activities can be found in its annual report

Outlook - The Directors expect the sales growth of the architectural and construction sectors experienced in 2006 to continue and are optimistic for further progress to be made in this area

Dividends

There was no dividend paid in the year ended 31 December 2006 (2005: £200,000)

Creditor payment terms

It is the company's normal practice to agree supplier terms in advance of transactions, including payment terms. Provided suppliers perform in accordance with the agreed terms, it is the company's policy that payment is made accordingly. Creditor days at the end of the year were 83 days (2005: 66 days)

Directors' report *(continued)*

Directors and their interests

The directors serving during the period were as follows

D L Grove
C J Burr
J F Keating
J L Horne
M J Baker
D B Nock

None of the directors has any beneficial interest in the shares of the company

D L Grove and C J Burr are directors of the ultimate holding company, Hill & Smith Holdings PLC. Both of these directors' interests in the shares and share options of that company are shown in its Financial Statements

The interests of the other directors in the shares of Hill & Smith Holdings PLC are detailed as follows

Ordinary shares of 25p each

	2006	2005
J L Horne	597	597

No share options were granted to or exercised by the other directors in the year

Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information

Auditor

In accordance with Section 385 of the Companies Act 1985, a resolution for the re-appointment of KPMG Audit Plc as auditor of the company is to be proposed at the forthcoming annual general meeting

By order of the Board


J C Humphreys
Secretary

2 Highlands Court
Cranmore Avenue
Shirley
Solihull
West Midlands
B90 4LE

6 March 2007

Statement of directors' responsibilities in respect of the Directors' Report and the Financial Statements

The directors are responsible for preparing the Directors' Report and the Financial Statements in accordance with applicable law and regulations

Company law requires the directors to prepare Financial Statements for each financial year. Under that law they have elected to prepare the Financial Statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

The Financial Statements are required by law to 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 directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the Financial Statements, and
- 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 its Financial Statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Independent auditor's report to the members of Ash & Lacy Perforators Limited

We have audited the Financial Statements of Ash & Lacy Perforators Limited for the year ended 31 December 2006 which comprise the Profit and Loss Account, the Balance Sheet, the Reconciliation of movements in shareholder's funds and the related notes. 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 UK Accounting Standards (UK Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities on page 3.

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 judgments 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.

Opinion

In our opinion:

- the Financial Statements give a true and fair view, in accordance with UK Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2006 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.

KPMG Audit Plc
Chartered Accountants
Registered Auditor
2 Cornwall Street
Birmingham
B3 2DL



6 March 2007

Profit and loss account
 for the year ended 31 December 2006

	<i>Note</i>	2006 £'000	2005 £'000
Turnover	2	11,935	11,209
Cost of sales		(10,157)	(9,752)
Gross profit		1,778	1,457
Distribution costs		(821)	(737)
Administrative expenses		(727)	(689)
Operating profit		230	31
Profit on sale of fixed assets		444	-
Profit on ordinary activities before interest		674	31
Interest receivable	6	89	111
Interest payable and similar charges	7	(19)	(1)
Profit on ordinary activities before taxation	3, 8	744	141
Tax on profit on ordinary activities	8	(189)	(36)
Profit for the financial year		555	105

All operations are continuing

There were no recognised gains or losses during the current or preceding year apart from the profit for the financial year shown above

Balance sheet

as at 31 December 2006

	Note	2006		2005	
		£'000	£'000	£'000	£'000
Fixed assets					
Tangible assets	9		1,798		1,758
Investments	10		1,937		1,937
			<hr/>		<hr/>
			3,735		3,695
Current assets					
Stocks	11	587		513	
Debtors	12	6,243		3,788	
Cash at bank and in hand		496		574	
		<hr/>		<hr/>	
		7,326		4,875	
Creditors Amounts falling due within one year	13	(4,926)		(4,571)	
		<hr/>		<hr/>	
Net current assets/(liabilities)			2,400		304
			<hr/>		<hr/>
Total assets less current liabilities			6,135		3,999
Provisions for liabilities and charges	14	(114)		(33)	
		<hr/>		<hr/>	
Net assets			6,021		3,966
			<hr/>		<hr/>
Capital and reserves					
Called up share capital	15	1,738		238	
Share premium account	16	1,754		1,754	
Profit and loss account	16	2,529		1,974	
		<hr/>		<hr/>	
Equity shareholder's funds			6,021		3,966
			<hr/>		<hr/>

These Financial Statements were approved by the board of directors on 6 March 2007 and signed on their behalf by



J F Keating
 Director



J L Horne
 Director

Reconciliation of movements in shareholder's funds
for the year ended 31 December 2006

	2006 £'000	2005 £'000
Profit for the financial year	555	105
Dividends paid	-	(200)
Retained profit/(loss)	555	(95)
Share capital issued during the year	1,500	-
Increase/(decrease) in shareholder's funds	2,055	(95)
Opening shareholder's funds	3,966	4,061
Closing shareholder's funds	6,021	3,966

Notes

(forming part of the Financial Statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Financial Statements, except as noted below

Basis of accounting

The Financial Statements have been prepared under the historical cost convention and in accordance with applicable Accounting Standards

Cash flow statement

Under Financial Reporting Standard 1 (revised 1996) the company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the company in its own published consolidated Financial Statements

Fixed assets and depreciation

Depreciation is provided to write off the cost less the estimated residual value of tangible fixed assets by equal instalments over their estimated useful economic lives as follows

Plant, equipment and vehicles	-	4 to 20 years
Land and buildings	-	50 years

Stocks and work in progress

These are valued on a "first-in, first-out" basis at the lower of cost and net realisable value. In respect of work in progress and finished goods, cost includes all production overheads and the attributable proportion of indirect overhead expenses

Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed at the balance sheet date, except as otherwise required by FRS 19

Foreign currency

Assets and liabilities denominated in foreign currencies are translated into sterling at the exchange rate ruling at the balance sheet date

All exchange differences are taken to the profit and loss account

Turnover

Turnover, which excludes value added tax and trade discounts, represents the invoiced value of goods and services supplied

Goodwill

Goodwill arising on acquisitions (representing the excess of the fair value of the consideration given over the fair value of the separable net assets acquired) is capitalised as a fixed asset and amortised on a straight line basis over its estimated useful economic life up to a maximum of 20 years

Other intangible assets

Other intangible assets identified, such as customer lists, are valued at their fair value at the time of acquisitions and are capitalised as a fixed asset which is amortised on a straight line basis over its estimated useful economic life up to a maximum of 20 years

Notes (continued)

1 Accounting policies (continued)

Pension scheme arrangements

The company participates in the Hill & Smith Executive Pension Scheme and the Hill & Smith Pension Scheme, as described in note 19

As the company is unable to identify its share of the Group pension scheme assets in respect of the defined benefit sections on a consistent and reasonable basis, as permitted by FRS 17 the schemes are accounted for as if they are defined contribution schemes

Contributions in respect of defined contribution schemes are charged to the profit and loss account in the period to which they relate

Leased assets

Assets held under leases which confer rights and obligations similar to those attaching to owned assets are capitalised as tangible fixed assets and the corresponding liability to pay rentals is shown net of interest in the accounts as obligations under finance leases. Interest is calculated on the reducing balance basis and is charged over the period of the lease

All other leases are regarded as operating leases and the total payments made under them are charged to the profit and loss account on a straight-line basis over the lease term

Share based payments

The share option programme allows employees to acquire shares of the ultimate parent company Hill & Smith Holdings PLC. The fair value of options granted after 7 November 2002 and those not yet vested by 31 December 2004 are not recognised as an employee expense, those vested 1 January 2005 onwards are expensed with a corresponding increase in equity. The fair value is measured at grant date and spread over the period during which the employees become unconditionally entitled to the options. The fair value of the options granted is measured using an option pricing model, taking into account the terms and conditions upon which the options were granted. The amount recognised as an expense is adjusted to reflect the actual number of share options that vest except where forfeiture is only due to share prices not achieving the threshold for vesting.

For cash settled share based payment transactions, with the exception of those awards settled before 1 January 2005, the fair value of the amount payable to the employee is recognised as an expense with a corresponding increase in liabilities. The fair value is measured at grant date and spread over the period during which the employees become unconditionally entitled to payment. The fair value is initially measured at grant date and spread over the period during which the employees become unconditionally entitled to payment. The fair value is measured based on an option pricing model taking in to account the terms and conditions upon which the instruments were granted. The liability is revalued at each Balance Sheet date and settlement date with any changes to fair value being recognised in the Profit and Loss Account.

Share-based payments are recharged by the ultimate parent company to participating subsidiary undertakings on an annual basis.

Research and development

Expenditure on development activities is capitalised if the product or process is considered to be technically and commercially viable and the Company has sufficient resources to complete development. The expenditure capitalised includes the cost of materials, direct labour and an appropriate proportion of overheads. Other development expenditure is recognised in the Income Statement as an expense as incurred. Capitalised development expenditure is stated at cost less accumulated amortisation and impairment losses. Amortisation is provided equally over the estimated useful economic life of the assets concerned currently up to 7 years.

Notes (continued)

1 Accounting policies (continued)

Dividends on shares presented within shareholder's funds

Dividends unpaid at the balance sheet date are only recognised as a liability at that date to the extent that they are appropriately authorised and are no longer at the discretion of the Company. Unpaid dividends that do not meet these criteria are disclosed in the notes to the Financial Statements.

Classification of financial instruments issued by the Company

Following the adoption of FRS 25, financial instruments issued by the Company are treated as equity (i.e. forming part of shareholder's funds) only to the extent that they meet the following two conditions:

- a) they include no contractual obligations upon the Company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Company, and
- b) where the instrument will or may be settled in the Company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the Company's own shares, the amounts presented in these Financial Statements for called up share capital and share premium account exclude amounts in relation to those shares.

Notes (continued)

2 Turnover

The turnover of the company is derived from the following geographical markets

	2006 £'000	2005 £'000
United Kingdom	11,422	10,478
Rest of Europe	475	545
Rest of the world	38	186
	<u>11,935</u>	<u>11,209</u>

In the opinion of the directors, there is only one class of business

3 Profit on ordinary activities before taxation

	2006 £'000	2005 £'000
<i>Profit on ordinary activities before taxation is stated</i>		
<i>after charging</i>		
Depreciation of owned assets	571	654
Other operating leases	349	327
Auditors' remuneration	7	7
Foreign exchange loss	4	3
<i>after crediting</i>		
Profit on sale of fixed assets	<u>444</u>	<u>-</u>

Fees paid to KPMG Audit Plc and its associates for non-audit services to the company itself are not disclosed in the individual accounts of Hill & Smith Holdings Plc because the company's consolidated accounts are required to disclose such fees on a consolidated basis

Notes (continued)

4 Remuneration of directors

Aggregate directors' remuneration for the year was as follows

	2006 £'000	2005 £'000
Emoluments	289	245
	Number	Number
Directors exercising share options	-	2
Directors who are members of defined benefit pension schemes	4	4

Directors' interests in shares and share options in the ultimate parent company are disclosed in the directors' report

The remuneration of the highest paid director excluding pension contributions was £87,000 (2005 £80,000)
 His accrued pension entitlement per annum at the year end was £26,000 (2005 £24,000)

5 Staff numbers and costs

The average number of persons employed by the company (including directors) all of whom were involved in the principal activity was

	2006 Number	2005 Number
Production	150	138
Administration	11	11
Sales and distribution	21	20
	182	169
	£'000	£'000
The aggregate payroll costs of these persons were		
Wages and salaries	3,149	2,871
Share-based payment	2	2
Social security costs	296	277
Other pension costs	101	100
	3,548	3,250

Notes (continued)

6 Interest receivable

	2006 £'000	2005 £'000
Bank interest receivable	-	5
On loans to group undertakings	89	106
	<u>89</u>	<u>111</u>

7 Interest payable and similar charges

	2006 £'000	2005 £'000
Bank interest payable	19	1
	<u>19</u>	<u>1</u>

8 Tax on profit on ordinary activities

<i>Analysis of charge in year</i>	2006 £'000	2005 £'000
<i>UK corporation tax</i>		
Current tax on income for the year	108	79
<i>Deferred tax (see note 14)</i>		
Origination/reversal of timing differences	71	(48)
Relating to the prior year	10	5
	<u>189</u>	<u>36</u>

Factors affecting tax charge for the year

The effective current tax charge for the year is lower (2005 higher) than the standard rate of corporation tax in the UK. The differences are explained below

	2006 £'000	2005 £'000
<i>Current tax reconciliation</i>		
Profit on ordinary activities before taxation	744	141
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 30%	223	42
<i>Effects of</i>		
Expenses not deductible for tax purposes	4	4
Difference between capital allowances for year and depreciation	(72)	47
Income and expenditure timing differences	1	1
Deductible items not charged against profit	(48)	(15)
Current tax charge	<u>108</u>	<u>79</u>

9 Tangible fixed assets

Notes (continued)

	Plant equipment and vehicles £'000
Cost	
At 1 January 2006	15,041
Additions	625
Disposals	(1,153)
At 31 December 2006	14,513
Depreciation	
At 1 January 2006	13,283
Charge for the year	571
Disposals	(1,139)
At 31 December 2006	12,715
Net book value	
At 31 December 2006	1,798
At 31 December 2005	1,758

10 Investments - shares in subsidiary undertakings

	2006 £'000	2005 £'000
Cost and net realisable value		
At the beginning and end of the year	1,937	1,937

The Company owns the entire issued share capital of J&F Pool Limited, a dormant company

11 Stocks

	2006 £'000	2005 £'000
Raw materials and consumables	159	149
Work in progress	141	110
Finished goods	287	254
	587	513

Notes (continued)

12 Debtors

	2006	2005
	£'000	£'000
Trade debtors	2,057	1,783
Amounts owed by group undertakings	3,903	1,860
Prepayments and accrued income	161	144
Other debtors	122	1
	<u>6,243</u>	<u>3,788</u>

Intercompany loans are unsecured and with no fixed repayment date. Interest is charged at a rate equivalent to the Group's average borrowing rate for the year.

13 Creditors: amounts falling due within one year

	2006	2005
	£'000	£'000
Trade creditors	2,154	1,957
Amounts owed to group undertakings	2,130	2,020
Other creditors	10	134
Corporation tax	148	119
Other tax and social security	309	180
Accruals and deferred income	175	161
	<u>4,926</u>	<u>4,571</u>

During the year the Group made a further investment of £1,500,000 in the company's share capital. This investment replaces intercompany balances included in current liabilities and serves to show a more accurate representation of the company's finances.

Intercompany loans are unsecured and with no fixed repayment date. Interest is charged at a rate equivalent to the Group's average borrowing rate for the year.

Notes (continued)

14 Provisions for liabilities and charges

Details of amounts provided for deferred taxation and movements in the year are set out below

	£'000	
At 1 January 2006		33
Profit and loss account		81
		<hr/>
At 31 December 2006		114
		<hr/>
	2006	2005
	£'000	£'000
Difference between accumulated depreciation, amortisation and capital allowances	118	36
Other timing differences	(4)	(3)
	<hr/>	<hr/>
	114	33
	<hr/>	<hr/>

15 Called up share capital

	2006	2005
	£'000	£'000
<i>Authorised</i>		
1,750,000 (2005 250,000) ordinary shares of £1 each	1,750	250
	<hr/>	<hr/>
<i>Allotted called up and fully paid</i>		
1,738,000 (2005 238,000) ordinary shares of £1 each	1,738	238
	<hr/>	<hr/>

During the year the Group made a further investment of £1,500,000 in the company's share capital. This investment replaces intercompany balances included in current liabilities and serves to show a more accurate representation of the company's finances.

The charge for the share-based payment in the company for the year ending 31 December 2006 was £2,000 (2005 £2,000). Details of the assumptions and methodology used in calculating this charge can be seen in the ultimate parent company Hill & Smith Holdings PLC group accounts.

The options over the ultimate parent company shares outstanding at 31 December 2006 had an option price of 100p. The average share price for the year ending 31 December 2006 was 245p (2005 177p). The total movement across the group is as follows:

1995 Savings Related Share Option Scheme	2006	2005
	Number of shares	Number of shares
As at 1 January	1,344,627	1,458,759
Lapsed	(167,559)	(110,982)
Exercised	(13,554)	(3,150)
	<hr/>	<hr/>
As at 31 December	1,163,514	1,344,627
	<hr/>	<hr/>

Notes (continued)

16 Share premium and reserves

	Share premium account £'000	Profit and loss account £'000
At 1 January 2006	1,754	1,974
Profit on ordinary activities after tax	-	555
At 31 December 2006	1,754	2,529

17 Contingent liabilities

The company is a party to cross guarantees given for bank loans and overdrafts of the ultimate parent company and certain fellow subsidiaries amounting to £62,226,000 (2005 £79,151,000) which are secured on the assets of the Group

The company has no other guarantees (2005 £Nil)

18 Commitments

At 31 December 2006 the company had annual commitments under non-cancellable operating leases as follows

	Land and buildings		Other	
	2006 £'000	2005 £'000	2006 £'000	2005 £'000
Operating leases which expire				
Within one year	-	-	32	7
Within two to five years	-	-	38	122
After five years	292	279	-	-
At 31 December 2006	292	279	70	129

The company had no capital expenditure contracted but not provided in the Financial Statements at 31 December 2006 (2005 £133,000)

19 Pension scheme

The company is a subsidiary of Hill & Smith Holdings PLC and participates in the Hill & Smith Executive Pension Scheme and the Hill & Smith Pension Scheme, the former provides benefits on a defined benefit basis and the second scheme providing benefits that are on a defined benefit and a defined contribution basis. Details of the schemes and their most recent actuarial valuation are contained in the Financial Statements of Hill & Smith Holdings PLC

The pension cost for the year represents contributions payable by the company to the fund and amounted to £101,000 (2005 £100,000)

As the company is unable to identify its share of the schemes' assets and liabilities in respect of the defined benefit sections on a consistent and reasonable basis, as permitted by FRS 17 *Retirement Benefits*, the schemes are accounted for by the company as defined contribution schemes

Notes (continued)

20 Related party transactions

The company has taken advantage of the exemption available under FRS 8 *Related party transactions* not to disclose transactions that have been made between the company and other fellow subsidiaries of Hill & Smith Holdings PLC

21 Ultimate parent company

The company is a wholly owned subsidiary of Hill & Smith Holdings PLC, a company registered in England
Copies of the Group Financial Statements may be obtained from Group headquarters

2 Highlands Court

Cranmore Avenue

Shirley, Solihull

B90 4LE