

# **Fisher-Karpark Holdings Limited**

## **Report and Financial Statements**

31 March 2006



# **Fisher-Karpark Holdings Limited**

Registered No. 646714

## **Directors**

P Heiden

N Bamford

## **Secretary**

A Ventrella

## **Auditors**

Ernst & Young LLP

City Gate West

Toll House Hill

Nottingham

NG1 5FY

## **Registered Office**

Falcon Works,

PO Box 7713,

Meadow Lane,

Loughborough,

Leicestershire,

LE11 1ZF

## Directors' report

The directors present their report and audited financial statements for the year ended 31 March 2006.

### Results and dividends

The audited financial statements for the year ended 31 March 2006 are set out on pages 6 to 11. The profit for the year after taxation amounted to £6,499,000 (2005: £2,137,000) and has been transferred to the profit and loss account reserve.

The directors do not recommend the payment of a dividend for the year.

### Principal activities and review of the business

The company's principal activities are as a property and investment holdings company.

The directors are satisfied with the performance of the company during the year, which benefited from an exceptional write off of an inter-company loan account.

### Directors and their interests

The directors who served during the year ended 31 March 2006 and thereafter are as listed on page 1.

No director had any interests in the shares of the company at 31 March 2006.

N Bamford and P Heiden were also directors of the ultimate parent undertaking, and their interests in the shares of that company are disclosed in that company's financial statements.

### Directors' Liabilities

FKI plc, the ultimate parent undertaking, has indemnified one or more directors of the company against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 1985. Such qualifying third party indemnity provision was in force during the year.

### Auditors

A resolution to reappoint Ernst & Young LLP as auditors will be put to the members at the Annual General Meeting.

### Directors' statement as to disclosure of information to auditors

The directors who were members of the board at the time of approving the directors' report are listed on page 1. Each of these directors confirms that:

- to the best of each director's knowledge and belief, there is no information relevant to the preparation of their report of which the company's auditors are unaware; and
- each director has taken all the steps a director might reasonably be expected to have taken to be aware of relevant audit information and to establish that the company's auditors are aware of that information.



N Bamford  
Director

Date: 7 August 2006

## **Statement of directors' responsibilities in respect of the financial statements**

The directors are responsible for preparing the Annual Report and the 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 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; 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 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.

## **Independent auditors' report**

**to the members of Fisher-Karpark Holdings Limited**

We have audited the company's financial statements for the year ended 31 March 2006 which comprise the Profit and Loss Account, Balance Sheet and the related notes 1 to 16. These financial statements have been prepared on the basis of 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 are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and Accounting Standards (United Kingdom Generally Accepted Accounting Practice) as 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, are properly prepared in accordance with the Companies Act 1985 and whether the information given in the Directors' Report is consistent with the financial statements.

We also 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.

### **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.

## Independent auditors' report

to the members of Fisher-Karpark Holdings Limited (continued)

### 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 March 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.

*Ernst & Young LLP*

Ernst & Young LLP  
Registered Auditor  
Nottingham

Date: 7 August 2006

## Profit and loss account

for the year ended 31 March 2006

	Notes	2006 £000	2005 £000
Operating (expenses)/income		(38)	432
<b>Operating (loss)/profit</b>	2	(38)	432
Non-operating exceptional items	3	5,676	942
Interest receivable	4	861	763
<b>Profit on ordinary activities before taxation</b>		6,499	2,137
Tax on profit on ordinary activities	6	-	-
<b>Profit on ordinary activities after taxation</b>	12	6,499	2,137

All activities derive from continuing operations.

There were no recognised gains or losses other than the profit for the financial year and consequently no statement of total recognised gains and losses has been prepared.

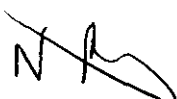
# Fisher-Karpark Holdings Limited

## Balance sheet

at 31 March 2006

	Notes	2006 £000	2005 £000
<b>Fixed assets</b>			
Investments	7	-	-
<b>Current assets</b>			
Debtors	8	24,908	28,246
<b>Creditors:</b> amounts falling due within one year	9	(2,020)	(11,639)
<b>Net current assets</b>		22,888	16,607
<b>Total assets less current liabilities</b>		22,888	16,607
<b>Creditors:</b> amounts falling due after more than one year	10	-	(218)
<b>Net assets</b>		22,888	16,389
<b>Capital and reserves</b>			
Called up share capital	11	420	420
Profit and loss account	12	22,468	15,969
<b>Equity shareholders' funds</b>	13	22,888	16,389

The financial statements were approved by the Board and signed on its behalf by:



Neil Bamford  
Director

Date: 7 August 2006



## Notes to the financial statements

at 31 March 2006

### 1. Accounting policies

#### Basis of preparation

The financial statements are prepared under the historical cost convention, in accordance with applicable accounting United Kingdom standards.

The company has taken advantage of the exemption from preparing group financial statements afforded by section 228 of the Companies Act 1985 because it is a wholly owned subsidiary undertaking of FKI plc, which prepares consolidated financial statements which are publicly available.

#### Statement of cash flows

Under the provisions of FRS 1 "Cash Flow Statements" (Revised 1996), the company has not prepared a statement of cash flows because its ultimate parent undertaking, FKI plc, has prepared consolidated financial statements which include the financial statements of the company and which contain a statement of cash flows.

#### Investments

Fixed asset investments are stated at cost less provision for impairment.

### 2. Operating (loss)/profit

Operating (loss)/profit is stated after charging/(crediting):

	2006 £000	2005 £000
Administrative expenses	38	-
Profit on sale of tangible fixed assets	-	(432)
	<u>          </u>	<u>          </u>

### 3. Non-operating exceptional items

	2006 £000	2005 £000
Credited after operating profit:		
Waiver of inter-company loan balance	5,676	-
Credit on Nuneaton property provision	-	942
	<u>5,676</u>	<u>942</u>

The exceptional income in the current year relates to the waiver of an inter-company loan with FKI Nuneaton. No tax charge or credit arose as a result of this transaction.

The exceptional income in the prior year arose on release of a provision for the cost of the future rental charges on a property in Nuneaton that was disposed of in the period. No tax charge or credit arose as a result of this transaction.

## Notes to the financial statements

at 31 March 2006

### 4. Interest receivable

	2006 £000	2005 £000
Interest receivable from group undertakings	861	763

### 5. Directors remuneration, staff costs and audit fee

The directors received no remuneration for their services to the company during the year (2005: £nil). The emoluments of N Bamford and P Heiden have been borne by FKI plc, the ultimate parent undertaking. The directors of the company are also directors of a number of the companies within the FKI group. The directors' services to the company do not occupy a significant amount of their time. As such, the directors do not consider that they have received any remuneration for their incidental services to the company for the year ended 31 March 2006 and 31 March 2005.

There were no staff employed other than directors (2005: none).

The audit fee in 2005 and 2006 was borne by the parent undertaking.

### 6. Tax on profit on ordinary activities

	2006 £000	2005 £000
The tax charge is made up as follows:		
Corporation tax	-	-

The tax assessed for the period is lower than the standard rate of corporation tax in the UK of 30% (2005: 30%). The differences are reconciled below:

	2006 £000	2005 £000
Profit on ordinary activities before taxation	6,499	2,137
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 30% (2005: 30%)	1,950	641
Effects of:		
Non-deductible expenditure	(1,816)	(413)
Group relief transferred at nil cost	(134)	(228)
Tax charge for the year	-	-

There is no unprovided deferred tax (2005: £nil).

## Notes to the financial statements

at 31 March 2006

### 7. Investments

*Investment in subsidiary undertakings*

	£000
Cost at 1 April 2005 and 31 March 2006	2,898
Provision for impairment at 1 April 2005 and 31 March 2006	(2,898)
Net book value:	
At 1 April 2005 and 31 March 2006	-

<i>Name of subsidiary undertaking</i>	<i>Nature of business</i>	<i>Country of registration</i>	<i>Holding of ordinary share capital</i>
FKI Penistone Road Limited	Non-trading	England and Wales	100%

### 8. Debtors

	2006 £000	2005 £000
Amounts owed by group undertakings	24,908	27,890
Corporation tax recoverable	-	356
	<u>24,908</u>	<u>28,246</u>

All amounts fall due within one year.

### 9. Creditors: amounts falling due within one year

	2006 £000	2005 £000
Amounts owed to group undertakings	-	9,105
Corporation tax	1,557	1,913
Accruals and deferred income	463	621
	<u>2,020</u>	<u>11,639</u>

### 10. Creditors: amounts falling due after more than one year

	2006 £000	2005 £000
Accruals and deferred income	-	218
	<u>-</u>	<u>218</u>

## Notes to the financial statements

at 31 March 2006

### 11. Share capital

	2006	2005	2006	2005
<i>Authorised, called up and fully paid</i>	<i>No.</i>	<i>No.</i>	<i>£000</i>	<i>£000</i>
10p ordinary shares	4,200,000	4,200,000	420	420

### 12. Profit and loss account

	<i>£000</i>
At 1 April 2005	15,969
Profit retained for the financial year	6,499
At 31 March 2006	22,468

### 13. Reconciliation of movement in shareholders' funds

	2006	2005
	<i>£000</i>	<i>£000</i>
Opening shareholders' funds	16,389	14,252
Profit after taxation attributable to shareholders	6,499	2,137
Closing shareholders' funds	22,888	16,389

### 14. Contingent liabilities

As part of a group debt arrangement, the company has entered into a multilateral cross guarantee in respect of group borrowings.

### 15. Related party transactions

The company is a wholly owned subsidiary of FKI plc, the consolidated accounts of which are publicly available. Accordingly, the company has taken advantage of the exemption in FRS 8 from disclosing transactions with members or investees of the FKI group.

### 16. Ultimate parent undertaking

The directors regard FKI plc, a company incorporated in Great Britain and registered in England and Wales, as the company's ultimate parent undertaking and controlling party.

The only group into which the results of the company are consolidated is that headed by FKI plc. Copies of these financial statements are available from the Company Secretary, Falcon Works, P O Box 7713, Meadow Lane, Loughborough, Leicestershire, LE11 1ZF.