

Company Registration No 1211050

TRITON PLC

Annual report for the year ended

31 March 2008

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TRITON PLC

**Annual report for the year ended
31 March 2008**

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TRITON PLC

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 March 2008

The directors present their report and the audited financial statements of the company for the year ended 31 March 2008

PRINCIPAL ACTIVITIES

The principal activities of the company were the design, development, manufacture and marketing of a range of electric, power and mixer showers, bathroom accessories and allied products

REVIEW OF BUSINESS

The Company increased its profitability before exceptional items during the year despite commodity prices affecting cost of sales. Turnover increased by 1.8% and operating profit before exceptional items increased by 0.7%. The operating profit margin percentage fell on the previous year by 0.2%. Operating cash flow increased by 16.4%.

During the year, the company incurred £1,161,000 (2007: £1,276,000) on Research and Development activities.

The principal risks to the Company include ongoing high commodity prices in respect of copper and brass together with pressure on selling prices, both from key customers and from competitor activity. However, further growth in the UK shower market together with ongoing new product launches should ensure continued growth for Triton PLC.

On the 28th March 2008, the operations, assets and liabilities of the Company were sold to its parent company, Norcros Group (Holdings) Ltd. As a result, Triton PLC ceased to trade. The operations of the Company are continuing as Triton Showers, a division of Norcros Group (Holdings) Ltd. The profit from the sale of the business and its assets is included in the profit and loss at £74,171,000.

RESULTS AND DIVIDENDS

	2008 £000s	2007 £000s
The profit for the year after taxation	87,432	13,083
Dividend paid and approved during the year (see note 7)	(14,000)	(12,000)
Transferred to reserves	<u>73,432</u>	<u>1,083</u>

TAXATION

Norcros Group (Holdings) Ltd, a fellow subsidiary of Norcros plc, the ultimate parent company, has assumed responsibility for discharging any liability for United Kingdom corporation tax, current or deferred, so long as the company remains a member of the Norcros Group.

TRITON PLC
REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 31 March 2008 (continued)

DIRECTORS

The directors of the company during the year and subsequently were

Mr J Matthews (Chairman)

Ms L Fellowes

Mr T E Applegate

Mr J P Davies – resigned 14th February 2008

Mr D W Hamilton

Mr N P Kelsall

Mr C J Whitell

Mr R S Taylor

Mr S Williams

Ms T Simpson – appointed 23rd July 2007

Mr CJ Whitell also served as the company's secretary throughout the year

EMPLOYEES

The company continues to raise the level of training offered to all employees with regard to their individual roles within the company and in the important areas of product knowledge for relevant personnel and knowledge of company procedures. All employees are notified of factors affecting the company through the company communication programme. Employee contribution is encouraged through the employee committee, with members elected from each area of company activity. These actions have resulted in employees being aware of the company's future and have enriched their commitment to the company's success. The company was accredited as an Investor in People in 1994 and this was reconfirmed in February 2006.

EMPLOYMENT OF DISABLED PERSONS

The company recognises its responsibilities towards disabled persons, and therefore all applications from such persons are fully considered bearing in mind the respective aptitudes and abilities of the applicants. In the event of existing employees becoming disabled, every effort is made to ensure that their employment with the company continues and that the appropriate training is arranged. It is the policy of the company that the training, career development and promotion of disabled persons should, as far as possible, be identical to that of a person who is fortunate enough not to suffer from a disability.

**REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 31 March 2008 (continued)**

CREDITOR PAYMENT POLICY

The company's current policy concerning payments to suppliers of goods and services was to pay in accordance with agreed terms and its practice is to adhere to those terms

DONATIONS

The company made charitable donations of £2,339 during the year (2007 £1,644) The company has not made any political donations in the year (2007 nil)

FINANCIAL RISK MANAGEMENT

The company's operations expose it to a number of financial risks that include credit risk, liquidity risk and interest rate risk The company has in place a risk management policy that includes the principle of maximising finance income from short-term deposits via the monitoring of cash balances and working capital requirements

Given the size of the company, the directors have not delegated the responsibility of monitoring financial risk management to a sub-committee of the board The policies set by the board of directors are implemented by the company's finance department as required

Price Risk

The company is exposed to commodity price risk as a result of its operations However, given the size of the company's operations, the costs of actively managing exposure to commodity price risk exceed any potential benefits The directors will revisit the appropriateness of this policy should the company's operations change in size or nature The company has no exposure to equity securities price risk as it holds no listed or other equity investments

Credit Risk

The company has implemented policies that require appropriate credit checks on potential customers before sales are made Usually new customers are given cash accounts, then migrate to credit accounts once payment history is established The company uses third party online credit evaluations as well as Companies House information, including latest financial statement submissions

Liquidity Risk / Interest Rate Cash Flow Risk

The company is in a cash pooling arrangement with its ultimate parent company Norcros Plc As a result, liquidity risk and interest rate risk is managed centrally by the parent company in conjunction with regular cash flow forecasts

TRITON PLC
REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 31 March 2008 (continued)

Statement of directors' responsibilities in respect of the Annual Report and the financial statements

The directors are responsible for preparing the annual 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 the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 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,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statement,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business, in which case there should be supporting assumptions or qualifications as necessary.

The directors confirm that they have complied with the above requirements in preparing the financial statements.

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.

Statement of disclosure of information to auditors

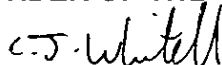
In the case of each of the persons who are directors at the time when the report is approved, the following applies:

- (a) so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- (b) he has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

AUDITORS

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their reappointment will be proposed at the annual general meeting.

BY ORDER OF THE BOARD



Triton PLC
C J Whitell
Secretary
7 July 2008

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TRITON PLC

We have audited the financial statements of Triton plc for the year ended 31 March 2008 which comprise the profit and loss account, the balance sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

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). This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 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.

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.

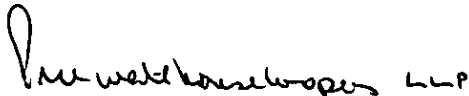
We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TRITON PLC (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 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



PricewaterhouseCoopers LLP

Chartered Accountants and Registered Auditors
Birmingham

Date  July 2008

TRITON PLC**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 March 2008**

	Notes	2008 £000s	2007 £000s
Turnover	2	<u>57,400</u>	<u>56,373</u>
Operating profit	3	12,803	12,720
Profit on business disposal	21	74,171	-
Interest receivable and similar income	4	<u>458</u>	<u>363</u>
Profit on ordinary activities before taxation		87,432	13,083
Taxation on profit on ordinary activities	6	<u>-</u>	<u>-</u>
Profit on ordinary activities after taxation	16	<u>87,432</u>	<u>13,083</u>

The results have been derived wholly from discontinued activities (see Note 21)

The company had no recognised gains and losses other than the profit above and therefore no separate statement of total recognised gains and losses has been presented

There is no difference between the profit disclosed in the profit and loss account above and the profit on an unmodified historical cost basis

TRITON PLC

**BALANCE SHEET
AS AT 31 MARCH 2008**

	Notes	2008 £000s	2007 £000s
Fixed assets			
Tangible assets	8	-	2,823
Current assets			
Stocks	10	-	5,088
Debtors	11	80,000	9,376
Cash at bank and in hand		-	8,449
		<u>80,000</u>	<u>22,913</u>
Creditors- amounts falling due within one year	12	-	(18,158)
Net current assets		<u>80,000</u>	<u>4,755</u>
Total assets less current liabilities		80,000	7,578
 Provisions for liabilities and charges	13	-	(1,010)
NET ASSETS		<u>80,000</u>	<u>6,568</u>
Financed by			
CAPITAL AND RESERVES			
Called up share capital	14	57	57
Share premium account	15	2,462	2,462
Profit and loss account	15	77,481	4,049
TOTAL SHAREHOLDERS' FUNDS	16	<u>80,000</u>	<u>6,568</u>

The financial statements on pages 7 to 17 were approved by the board of directors on 7 July 2008 and were signed on its behalf by

L Fellowes)

Directors

C J Whitell)

L Fellowes
C.J. Whitell

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 March 2008**

1. STATEMENT OF ACCOUNTING POLICIES

Basis of accounting

These financial statements are prepared on a going concern basis under the historical cost convention and in accordance with the Companies Act 1985 and applicable accounting standards in the United Kingdom. A summary of the more important accounting policies, which have been applied consistently unless otherwise stated, is set out below.

Accounting reference date

All figures have been made up to Sunday, 30 March 2008.

Turnover

Turnover represents the total amount, less value added tax, receivable by the company for goods supplied and services rendered as principal during the year and is net of trade rebates and settlement discount paid to customers. Sales revenue is recognised at point of despatch. Revenue arising from the sale of extended warranty policies is recognised on a straight-line basis over the active life of the policy.

Research and development

All expenditure on research and development is charged against the profits of the year in which it is incurred.

Foreign currencies

Monetary assets and liabilities expressed in foreign currencies are translated into sterling at monetary rates applicable at the year end. Exchange gains and losses of a trading nature are dealt with in arriving at the profit before taxation.

Operating leases

Operating lease rentals are charged against profit in the year in which they are incurred.

Warranty provisions

Provision is made for the estimated liability for future service costs on products under standard warranty agreements.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 March 2008 (continued)**

1. STATEMENT OF ACCOUNTING POLICIES (CONTINUED)

Pensions

The company participates in 2 pension schemes, a defined benefit scheme and a defined contribution scheme. Pension costs are accounted for in accordance with FRS17 'Retirement Benefits'. The company contributes to the Norcros Security Plan, a final salary pension scheme for eligible employees. However, the contributions paid by the company are accounted for as if the scheme were a defined contribution scheme as the company is unable to identify its share of the underlying assets and liabilities in the scheme on a consistent and reasonable basis. The cost of contributions to the group scheme are based on pension costs across all companies participating in the scheme being a percentage of pensionable salary. The pension contributions in respect of both these schemes are charged to the profit and loss account in the year they fall due.

Tangible fixed assets

Tangible fixed assets are stated at historic cost less depreciation and provision for impairments.

Depreciation is calculated by the straight line method at rates considered appropriate to the class and the life of the asset concerned.

Depreciation of tangible fixed assets is provided from the date of acquisition so to write-off assets on a straight line basis over the term of their useful lives.

Principal depreciation rates for building improvements are 4% and 5%, plant and other equipment are between 10% and 33% and computer equipment between 20% and 33%.

The carrying values of fixed assets are reviewed for impairment in periods where events or changes of circumstances indicate that the carrying value may not be recoverable. Any impairment in the value of fixed assets below depreciated historic cost is charged to the profit and loss account within operating profit.

Stocks

Stocks are valued at the lower of cost, including a proportion of the appropriate manufacturing overheads, and net realisable value.

Taxation

Subject to the tax indemnity, described in note 6 to the accounts, deferred taxation has been recognised as a liability or asset if transactions have occurred at the balance sheet date that give rise to an obligation to pay more taxation in the future, or a right to pay less taxation in the future. An asset is not recognised to the extent that the transfer of economic benefits is uncertain. Deferred tax assets and liabilities have not been discounted. Norcros Group (Holdings) Ltd has assumed responsibility for discharging any tax liability arising from the sale of business.

TRITON PLC

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 March 2008 (continued)

2. TURNOVER

	2008 £000s	2007 £000s
United Kingdom	46,541	44,526
Overseas	10,859	11,847
	<u>57,400</u>	<u>56,373</u>

The company's activities consisted solely of the manufacture and sale of showers and related services and bathroom accessories

3. OPERATING PROFIT

	2008 £000s	2007 £000s
TURNOVER	57,400	56,373
Cost of sales	<u>(33,826)</u>	<u>(32,523)</u>
GROSS PROFIT	23,574	23,850
Distribution, marketing and sales costs	(5,301)	(5,914)
Administration expenses	(5,470)	(5,216)
OPERATING PROFIT	<u>12,803</u>	<u>12,720</u>

Operating profit is stated after crediting/(charging):

Rent receivable	55	55
Depreciation of tangible fixed assets	(1,215)	(1,254)
Research and development costs	(1,161)	(1,276)
Auditors' remuneration (including expenses) for		
Audit services	(31)	(27)
Operating lease rentals		
Property	(575)	(552)
Equipment	<u>(348)</u>	<u>(326)</u>

4. INTEREST RECEIVABLE AND SIMILAR INCOME

	2008 £000s	2007 £000s
Interest receivable on bank balances	458	363
Dividend received	-	-
	<u>458</u>	<u>363</u>

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 March 2008 (continued)**

5. DIRECTORS AND EMPLOYEES

The average monthly number of persons (including directors) employed by the company during the year was

	2008 Number	2007 Number
Management and administration	37	36
Production, research and development	185	193
Sales, marketing and customer service	208	203
	<u>430</u>	<u>432</u>

	2008 £000s	2007 £000s
Staff costs (for the above persons):		
Wages and salaries	8,907	9,053
Social security costs	766	760
Other pensions costs	574	516
	<u>10,247</u>	<u>10,329</u>

Directors' emoluments

	2008 £000s	2007 £000s
Aggregate emoluments	<u>887</u>	<u>746</u>
Retirement benefits accrued to six directors (2007 – five directors) under a defined benefit scheme		

Highest paid director

	2008 £000s	2007 £000s
Aggregate emoluments	<u>218</u>	<u>210</u>

6 TAX ON PROFIT ON ORDINARY ACTIVITIES

No charge to United Kingdom taxation has been provided on the results for the year (2007 £Nil). Any United Kingdom tax liability which may arise and is not eliminated by the offset of group relief and/or advance corporation tax, for neither of which payment will be made, will be discharged by Norcros Group (Holdings) Ltd, a fellow subsidiary of Norcros Plc, the ultimate parent company. This taxation indemnity will be in force so long as the company remains a member of the Norcros Group.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 March 2008 (continued)**

6. TAX ON PROFIT ON ORDINARY ACTIVITIES (CONTINUED)

The tax assessed for the year is lower (2007 lower) than standard rate of corporation tax in the UK (30%) The differences are explained below

	2008 £'000s	2007 £'000s
Profit on ordinary activities before taxation	13,261	13,083
Profit on ordinary activities before taxation multiplied by standard rate in the UK 30% (2006 30%)	3,978	3,925
Expenses not deductible for tax purposes	15	17
Research and development tax credits	-	-
Accelerated capital allowances	(356)	(280)
Group relief claimed not paid	(3,637)	(3,662)
Total current tax charge	-	-

7. DIVIDEND

	2008 £000s	2007 £000s
Dividend on ordinary shares		
Interim paid of £87 72 per £1 share (2007 £70 18 per £1 share)	5,000	4,000
Final dividend approved for 2008 of £157 89 per £1 share (2007 £140 35 per £1 share)	9,000	8,000
	14,000	12,000

8. TANGIBLE FIXED ASSETS

	Improvements to short leasehold buildings £000s	Plant, machinery & equipment £000s	Total £000s
Cost			
At 1 April 2007	950	16,310	17,260
Adjustments	703	(703)	-
Additions	-	925	925
Disposals	(1,653)	(16,532)	(18,185)
At 31 March 2008	-	-	-
Depreciation			
At 1 April 2007	489	13,948	14,437
Adjustments	481	(481)	-
Charge for the year	93	1,122	1,215
Disposals	(1,063)	(14,589)	(15,652)
At 31 March 2008	-	-	-
Net book amount			
At 31 March 2008	-	-	-
At 31 March 2007	461	2,362	2,823

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 March 2008 (continued)**

9. FUTURE COMMITMENTS

Capital

The company had no capital expenditure contracted for at the year-end but not recognised in the financial statements (2007 nil)

Contingent liabilities

The company had no contingent liabilities at the year end or the prior year

Operating leases

The company has future commitments (now transferred to Norcros Group (Holdings) Ltd) for the annual payment of non-cancellable operating lease rentals on leases which expire

	2008 Property £000s	2007 Property £000s	2008 Equipment £000s	2007 Equipment £000s
Within one year	5	-	63	51
Two to five years	-	-	334	265
Over five years	548	552	-	-
	<u>553</u>	<u>552</u>	<u>397</u>	<u>316</u>

10. STOCKS

	2008 £000s	2007 £000s
Stocks comprise:		
Raw materials and consumables	-	2,702
Finished goods	-	2,386
	<u>-</u>	<u>5,088</u>

11. DEBTORS

	2008 £000s	2007 £000s
Amounts falling due within one year:		
Trade debtors	-	8,846
Amounts due from parent undertaking	80,000	-
Amounts due from fellow group undertakings	-	9
Other debtors	-	61
Prepayments and accrued income	-	460
	<u>80,000</u>	<u>9,376</u>

The amounts owed by parent and group undertakings are unsecured, have no scheduled repayment date and are non-interest bearing

TRITON PLC

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 March 2008 (continued)**

12. CREDITORS

	2008 £000s	2007 £000s
Amounts falling due within one year:		
Trade creditors	-	5,654
Amounts owed to parent undertaking	-	217
Dividends payable	-	8,000
Other taxation and social security payable	-	437
Accruals and other creditors	-	3,219
Deferred income	-	631
	<u>-</u>	<u>18,158</u>

13. PROVISIONS FOR LIABILITIES AND CHARGES

	Warranty provision £000s
At 1 April 2007	1,010
Utilised in year	(1,010)
Charged into the profit and loss account	1,133
Transfer of business to Norcros Group (Holdings) Ltd	(1,133)
At 31 March 2008	<u>-</u>

Deferred taxation

The full potential asset for deferred taxation is as follows

	2008 £000s	2007 £000s
Accelerated capital allowances	<u>-</u>	<u>1,228</u>

The deferred tax asset noted above has not been recognised in the year (2007 1,228) because in the view of the directors, whilst the company is covered by the taxation indemnity, as per Note 6, the asset is not recoverable

TRITON PLC

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 March 2008 (continued)

14. CALLED UP SHARE CAPITAL

	2008 £000s	2007 £000s
Authorised 61,000 ordinary shares of £1 each	<u>61</u>	<u>61</u>
Allotted, called up and fully paid 57,000 ordinary shares of £1 each	<u>57</u>	<u>57</u>

15. RESERVES

	Share premium account £000s	Profit and loss account £000s
At 1 April 2007	2,462	4,049
Profit for the financial year	-	87,432
Dividend	-	(14,000)
At 31 March 2008	<u>2,462</u>	<u>77,481</u>

16. MOVEMENT IN TOTAL SHAREHOLDERS' FUNDS

	2008 £000s	2007 £000s
Opening shareholders' funds	6,568	5,485
Profit for the year	87,432	13,083
Dividend paid	(14,000)	(12,000)
Net addition to shareholders' funds	<u>73,432</u>	<u>1,083</u>
Closing equity shareholders' funds	<u>80,000</u>	<u>6,568</u>

17. PENSION COMMITMENTS

The company adheres to the Norcros Security Plan, which is a defined benefit pension scheme. In line with Financial Reporting Standard ('FRS') 17, 'Retirement Benefits', because it is not possible to identify the individual assets and liabilities of the Norcros group schemes that relate to the company's employees and directors, the directors have accounted for the scheme as a defined contribution scheme. Contributions are based on pension costs for the whole group and for the year to 31 March 2008 are at a rate of % of pensionable earnings. An actuarial valuation of the Plan was undertaken on 31 March 2006. The details of the surplus arising in the group pension scheme is disclosed in the group accounts of Norcros Plc which is calculated in accordance with International Accounting Standard 19 'Employee Benefits'.

The latest actuarial valuation of the scheme, updated at the balance sheet date in accordance with IAS 19, shows a surplus before deferred tax of £9.7m.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 March 2008 (continued)****17. PENSION COMMITMENTS (CONTINUED)**

The company also contributes to a defined contribution scheme called The Norcros Pension Builder Scheme for certain employees

	2008	2007
	£000s	£000s
Employer contributions charged in the year were		
Norcros Security Plan	440	383
Norcros Pension Builder Scheme	<u>132</u>	<u>130</u>

An amount of £Nil (2007 £40,067) is included within creditors, which represents the employee and employer contributions for the defined benefit pension fund relating to the March payroll paid to the fund in April. An amount of £Nil (2007 £16,407) is included within creditors, which represents the employee and employer contributions for the defined contribution pension fund relating to the March payroll paid to the fund in April.

18. GUARANTEES

The company has entered into a guarantee and debenture which effectively means that all of its assets, property or otherwise, and undertakings are charged in favour of the security agent acting on behalf of the lending banks to the company's ultimate holding company, Norcros Plc.

19. CASH FLOW STATEMENT AND RELATED PARTY DISCLOSURE

The company is a wholly owned subsidiary of Norcros Plc and is included in the consolidated financial statements of Norcros Plc, which are publicly available. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 1 (revised 1996). The company is also exempt under the terms of FRS 8 from disclosing related party transactions with entities that are part of the Norcros Plc group or investees of the Norcros Plc group. There are no other related party transactions.

20. ULTIMATE PARENT COMPANY AND ULTIMATE CONTROLLING PARTY

The company's ultimate parent company and ultimate controlling party is Norcros Plc, a company incorporated in Great Britain and registered in England. The Norcros Plc financial statements are both the smallest and largest set of group financial statements, into which the company's financial statements are consolidated. The company's immediate holding company is Norcros Group (Holdings) Ltd. A copy of Norcros Plc accounts may be obtained from Companies House, Mandy, Cardiff.

21. DISPOSAL

On the 28 March 2008 the operations, assets and liabilities of the Company were sold to its parent company, Norcros Group Plc. The consideration was £80,000,000. This realised a book profit of £74,171,000. Norcros Group (Holdings) Ltd will deal with any tax liability arising from the sale transaction.