

Company Registration No. 1498245

**TILBURY NOMINEES LIMITED**

**Report and Financial Statements**

**31 December 2009**

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**REPORT OF THE DIRECTORS**

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The directors present their report and the audited accounts for the year ended 31 December 2009

**ACTIVITIES**

The company has not traded during the year or in the previous year

**RESULTS**

The results of the company are as set out in the accounts on pages 6 to 9. The directors do not recommend the payment of a dividend (2008 - nil).

**DIRECTORS**

The directors who served during the year are set out below -

T Bradbury  
T C Jones

Neither of the directors has, or has had, a material interest, directly or indirectly, at any time during the year under review in any contract significant to the Company's business

**SPECIAL PROVISIONS RELATING TO SMALL COMPANIES**

The directors' report has been prepared in accordance with the special provisions relating to small companies under section 415A of the Companies Act 2006.

**AUDITORS**

Each of the persons who is a director at the date of approval of this annual report confirms that

- a) so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- b) the director has taken all 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

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006

**REPORT OF THE DIRECTORS (Continued)**

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Approved by the Board of Directors and  
Signed on behalf of the Board by



T Bradbury  
Secretary

Interserve House  
Ruscombe Park  
Twyford  
Berkshire  
RG10 9JU

Date **29 April** 2010

**DIRECTORS' RESPONSIBILITIES STATEMENT**

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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). Under company law the directors must not approve the financial statements unless they are satisfied that they 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 accounting 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 adequate accounting records that are sufficient to show and explain the company's transactions and 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 2006. 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 TILBURY NOMINEES LIMITED**

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We have audited the financial statements of Tilbury Nominees Ltd for the year ended 31 December 2009 which comprise Profit and Loss Account, the Balance Sheet and the related notes 1 to 8. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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**

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

**Scope of the audit of the financial statements**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements.

**Opinion on financial statements**

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2009 and of its result for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

**Opinion on other matter prescribed by the Companies Act 2006**

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.


**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TILBURY NOMINEES LIMITED (continued)**

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**Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit

  
Andrew J Kelly (Senior Statutory Auditor)  
for and on behalf of Deloitte LLP  
Chartered Accountants and Statutory Auditors  
London, UK

29 April 2010

**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2009**

	Note	2009 £000	2008 £000
<b>TURNOVER</b>		-	-
Cost of Sales		-	-
<b>GROSS PROFIT</b>		-	-
Administration expenses		-	-
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		-	-
Tax on profit on ordinary activities		-	-
<b>PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION TRANSFERRED TO RESERVES</b>		-	-

All activities relate to continuing operations

A Statement of Total Recognised Gains and Losses is not presented as there have been no recognised gains or losses other than the result for the year set out above

**BALANCE SHEET AT 31 DECEMBER 2009**

	Note	2009 £000	2008 £000
<b>CURRENT ASSETS</b>			
Debtors	3	93	93
<b>CREDITORS FALLING DUE WITHIN ONE YEAR</b>	4	(17)	(17)
<b>NET CURRENT ASSETS</b>		<u>76</u>	<u>76</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>76</u>	<u>76</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	5	50	50
Profit and loss account	6	<u>26</u>	<u>26</u>
<b>SHAREHOLDERS' FUNDS</b>	7	<u>76</u>	<u>76</u>

The financial statements of Tilbury Nominees Limited, registered number 1498245, were approved by the Board of Directors and authorised for issue on **29 April** 2010

Signed on behalf of the Board of Directors.

*T C Jones*

T C Jones  
DIRECTOR



**NOTES ON THE ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2009**

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**1. ACCOUNTING POLICIES**

The financial statements have been prepared in accordance with applicable UK accounting standards. The particular accounting policies adopted are described below.

The financial statements have been prepared on a going concern basis.

**CONVENTION**

These financial statements have been prepared in accordance with the historical cost convention.

**2. RESULT FOR THE YEAR**

The directors are all directors of other group companies and received no remuneration for their services to Tilbury Nominees Limited (2008: nil). The company has no other employees (2008: nil). The remuneration of the auditors is nil (2008: nil).

There is no liability to UK corporation tax on the result for the year (2008: nil).

<b>3. DEBTORS</b>	<b>2009</b>	<b>2008</b>
	<b>£000</b>	<b>£000</b>
Amounts owed by parent undertaking	<u>93</u>	<u>93</u>
<b>4. CREDITORS FALLING DUE WITHIN ONE YEAR</b>	<b>2009</b>	<b>2008</b>
	<b>£000</b>	<b>£000</b>
Accruals and deferred income	<u>17</u>	<u>17</u>
<b>5. CALLED UP SHARE CAPITAL</b>	<b>2009</b>	<b>2008</b>
	<b>£000</b>	<b>£000</b>
Authorised		
50,000 Ordinary shares of £1 each	<u>50</u>	<u>50</u>
Allotted and fully paid		
50,000 Ordinary shares of £1 each	<u>50</u>	<u>50</u>

**NOTES ON THE ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2009 (cont)**

<b>6. PROFIT AND LOSS ACCOUNT</b>	<b>£000</b>		
1 January 2009	26		
Retained profit for the year	<u>-</u>		
31 December 2009	<u>26</u>		
 <b>7. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS</b>	 <b>2009</b>	<b>2008</b>	
	<b>£000</b>	<b>£000</b>	
Profit attributable to shareholders	-	-	
 Opening shareholders' funds	 <u>76</u>	 <u>76</u>	
Closing shareholders' funds	<u>76</u>	<u>76</u>	

**8. ULTIMATE PARENT UNDERTAKING AND RELATED PARTY TRANSACTIONS**

The company's immediate parent undertaking is How Group Limited and the ultimate parent undertaking and ultimate controlling party is Interserve Plc, which is incorporated in Great Britain. The Group accounts of Interserve Plc are available from Companies House, Crown Way, Maindy, Cardiff CF14 3UZ.

The Company has taken advantage of the exemption contained in Financial Reporting Standard 8 – Related Party Transactions not to report transactions with investee companies of the Interserve Group which are eliminated in the consolidated financial statements of Interserve Plc.