Company Registration No. 1506894

Par-Bilt (UK) Limited

Report and Financial Statements

For the period ended 27 January 2008

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Report and financial statements 2008

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Report and financial statements 2008

Officers and professional advisers

Directors

G Gould S Livingstone

Secretary

G Gould

Registered Office

c/o American Golf Discount Centre Limited Europa Boulevard Gemini Business Park Westbrook Warrington WA5 5YW

Period ended 27 January 2008

Directors' report

The directors present their annual report and financial statements for the period ended 27 January 2008.

Results and review of the business

The company was dormant under the terms of Section 221 of the Companies Act 1985 during the period.

Directors and their interests

The directors who served throughout the period and subsequently were as follows:

G Gould

A McDonald

(resigned 13 June 2008)

S Livingstone

(appointed 13 June 2008)

The directors held no interest in the shares of the company during the period and held no interest at 27 January 2008.

Interests are held in the ultimate group parent undertaking AGDC Holdings Limited; these are shown in the financial statements of that company.

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

Ged Gould Secretary

24 November 2008

Statement of directors' responsibilities

The directors are responsible for preparing the 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 group 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;
- 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.

Balance sheet 27 January 2008

| | Note | 27 January 2008 £ | 28 January 2007 £ |
|-------------------------|------|-------------------------|-------------------------|
| Current assets | | 100 | 100 |
| Investments | 2 | 100 | 100 |
| Debtors | 3 | 2,900 | 2,900 |
| Capital and reserves | | | |
| Called up share capital | 4 | 3,000 | 3,000 |

For the period ended 27 January 2008 the company was entitled to the exemption provided by section 249AA(1) of the Companies Act 1985 relating to dormant companies and its members have not required the company to obtain an audit of these financial statements in accordance with section 249B(2).

The directors acknowledge their responsibilities for: i) ensuring that the company keeps accounting records that comply with section 221 of the Companies Act; ii) preparing accounts which give a true and fair view of the state of affairs of the company as at the end of its financial period, and of its profit and loss for the financial period in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

These financial statements were approved by the Board of Directors on 24 November 2008.

Signed on behalf of the Board of Directors

Ged Gould Director

Par-Bilt (UK) Limited Period ended 27 January 2008

Notes to the accounts

1. Accounting policies

The financial statements are prepared in accordance with applicable United Kingdom accounting standards and are prepared under the historical cost convention. They have been applied consistently throughout the period and the preceding period.

The accounts are drawn up for the financial period ending on the nearest previous Sunday to 31 January and are for the 52 weeks ended 27 January 2008, and the 52 weeks ended 28 January 2007.

2. Investments

| | Principal activity | Class of shares held | £ |
|------------------------------------|---|--|---|
| Palm Springs (UK) Limited | Dormant | 100% - | 100 |
| Debtors | | | |
| | | 27 January 2008 £ | 28 January 2007 £ |
| Amount owed by parent undertaking | | 2,900 | 2,900 |
| Called up share capital | | | |
| | | 27 January 2008 £ | 28 January 2007 £ |
| Authorised: | | | |
| Ordinary shares of £1 each | | 3,000 | 3,000 |
| Called up, allotted and fully paid | | | |
| Ordinary shares of £1 each | | 3,000 | 3,000 |
| | Debtors Amount owed by parent undertaking Called up share capital Authorised: Ordinary shares of £1 each | Palm Springs (UK) Limited Dormant Debtors Amount owed by parent undertaking Called up share capital Authorised: Ordinary shares of £1 each Called up, allotted and fully paid | Palm Springs (UK) Limited Dormant 100%. Debtors 27 January 2008 £ Amount owed by parent undertaking 2,900 Called up share capital Authorised: Ordinary shares of £1 each 3,000 Called up, allotted and fully paid |

5. Ultimate parent company

The company is a subsidiary undertaking of American Golf Discount Centre Limited, a company registered in England and Wales. The ultimate parent company is AGDC Holdings Limited, a company registered in England and Wales and ultimately controlled by Lloyds TSB Development Capital Limited.