

Company Registration No. 2991340

Mirenwest Limited

Report and Financial Statements

31 December 2009

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Mirenwest Limited

Report and financial statements 2009

Contents	Page
Directors' Report	1
Statement of Directors' Responsibilities	3
Independent Auditors' Report	4
Profit and Loss Account	6
Statement of Total Recognised Gains and Losses	7
Balance Sheet	8
Notes to the Financial Statements	9

Mirenwest Limited

Directors' Report

The Directors present their annual report and the audited financial statements for the year ended 31 December 2009

This Directors Report has been prepared in accordance with the special provisions relating to small companies under section 415a of the Companies Act 2006

Principal Activities

The principal activity of the Company is to invest in shares, fixed interest and other forms of investments and to earn income therefrom

Review of the business

The results for the year are shown on page 6 The Directors expect the principal activity of the Company to remain unchanged for the foreseeable future

The financial statements have been prepared on a going concern basis as described in note 1 2

Dividends

No dividends were paid or proposed during the current or preceding year

Directors

The Directors, who served throughout the year except as noted, were as follows

Mr A G P Millet

Mr E H Klotz

Mr T J L Wills

Mr J H Whiteley (appointed 22 January 2010)

Qualifying third-party indemnity provisions (as defined in section 234 of the companies Act 2006) are in force for the benefit of the Directors and former Directors who held office in 2009

Mirenwest Limited

Directors' Report

Auditors

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

- so far as he is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- 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

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

Pursuant to s386 Companies Act 1985, an Elective Resolution was passed on 9 October 2002 dispensing with the requirement to appoint auditors annually. In accordance with that Elective Resolution and paragraph 45(2), Schedule 3 of the Companies Act 2006 (Commencement No 3 Consequential Amendments, Transitional Provisions and Savings) Order 2007, Deloitte LLP is deemed to continue as auditor of the Company

Approved by the Board of Directors
and signed by order of the Board



Mr D F Fuller
Secretary

6 May 2010

Registered office:

86 Bondway
London
SW8 1SF

Mirenwest Limited

Statement of Directors' Responsibilities

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 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 adequate accounting records that are sufficient to show and explain the Company's transactions 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 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 Mirenwest Limited

We have audited the financial statements of Mirenwest Limited for the year ended 31 December 2009 which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet and the related notes 1 to 14. 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 more fully explained in the Statement of Directors' responsibilities, 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 Practice Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of 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

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 loss 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 matters prescribed in the Companies Act 2006

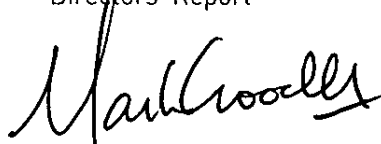
- In our opinion the information in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent Auditors' Report to the members of Mirenwest Limited (continued)

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, or
- the Directors were not entitled to take advantage of the small companies exemption in preparing the Directors Report



Mark Goodey (Senior Statutory Auditor)

for and on behalf of Deloitte LLP

Chartered Accountants and Statutory Auditors

London, United Kingdom

6 May 2010

Mirenwest Limited

Profit and Loss Account Year ended 31 December 2009

	Notes	2009 £	2008 £
Turnover	2	261,428	256,840
Administrative expenses		(18,116)	(31,337)
Provision against loans		(215,720)	-
Operating profit		<u>27,592</u>	<u>225,503</u>
Loss on sale of investments	3	-	(83,091)
Other losses on equity investments	8	(10,371)	(389,662)
Profit/(loss) before interest and taxation		<u>17,221</u>	<u>(247,250)</u>
Interest receivable and similar income		1,563	2,586
Interest payable and similar charges	4	(40,343)	(107,783)
Loss on ordinary activities before taxation	6	<u>(21,559)</u>	<u>(352,447)</u>
Tax credit on loss on ordinary activities	7	-	9,415
Loss for the financial year	13	<u>(21,559)</u>	<u>(343,032)</u>

There is no material difference between the loss on ordinary activities before taxation and the loss for the year stated above, and their historical cost equivalents

All items included in the above Profit and Loss Account are part of continuing operations

Mirenwest Limited

Statement of Total Recognised Gains and Losses Year ended 31 December 2009

	Notes	2009 €	2008 €
Loss for the financial year		(21,559)	(343,032)
Fair value gain/(loss) on investments	13	223,750	(305,000)
Total recognised profit/(loss) for the year		<u>202,191</u>	<u>(648,032)</u>

Mirenwest Limited

Balance Sheet 31 December 2009

	Notes	2009 £	2008 £
Fixed assets			
Investments	8	<u>355,000</u>	<u>141,621</u>
Current assets			
Debtors due within one year	9	394,532	471,172
Cash at bank and in hand		<u>450</u>	<u>1,149</u>
		394,982	472,321
Creditors: amounts falling due within one year	10	<u>(1,282,872)</u>	<u>(1,349,023)</u>
Net current liabilities		<u>(887,890)</u>	<u>(876,702)</u>
Net liabilities		<u>(532,890)</u>	<u>(735,081)</u>
Capital and reserves			
Called up share capital	12	8,250,000	8,250,000
Profit and loss account	13	(8,701,640)	(8,680,081)
Other reserves	13	<u>(81,250)</u>	<u>(305,000)</u>
Shareholders' deficit		<u>(532,890)</u>	<u>(735,081)</u>

The financial statements of Mirenwest Limited (registered number 2991340) were approved by the Board of Directors on 6 May 2010

Signed on behalf of the Board of Directors



Mr J H Whiteley
Director

Mirenwest Limited

Notes to the Financial Statements 31 December 2009

1. Accounting policies

The principal accounting policies are summarised below. They have been applied consistently throughout the year and the preceding year.

1.1 Basis of preparation

The financial statements have been prepared under the historical cost convention, except for investments which are held at fair value, and in accordance with applicable UK accounting standards.

The Company has taken advantage of the exemption in Financial Reporting Standard No. 1 not to prepare a cash flow statement as a cash flow statement has been prepared for the Group.

The Company is a wholly owned subsidiary of CLS Holdings plc and has taken advantage of the exemption in Financial Reporting Standard No. 8 not to detail transactions with fellow Group undertakings as the financial statements of CLS Holdings plc are publicly available.

The Company has taken advantage of the exemption in Financial Reporting Standard No. 29 as equivalent disclosure is made in the Group accounts of CLS Holdings plc which are publically available.

1.2 Going concern

The Company's business activities and review of the business are set out in the Directors' report.

At 31 December 2009 the Company has a significant equity deficit. However, the Directors are in receipt of an unequivocal letter of support from the parent company confirming that sufficient funds will be available to ensure all liabilities are met as they fall due for a period of 12 months from the date of approval of the financial statements, so long as the Company is a wholly owned direct or indirect subsidiary of its current ultimate parent company (note 14). The Directors do not expect that the ownership of the Company will change in the foreseeable future and as such have adopted the going concern basis in preparing the annual report and financial statements.

1.3 Available for sale investments

Investments are designated as available for sale in accordance with Financial Reporting Standard 26. Movements in fair value are taken directly to reserves, except where the diminution in value is deemed to be permanent, when the impairment loss is recognised in the profit and loss account.

1.4 Turnover

Turnover comprises income receivable from investments and related debt.

Mirenwest Limited

Notes to the Financial Statements 31 December 2009

1. Accounting policies (continued)

1.5 Taxation

Corporation tax is provided on taxable profits at the current rate

Deferred tax is recognised in respect of all timing differences which have originated but not reversed at the balance sheet date, where transactions or events which result in an obligation to pay more tax in the future, or a right to pay less tax in the future, have occurred at the balance sheet date. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the reversal of the underlying timing differences can be deducted

Deferred tax is measured, on an undiscounted basis, at the average tax rates which are expected to apply in the periods in which the timing differences are expected to reverse based on tax rates and laws that have been enacted or substantively enacted at the balance sheet date

2. Turnover

	2009 £	2008 £
Investment income	<u>261,428</u>	<u>256,840</u>

Turnover arose wholly within the United Kingdom

3. Loss on sale of investments

There were no sales of equity investments during the year (2008: Equity investments were sold at a loss of £83,091)

4. Interest payable and similar charges

	2009 £	2008 £
On loans from group undertaking	40,336	107,115
Foreign exchange loss	4	-
Other interest and charges	3	668
	<u>40,343</u>	<u>107,783</u>

Mirenwest Limited

Notes to the Financial Statements 31 December 2009

5. Directors' emoluments and employee information

None of the Directors received emoluments for their services to the Company during the year (2008 nil). The emoluments of the Directors of the Company who are also directors of CLS Holdings plc, are disclosed in that Company's financial statements in respect of their services to the Group as a whole. The Company had no employees during the year (2008 nil).

6. Loss on ordinary activities before taxation

	2009 £	2008 £
This is stated after charging		
Fees payable to the Company's auditors for the audit of the Company's financial statements	2,300	1,175

7. Tax credit on loss on ordinary activities

	2009 £	2008 £
Payments received for losses surrendered as group relief in respect of previous periods	-	(9,415)
Total current tax credit	-	(9,415)
Deferred tax	-	-
Total tax credit on loss on ordinary activities	-	(9,415)

Mirenwest Limited

Notes to the Financial Statements 31 December 2009

7. Tax credit on loss on ordinary activities (continued)

The differences between the total current tax shown above and the amount calculated by applying the standard rate of UK corporation tax to the loss on ordinary activities before tax is as follows

	2009 £	2008 £
Loss on ordinary activities before tax	(21,559)	(352,447)
Loss on ordinary activities before taxation multiplied by the standard rate of UK corporation of 28.0% (2008: 28.5%)	(6,037)	(100,447)
Effect of		
Differences due to non-deductible expenses and items not included in the loss for tax purposes	2,904	111,054
Estimated differences between the accounting loss and taxable profit on capital disposals	-	(167,269)
Losses surrendered by group/consortium relief for all nil payment and differences between capital allowances and depreciation	3,133	156,663
Payments received for losses surrendered as group relief in respect of previous periods	-	(9,415)
Current tax credit	-	(9,415)

8. Investments

Available for sale financial investments carried at fair value

	2009 £	2008 £
Listed equity investments	350,000	136,621
Gilts	5,000	5,000
	355,000	141,621

Mirenwest Limited

Notes to the Financial Statements 31 December 2009

8. Investments (continued)

The movement in investments is analysed below

	2009 £	2008 £
At 1 January	141,621	1,224,313
Disposals	-	(391,404)
Fair value gains/(losses) recognised in reserves	223,750	(305,000)
Fair value losses recognised in the profit and loss account	(10,371)	(389,705)
Exchange rate variations	-	3,417
At 31 December	<u>355,000</u>	<u>141,621</u>

9. Debtors: due within one year

	2009 £	2008 £
Prepayments and accrued income	18	18
Amounts due from group undertakings	394,514	471,154
	<u>394,532</u>	<u>471,172</u>

10. Creditors: amounts falling due within one year

	2009 £	2008 £
Trade creditors	629	-
Amounts due to group undertakings	1,282,243	1,349,023
	<u>1,282,872</u>	<u>1,349,023</u>

Mirenwest Limited

Notes to the Financial Statements 31 December 2009

11. Provisions for liabilities

Deferred taxation is analysed as follows

	Provision 2009 £	Amount unprovided 2009 £	Provision 2008 £	Amount unprovided 2008 £
Future benefit of tax losses	-	-	-	(56,560)
At 1 January	-		-	
Amount charged to profit and loss			-	
At 31 December			-	

12. Called up share capital

	2009 £	2008 £
Authorised		
Ordinary shares of £1 each	10,000,000	10,000,000
Allotted, called up and fully paid		
Ordinary shares of £1 each	8,250,000	8,250,000

13. Combined statement of reserves and reconciliation of movement in shareholders' deficit

	Share capital £	Profit and Loss Account £	Other reserves £	2009 Total £	2008 Total £
At 1 January	8,250,000	(8,680,081)	(305,000)	(735,081)	(87,049)
Loss for the financial year	-	(21,559)	-	(21,559)	(343,032)
Fair value gain/(loss) for the year	-	-	223,750	223,750	(305,000)
Balance at 31 December	8,250,000	(8,701,640)	(81,250)	(532,890)	(735,081)

14. Parent undertaking

The Directors consider that the immediate parent is CLS Capital Partners Ltd

The ultimate parent undertaking and controlling party is CLS Holdings plc. Both of these companies are incorporated in Great Britain. Copies of the ultimate parent's group financial statements may be obtained from The Secretary, CLS Holdings plc, 86 Bondway, London, SW8 1SF