

COMPANY NUMBER: 3475615

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TOOLFIRST LIMITED

FINANCIAL STATEMENTS

FOR THE YEAR ENDED

26 FEBRUARY 2009

TOOLFIRST LIMITED

FINANCIAL STATEMENTS FOR THE YEAR ENDED 26 FEBRUARY 2009

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TOOLFIRST LIMITED

FINANCIAL STATEMENTS FOR THE YEAR ENDED 26 FEBRUARY 2009

DIRECTORS, OFFICERS AND ADVISORS

Company Registration Number

3475615

Registered Office

**Luminar House
Deltic Avenue
Milton Keynes
Buckinghamshire
MK13 8LW**

Directors

**A Marks
T O’Gorman**

Secretary

T O’Gorman

Solicitors

**CMS Cameron McKenna LLP
Mitre House
160 Aldersgate Street
London
EC1A 4DD**

TOOLFIRST LIMITED**DIRECTORS' REPORT FOR THE YEAR ENDED 26 FEBRUARY 2009**

The Directors present their annual report together with financial statements for the year ended 26 February 2009.

Principal activities

The Company did not trade during the year.

Directors

The Directors who held office during the year and up to the date of signing these financial statements are given below:

A Marks

T O'Gorman

Statement of Directors' responsibilities in respect of the annual report and financial statements

The Directors are responsible for preparing the annual report and 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 statements
- 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.

Independent auditors

In accordance with Section 249AA of the Companies Act 1985 relevant to dormant companies, the Company is exempt from audit and so consequently, auditors have not been appointed.

On behalf of the Board



T O'Gorman

Company Secretary

10 December 2009

TOOLFIRST LIMITED**BALANCE SHEET AS AT 26 FEBRUARY 2009**

	Note	26 February 2009 £000	28 February 2008 £000
Fixed assets			
Investments	1	-	-
		<hr/>	<hr/>
Net assets		-	-
		<hr/>	<hr/>
Capital and reserves			
Called up share capital	2	3,689	3,689
Profit and loss reserve	3	(3,689)	(3,689)
		<hr/>	<hr/>
Shareholders' funds	4	-	-
		<hr/>	<hr/>

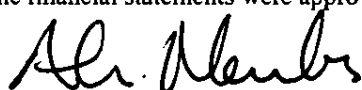
For the year ended 26 February 2009 the Company was entitled to exemption under section 249AA(1) of the Companies Act 1985.

Members have not required the Company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985.

The Directors acknowledge their responsibility for:

- (i) ensuring the Company keeps accounting records that comply with section 221; and
- (ii) preparing accounts that give a true and fair view of the state of affairs of the Company as at the end of the financial year, and of its profit or loss for the financial year, in accordance with the requirements of section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the Company.

The financial statements were approved by the Board of Directors on 10 December 2009 and signed on its behalf by:



A Marks
Director

The accompanying accounting policies and notes form an integral part of these financial statements.

TOOLFIRST LIMITED**PRINCIPAL ACCOUNTING POLICIES FOR THE YEAR ENDED 26 FEBRUARY 2009**

Basis of preparation

These financial statements are prepared on the going concern basis, under the historical cost convention and in accordance with the Companies Act 1985 and applicable accounting standards in the United Kingdom.

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

Particulars of staff

None of the Directors received any emoluments from the Company during the year. The Company had no employees at any time during the year.

Profit and loss account

During the year and in the prior year, the Company did not trade and received no income and incurred no expenditure. Consequently, during this year, the Company neither made a profit nor a loss.

Cash flow statement and related party disclosures

At the year end the Company was a wholly owned subsidiary of Luminar Group Holdings plc and was included in the consolidated financial statements of Luminar Group Holdings 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 Luminar Group Holdings plc group.

Investments

Investments are stated at historical cost less any provisions for impairment.

Taxation

UK corporation tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date. Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that 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 that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised 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 future reversal of the underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates and laws that 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 by the balance sheet date. Deferred tax assets and liabilities recognised have not been discounted.

TOOLFIRST LIMITED

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 26 FEBRUARY 2009 (CONTINUED)

1	Investments in subsidiary undertakings	£000
	Cost	
	At 26 February 2009 and 28 February 2008	1,113
	Provisions for impairment	
	At 26 February 2009 and 28 February 2008	1,113
	Net book amount	
	At 26 February 2009	-
	At 28 February 2008	-

The Company's subsidiary undertakings at the year end are listed below in the table together with details of their business. The share capital consists of ordinary shares, all of which are wholly owned.

Company name	Company number	Country of incorporation	Class of share capital held	Proportion held	Nature Of Business
Life Limited	3474139	England & Wales	Ordinary	100%	Dormant
Life Café Limited	3154788	England & Wales	Ordinary	100%	Dormant

The share capital of Life Café Limited is directly owned by Life Limited.

2	Called up share capital	26 February 2009		28 February 2008	
		Number	£000	Number	£000
	Authorised				
	Ordinary shares of £1 each	3,689,230	3,689	3,689,230	3,689
	Allotted, called up and fully paid				
	Ordinary shares of £1 each	3,689,230	3,689	3,689,230	3,689

3	Reserves	Profit and loss reserve
		£000
	At 26 February 2009 and 28 February 2008	(3,689)

TOOLFIRST LIMITED**NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 26 FEBRUARY 2009 (CONTINUED)**

4 Reconciliation of movements in shareholders' funds**£000**

Opening shareholders' funds at 29 February 2008 -

Closing shareholders' funds at 26 February 2009 -

5 Ultimate parent undertaking and controlling party

At the year end the immediate parent undertaking was Luminar Dancing Finance.

At the year end the ultimate parent undertaking was Luminar Group Holdings plc, a company incorporated in the United Kingdom, which was the parent undertaking of the smallest and largest group to consolidate these financial statements. Copies of the Luminar Group Holdings plc financial statements can be obtained from the Company Secretary at Luminar House, Deltic Avenue, Rooksley, Milton Keynes, Buckinghamshire, MK13 8LW.