

Companies House Crown Way Cardiff CF14 3UZ

14 February 2012

Dear Sirs

Submission of supplementary note indicating revisions to be made to the 2010 annual report and financial statements of Jigsaw Consortium Limited

I refer to the annual report and financial statements of Jigsaw Consortium Limited (registered number 03535236) (the "Company") for the year ended 31 December 2010 which were filed at Companies House on 27 September 2011 (the "Accounts")

This supplementary note revises the Accounts in certain respects and is to be treated as forming part of those accounts. The Accounts have been revised as at the date of the originals and not as at the date of this supplementary note and accordingly the accounts do not deal with events between these dates.

The table at paragraph 11 of page 7 of the Accounts incorrectly states that, as at 31 December 2010, the allotted, called up and fully paid share capital of the Company was constituted of 3 "A" ordinary shares of £1 each, 3 "B" ordinary shares of £1 each and 0 "C" ordinary shares of £1 each, with a total issued share capital of £6. The statement of the Company's share capital should instead have stated that, as at 31 December 2010, the allotted, called up and fully paid share capital of the Company was constituted of 2 "A" ordinary shares of £1 each, 0 "B" ordinary shares of £1 each and 2 "C" ordinary shares of £1 each, with a total issued share capital of £4

This supplementary note was approved by the board of directors of the Company on 10<sup>th</sup> February

2012

Jigsaw Consortium Limited

14 February 2012

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Jigsaw Consortium Limited

Annual report and financial statements
for the year ended 31 December 2010

Registered number 03535236

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# Annual report and financial statements for the year ended 31 December 2010

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# Directors' report for the year ended 31 December 2010

The directors present their annual report and audited financial statements for the year ended 31 December 2010

#### Principal activity and review of business

The business is not trading actively. Trading was ceased in March 2007 and the only costs incurred in 2010 relate to the provision of ongoing professional services regarding the statutory obligations of the company and the maintenance of license fees.

2010 is the third year where the company will be taking advantage of the Companies Act 2006 small company exemption as detailed on the balance sheet (page 4). This has been agreed and resolved by the Directors

#### Result and dividends

The loss after tax for the year of (£28,000) has been transferred to reserves. The directors do not recommend the payment of a dividend

#### **Directors**

The directors of the Company who served during the year unless otherwise stated are as follows

Mr Paul Nevett (resigned 31<sup>st</sup> January 2011) Mr Matthew Close (appointed 31<sup>st</sup> January 2011) Mr Phil Rumbol (resigned 30<sup>th</sup> July 2010) Mr John Perrot (appointed 30<sup>th</sup> July 2010)

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

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,
- 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

# Directors' report for the year ended 31 December 2010 (continued)

## Statement of directors' responsibilities in respect of the Annual Report and the financial statement (continued)

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 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.

#### Principal Risk

The directors' believe that there are no principal risks or fundamental uncertainties facing the business at the timing of signing these financial statements as the cash reserves should be sufficient to cover the professional fees incurred

#### Financial risk management

The directors consider the risks around financial management including credit and liquidity risks to be immaterial for the assessment of the Company's assets, liabilities, financial position and the loss of the Company for the year end

The business has incurred professional fees in relation to the winding-up of the entity and is viewed as having sufficient cash available to do this and is therefore a viable going concern despite the cessation of trading

#### Key performance indicators

As the company has ceased trading there have been no performance indicators set

The Directors' report above on pages 1 and 2 is approved by the Board of Directors and were signed on its behalf by

**Matthew Close** 

Director [Date]

22/05/11

## Balance sheet as at 31 December 2010

		2010	2009
	Note	£'000	£'000
Tangible fixed assets	8		
Current assets			
Debtors amounts falling due within one year	9	•	179
Cash at bank and in hand		381	253
		381	432
Creditors amounts falling due within one year	10	(7)	(30)
Net current assets		374	402
Net assets		374	402
Capital and reserves			
Called-up share capital	11	-	-
Profit and loss account	12	374	402
Total shareholders' funds	13	374	402

For the year ended 31 December 2010

The Company was entitled to the exemption under section 480(1) of the Companies Act 2006 and,

The members have not required the Company to obtain an audit in accordance with the section 476(1) of the Companies Act 2006

The Directors acknowledge their responsibility for

Ensuring the Company keeps accounting records which comply with section 386 of the Companies Act 2006, and

preparing accounts which 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 requirement of section 393 of the Companies Act 2006, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as is applicable to the Company

The financial statements on pages 3 to 10 were approved by the Board of Directors and were signed on its behalf by

**Matthew Close** 

Director [Date]

22/09/11

# Profit and loss account for the year ended 31 December 2010

		2010	2009
	Note	£'000	£.000
Turnover	2	-	-
Cost of sales		-	-
Gross profit		-	-
Administrative expenses		(28)	(56)
Operating loss	3	(28)	(56)
Interest receivable and similar income	7	-	7
Loss on ordinary activities before taxation		(28)	(49)
Tax credit on profit / (loss) on ordinary activities	4	-	187
(Loss) / Profit for the financial year	12	(28)	138

The results are derived from discontinued operations

The Company had no recognised gains or losses in either year other than the losses for the financial years as stated above, and therefore no separate statement of total recognised gains and losses has been presented

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

The notes on pages 5 to 10 form part of these financial statements

### 4 Tax charge on profit on ordinary activities

Analysis of the tax credit for the year

	2010	2009
	£,000	£,000
Current tax		
UK corporation tax on (loss) / profit for the year	<u> </u>	187
Total current tax credit	•	187
Tax credit on loss on ordinary activities		187

The tax for the year is higher than the standard rate of corporation tax in the UK of 21% (2009 21%) The differences are explained below

	2010	2009
	£'000	£'000
(Loss) / Profit on ordinary activities before tax	(28)	(49)
(Loss) / Profit on ordinary activities multiplied by the standard rate of corporation tax in UK of 21%	6	10
Timing differences between capital allowances and depreciation	-	(2)
Expenses not deductible	6	(10)
Tax repayment for carry back of losses incurred in previous periods		189
Current tax (credit) / charge	-	187

#### 5 Directors' emoluments

The directors received no emoluments from the Company during the year or prior year

### 6 Employee information

The company had no employees during either the current or prior year

#### 7 Interest receivable and similar income

2010	2009
€'000	£'000
Corporation tax interest -	7

## 8 Tangible fixed assets

The company did not hold any assets during the year

# Notes to the financial statements for the year ended 31 December 2010

## 1 Accounting policies

#### Accounting convention and basis of preparation

The financial statements are prepared under the historical cost convention and in accordance with the UK Companies Act 2006 and applicable accounting standards in the United Kingdom and on a going concern basis. The principal accounting policies which have been consistently applied are set out below.

#### Cash flow statement

As the Company qualifies as a small company it has taken advantage of the exemption available under FRS1 (Revised 1996) Cash Flow Statement not to prepare a cash flow statement

#### 2 Turnover

The company has not generated any turnover following the cessation of trading in March 2007

### 3 Operating Loss

The operating loss is arrived at after charging the following amounts

	2010	2009
	£'000	£.000
Auditors' remuneration – audit services	-	-
- tax services	7	6

In addition to the above cost, professional fees of £15k were incurred in 2010 for the winding up of the business. This compares to £23k incurred in 2009.

#### Called up Share Capital Continued .

Each class of share has equal rights in respect of votes and entitlement in respect of any future winding up of the company. On 3 April 1998, the Company's entire issued share capital of 2 £1 ordinary shares was acquired by Kraft Foods. Inc (formerly Cadbury plc, formerly Cadbury Schweppes plc). On the same date the Company issued 2 new £1 ordinary shares to Kimberly-Clark Limited and 2 £1 ordinary shares to Uniever UK Holdings Limited. On the 2<sup>nd</sup> February 2010, Cadbury plc and all of its subsidiaries were acquired by Kraft Foods. Inc. and as such Kraft are the holder of the shareholding previously undertaken by Cadbury. On the 6<sup>th</sup> September 2010 a share buyback took place of Kimberley-Clark's shareholding.

#### 12 Reserves

#### Reserves

Profit and Loss Account	£'000
Balance as at 1 January 2010	402
Profit / (Loss) for the year	(28)
Balance as at 31 December 2010	374

#### 13 Reconciliation of movement in total shareholders' funds

	2010	2009
	£,000	£'000
Opening total shareholders' funds	402	264
Profit / (Loss) for the financial year	(28)	138
Closing total shareholders' funds	374	402

#### 14 Related party transactions

Copies of the group accounts of the related parties can be obtained from the addresses given below

Kraft Foods Inc	Unilever UK Holdings Limited	
Three Lakes Drive	Corporate Relations Dept	
Northfield, Illinois	PO Box 68 Blackfriars	
60093, USA	London EC4P 4BQ	

### 9 Debtors: amounts falling due within one year

•	2010 £'000	2009 £'000
Trade debtors	•	-
Other debtors	-	8
Corporation tax	•	171
	-	179

## 10 Creditors: amounts falling due within one year

	2010 £'000	2009
		£,000
Trade creditors	-	6
Accruals and deferred income	7	22
Corporation tax payable	•	2
	7	30

The creditors balance above is primarily in relation to the provision of tax advice and professional fees on winding up of the business

### 11 Called up share capital

	2010	2009
	£'000	£'000
Authorised		
375,000 ordinary shares of £1 each	375	375
Allotted, called up and fully paid	2010	2009
	£	£
Class		
*A" 3 ordinary shares of £1 each	3	2
"B" 3 ordinary shares of £1 each	3	2
"C" 0 ordinary shares of £1 each	-	2
	6	6

No transactions took place between the Company and the related parties above between the years 2007 and 2010

### 15 Ultimate controlling parties

With effect from the 25 April 2007, Kimberley-Clarke Limited withdrew from the Consortium and ceased having any influence in the day to day running of the company. From the 6<sup>th</sup> September 2010 this shareholding was bought back, and as such the Company considers Kraft Foods Inc (registered address Three Lakes Drive, Northfield, Illinois, 60093, USA), formerly Cadbury pic and Cadbury. Schweppes pic, with Unilever Central UK Resources Limited to be the ultimate controlling parties from this date. All shareholders are companies incorporated in the United Kingdom.