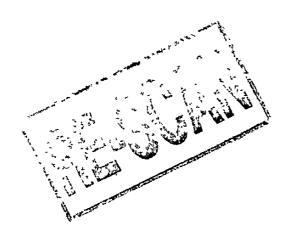
Voith Paper Fabrics Blackburn Limited

Report and Financial Statements

30 September 2009



THURSDAY

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Directors

M T Maier M G Scherrer

Auditors

Ernst & Young LLP 100 Barbirolli Square Manchester M2 3EY

Bankers

HSBC Bank plc 60 Church Street Blackburn Lancashire BB1 5AS

Solicitors

Taylors Solicitors Rawlings House Exchange Street Blackburn BB1 7JN

Registered Office

Stubbins Vale Mill Stubbins Vale Road Bury Lancashire BL0 0NT

Directors' report (continued)

The directors present their report and financial statements for the year ended 30 September 2009

Results and dividends

The directors do not recommend the payment of any dividends (2008 £ nil)

The retained profit for the year of £213,502 (2008 Loss £8,370,292) was transferred to reserves

Principal activities and review of the business

The company is one of the world's leading suppliers of paper machine clothing and produces press and dry fabrics and is through its ultimate parent company part of the Voith Paper division. The core function of the company is to provide solutions for the customers' process requirements through product design, manufacturing consistency, application, development and innovation. This concept is shared by the Voith Paper division which is unique as a manufacturer and supplier of both paper machines and clothing. The products, systems and services that are offered by Voith Paper and Voith's strategic partners are coordinated with one another and support the paper industry in optimizing its production processes and improving paper quality. Worldwide research and development facilities include pilot machines in Appleton, Wisconsin, Sao Paulo, Brazil, Ravensburg and Heidenheim, Germany. At these facilities, professional engineers experiment with the theoretical and practical aspects of paper making to develop tomorrow's technological advances in the paper machine and paper machine clothing industry.

The search for product improvement will continue, aided by the synergy that exists between members of the Voith Group which operates in the field of the manufacture of paper machines and clothing and yarn technology, combined with the Group's excellent research and development facilities

The company has adopted a process for the identification, assessment, treatment, monitoring and reporting of risk. This process helps support business objectives by linking into business strategy, identifying and reacting to emerging risks and developing cost effective solutions to risk exposures.

The company's operation of producing paper machine clothing creates an exposure to the volatility in the price of energy and price or availability of raw materials and this can affect the company's performance Purchasing policies and practices take into account and seek to mitigate the dependence on any single supplier, and stockholdings are managed to ensure continuity of supply. The company is looking into investing into certain areas of the production process in order to enhance productivity. On the external selling side the company is faced with the concentration of the paper industry and mill closures.

In addition to the above, the company's principal activities create an exposure to other risk factors that are both external and internal to the company. These risks include but are not limited to failure to comply with legislative and regulatory requirements including environmental and litigation risk, business continuity and the actions of customers and competitors. The company has implemented risk controls and loss mitigation plans, which have been effective to date, but cannot give absolute assurance that such procedures will be effective in identifying or controlling each of the operational risks faced by the company.

Events since the balance sheet date

On 30th September 2009 manufacturing ceased at the Blackburn site, whilst the company continues to trade as a sales function. On 1st October 2010 the company ceased making sales to external customers with all sales made to group companies.

Directors' report (continued)

Charitable contributions

During the year the company made no charitable donations in the UK (2008 £50)

Directors and their interests

The directors of the company during the year were

R C Howe (Resigned 18 09 2009)

M T Maier

M G Scherrer

No director had any beneficial interests in the shares of the company or any group company during the year

Disabled employees

The company gives every consideration to applications from disabled persons where the requirements of the job may be adequately fulfilled by a handicapped or disabled person. Where existing employees become disabled, it is the company's policy wherever practicable to provide continuing employment under normal terms and conditions and to provide training, career development and promotion wherever appropriate

Equal opportunities

The company is an equal opportunities employer The company's aim is that no employee receives less favourable treatment in any sphere of employment on the grounds of age, sex or marital status, race or ethnic origins or is disadvantaged

Employment involvement

The company is committed to involve all employees in the performance and development of the company Employees are encouraged to discuss with management matters of interest to the employee and subjects affecting the day to day operations of the company Goal agreements and employee dialogue are an integral part of the leadership concept implemented throughout the company

Treasury policies

The company finances its activities with a combination of own cash flow and the Voith cashpool in the UK. Other financial assets and liabilities, such as trade debtors and trade creditors arise directly from the company's operating activities. Some of the companies transactions are in other currencies than sterling therefore the company operates overdrafts in EUR and USD to hedge this exposure.

Credit risk

The company's objective is to reduce the risk of financial loss due to a counter party's failure to honour its obligations. Appropriate credit control procedures have been installed for ensuring that orders are not accepted or services provided to non-credit worthy customers. Individual exposures are monitored with customers subject to credit limits to ensure that the company's exposure to bad debt is minimal.

Directors' report (continued)

Liquidity risk

The company aims to mitigate liquidity risk by managing the cash generated by its operations

Investment is carefully monitored, with authorisation at group level and cash payback periods applied as part of the investment appraisal process. The approval procedures apply to all capital items purchased outright, leased, rented or subject to hire purchase agreements.

Disclosure of Information to the auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the group's auditor, each director has taken all the steps that he is obliged to take as a director in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information

Re-appointment of auditors

In accordance with s485 of the Companies Act 2006, a resolution is to be proposed at the Annual General Meeting for reappointment of Ernst and Young LLP as auditor of the company

Markus Maier

By order of the board

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Directors

Date 01/02/11

Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Directors 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 group and the company and of the profit or loss of the group 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, 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 proper accounting records that are sufficient to show and explain the group's and the company's transactions and disclose with reasonable accuracy at any time the financial position of the group and 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 group and 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 Voith Paper Fabrics Blackburn Limited

We have audited the financial statements of Voith Paper Fabrics Blackburn Limited for the year ended 30 September 2009 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Total Recognised Gains and Losses and the related notes 1 to 22. 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 auditor's 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 set out on page 5, 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 30 September 2009 and of its profit 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 Voith Paper Fabrics Blackburn 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

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Gary Harding (Senior statutory auditor)

for and on behalf of Ernst & Young LLP, Statutory Auditor

Manchester

Date 2 February 2011

Profit and loss account

For the year ended 30 September 2009

		2009	2008
	Notes	£	£
Turnover	2	17,486,841	21,100,287
Change in stocks of finished goods and work in progress	10	(1,190,38)	782,721
Other operating income		202,543	337,165
Raw materials and consumables		(9,274,728)	(12,407,235)
Other external charges		(4,290,174)	(5,629,792)
Staff costs	3	(3,749,972)	(4,567,225)
Depreciation and amortisation	5	(476,502)	(655,542)
Operating loss	5	(1,292,378)	(1,039,621)
Interest receivable from group undertakings		4,753	166,656
Interest payable and similar charges	6	(54,415)	(67,312)
Profit on disposal of fixed assets		962	-
Restructuring Income/(Costs)	7	223,765	(8,324,197)
Loss on ordinary activities before taxation		(1,117,313)	(9,264,474)
Tax on loss on ordinary activities	8	1,330,815	894,182
Profit/(loss) for the financial year	16	213,502	(8,370,292)

Statement of total recognised gains and losses

There are no recognised gains or losses other than the profit of £213,502 attributable to the shareholders for the year ended 30 September 2009 (2008 loss £8,370,292)

Balance sheet

at 30 September 2009

	Note	2009 £	2008 £
Fixed assets		~	~
Tangible assets	9	904,050	3,349,142
		904,050	3,349,142
Current assets			
Stocks	10	2,710,773	3,610,155
Debtors	11	9,343,268	10,336,649
Cash at bank and in hand		549,191	31,285
		12,603,232	13,978,089
Creditors: amounts falling due within one year	12	(8,566,084)	(5,982,642)
Net current assets		4,037,148	7,995,447
Total assets less current liabilities		4,941,198	11,344,589
Decumentary lightiffices and shares	12	(2 567 149)	(0.177.307)
Provision for liabilities and charges Deferred government grants	13 14	(2,567,148) (10,002)	(9,177,297) (16,746)
		(2,577,150)	(9,194,043)
		2,364,048	2,150,546
Capital and reserves			
Called up share capital	15	14,400,002	14,400,002
Profit and loss account	- -	(12,035,954)	(12,249,456)
Equity shareholders' funds	17	2,364,048	2,150,546
			

These financial statements were approved and authorised for issue by the board of directors and were signed on its behalf by

Martin Sch Directors

Date 01/02/11

Markus Maier

For the year ended 30 September 2009

1. Accounting policies

The financial statements have been prepared under the historical cost convention and are in accordance with applicable accounting standards. These financial statements have been prepared on the going concern basis as the directors believe that the company has adequate resources, including support from its parent company, to continue its operation for the foreseeable future. The following principal accounting policies have been applied.

Depreciation

Depreciation is calculated to write down the cost of all tangible fixed assets (except freehold land) by equal annual instalments over their expected useful lives. The periods generally applicable are

Freehold buildings - 40 years

Plant and machinery - between 3 and 15 years Fixtures and fittings - between 5 and 10 years Computer equipment - between 3 and 5 years

Stocks and work in progress

Stocks are valued at the lower of cost and net realisable value Progress payments received and receivable are deducted from work in progress, where progress payments exceed the value of work in progress the excess is included in creditors. Cost includes all costs incurred in bringing each product to its present location and condition, as follows

Raw materials, consumables and other stocks -

purchase cost, less trade discounts, on a first in,

first out basis

Work in progress and finished goods

cost of direct materials, less trade discounts, and labour plus attributable overheads based on a normal level of activity

Net realisable value is based on estimated selling price less further costs expected to be incurred to completion and disposal

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax, with the following exceptions

- provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold,
- deferred tax assets are recognised only to the extent that the directors consider that it is 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 on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date

For the year ended 30 September 2009

1. Accounting policies (continued)

Leasing and hire purchase commitments

Assets held under finance leases, which are leases where substantially all the risks and rewards of ownership of the asset have passed to the company, and hire purchase contracts are capitalised in the balance sheet and are depreciated over their useful lives. The capital elements of future obligations under the leases and hire purchase contracts are included as liabilities in the balance sheet.

The interest elements of the rental obligations are charged in the profit and loss account over the periods of the leases and hire purchase contracts and represent a constant proportion of the balance of capital repayments outstanding

Rentals payable under operating leases are charged in the profit and loss account on a straight line basis over the lease term

Foreign currency

Monetary assets and liabilities denominated in foreign currencies at the accounting date are translated at the rates of exchange prevailing at the balance sheet date or, where covered by forward currency contracts, at the forward rate Gains and losses arising from currency fluctuations are included in the profit on ordinary activities before taxation

Research and development

Research and development expenditure is written off in the year in which it is incurred

Pension costs

The staff and employees of the company are eligible to be members of The Voith UK Pension Scheme, a defined contribution pension scheme. The pension costs charged against profits represent the amount of the contributions payable to the scheme in respect of the accounting period.

Related party transactions

The company has taken advantage of the exemption available under paragraph 3(c) of Financial Reporting Standard No 8, permitting non-disclosure of transactions between consolidated group undertakings

Government grants

Government grants in respect of capital expenditure are credited to a deferred income account and are released to profit over the expected useful lives of the relevant assets by equal annual instalments

Grants of a revenue nature are credited to income so as to match them with the expenditure to which they relate

Cash flow

The ultimate parent undertaking presents a consolidated cash flow statement in its financial statements. The company has, therefore, not presented a cash flow statement, as allowed by FRS1 (Revised)

For the year ended 30 September 2009

2. Turnover

Turnover is the total amount receivable by the company in the ordinary course of business for goods supplied as a principal, and excludes value added tax

Commission income from group companies is accounted for on a receivable basis

The turnover and profit before taxation is attributable to the principal activity of design, manufacture and trading of paper machine clothing

		2009	2008
		£	£
	Turnover is analysed as follows		
	United Kingdom	7,994,690	6,611,323
	Rest of Europe	7,184,066	10,347,000
	North America	2,121	64,176
	Asia	85,956	1,053,825
	Other	2,249,420	3,205,575
	Sales Deductions	(29,412)	(181,612)
		17,486,841	21,100,287
3.	Staff costs		
J.	Stan costs		
		2009	2008
		£	£
	Wages and salaries	3,248,480	3,965,370
	Social security costs	343,902	415,273
	Other pension costs	157,590	186,582
		3,749,972	4,567,225
	The monthly average number of employees (including directors) during the year	ar was as follo	ws
		2009	2008
		No	No
	Production	94	123
	Sales	18	21
	Administration	11	12
		123	156

For the year ended 30 September 2009

4. Directors' eme	olum	ents
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••			
		<i>`2009</i>	2008
		£	£
	Emoluments	165,098	80,830
	Company contributions to money purchase pension schemes	6,069	5,415
		171,167	86,245
		2009	2008
		No	No
	Members of money purchase pension schemes	1	1
5.	Operating loss		
		2009	2008
		£	
	This is stated after charging/(crediting)	476.500	546 395
	Depreciation Amortisation of goodwill	476,502 -	546,387 109,155
		476,502	655,542
	Operating lease rentals - plant and machinery	113,073	145,642
	Investment grants released	(6,744)	(6,744)
	Auditors' remuneration - audit services	19,761	22,700
	- non-audit services	8,910	7,280
	(Gain)/Loss on foreign currency translation	(297,863)	152,970

For the year ended 30 September 2009

6. Interest payable

	2009	2008
	£	£
Bank overdrafts	24,524	67,312
Interest on Intercompany Loans/Cash pool	29,891	-
	54,415	67,312

7. Restructuring Costs

Restructuring income of £223,765 has been credited in the year Included in this is income from the sale of fixed assets of £129,391. Depreciation of £1,683,718 has been charged under restructuring costs. This was provided for in the prior year and the charge has been set against the restructuring costs provision made in the prior year.

8. Taxation of loss on ordinary activities

a) Tax on loss on ordinary activities	2009 2008
	£
UK corporation tax	(1,431,217) (647,595)
Adjustment in respect of previous years	100,402 (22,914)
Total current tax	(1,330,815) (670,509)
Deferred tax	
Origination and reversal of timing differences	- (244,404)
Adjustment in respect of previous periods	- 20,731
	(1,330,815) (894,182)

b) Factors affecting the tax (credit)/charge for the year

The tax assessed for the year differs from the standard rate of corporation tax in the UK. The differences are explained below

explained below		
	2009	2008
	£	£
Loss on ordinary activities before taxation	(1,117,313)	(9,264,474)
Loss on ordinary activities at the standard rate of		
corporation tax in the UK of 28% (2008 29%)	(312,848)	(2,686,697)
Effects of		
Expenses not deductible for tax purposes	(289,522)	407,362
Capital allowances and depreciation	355,168	(174,890)
Adjustment in respect of prior periods	100,402	(22,914)
Provisions deductible in a period other than in which provided	(1,184,015)	1,806,630
	(1,330,815)	(670,509)
		

For the year ended 30 September 2009

8. Taxation of loss on ordinary activities (continued)

(c) Factors that may affect future tax charges

A deferred tax asset of £621,564 (2008 – £1,334,320) has not been recognised as it is not considered more likely than not that the timing differences available will be recoverable in the foreseeable future

(d) Deferred tax asset

The deferred taxation asset, which is not provided in the accounts, is as follows

	2009	2008
	£	£
Accelerated capital allowances	(101,721)	(581,004)
Provisions	723,285	1,912,074
Other	-	3,250
	621,564	1,334,320
T		

9. Tangible assets

	Freehold	Plant	
	land and	and	
	buildings	machinery	Total
	£	£	£
Cost			
At 1 October 2008	2,630,571	22,194,755	24,825,326
Additions	-	132,244	132,244
Disposals	-	(2,425,576)	(2,425,576)
At 30 September 2009	2,630,571	19,901,423	22,531,994
Depreciation			
At 1 October 2008	1,999,884	19,476,300	21,476,184
Provided during the year	630,687	1,529,533	2,160,220
Disposals	-	(2,008,460)	(2,008,460)
At 30 September 2009	2,630,571	18,997,373	21,627,944
22.2.2.2			
Net book value		004.050	201.22
At 30 September 2009		904,050	904,050
At 30 September 2008	630,687	2,718,455	3,349,142
			

Depreciation of £1,683,718 has been charged against the restructuring costs provision made in the prior year

For the year ended 30 September 2009

10. Stocks

10.	Stocks		
		2009	2008
		£	£
	Work in progress	79,262	495,121
	Raw materials and consumables	680,795	339,791
	Finished goods and goods held for resale	1,950,716	2,725,243
	Maintenance and other stock	-	50,000
		2,710,773	3,610,155
11.	Debtors		
		2009	2008
		£	£
	Trade debtors	3,033,435	3,917,844
	Amounts owed by group undertakings	4,636,461	4,644 051
	Other debtors	1,660,950	1,618,430
	Prepayments and accrued income	12,422	156,324
		9,343,268	10,336,649
12.	Creditors: amounts falling due within one year		
		2009	2008
		£	£
	Bank overdraft	•	1,342,195
	Trade creditors	1,207,845	1,665,320
	Amounts owed to group undertakings	6,524,013	1,939,022
	Other taxes and social security costs	148,538	133,126
	Other creditors	264,337	134,276
	Accruals and deferred income	421,351	768,704
		8,566,084	5,982,642

For the year ended 30 September 2009

13. Provisions for liabilities and charges

	Restructuring £
At 1 October 2008	9,177,297
Amount used in year	(6,610,149)
At 30 September 2009	2,567,148

The above provision relates to costs that are expected to be incurred following the closure of the company's manufacturing operation in Blackburn Manufacturing ceased in September 2009 and the remaining balance of the provision now relates to the clearance of the site and ongoing costs until its disposal. This is expected to be completed within two to three years of the balance sheet date

14.	Deferred Government Grants	£	
	Balance as at 1 October 2008 Released during the year	16,746 (6,744)	
	Balance as at 30 September 2009	10,002	
15.	Share capital Allotted, called up a 2009 £		
	14,400,002 (2008 14,400 002) ordinary shares of £1 each 14,400,002	14,400,002	
16.	Profit and loss account	£	
	At 1 October 2008 Profit for the year	(12,249,256) 213,502	
	At 30 September 2009	(12,035,954)	

For the year ended 30 September 2009

17. Reconciliation of movements in equity shareholders' funds

	2009	2008
	£	£
Profit/(Loss) for the year	213,502	(8,370,292)
Opening equity shareholders' funds	2,150,546	10,520,838
Closing equity shareholders' funds	2,364,048	2,150,546

18. Contingent liabilities

As at 30 September 2009, the company's bankers had given a guarantee to HM Revenue & Customs amounting to £90,000 (2008 £90,000) and had also given performance guarantees to third parties amounting to approximately £16,327 (2008 £42,147)

19. Other financial commitments

As at 30 September 2009, the company had annual commitments under non-cancellable operating leases, none of which related to land and buildings, which expire as follows

	2009	2008
	£	£
Within one year	23,336	9,126
In two to five years	74,519	165,396
	97,855	174,522

20. Consignment Stock

At the year end the company held on its premises no consignment stock from Synstrand Inc. and Teijin Monofilament (2008 £224,276)

21. Post balance sheet event

On 1^{st} October 2010 the company ceased making sales to external customers with all sales made to group companies

22. Ultimate parent company

The company's parent undertaking is Voith Paper Fabrics Holdings Limited, which does not prepare group accounts. The ultimate parent undertaking and controlling party is Voith AG. Copies of the consolidated financial statements of the Voith AG group are available from P.O. Box 2002, 89510. Heidenheim, Germany