

Avecia UK Holdings Limited

**Directors' report and financial
statements**

Registered Number: 3768301

Year ended 31 December 2008

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Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 December 2008.

Principal activities

The Company is an intermediate holding company and is a wholly owned subsidiary of Avecia Investments Limited. The company's immediate subsidiary undertaking, Avecia Limited, ceased trading during 2007. The directors do not foresee any change of activities of the Company in the foreseeable future.

Business review

During the year the Company made neither a profit nor a loss (2007: *loss of £5,077,000*). The directors do not recommend the payment of a final dividend (2007: *£nil*).

Political and charitable contributions

The company made no political or charitable donations during the year (2007: *£nil*).

Directors

The directors who held office during the year were as follows:

Adrian Buckmaster
Duncan McLellan

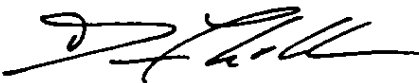
Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware; and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Auditors

Pursuant to a shareholders' resolution, the company is not obliged to reappoint its auditors annually and KPMG Audit Plc will therefore continue in office.

By order of the board



D McLellan
Director

PO Box 42
Hexagon Tower
Blackley
Manchester
M9 8ZS

Statement of directors' responsibilities in respect of the Directors' report and 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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

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 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; 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 disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that its financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



KPMG Audit Plc

St James' Square
Manchester
M2 6DS
United Kingdom

Independent auditors' report to the members of Avecia UK Holdings Limited

We have audited the financial statements of Avecia UK Holdings Limited for the year ended 31 December 2008 which comprise the Profit and loss account, the Statement of total recognised gains and losses, the Balance sheet, the Reconciliation of movements in shareholders' deficit and the related notes. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. 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

The directors' responsibilities for preparing the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice) are set out in the Statement of Directors' responsibilities on page 2.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' report is consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Directors' report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Independent auditors' report to the members of Avecia UK Holdings Limited
(continued)

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with UK Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2008 and of its result for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' report is consistent with the financial statements.

KPMG Audit Plc 9 October 2009

KPMG Audit Plc
Chartered Accountants
Registered Auditor

Profit and loss account
for the year ended 31 December 2008

	<i>Note</i>	2008 £000	2007 £000
Exceptional operating costs	6	-	(5,077)
Operating loss		-	(5,077)
Loss on ordinary activities before taxation			(5,077)
Tax on loss on ordinary activities	7	-	-
Loss on ordinary activities after taxation and retained for the year		-	(5,077)

All activities relate to continuing operations.

Statement of total recognised gains and losses
for the year ended 31 December 2008

There were no gains or losses in the current or preceding year other than those shown in the profit and loss account above.

Balance sheet
as at 31 December 2008

	<i>Note</i>	2008 £000	2007 £000
Fixed assets			
Investments	8	-	-
Creditors: amounts falling due within one year	9	(16,084)	-
Net current liabilities		(16,084)	-
Creditors: amounts falling due after more than one year	10	-	(16,084)
Net liabilities		(16,084)	(16,084)
Capital and reserves			
Called up share capital	11	5,000	5,000
Profit and loss reserve	12	(21,084)	(21,084)
Shareholders' deficit		(16,084)	(16,084)

These financial statements were approved by the board of directors on 6 October 2009 and were signed on its behalf by:



Duncan McLellan
Director

Reconciliation of movements in shareholders' deficit
for the year ended 31 December 2008

	2008 £000	2007 £000
Loss for the financial year	-	(5,077)
Net addition to shareholders' deficit	-	(5,077)
Opening shareholders' deficit	(16,084)	(11,007)
Closing shareholders' deficit	(16,084)	(16,084)

Notes

(forming part of the financial statements)

1 Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules.

The company is exempt by virtue of s228 of the Companies Act 1985 from the requirement to prepare group accounts as its results are included in the consolidated financial statements of Avecia Holdings Limited. These financial statements present information about the company as an individual undertaking and not about its group. The consolidated financial statements of Avecia Holdings Limited can be obtained from Avecia Holdings Limited, PO Box 42, Hexagon Tower, Blackley, Manchester, M9 8ZS.

Under Financial Reporting Standard 1 (Revised 1996) the company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the company in its own published consolidated financial statements.

As 100% of the company's voting rights are controlled within the group headed by Avecia Holdings Limited, the company has taken advantage of the exemption contained in Financial Reporting Standard 8 and has therefore not disclosed transactions or balances with entities which form part of the group (or investees of the group qualifying as related parties).

Going Concern

The directors have prepared the financial statements on a going concern basis, notwithstanding the net liabilities of £16,084,000, due to the following reasons.

The net liabilities represent the amounts owed to the company's parent, Avecia Investments Limited. Avecia Investments Limited has indicated that it will not seek repayment of the loan unless and until the company has sufficient funds to make a full or partial repayment of the amounts due. Taking into account this support from Avecia Investments Limited, the directors have formed a judgement that, at the time of approval of these financial statements, the company has sufficient resources to continue operating for the foreseeable future. For these reasons the directors continue to prepare the financial statements on a going concern basis.

2 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements, except as noted below.

Fixed asset investments

Fixed asset investments are stated at cost less provision for any permanent impairment.

Taxation

The charge for taxation is based on the loss for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Deferred tax assets are recognised to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable profits from which the future reversal of the underlying timing differences can be deducted.

Notes (continued)

2 Accounting policies (continued)

Classification of financial instruments issued by the Company

Financial instruments issued by the Company are treated as equity (i.e. forming part of shareholders' funds) only to the extent that they meet the following two conditions:

- a) they include no contractual obligations upon the Company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Company; and
- b) where the instrument will or may be settled in the Company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the Company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

Finance payments associated with financial liabilities are dealt with as part of interest payable and similar charges. Finance payments associated with financial instruments that are classified as part of shareholders' funds (see dividends policy), are dealt with as appropriations in the reconciliation of movements in shareholders' funds.

Dividends

Dividend distribution to the Company's shareholders is recognised as a liability in the Company's financial statements in the period in which they are declared and approved. Unpaid dividends that do not meet these criteria are disclosed in the notes to the financial statements. Interim dividends are recognised in the period in which they are paid.

3 Remuneration of directors

None of the directors received any remuneration for their work as directors of the company (2007: none).

4 Staff numbers and costs

Other than the named directors, the company has no employees (2007: nil).

5 Auditor's remuneration

Audit services for the company totalled £3,310 (2007: £3,150). This amount was borne by the ultimate parent undertaking.

Notes (continued)

6 Exceptional operating costs

The exceptional operating costs in 2007 resulted from an impairment to the fixed asset investment.

7 Taxation

The company had no UK corporation tax credit in 2007 due to tax losses being surrendered to other members of the Avecia UK group for which no payment is made.

	2008 £000	2007 £000
Loss on ordinary activities before taxation	-	(5,077)
Current tax at 28.5% (2007:30%)	-	(1,523)
<i>Effects of</i> Group relief surrendered for the current period	-	1,523
	-	-

On 6 April 2008 there was a change in the tax rate from 30% to 28%. A blended rate of 28.5% has been used.

8 Fixed asset investments

	Shares in group undertakings £000
<i>Cost</i> At beginning and end of year	5,077
<i>Impairment</i> At beginning and end of year	5,077
<i>Net book value</i> At 31 December 2008 and 2007	-

The only directly held company in which the company's interest at the year end is more than 20% is:

	Country of Incorporation	Principal activity	Class and Percentage of shares held
<i>Subsidiary undertakings</i> Avecia Limited	UK	Dormant	Ordinary – 100

Notes (continued)

9 Creditors: amounts falling due within one year

	2008 £000	2007 £000
Amounts owed to group undertakings	16,084	-

The amounts owed to group undertakings are due for repayment in July 2009 and bear no interest. The company making the loan, Avecia Investments Limited, has indicated that it will not seek repayment of the loan unless and until the company has sufficient funds to make a full or partial repayment of the amounts due.

10 Creditors: amounts falling after more than one year

	2008 £000	2007 £000
Amounts owed to group undertakings	-	16,084

11 Called up share capital

	2008 £000	2007 £000
Authorised		
Equity: 10,000,000 ordinary shares of £1.00 each	10,000	10,000
Allotted, called up and fully paid		
Equity: 5,000,001 ordinary shares of £1.00 each	5,000	5,000

12 Reserves

	Profit and loss reserve £000
At beginning of year	(21,084)
Result for the year	-
At end of year	(21,084)

Notes *(continued)*

13 Ultimate parent company and parent undertaking of larger group of which the company is a member

The company is a subsidiary undertaking of Avecia Investments Limited which is incorporated in the United Kingdom. The ultimate parent company is Avecia (Jersey) Limited, a company registered and incorporated in Jersey.

The largest and smallest group in which the results of the company are consolidated is that headed by Avecia Holdings Limited which is incorporated in the United Kingdom.

14 Continuing support

The company's parent undertaking, Avecia Investments Limited, has undertaken to provide financial support as is necessary to enable the company to meet its liabilities as they fall due.