

ECOMPASS LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED

31 MARCH 2009

Registered Office
Pegasus House
Kings Business Park
Liverpool Road
Prescot
Merseyside L34 1PJ

Registered in England and Wales
Company number: 3786110



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Directors' report

The directors present their report and financial statements of the company for the year ended 31 March 2009.

Principal activity

The company has been dormant, as defined in section 249AA of the Companies Act 1985, throughout the period.

Directors

The directors of the company during the year ended 31 March 2009 and at the date of this report are set out below.

R H Graham	Resigned 8 th August 2008
J G J Chittenden	Resigned 7 th October 2009
G K James	
P T Sweeny	Appointed 28th August 2009

Directors' interests

None of the directors have any interests in the company itself, or the ultimate parent company VTX Holdings Limited, the largest company within the group preparing consolidated accounts for the year ended 31 March 2009.

Signed on behalf of the board of directors



G K James
Director
23rd October 2009

Directors' report

The directors present their report and financial statements of the company for the year ended 31 March 2009.

Principal activity

The company has been dormant, as defined in section 249AA of the Companies Act 1985, throughout the year.

Directors

The directors of the company during the year ended 31 March 2009 and at the date of this report are set out below.

D M Child	Resigned 21 st August 2009
P A Yates	Resigned 3 rd October 2008
J G J Chittenden	Resigned 7 th October 2009
G K James	
P T Sweeny	Appointed 7 th October 2009

Directors' interests

None of the directors have any interests in the Company itself or the ultimate parent company, VTX Holdings Limited, the largest company within the group preparing consolidated accounts for the year ended 31 March 2009.

Signed on behalf of the board of directors



G K James
Director
23rd October 2009

Balance sheet

		31 March 2009	31 March 2008
	Note	£	£
Current assets			
Cash at bank		2	2
Net assets		2	2
Capital and reserves			
Called up equity share capital	2	2	2
Equity shareholders' funds		2	2

The company did not trade during the current year or preceding period and has made neither profit nor loss, nor any other recognised gain or loss.

The annual financial statements have not been audited because the company is entitled to the exemption provided by section 249AA(1) of the Companies Act 1985 relating to dormant companies and its members have not required the company to obtain an audit of these financial statements in accordance with section 249B(2).

The directors acknowledge their responsibilities for ensuring that the company keeps accounting records that comply with section 221 of the Companies Act 1985. The directors also acknowledge their responsibilities for preparing financial statements which give a true and fair view of the state of affairs of the company as at the end of the year and of its profit or loss for the year in accordance with section 226 of the Companies Act 1985 and which otherwise comply with the requirements of that Act relating to financial statements, so far as applicable to the company.

The financial statements on pages 3 and 4 were approved by the board of directors on 23rd October 2009 and signed on its behalf by:


G K James
Director

The accompanying notes are an integral part of this balance sheet.

Notes to the accounts

1. Accounting policies

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

2. Share capital

	31 March 2009	31 March 2008
	£	£
Authorised		
100 (2008: 100) ordinary shares of £1 each	100	100
Allotted, called up and fully paid		
2 (2008: 2) ordinary shares of £1 each	2	2

3. Details of parent undertakings

The financial statements of the company are consolidated into the group financial statements of VTX Holdings Limited, a company registered in England and Wales. VTX Holdings Limited is the largest company within the group preparing consolidated accounts for the year ended 31 March 2009.

Copies of the VTX Holdings Limited group financial statements may be obtained from the Company Secretary, VTX Holdings Limited, Pegasus House, Kings Business Park, Liverpool Road, Prescot, L34 1PJ.

In the opinion of the directors, the ultimate controlling party is a consortium of US-based private equity firms led by Oak Hill Capital Partners and also including GenNx360 and Knox Lawrence International.

The ultimate parent company is VTX Coöperatief U.A., a co-operative association registered in the Netherlands.