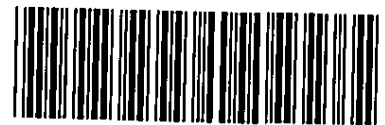


Registered Number: 3973457

BESPAK HOLDINGS LIMITED
REPORT AND ACCOUNTS
52 WEEKS ENDED 28 APRIL 2007

WEDNESDAY



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05/09/2007
COMPANIES HOUSE

BESPAK HOLDINGS LIMITED

OFFICERS AND ADVISERS

Directors	J M Owen J M Glenn (appointed 11 September 2006) M P Hopcroft (resigned 26 July 2006)
Company Secretary	J M Owen
Registered Office	Blackhill Drive Featherstone Road Wolverton Mill South Milton Keynes Bucks MK12 5TS
Registered Number	3973457
Auditors	PricewaterhouseCoopers LLP Cambridge
Bankers	Barclays Bank plc

BESPAK HOLDINGS LIMITED

REPORT OF THE DIRECTORS

The directors present their annual report and the audited financial statements of the Company for the 52 weeks ended 28 April 2007

General information

The company is a limited liability company incorporated and domiciled in the United Kingdom

Principal activities

The company's principal activity is to act as a holding company. There has been no change in the activity during the year.

Review of business and future developments

The directors do not anticipate any significant change in activity in the foreseeable future.

Results and dividends

The Company's profit for the financial year of £537,000 (2005 loss £745,000) was transferred to reserves. The directors do not recommend payment of a dividend (2006 £nil).

Directors and their interests

The directors who served during the year are shown below:

J M Owen

M P Hopcroft (resigned 26 July 2006)

J M Glenn (appointed 11 September 2006)

Directors' interests in shares

No director held any interest in the Company during the period.

Details of the interest of the directors of the Company, who are also directors of the parent company, in the shares of Bepak plc are given in the parent's consolidated financial statements. The beneficial interests of other directors in the shares of the parent company, Bepak plc, at 28 April 2007 together with their interests at 29 April 2006 (or at date of appointment, where applicable) were as follows:

	Ordinary shares of 10p each	
	At 28 April	At 29 April
	2007	2006
	Number	Number
J M Owen	6,265	-

Directors' interests in share options

Details of the interests of the directors of the Company, who are also directors of the parent company, in share options over ordinary 10p shares of Bepak plc at 28 April 2007 are given in the parent's consolidated financial statements. Details of the interests of the directors of the Company, who are not directors of the parent company, are given below:

	Options at 29 April 2006 Number	Granted during the year Number	Lapsed during the year Number	Options at 28 April 2007 Number
J M Owen	-	-	-	-

BESPAK HOLDINGS LIMITED

REPORT OF THE DIRECTORS

Directors' interests in performance related shares

	Ordinary shares 29 April 2006 Number	Granted during the year Number	Lapsed during the year Number	Ordinary shares 28 April 2007 Number
J M Owen	nil	6,000	nil	6,000

Financial risk management

The company acts as an intermediary holding company for the parent company's equity investments in the United States. The company has a USD denominated loan from its parent company as an economic hedge against the value of its investments. The company does not have liquid assets and is dependent upon its parent company for financing requirements.

Disclosure of information to auditors

In the case of each director, so far as each is aware, there is no relevant audit information of which the Company's auditors are unaware. Each director has taken all the steps he or she needs to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Auditors

A resolution pursuant to section 386 of the Companies Act 1985 dispensing with the obligation to annually re-appoint auditors was passed on 18 May 2000.

By order of the Board

J M Owen
Director

3 August 2007



BESPAK HOLDINGS LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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 International Financial Reporting Standards (IFRSs) as adopted by the European Union. 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 that the financial statements comply with IFRSs as adopted by the European Union
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

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.

BESPAK HOLDINGS LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BESPAK HOLDINGS LIMITED

We have audited the financial statements of Bepak Holdings Limited for the 52 weeks ended 28 April 2007 which comprise the Profit and Loss Account, Statement of Recognised Income and Expense, Balance Sheet, the Cash Flow Statement and the related notes. These financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). This report, including the opinion, has been prepared for and only for the Company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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

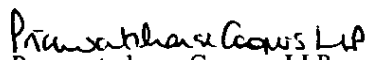
We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the 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.

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with IFRS as adopted by the European Union, of the state of the company's affairs as at 28 April 2007 and of its profit 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.


PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
Cambridge
10 August 2007

BESPAK HOLDINGS LIMITED

INCOME STATEMENT

52 weeks ended 28 April 2007

	<i>Notes</i>	2007	2006
		£000	Restated*
			£000
Interest payable to parent company		(544)	(469)
Interest receivable from parent company		93	89
Exchange gain/(loss)	10	853	(452)
		<hr/>	<hr/>
Profit/(loss) before taxation		402	(832)
Taxation	5	135	87
		<hr/>	<hr/>
Retained profit/(loss) for the financial year		537	(745)
		<hr/>	<hr/>

All amounts relate to continuing operations

STATEMENT OF RECOGNISED INCOME AND EXPENSE

52 weeks ended 28 April 2007

	2007	2006
	£000	Restated*
		£000
Profit/(loss) for the financial year	537	(745)
	<hr/>	<hr/>
Total recognised income/(expense) for the year	537	(745)
	<hr/>	<hr/>

* Refer to note 1 for details of restatement

BESPAK HOLDINGS LIMITED**BALANCE SHEET**

At 28 April 2007

	<i>Notes</i>	2007 £000	2006 £000
ASSETS			
Non-current assets			
Investments	6	9,710	9,710
Current Assets			
Receivables	7	1,018	1,334
LIABILITIES			
Current liabilities			
Amounts due to parent company	8	(8,500)	(9,353)
Net current liabilities		(7,482)	(8,019)
Net assets		2,228	1,691
SHAREHOLDERS' EQUITY			
Share capital	9	7,585	7,585
Retained earnings	10	(5,357)	(5,894)
Total equity		2,228	1,691

The financial statements on pages 6 to 16 were approved by the Board of directors on 3 August 2007 and signed on its behalf by

J M Owen

Director

BESPAK HOLDINGS LIMITED**CASH FLOW STATEMENT**

52 weeks ended 28 April 2007

	2007	2006
		Restated*
	£000	£000
Cash flow from operating activities		
Interest payable	(544)	(469)
Interest receivable	93	89
Exchange gain/(loss)	853	(452)
Decrease in receivable from parent company	451	380
Decrease in amount payable to parent company	(853)	452
	<hr/>	<hr/>
Net cash flow from operating activities	-	-
	<hr/>	<hr/>
Cash and cash equivalents at start and end of period	-	-
	<hr/>	<hr/>

* Refer to note 1 for details of restatement

BESPAK HOLDINGS LIMITED

NOTES TO THE ACCOUNTS

1. Presentation of the financial statements

Compliance with applicable law and IFRS

The financial statements have been prepared in accordance with the Companies Act 1985, Article 4 of the IAS Regulation and International Financial Reporting Standards (IFRS) and related interpretations, as adopted for use in the European Union

Basis of preparation

The financial statements have been prepared using the historical cost convention, modified for certain items carried at fair value, as stated in the accounting policies

Prior year adjustment

The 2006 accounts have been restated to show all exchange gains and losses in the income statement. Previously an exchange loss of £452,000 on the retranslation of a USD loan from the parent company had been recognised directly in equity.

The effect on 2006 accounts is as follows

INCOME STATEMENT

	2006 As previously stated £000	2006 Prior year adjustment £000	2006 Restated £000
Interest payable to parent company	(469)	-	(469)
Interest receivable from parent company	89	-	89
Exchange loss	-	(452)	(452)
Taxation	87	-	87
	<hr/>	<hr/>	<hr/>
Retained loss for the financial year	(293)	(452)	(745)
	<hr/>	<hr/>	<hr/>

STATEMENT OF RECOGNISED INCOME AND EXPENSE

	2006 As previously stated £000	2006 Prior year adjustment £000	2006 Restated £000
Loss for the financial year	(293)	(452)	(745)
Exchange loss on translation of matching currency loan	(452)	452	-
	<hr/>	<hr/>	<hr/>
Total recognised expense for the year	(745)	-	(745)
	<hr/>	<hr/>	<hr/>

The change in accounting policy has no impact on the balance sheet

BESPAK HOLDINGS LIMITED

NOTES TO THE ACCOUNTS

2. Accounting policies

Basis of accounting

The financial statements have been prepared on the going concern basis, under the historical cost convention modified for certain items carried at fair value as stated in the accounting policies, and in accordance with the Companies Act 1985 and applicable accounting standards. The financial statements have been prepared in respect of the 52 weeks ended 28 April 2007 (2006: 52 weeks ended 29 April 2006). The principal accounting policies are set out below.

Fixed asset investments

Investments are shown at cost less provision in respect of impairments. Impairment write-downs are determined by reference to the higher of the post-tax realisable value of the investment and its ongoing value in use.

Taxation

The charge for current taxation is based on the results for the year as adjusted for items that are non-assessable or disallowed. It is calculated using rates that have been enacted, or substantially enacted, by the balance sheet date.

Deferred taxation is accounted for in full using the balance sheet liability method in respect of temporary differences arising from differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are recognised for all taxable temporary differences except in respect of investments in subsidiaries and interests in joint ventures where Bepak is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary difference can be utilised. Their carrying amount is reviewed at each balance sheet date on the same basis.

BESPAK HOLDINGS LIMITED

NOTES TO THE ACCOUNTS

2. Accounting policies (continued)

Deferred tax is measured on an undiscounted basis, and at the tax rates that are expected to apply in the periods in which the asset or liability is settled. It is recognised in the income statement except when it relates to items credited or charged directly to shareholders' equity, in which case the deferred tax is also dealt with in shareholders' equity.

Foreign currencies

Transactions in foreign currencies are recorded at the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of the exchange ruling at the balance sheet date. All differences are taken to the Income Statement.

Derivative financial instruments and hedging

Derivative and financial instruments are used to manage exposure to market risks from treasury operations. The Company does not hold or issue derivative financial instruments for trading or speculative purposes.

Derivative financial instruments are initially recognised in the balance sheet at cost and then remeasured at subsequent reporting dates to fair value. Hedging derivatives are classified on inception as fair value hedges, cash flow hedges or net investment hedges. Changes in the fair value of derivatives designated as fair value hedges are recorded in the income statement, with the changes in the fair value of the hedged asset or liability.

Changes in the fair value of derivatives designated as cash flow hedges are recognised in equity. Amounts deferred in equity are transferred to the income statement in line with the hedged forecast transaction.

Hedges of net investments in foreign entities are accounted for as cash flow hedges.

Changes in the fair value of any derivative instruments that do not qualify for hedge accounting are recognised immediately in the income statement.

Cash and cash equivalents

For the purpose of the cash flow statement, cash comprises cash on hand and on-demand deposits, and cash equivalents comprise highly liquid investments that are convertible into cash with an insignificant risk of changes in value with original maturities of less than three months.

Financial risk management

The loan from the parent company is used as a hedge against the company's investment in its US based subsidiary undertakings. Whilst the parent company currently has no intention of calling in the loan, if it did so the company does not have sufficient current assets to meet its obligations and would need to arrange alternative financing.

BESPAK HOLDINGS LIMITED

NOTES TO THE ACCOUNTS

2 Accounting policies (continued)

Forthcoming accounting standards

At the date of approval of these financial statements the following standards and interpretations, which have not been applied in these financial statements, were in issue but not yet effective an amendment to IAS 1, "Presentation of financial statements capital resources", requiring disclosure of qualitative and quantitative information about entities' management of capital resources, a new accounting standard, IFRS 7, "Financial instruments disclosures" This standard replaces IAS 30, "Disclosures in bank financial statements", and the disclosure requirements in IAS 32, "Financial instruments disclosure and presentation", and locates in one place all disclosures relating to financial instruments The new requirements incorporate many of IAS 32's disclosures as well as additional qualitative and quantitative disclosures on the risks arising from financial instruments, IFRIC 10, "Interim financial reporting and impairment", which addresses the interaction between the requirements of IAS 34, "Interim financial reporting", and the recognition of impairment losses on goodwill in IAS 36, "Impairment of assets", and certain financial assets in IAS 39, "Financial instruments recognition and measurement", and the effect of that interaction on subsequent interim and annual financial statements, IFRIC 11, "IFRS 2 – Group and treasury share transactions", which clarifies how share-based payment charges should be calculated where employees of a subsidiary receive the shares of a parent IFRIC 11 also addresses the accounting for share-based payment transactions involving two or more entities within one group, IFRIC 12, "Service concession arrangements", which gives guidance on the accounting by operators for public-to-private service concession arrangements, and a new accounting standard, IFRS 8, "Operating segments", which supersedes IAS 14, "Segmental reporting", under which segments were identified and reported on risk and return analysis Under IFRS 8, segments are reported based on internal reporting

The Directors expect that the adoption of these standards and interpretations in the future periods will have no material impact on the financial statements when they come into effect for periods after 1 April 2007

Critical accounting estimates and judgements

IFRS requires the Group to make estimates and assumptions that affect the application of policies and reported amounts Estimates and judgements are continually evaluated and are based on historical experience and other factors including expectations of future events that are believed to be reasonable under the circumstances Actual results may differ from these estimates The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are discussed below

A Income taxes

Significant judgement is required in determining the company provision for income taxes There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business The company recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made

BESPAK HOLDINGS LIMITED

NOTES TO THE ACCOUNTS

3. Audit fees

The audit and non-audit fees for the company have been borne by the immediate parent undertaking, Bepak plc

4. Employees

The Company had no employees during the year (2006 none) No remuneration was paid to the directors for their services to the Company (2006 £nil)

5 Taxation

	2007 £000	2006 £000
Corporation tax credit at 30% (2006 30%)	135	114
Adjustments in respect of previous periods	-	(27)
	<hr/>	<hr/>
Total	135	87
	<hr/>	<hr/>

Reconciliation to UK statutory rate

The tax assessed for the year is lower than the standard rate of corporation tax in the UK of 30% (2006 30%) The differences are explained below

	2007 £000	2006 Restated* £000
Profit/(loss) on ordinary activities before tax	402	(832)
Tax at UK corporation tax rate of 30%	121	(250)
Adjustments in respect of previous periods	-	27
Non-taxable items	(256)	136
	<hr/>	<hr/>
	(135)	(87)
	<hr/>	<hr/>

* Refer to note 1 for details of restatement

BESPAK HOLDINGS LIMITED**NOTES TO THE ACCOUNTS****6 Investments****£000****Cost**

At 28 April 2007 and at 29 April 2006

19,862**Provisions**

At 28 April 2007 and at 29 April 2006

10,152**Net book value**

At 28 April 2007 and at 29 April 2006

9,710

The Company's investments are as follows

Company	Country of incorporation and operation	% of ordinary shares	Nature of business
Bespak Holdings Inc	USA	100	Holding company
Bespak LLC*	USA	100	Manufacturing and Distribution
King Systems Corporation*	USA	100	Manufacturing
H&M Rubber inc *	USA	100	Manufacturing

* indicates companies that are indirectly held through subsidiary undertakings of the parent company

BESPAK HOLDINGS LIMITED**NOTES TO THE ACCOUNTS****7 Receivables**

	2007	2006
	£000	£000
Amounts due from parent company (note 14)	769	1,220
Taxation	249	114
	<hr/>	<hr/>
	1,018	1,334
	<hr/>	<hr/>

8. Payables: amounts falling due within one year

	2007	2006
	£000	£000
Amounts due to parent company (note 14)	8,500	9,353
	<hr/>	<hr/>

The amount due to the parent company includes a US dollar loan of \$17 million (2006 \$17 million) The loan is accounted for as a net investment hedge against the investment in the US subsidiary companies in the consolidated accounts of the Group The loan is repayable to the parent on demand

9. Share capital

Authorised:	2007	2006
	£000	£000
7,585,263 (2006 7,585,263) ordinary shares of £1 each	7,585	7,585
	<hr/>	<hr/>
Allotted, called up and fully paid.		
7,585,100 (2006 7,585,100) ordinary shares of £1 each	7,585	7,585
	<hr/>	<hr/>

BESPAK HOLDINGS LIMITED

NOTES TO THE ACCOUNTS

10 Retained earnings

	2007	2006 Restated*
	£000	£000
At 30 April 2006	(5,894)	(5,149)
Profit/(loss) for the financial year	537	(745)
	<hr/>	<hr/>
At 28 April 2007	(5,357)	(5,894)
	<hr/>	<hr/>

11. Statement of changes in equity

	2007	2006 Restated*
	£000	£000
At 30 April 2006	1,691	2,436
Profit/(loss) for the financial year	537	(745)
	<hr/>	<hr/>
At 28 April 2007	2,228	1,691
	<hr/>	<hr/>

12. Ultimate parent company

The immediate and ultimate parent company and controlling party of Bepak Holdings Limited is Bepak plc. The accounts of Bepak plc can be obtained from the Company Secretary, Blackhill Drive, Featherstone Road, Wolverton Mill South, Milton Keynes, Buckinghamshire MK12 5TS

13. Cross guarantees

There is a guarantee agreement from Group companies to the Royal Bank of Scotland plc in respect of the Group's bank borrowings which amounted to £35.3 million (2006 £37.3 million) at 28 April 2007

14 Related party transactions

The company has a USD loan from the parent company of \$17 million (£8.5 million), 2006 \$17 million (£9.353 million) on which interest is payable at LIBOR plus 1%. The company paid interest on the loan from the parent company of £544,000 (2006 £469,000)

The company has a loan to the parent company of £0.8 million (2006 £1.2 million) on which it received interest of £93,000 (2006 £89,000). Interest is charged at 1% above base rate

* Refer to note 1 for details of restatement