

**Wolstenholme (Bidco) Limited**  
**Annual report and financial statements**  
**for the year ended 31 December 2005**

**Registered Number 4028201**



**Wolstenholme (Bidco) Limited**  
**Annual report and financial statements**  
**for the year ended 31 December 2005**

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# **Wolstenholme (Bidco) Limited**

## **Directors and Advisers for the year ended 31 December 2005**

### **Directors**

C Lord

P I Cartwright

C B Dowling (resigned 16 September 2005)

A C Rink

### **Secretary**

C Lord

### **Auditors**

Grant Thornton UK LLP

Heron House

Albert Square

Manchester

M60 8GT

### **Registered Office**

Springfield House

Lower Eccleshill Road

Darwen

Lancashire

BB3 0RP

### **Registered Number**

4028201

# **Wolstenholme (Bidco) Limited**

## **Directors' report for the year ended 31 December 2005**

The directors present their report and the audited financial statements of the Company for the year ended 31 December 2005.

### **Principal activities**

The Company's principal activity was to hold investments and pay interest to guaranteed loan note holders.

### **Review of business and future developments**

The profit and loss account for the year is set out on page 4. The directors do not envisage any significant changes in the Company's activities in the foreseeable future.

### **Dividends**

The directors do not propose the payment of a dividend (2004: Nil).

### **Directors and their interests**

The directors who held office during the year are given below:

A C Rink

C Lord

C B Dowling (resigned 16 September 2005)

P I Cartwright

The directors are directors of the Company's ultimate holding company at the end of the year and their interests in the shares of Wolstenholme Group Limited and its subsidiary companies and in the guaranteed loan notes issued by the Company are disclosed in the financial statements of that company. The directors hold no interest in the shares of the Company at 31 December 2005.

### **Statement of directors' responsibilities**

Company law requires the directors to prepare financial statements for each financial year that 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. The directors are required to prepare financial statements on the going concern basis, unless it is inappropriate to presume that the Company will continue in business.

The directors confirm that suitable accounting policies have been used and applied consistently. They also confirm that reasonable and prudent judgments and estimates have been made in preparing the financial statements for the year ended 31 December 2005 and that applicable accounting standards have been followed.

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.

### **Auditors**

The auditors, Grant Thornton UK LLP, have indicated their willingness to continue in office, and a resolution concerning their reappointment will be proposed at the Annual General Meeting.

### **By order of the Board**



C Lord

Director

1 March 2007

# **Wolstenholme (Bidco) Limited**

## **Independent auditors' report to the members of Wolstenholme (Bidco) Limited**

We have audited the financial statements of Wolstenholme (Bidco) Limited for the year ended 31 December 2005 which comprise the principal accounting policies, the profit and loss account, the balance sheet, and notes 1 to 15. 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 auditors' 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 Directors' Report and financial statements in accordance with United Kingdom law and Accounting Standards (United Kingdom Generally Accepted Accounting Practice) 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).

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 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 judgements 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 United Kingdom Generally Accepted Accounting Practice, of the state of the Company's affairs as at 31 December 2005 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



**GRANT THORNTON UK LLP**  
**REGISTERED AUDITORS**  
**CHARTERED ACCOUNTANTS**  
**MANCHESTER**  
**1 March 2007**

# **Wolstenholme (Bidco) Limited**

## **Profit and loss account for the year ended 31 December 2005**

	Note	2005 £	2004 £
Administrative expenses		2,310	1,934
Operating loss		(2,310)	(1,934)
Interest payable and similar charges	1	(73,343)	(76,054)
<b>Loss on ordinary activities before taxation</b>	4	<b>(75,653)</b>	<b>(77,988)</b>
Tax on loss on ordinary activities	5	22,659	23,396
<b>Retained loss for the year</b>	11	<b>(52,994)</b>	<b>(54,592)</b>

All of the above operations are continuing.

The Company has no recognised gains and losses other than those included in the losses 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 retained loss for the year stated above and their historical cost equivalents.

# Wolstenholme (Bidco) Limited

## Balance sheet as at 31 December 2005

	Note	2005 £	2004 £
<b>Fixed assets</b>			
Investments	6	50,483,932	50,483,932
<b>Current assets</b>			
Debtors	7	1,283,878	-
Cash at bank and in hand	8	189	1,817,540
		1,284,067	1,817,540
<b>Creditors: amounts falling due within one year</b>	8	53,684,990	54,165,469
<b>Net current liabilities</b>		(52,400,923)	(52,347,929)
<b>Net liabilities</b>		(1,916,991)	(1,863,997)
<b>Capital and reserves</b>			
Called up share capital	10	1	1
Profit and loss account	11	(1,916,992)	(1,863,998)
<b>Equity shareholders' funds</b>	12	(1,916,991)	(1,863,997)

The financial statements on pages 4 to 9 were approved by the board of directors on 1 March 2007 and signed on its behalf by:

*C Lord*

**C Lord**  
**Director**

# **Wolstenholme (Bidco) Limited**

## **Accounting policies**

### **Accounting convention**

The financial statements have been prepared in accordance with applicable Accounting Standards in the UK. A summary of the more important accounting policies, which have been applied consistently, is set out below.

### **Basis of accounting**

The financial statements are prepared in accordance with the historical cost convention. The balance sheet at 31 December 2005 shows net liabilities of £1,916,991. The directors have prepared the financial statements on a going concern basis as the ultimate parent company, Wolstenholme Group Limited, has indicated that it will continue to provide financial support for the foreseeable future.

### **Deferred taxation**

Deferred taxation is provided on the full provisions method, netting deferred tax assets with deferred tax liabilities as appropriate in accordance with FRS19, 'Deferred Tax'. Where a strategy has not yet been formulated to recover a deferred tax asset, the asset is not recognised.

### **Cash flow statement**

The Company is a wholly-owned subsidiary of Wolstenholme Group Limited and is included in the consolidated financial statements of Wolstenholme Group Limited which are publicly available. Consequently, the Company has taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard 1 (Revised 1996).



# Wolstenholme (Bidco) Limited

## Notes to the financial statements for the year ended 31 December 2005

### 1 Interest payable and similar charges

	2005 £	2004 £
Interest payable on bank loans and overdrafts	7,629	9,093
Interest payable on other loans	65,714	66,961
	<b>73,343</b>	<b>76,054</b>

### 2 Employee information

The Company did not employ any persons during the year.

### 3 Director emoluments

No director received any emoluments from the Company during the year ended 31 December 2005 (2004: Nil).

### 4 Loss on ordinary activities before taxation

Audit fees and fees for other services performed by the auditors arising in relation to the Company are borne by other group undertakings.

### 5 Tax on loss on ordinary activities

	2005 £	2004 £
United Kingdom corporation tax credit at 30% (2004: 30%)		
Current - group relief	<b>22,659</b>	<b>23,396</b>

The current tax credit for the year is the same as (2004: same as) the standard rate of corporation tax in the United Kingdom (30%).

### 6 Investments

	Subsidiaries £
Cost	
At 1 January and at 31 December 2005	<b>50,483,932</b>

#### Interests in group undertakings

The following subsidiary undertaking is wholly owned and incorporated in Great Britain:

Name of undertaking	Principal activity
Wolstenholme Rink Limited	Intermediate holding company

Consolidated financial statements have not been prepared as the Company is a wholly owned subsidiary of Wolstenholme Group Limited, an undertaking incorporated in Great Britain.

# Wolstenholme (Bidco) Limited

## 7 Debtors

	2005 £'000	2004 £'000
<b>Amounts falling due within one year</b>		
Amounts owed by group undertakings	1,283,878	-

## 8 Creditors: amounts falling due within one year

	2005 £	2004 £
Bank loans and overdrafts	-	35,702
Floating rate secured loan note instruments	-	1,778,594
Amounts owed to group undertakings	53,421,389	52,077,795
Other creditors	263,601	273,378
	53,684,990	54,165,469

The Company has given cross guarantees in respect of group undertaking bank loans and overdrafts amounting to £Nil (2004: £10,439,000).

When requested by shareholders in Wolstenholme Rink Limited, Wolstenholme (Bidco) Limited issued loan note instruments as consideration for shares on the acquisition of the whole of the issued share capital of Wolstenholme Rink Limited. These are repayable on 30 June and 31 December of each year when requested by the holders. They are secured by cash of £Nil (2004: £1,778,594) held in a separate account which is not available for use by the Group. Loan notes were repaid in full on 29 December 2005.

## 9 Deferred taxation

Deferred taxation provided in the financial statements and the amount unprovided of the total potential asset are as follows:

	Amount provided		Amount unprovided	
	2005 £	2004 £	2005 £	2004 £
Tax effect of timing differences	-	-	83,372	83,372

No adjustment is made to the tax charge where group relief at the provision stage differs from the final group relief submission.

## 10 Called up share capital

	2005 £	2004 £
<b>Authorised</b>		
1,000 ordinary shares of £1 each	1,000	1,000
<b>Allotted, called up and fully paid</b>		
1 ordinary share of £1 each	1	1

# Wolstenholme (Bidco) Limited

## 11 Profit and loss account

	2005 £
At 1 January 2005	(1,863,998)
Retained loss for the year	(52,994)
<b>At 31 December 2005</b>	<b>(1,916,992)</b>

## 12 Reconciliation of movements in shareholders' funds

	2005 £	2004 £
Loss for the financial year	(52,994)	(54,592)
<b>Net change in shareholders' funds</b>	<b>(52,994)</b>	<b>(54,592)</b>
Opening shareholders' funds	(1,863,997)	(1,809,405)
<b>Closing shareholders' funds</b>	<b>(1,916,991)</b>	<b>(1,863,997)</b>

## 13 Related party transactions

As a wholly owned subsidiary, the Company has taken advantage of the exemption under FRS8 not to disclose intra-group transactions. Except as disclosed in the notes above, there have been no other related party transactions.

## 14 Ultimate and immediate holding companies

The directors regard Wolstenholme Group Limited, a company registered in Great Britain, as the ultimate holding company and Wolstenholme (Holdco), as the immediate parent undertaking. The financial statements of the ultimate holding company are available by writing to the company secretary, Wolstenholme Group Limited, Springfield House, Lower Eccleshill Road, Darwen, Lancashire, BB3 0RP.

## 15 Ultimate controlling party

A controlling interest in Wolstenholme Group Limited is held by four UK Limited Partnerships which are collectively known as the Rutland Fund. This controlling interest takes the form of holding all of the issued "A" ordinary shares in Wolstenholme Group Limited. By virtue of its controlling interest and the majority voting power held by the directors appointed by the "A" ordinary shareholders in Wolstenholme Group Limited, the Company considers the Partnerships comprising the Rutland Fund to be the ultimate controlling party. Rutland Fund Management Limited or one of its wholly owned subsidiaries is the General Partner of each of the Partnerships comprising the Rutland Fund and also provides management services to the Group.