Ever 1508 Limited

Directors' report and financial statements

3 November 2006

Registered number 4160095

Directors' report and financial statements

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Directors' report

The directors present their annual report and financial statements for the 57 week period to 3 November 2006 (2005 52 weeks ended 30 September 2005)

Principal activities and business review

Ever 1508 Limited is a holding company and 50% partner in the Four Seasons Partnership through which it holds an investment of 50% of the share capital of Four Seasons I LLC, a company incorporated in the United States of America

On 14th November 2006 Ever 1508 Limited sold the 50% partnership, equally, to Everest Intermediate Limited and Everest Secondary Limited Profit on sale of the partnership was £12,896,000

Proposed dividend

The directors do not recommend the payment of a dividend *(2005 £nil)*

Directors

The directors who held office during the period were as follows

DA Moore (resigned 11 July 2006)
C Richardson (resigned 11 July 2006)
B Kennedy (Appointed 11 July 2006)
S Lees (Appointed 11 July 2006)
B Stock (Appointed 11 July 2006)

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

KPMG Audit Plc resigned as auditors on 1 December 2006 and KPMG LLP were appointed to fill the casual vacancy arising In accordance with section 384 of the Companies Act 1985, a resolution for the reappointment of KPMG LLP as auditor of the Company is to be proposed at the forthcoming Annual General Meeting

Edward G Smethurst
Secretary

4 September 2007
Enterprise Works
Salthill Road
Clitheroe
Lancs
BB7 1 PE

Statement of directors' responsibilities

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 LLP

St James' Square
Manchester
M2 6DS
United Kingdom

Independent auditors' report to the members of Ever 1508 Limited

We have audited the financial statements of Ever 1508 Limited for the period ended 3 November 2006 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Total Recognised Gains and Losses, 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 auditor's report to the members of Ever 1508 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 3 November 2006 and of its loss for the period 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 LLP

KPMG LLP
Chartered Accountants
Registered Auditor

14 September 2007

Profit and loss account
for the period ended 3 November 2006

	Note	2006 £	2005 £
Administrative expenses		**(20,081)**	(29,927)
Diminution in value of investment		**(30,626,741)**	-
Operating loss		**(30,646,822)**	(29,927)
Interest payable and similar charges	*2*	**(712,354)**	(613,518)
Loss on ordinary activities before taxation		**(31,359,176)**	(643,445)
Taxation on loss on ordinary activities	*3*	**-**	78,314
Loss on ordinary activities after taxation	*10,11*	**(31,359,176)**	(565,131)

Statement of total recognised gains and losses
for the period ended 3 November 2006

	2006 £	2005 £
Loss for the period	**(31,359,176)**	(565,131)
Currency translation differences on foreign currency net investments	**(1,325,692)**	276,357
Total gains and losses relating to the period	**(32,684,868)**	(288,774)

Balance sheet
as at 3 November 2006

	Note	2006 £	2005 £
Fixed assets			
Investments	4	**4,165,000**	37,523,397
Current assets			
Debtors	5	**1,659,647**	1,689,205
Cash		**2,096**	2,261
		1,661,743	1,691,466
Creditors: amounts falling due in less than one year	6	**(43,435,635)**	(18,151,498)
Net current liabilities		**(41,773,892)**	(16,460,032)
Total assets less current liabilities		**(37,608,892)**	21,063,365
Creditors: amounts falling due in more than one year	7	**-**	(25,986,962)
Provisions for liabilities and charges	8	**(5,451)**	(5,878)
Net liabilities		**(37,614,343)**	(4,929,475)
Capital and reserves			
Called up share capital	9	**1**	1
Profit and loss account	10	**(37,614.344)**	(4,929,476)
Equity shareholders' deficit		**(37,614,343)**	(4,929,475)

These financial statements were approved by the board of directors on 4 September 2007 and were signed on its behalf by

S Lees
Director

B Stock
Director

Notes

(formıng part of the financıal statements)

1 Accountıng polıcıes

In these financıal statements the followıng new standards have been adopted for the first tıme

- FRS 21 'Events after the balance sheet date',
- the presentatıon requırements of FRS 25 'Fınancıal ınstruments presentatıon and dısclosure', and
- FRS 28 'Correspondıng amounts'

The accountıng polıcıes under these new standards are set out below together wıth an ındıcatıon of the effects of theır adoptıon FRS 28 'Correspondıng amounts' has had no materıal effect as ıt ımposes the same requırements for comparatıves as hıtherto requıred by the Companıes Act 1985 No restatements were requıred as a result of the adoptıon of these new polıcıes

Basis of preparatıon

The financıal statements have been prepared ın accordance wıth applıcable accountıng standards and under the hıstorıcal cost accountıng rules, on a goıng concern basıs

The Company ıs relıant on ıts parent undertakıng, Ultraframe Lımıted (formerly Ultraframe Plc), for ıts contınued support Ultraframe Lımıted has ındıcated ıts contınued support for the foreseeable future

Under Fınancıal Reportıng Standard 1 the Company ıs exempt from the requırement to prepare a cash flow statement on the grounds that ıts parent undertakıng ıncludes the Company ın ıts own publıshed consolıdated financıal statements

The Company, through ıts ınterest ın the Four Seasons Partnershıp, ıs party to a joınt arrangement whıch ıs not an entıty as defined by Fınancıal Reportıng Standard 9 The Company accounts dırectly for ıts share of the ıncome and expendıture, assets, lıabılıtıes and cash flows ın thıs joınt arrangement

Foreıgn currencies

Transactıons ın foreıgn currencıes are recorded usıng the rate of exchange rulıng at the date of the transactıon or at an average rate for the perıod where rates do not fluctuate sıgnıficantly Monetary assets and lıabılıtıes denomınated ın foreıgn currencıes are translated usıng the rate of exchange rulıng at the balance sheet date and the gaıns or losses on translatıon are ıncluded ın the profit and loss account

Foreıgn currency ınvestments financed by borrowıngs ın foreıgn currencıes have been translated at the closıng rates of exchange The resultıng exchange dıfferences have been taken to reserves, offset by the exchange gaıns and losses on the foreıgn currency borrowıngs

Related party transactıons

The dırectors have taken advantage of the exemptıon contaıned ın Fınancıal Reportıng Standard 8, paragraph 3(c) and have not dısclosed related party transactıons wıth group companıes

Taxation

The charge for taxatıon ıs based on the profit/(loss) for the perıod and takes ınto account taxatıon deferred because of tımıng dıfferences between the treatment of certaın ıtems for taxatıon and accountıng purposes Full provısıon wıthout dıscountıng ıs made for deferred taxatıon ın accordance wıth Fınancıal Reportıng Standard 19

Notes *(continued)*

1 Accounting Policies *(Continued)*

Guarantees policy

The Company has not adopted amendments to FRS 26 in relation to financial guarantee contracts which will apply for periods commencing on or after 4 November 2006

Where the Company enters into financial guarantee contracts to guarantee the indebtedness of other companies within its group, the Company considers these to be insurance arrangements, and accounts for them as such In this respect, the Company treats the guarantee contract as a contingent liability until such time as it becomes probable that the Company will be required to make a payment under the guarantee

The Company does not expect the amendments to have any impact on the financial statements for the period commencing 4 November 2006

2 Interest payable and similar charges

	2006	2005
	£	£
On bank loans and overdrafts	**642,054**	624,718
Exchange loss/(gain)	**70,300**	(11,200)
	712,354	613,518

3 Taxation

	2006	2005
	£	£
UK corporation tax		
Current tax on the loss for the period	-	(81,876)
Adjustments in respect of prior periods	-	(2,316)
	-	(84,192)
Deferred foreign taxation	-	5,878
	-	(78,314)

The UK corporation tax credits in the prior year represent consideration for the Company tax losses as these are surrendered by way of group relief to UK group companies

Notes *(continued)*

3 Taxation *(continued)*

The current tax charge for the year is lower (2005 lower) than the standard rate of corporation tax in the UK The differences are explained below

	2006 £	2005 £
Loss before taxation	**(31,359,176)**	(643,445)
Expected tax charge at UK corporation tax rate of 30% (2005 30%)	**(9,407,753)**	(193,034)
Expenses not deductible for tax purposes	**9,188,022**	111,158
Group relief surrender	**219,731**	-
Prior year adjustment	-	(2,316)
	-	(84,192)

On 21 March 2007, it was announced that the standard rate of corporation tax in the UK was changed to 28% and capital allowance legislation impacting on the calculation of the deferred tax provision of the company will be introduced for tax periods arising on or after 1 April 2008 For the purposes of the financial statements for the period ended 3 November 2006, the standard rate of corporation tax and the capital allowance legislation applicable prior to 31 March 2008 has been applied on the basis that these were enacted at 3 November 2006

4 Investments

	Shares in group undertakings £
Cost	
At the beginning of the period	37,523,397
Diminution in carrying value	(30,626,741)
Exchange differences	(2,731,656)
At 3 November 2006	**4,165,000**

The diminution in value of the investment in the period represents the write down of the investment in Four Seasons I LLC to its realisable value

The Company, via its 50% interest in Four Seasons Partnership, held the following shares in group undertakings, incorporated in the United Sates of America

Group undertaking	*Principal activity*	*Class and percentage of shares held*
Four Seasons I LLC	Holding company	50%

Notes *(continued)*

5 Debtors

	2006	2005
	£	£
Amounts owed by group undertakings	**1,659,647**	1,689,205

6 Creditors: amounts falling due in less than one year

	2006	2005
	£	£
Bank loans and overdrafts	-	10,860,370
Amounts owed to group undertakings	**43,435,635**	7,283,711
Accruals and deferred income	-	7,417
	43,435,635	18,151,498

7 Creditors: amounts falling due in more than one year

	2006	2005
	£	£
Amounts owed to group undertakings	-	25,986,962
	-	25,986,962

8 Provisions for liabilities and charges

	Deferred taxation
	£
At beginning of period	5,878
Foreign exchange	(427)
At 3 November 2006	**5,451**

The deferred taxation relates to other timing differences

Notes *(continued)*

9 Called up share capital

	£
Authorised	
Ordinary shares of £1 each	**100**
Allotted, called up and fully paid	
Ordinary shares of £1 each	**1**

10 Reserves

	2006 £	2005 £
Profit and loss account at beginning of period	**(4,929,476)**	(4,640,702)
Loss for the period	**(31,359,176)**	(565,131)
Currency translation differences on foreign currency net investments	**(1,325,692)**	276,357
Profit and loss account at end of period	**(37,614,344)**	(4,929,476)

11 Reconciliation of movement in shareholders' deficit

	2006 £	2005 £
Shareholders' deficit at beginning of period	**(4,929,475)**	(4,640,701)
Loss for the period	**(31,359,176)**	(565,131)
Currency translation differences on foreign currency net investments	**(1,325,692)**	276,357
Shareholders' deficit at end of period	**(37,614,343)**	(4,929,475)

12 Ultimate parent company

The Company is a subsidiary undertaking of Ultraframe Limited which is registered in England and Wales The largest group in which the results of the Company are consolidated is that headed by Ultraframe Limited, the accounts of which can be obtained from Enterprise Works, Salthill Road, Clitheroe, BB7 1PE

13 Post balance sheet event

On 14th November 2006 Ever 1508 Limited sold the 50% partnership, equally, to Everest Intermediate Limited and Everest Secondary Limited Profit on sale of the partnership was £12,896,000

The ultimate parent company at the year end was Latium Holdings Limited On 14th November 2006 was acquired by Latium Plastics Holdings Limited From this date Latium Plastics Holdings Limited became the company's ultimate holding company