

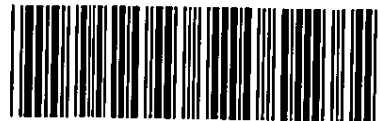
Xatirb3 Limited

**Directors' report and financial
statements**

Registered number 4169239

Year ended 31 December 2008

THURSDAY



ANEC7E4C

A33

15/10/2009

335

COMPANIES HOUSE

Contents

Directors' report	1
Statement of directors' responsibilities in respect of the Directors' Report and the financial statements	3
Independent auditors' report to the members of Xatirb3 Limited	4
Profit and loss account	7
Balance sheet	8
Notes	9

Directors' report

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

Principal activities

The principal activity of the company is that of an investment company.

Review of business and future developments

The profit and loss account for the year is set out on page 5.

Dividends

The directors do not recommend the payment of a dividend (2007: £Nil).

Directors and their interests

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

SD McCaslin

J McComasky (resigned 25 April 2008)

PD Carter

MA Kayser (appointed 10 April 2008).

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 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 Section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and KPMG LLP will therefore continue in office.

By order of the board



SD McCaslin
Director

Watchmoor Point
Watchmoor Road
Camberley
Surrey
GU15 3EX

29 April 2009

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 LLP
2 Cornwall Street
Birmingham
B3 2DL

Independent auditors' report to the members of Xatirb3 Limited

We have audited the financial statements of Xatirb3 Limited for the year ended 31 December 2008 which comprise the Profit and Loss Account, the Balance Sheet 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 Xatirb3 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 loss 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 LLP
Chartered Accountants
Registered Auditor

29 April 2009

Profit and loss account
for the year ended 31 December 2008

	<i>Note</i>	2008 £	2007 £
Administrative expenses		-	(43)
Operating loss		-	(43)
Interest receivable	3	-	-
Loss on ordinary activities before taxation		-	(43)
Tax on loss on ordinary activities	4	(15,913,764)	(15,872,982)
Retained loss for the financial year	8	(15,913,764)	(15,873,025)

All amounts relate to continuing operations.

There are no recognised gains or losses for the current or prior financial periods other than those presented above.

Balance sheet
at 31 December 2008

	<i>Note</i>	2008 £	2007 £
Current assets			
Debtors	5	548,805,920	570,938,348
Creditors: Amounts falling due within one year	6	(28,396,935)	(34,615,599)
Net current assets		520,408,985	536,322,749
Net assets		520,408,985	536,322,749
Capital and reserves			
Called up share capital	7	332,243,299	332,243,299
Share premium	9	188,133,239	188,133,239
Profit and loss account	8	32,447	15,946,211
Equity shareholder's funds	10	520,408,985	536,322,749

These financial statements were approved by the directors and signed on their behalf on 29 April 2009 by:



SD McCaslin
Director

Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements:

Basis of accounting

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

Taxation

Deferred taxation is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19.

Cash flow statement

The company is exempt under Financial Reporting Standard 1 (revised) from the requirement to present a cash flow statement on the grounds that a parent undertaking includes the company in its own published consolidated financial statements.

Related party transactions

As permitted by paragraph 3(c) FRS 8 (Related Party Disclosures), the company has taken advantage of the exemption for 90% subsidiaries not to disclose related party transactions with group entities. There were no other related party transactions disclosable under FRS 8.

2 Directors' emoluments

No director received emoluments for services to the company during the year (2007: £Nil).

3 Interest receivable

	2008 £	2007 £
Receivable from group undertakings	-	-
	<u> </u>	<u> </u>

No interest is currently being charged on inter-group loans in the profit and loss account. However, there is a notional imputed interest charge for taxation purposes.

Notes (continued)

4 Taxation

Analysis of charge in period

	2008 £	2007 £
<i>UK corporation tax</i>		
Group relief payable for the period	15,913,764	15,511,826
Adjustments in respect of prior periods	-	361,156
	<hr/>	<hr/>
Total current tax charge	15,913,764	15,872,982
	<hr/>	<hr/>

Factors affecting the tax charge for the current period

The current tax charge for the period is higher (2007: *higher*) than the composite standard rate of corporation tax in the UK of 28.5% (2007: 30%). The differences are explained below:

	2008 £	2007 £
<i>Current tax reconciliation</i>		
Loss on ordinary activities before taxation	-	(43)
	<hr/>	<hr/>
Current tax at 28.5% (2007: 30%)	-	(13)
	<hr/>	<hr/>
Adjustments in respect of prior periods	-	361,156
Imputed interest	15,913,764	15,511,839
	<hr/>	<hr/>
Total current tax charge	15,913,764	15,872,982
	<hr/>	<hr/>

Factors that may affect future current and total tax charges

On 1 April 2008, the current tax rate reduced from 30% to 28%. Therefore, the current rate applying to the year end 31 December 2008 is a hybrid rate of 28.5%.

5 Debtors

	2008 £	2007 £
Amounts receivable from group undertakings	548,805,920	570,938,348
	<hr/>	<hr/>

6 Creditors: Amounts falling due within one year

	2008 £	2007 £
Corporation tax payable	28,396,935	34,615,599
	<hr/>	<hr/>

Notes (continued)

7 Called up share capital

	Number of shares	Authorised £	Number of shares	Allotted, called up and fully paid £
Ordinary shares of £1 each:				
At beginning and end of year	332,243,299	332,243,299	332,243,299	332,243,299

8 Profit and loss account

	£
At beginning of year	15,946,211
Retained loss for the financial year	(15,913,764)
At end of year	32,447

9 Share premium

	£
At beginning and end of year	188,133,239

10 Reconciliation of movements in shareholder's funds

	2008 £	2007 £
Shareholder's funds at beginning of year	536,322,749	411,554,226
Loss for the financial year	(15,913,764)	(15,873,025)
New share capital subscribed	-	138,468,173
Share premium on new share capital subscribed	-	2,173,375
Shareholder's funds at end of year	520,408,985	536,322,749

11 Contingent liabilities

The company is a guarantor of term and revolving debt facilities, totalling at 31 December 2008 £32 million, which are available to Seton House Group Limited and certain of its subsidiaries.

12 Immediate and ultimate parent undertaking

The company's immediate parent company is Seton House Luxembourg, S.à.r.l and the ultimate parent company is PAIG Investments Limited. The largest group in which the results of the company are consolidated is that headed by PAIG Investments Limited, incorporated in Great Britain. The consolidated financial statements of PAIG Investments Limited are available to the public and may be obtained from The Secretary, Watchmoor Point, Watchmoor Road, Camberley, Surrey GU15 3EX.