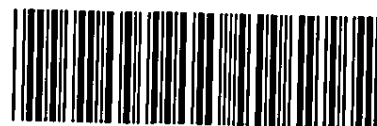


**Utopia Bathrooms Limited**

**Directors' report and financial  
statements**

**Registered number 04335390  
For the year ended 30 June 2009**

WEDNESDAY



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## Directors' report

The directors present their annual report and the audited financial statements for the year ended 30 June 2009

### Principal activity

The company was dormant throughout the current and previous financial year and hence no profit and loss account is presented

### Financial risk management

The directors have not disclosed the company's financial risk management objectives and policies nor the company's exposure to price risk, credit risk, liquidity risk and cash flow risk, as given the current status of the company, such information is not considered material for the assessment of the company's assets, liabilities and financial position at the end of the financial year

### Directors

The directors who held office during the year were as follows

S Cox (resigned 24 October 2008)  
J Brooke  
E Green  
M Bailey (appointed 8 May 2009)  
T Williams (resigned 19 December 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 the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information

### Directors' liability

The company maintains an appropriate level of directors' insurance whereby directors are indemnified against liabilities to third parties to the extent permitted by the Companies Act. The directors also benefited from qualifying third party indemnity provisions in place during the financial year and at the date of this report

### Auditors

PricewaterhouseCoopers resigned as auditors during the period and the directors appointed KPMG LLP to fill the casual vacancy

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be re-appointed and KPMG LLP will, therefore, continue in office

On behalf of the board



**E Green**  
Director

Utopia House  
Springvale Avenue  
Springvale Business Park  
Bilston  
Wolverhampton  
WV14 0QL

15 March 2010

## **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).

Under company law the directors must not approve the financial statements unless they are satisfied that they 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 adequate accounting records that are sufficient to show and explain the company's transactions and 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 2006. 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

One Snowhill  
Snow Hill Queensway  
Birmingham  
B4 6GH  
United Kingdom

### **Independent auditors' report to the members of Utopia Bathrooms Limited**

We have audited the financial statements of Utopia Bathrooms Limited for the year ended 30 June 2009 set out on pages 5 to 8. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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**

As explained more fully in the directors' responsibilities statement set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

#### **Scope of the audit of the financial statements**

A description of the scope of an audit of financial statements is provided on the APB's web-site at [www.frc.org.uk/apb/scope/UKNP](http://www.frc.org.uk/apb/scope/UKNP).

#### **Opinion on financial statements**

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 30 June 2009 and of its result for the year then ended,
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### **Opinion on other matter prescribed by the Companies Act 2006**

In our opinion the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

**Independent auditors' report to the members of Utopia Bathrooms Limited**  
*(continued)*

**Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit



**SJ Purkess (Senior Statutory Auditor)**  
**for and on behalf of KPMG LLP, Statutory Auditor**  
*Chartered Accountants*

15 March 2010

**Profit and loss account**  
*for the year ended 30 June 2009*

During the financial year under review and the previous financial year, the company did not trade and received no income and incurred no expenses. Consequently, during the year, the company made neither a profit nor a loss and has no recognised gains or losses.

**Balance sheet**  
*at 30 June 2009*

	<i>Note</i>	<b>2009</b>		<b>2008</b>	
		<b>£</b>	<b>£</b>	<b>£</b>	<b>£</b>
<b>Current assets</b>					
Debtors Amounts falling due within one year	3	1		1	
		<hr/>		<hr/>	
<b>Net current assets</b>			1		1
			<hr/>		<hr/>
<b>Net assets</b>			1		1
			<hr/>		<hr/>
<b>Capital and reserves</b>					
Called up share capital	4		1		1
Profit and loss reserve	5		-		-
			<hr/>		<hr/>
<b>Total shareholders' funds</b>	6		1		1
			<hr/>		<hr/>

These financial statements were approved by the board of directors on 15 March 2010 and were signed on its behalf by



**E Green**  
*Director*

Company number 04335390



## 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 preparation*

The company was dormant throughout the current and previous financial year and hence no profit and loss account is presented

### 2 Operating profit

The directors are also directors of Utopia Bathroom Group Limited and their emoluments are included in the financial statements of that company (see note 7). The remuneration of the directors is paid by the controlling parties and their services to the company are primarily of a non-executive nature and their emoluments are deemed to be wholly attributable to their services to the controlling parties. The controlling parties charged £Nil (2008 £Nil) to the company in respect of their services.

The company had no employees, other than the directors, in either the current or prior year.

The auditors' remuneration has been borne by an associated group company for both the current and prior year and not recharged.

### 3 Debtors: Amounts falling due within one year

	2009 £	2008 £
Amounts owed by group undertakings	1	1
	<u>1</u>	<u>1</u>

### 4 Called up share capital

	2009 £	2008 £
<i>Allotted, called up and fully paid.</i>		
1 ordinary share of £1	1	1
	<u>1</u>	<u>1</u>

### 5 Profit and loss reserve

	Profit and loss reserve £
At beginning of year	-
Profit for the financial year	-
	<u>-</u>
At end of year	<u>-</u>

## Notes (continued)

### 6 Reconciliation of movements in total shareholders' funds

	2009 £	2008 £
At beginning of year	1	1
Profit for the financial year	-	-
	<hr/>	<hr/>
At end of year	1	1
	<hr/>	<hr/>

### 7 Ultimate parent company

The immediate and ultimate parent undertaking is Utopia Bathroom Group Limited, a company registered in England and Wales, which heads the largest and smallest group to consolidate the financial statements of the company. Copies of the consolidated group financial statements, which include the company, are available from the Company Secretary at Utopia House, Springvale Avenue, Springvale Business Park, Bilston, Wolverhampton WV14 0QL.

### 8 Contingent liabilities and cross guarantees

A bank overdraft facility has been guaranteed by Utopia Bathroom Group Limited, Utopia Group Limited, Utopia Furniture Limited, Dominion Plumbing Supplies Limited, Barrhead Sanitary Ware Limited, Barrhead International Limited, Utopia Bathrooms Limited, Dominion Plumbing Limited and Kidsville Limited. At 30 June 2009, the net amount outstanding on this facility was £117,900 (2008: £Nil).

In accordance with the Credit Facilities Agreement dated 27 September 2007, there is a floating secured charge over the assets of all of the companies within the former Utopia Group.

### 9 Post balance sheet events

On 7 July 2009, the Utopia Bathroom Group entered into revised financing arrangements with its shareholders and bank. Details of the refinancing arrangements have been included in the financial statements of the ultimate parent company, Utopia Bathroom Group Limited (see note 7).