

Rolfe & Nolan Group Limited

Directors' report and financial statements for the year ended
31 December 2009

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COMPANIES HOUSE

Rolfe & Nolan Group Limited

Registered No 4641157

Directors

R N Freeman
S Harrison

Secretary

L Asaa

Auditors

Ernst & Young,
Chartered Accountants,
Ernst & Young Building,
Harcourt Centre,
Harcourt Street,
Dublin 2,
Ireland

Registered office

120 Leman Street,
London E1 8EU

Bankers

Lloyds TSB Bank plc,
39 Threadneedle Street,
London EC2R 8AU

Solicitors

Simmons & Simmons,
CityPoint,
One Ropemaker Street,
London EC2Y 9SS

Directors' report

The directors present their report and audited financial statements for the year ended 31 December 2009

Results and dividends

The profit on ordinary activities before taxation for the year ended 31 December 2009 amounted to £2,262,441 (10 months to 31 December 2008 £9,032,937). The profit included a dividend in kind from a group undertaking of £2,312,487 (10 months to 31 December 2008 cash dividend of £6,000,000). After deducting a tax charge of £nil (10 months to 31 December 2008 £nil), an amount of £2,262,441 (10 months to 31 December 2008 £9,032,937) is available for dividend and retention. A dividend in kind of £2,312,487 was declared and paid during the year (10 months to 31 December 2008 cash dividend declared and paid of £5,500,000).

Principal activity and review of the business

During the year the company has been acting as an intermediate holding company. Its main source of income is dividends receivable.

Future developments

The company will continue to act as an intermediate holding company.

Principal risks and uncertainties

The principal risks and uncertainties which the company faces are:

- The company is an intermediate holding company and currently holds a single equity investment and provides finance to group undertakings, which together represent its total assets. An impairment of the carrying value of its investments could be detrimental to the ability of the company to continue in operation.

Events since the balance sheet date

There were no significant events since the balance sheet date.

Directors

The Directors who served the company during the year were as follows:

R N Freeman
S Harrison

There are no directors' interests requiring disclosure under the Companies Act 2006.

Going concern

The group intends to restructure certain assets and liabilities due within the group and consequently the directors are satisfied the financial statements can be prepared on a going concern basis.

Disclosure of information to the auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditors in connection with preparing their report, of which the auditors are unaware. Having made enquiries of fellow directors and the company's auditors, each director has taken all the steps that he is obliged to take as a director in order to make himself aware of any relevant audit information and to establish that the auditors are aware of that information.

Directors' report

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 the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 those financial statements, the directors are required to

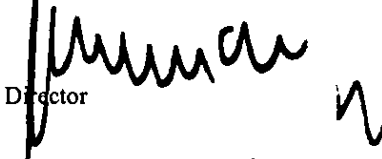
- select suitable accounting policies and then apply them consistently,
- make judgments and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- 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 to enable them ensure that the financial statements comply with the Companies Act 2006. 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

Grant Thornton UK LLP, Chartered Accountants resigned as auditors during the year. Ernst & Young, Chartered Accountants, were appointed as auditors in their stead and have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed at the Annual General Meeting.

On behalf of the board


Director

Date 27 July 2010

Independent auditors' report

to the members of Rolfe & Nolan Group Limited

We have audited the financial statements of Rolfe & Nolan Group Limited for the year ended 31 December 2009 which comprise the Profit and Loss Account, Balance Sheet and the related notes 1 to 15. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards.

This report is made solely to the company's members, as a body, in accordance with Sections 495 and 496 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, 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 Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements.

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 31 December 2009 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

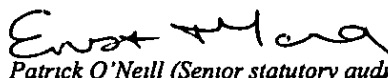
Opinion on other matter prescribed by the Companies Act 2006

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.

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
- the financial statements are not in agreement with the accounting records, 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.


Patrick O'Neill (Senior statutory auditor)
for and on behalf of Ernst & Young
Chartered Accountants and Registered Auditors
Dublin

Date 29 July 2010

Profit and loss account

for the year ended 31 December 2009

		Year to 31 December 2009	10 months to 31 December 2008
	Notes	£	£
Foreign exchange (loss)/gain		(1,692,226)	3,776,314
Operating (loss)/profit	2	(1,692,226)	3,776,314
Income from shares in group undertakings	4	2,312,487	6,000,000
Interest receivable	5	1,642,180	1,182,700
Interest payable and similar charges	6	–	(1,926,077)
Profit on ordinary activities before taxation		2,262,441	9,032,937
Tax on profit on ordinary activities	7	–	–
Profit for the financial year		2,262,441	9,032,937

There were no recognised gains or losses in either period other than the profit attributable to shareholders of the company

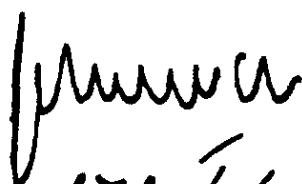
Balance sheet

at 31 December 2009

		31 December 2009	31 December 2008
	Notes	£	£
Assets employed			
Fixed assets			
Financial assets	8	25,000,000	25,000,000
Current assets			
Debtors - due within one year	9	14,973,751	20,760,585
Creditors amounts falling due within one year	10	(27,921,769)	(33,658,557)
Net current liabilities		(12,948,018)	(12,897,972)
Total net assets		12,051,982	12,102,028
Financed by			
Capital and reserves			
Called up share capital	11	19,222	19,222
Share premium	12	107,549	107,549
Revaluation reserve	12	7,848,780	7,848,780
Profit and loss account	12	4,076,431	4,126,477
Total shareholders' funds	12	12,051,982	12,102,028

Director

Date


27. July 2010

Company registered number 4641157

Notes to the financial statements

31 December 2009

1. Accounting policies

Basis of preparation

The financial statements are prepared under the historical cost convention as modified by the revaluation of financial fixed assets and in accordance with Generally Accepted Accounting Practice in the United Kingdom (UK GAAP)

These financial statements present information about the company, and not its group. The company has used the exemption conferred under section 400 of the Companies Act 2006 not to prepare group financial statements as its intermediate parent undertaking, a company established under the law of a member state of the European Union, prepares consolidated financial statements. Details in respect of this intermediate parent undertaking are set out in note 13. Consequently these financial statements deal with the results and state of affairs of the company as a single entity.

The company will continue operating as an intermediate holding company. The financial statements have been prepared on a going concern basis, as the group intends to restructure certain assets and liabilities due within the group.

Statement of cash flows

Financial Reporting Standard No 1 (revised 1996) 'Cash Flow Statements' exempts subsidiary undertakings from the requirement to prepare a cash flow statement where 90% or more of the voting rights are controlled by a group that prepares publicly available consolidated financial statements in which the subsidiary undertaking's results are included. The company has availed of this exemption.

Taxation

Current corporation tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted for the financial year.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax in the future, with the exception that deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Timing differences are differences between profit as computed for taxation purposes and taxation as stated in the financial statements which arise because certain items of income and expenditure in the financial statements are dealt with in different periods for taxation purposes.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Foreign currencies

The financial statements are expressed in pounds sterling (£), the functional currency of the company. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date. All differences are taken to the profit and loss account.

Financial fixed assets

Financial fixed assets represent investments in subsidiary undertakings and are stated at valuation less any provision for diminution in value. Income from financial assets is recognised in the profit and loss account in the year in which it is receivable.

Notes to the financial statements

31 December 2009

2. Operating (loss)/profit

Auditors' remuneration has been borne by another group company

3. Staff costs

The company had no employees during the year (2008 nil) The directors did not receive any remuneration

4. Income from shares in group undertakings

During the year, the company's subsidiary undertaking Rolfe & Nolan Limited distributed 10% of the shares in ION Holdings Inc, a related undertaking, as a dividend in kind to the company, with a value of £2,312,487 The company in turn distributed the same shares as a dividend in kind with the same value

The prior year income of £6,000,000 represents a dividend received from the company's subsidiary undertaking

5. Interest receivable

	<i>Year to 31 December 2009</i>	<i>10 months to 31 December 2008</i>
	<i>£</i>	<i>£</i>
Interest receivable from other group companies	<u>1,642,180</u>	<u>1,182,700</u>

6. Interest payable and similar charges

	<i>Year to 31 December 2009</i>	<i>10 months to 31 December 2008</i>
	<i>£</i>	<i>£</i>
Loan interest and amortisation of loan issue costs	-	326,398
Interest payable to other group companies	-	1,599,679
	<u>-</u>	<u>1,926,077</u>

7. Taxation

(a) Tax on profit on ordinary activities

	<i>Year to 31 December 2009</i>	<i>10 months to 31 December 2008</i>
	<i>£</i>	<i>£</i>
<i>Current tax</i>		
Corporation tax at 28% (2008 28 4%)	-	-
Total current tax (note 7(b))	<u>-</u>	<u>-</u>

Notes to the financial statements

31 December 2009

7. Taxation (Continued)

(b) Factors affecting current tax charge

The current tax charge for the year differs from the standard rate of corporation tax in the UK

The differences are explained below

	<i>Year to 31 December 2009 £</i>	<i>10 months to 31 December 2008 £</i>
Profit on ordinary activities before tax	2,262,441	9,032,937
Profit on ordinary activities at standard UK rate of corporation tax 28% (2008 28.4%)	633,483	2,565,354
Effects of		
Losses utilised	–	(315,091)
Income not taxable for tax purposes	(647,496)	(1,704,000)
Group relief	14,013	(542,263)
Difference in tax rates	–	(4,000)
Total current tax (note 7(a))	–	–

(c) Factors affecting future tax charge

The UK Government issued an announcement that the headline rate of UK corporation tax will be reduced from 28% to 24% over the course of the next four years. This will impact both recognised and unrecognised deferred tax balances. The rate change will also impact the amount of any future cash tax payments to be made by the Company.

8. Financial fixed assets

	<i>Shares in subsidiary £</i>
Valuation	
At 1 January 2009 and at 31 December 2009	25,000,000

The directors are of the view that the net realisable value of the financial fixed assets is not less than the valuation stated above.

At 31 December 2009 the company had the following wholly owned subsidiary undertaking. The shareholding is in Ordinary Shares.

<i>Name</i>	<i>Nature of Business</i>	<i>Registered Office</i>
Rolfe & Nolan Limited	Intermediate holding company	120 Leman Street, London, E1 8EU, England

Notes to the financial statements

31 December 2009

9. Debtors

	31 December 2009	31 December 2008
	£	£
<i>Amounts falling due within one year</i>		
Amounts owed by other group companies	14,973,751	20,760,585

10. Creditors

	31 December 2009	31 December 2008
	£	£
<i>Amounts falling due within one year</i>		
Amounts owed to other group companies	27,789,401	33,387,512
Deferred income	132,368	271,045
	<u>27,921,769</u>	<u>33,658,557</u>

11. Share capital

	31 December 2009		31 December 2008	
	No	£	No	£
<i>Authorised</i>				
Ordinary shares of 1p each	1,966,550	<u>19,666</u>	1,966,550	<u>19,666</u>
<i>Allotted, called up and fully paid</i>				
Ordinary shares of 1p each	1,922,150	<u>19,222</u>	1,922,150	<u>19,222</u>

12. Reconciliation of shareholders' funds and movement on reserves

	Share capital £	Share premium £	Revaluation reserve £	Profit and loss account £	Total share- holders' funds £
At 1 January 2008	19,222	107,549	7,848,780	593,540	8,569,091
Profit for the 10 months	-	-	-	9,032,937	9,032,937
Dividend	-	-	-	(5,500,000)	(5,500,000)
At 31 December 2008	<u>19,222</u>	<u>107,549</u>	<u>7,848,780</u>	<u>4,126,477</u>	<u>12,102,028</u>
Profit for the year	-	-	-	2,262,441	2,262,441
Dividend in kind (note 4)	-	-	-	(2,312,487)	(2,312,487)
At 31 December 2009	<u>19,222</u>	<u>107,549</u>	<u>7,848,780</u>	<u>4,076,431</u>	<u>12,051,982</u>

Notes to the financial statements

31 December 2009

13. Controlling parties and parent company

The immediate parent undertaking is Rolfe & Nolan Holdings Limited, a company incorporated in England. The parent undertaking of the smallest and largest group of undertakings for which consolidated financial statements are prepared and of which the company is a member is ION Trading Limited, a company incorporated in the Republic of Ireland. Copies of these consolidated financial statements are available from the Companies Registration Office, Parnell Square, Dublin 1, Ireland.

At the year end, Mr A Pignataro owned indirectly 95.5% of ITT S A, a company incorporated in Luxembourg, which holds a controlling interest in ION Trading Limited.

14. Related party transactions

The parent company has availed of the exemption provided in Financial Reporting Standard Number 8 "Related Party Transactions" for subsidiary undertakings, 90% or more of whose voting rights are controlled within the group, from the requirements to give details of transactions with entities that are part of the group or investees of the group, qualifying as related parties.

15. Board approval

The Board of Directors approved and authorised for issue the financial statements in respect of the year ended 31 December 2009 on

27th July 2010.