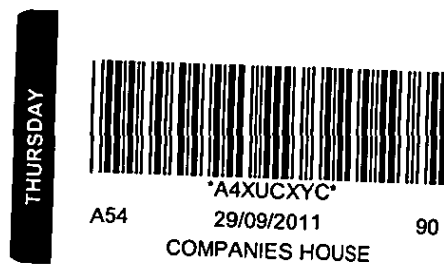


Company Registration No. 05364464 (England and Wales)

BGPH GROUP LIMITED
DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2011



Saffery Champness
CHARTERED ACCOUNTANTS

BGPH GROUP LIMITED

COMPANY INFORMATION

Directors	W Murphy I Armitage M Pates
Secretary	M Pates
Company number	05364464
Registered office	Brookfield House Green Lane Ivinghoe Leighton Buzzard LU7 9ES
Independent Auditors	Saffery Champness Lion House Red Lion Street London WC1R 4GB
Solicitors	Edwin Coe 2 Stone Buildings Lincoln's Inn London WC2A 3TH

BGPH GROUP LIMITED

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BGPH GROUP LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MAY 2011

The directors present their report and financial statements for the year ended 31 May 2011

Principal activities and review of the business

The principal activity of the company is that of holding investments in subsidiary companies

Results and dividends

The results for the year are set out on page 5

Directors

The following directors have held office since 1 June 2010

W Murphy
I Armitage
M Pates

Auditors

Saffery Champness have expressed their willingness to remain in office as auditors of the company

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 these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting 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,
- 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 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.

BGPH GROUP LIMITED

**DIRECTORS' REPORT (continued)
FOR THE YEAR ENDED 31 MAY 2011**

Statement of disclosure to auditors

So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information.

On behalf of the board



M Pates

Director

16/9/2011

BGPH GROUP LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BGPH GROUP LIMITED

We have audited the financial statements of BGPH Group Limited for the year ended 31 May 2011 set out on pages 5 to 13. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom 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 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

As explained more fully in the Directors' Responsibilities Statement set out on pages 1 - 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 and express an opinion on 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. In addition, we read all the financial and non-financial information in the Directors' Report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 May 2011 and of its loss 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.

BGPH GROUP LIMITED

**INDEPENDENT AUDITORS' REPORT (continued)
TO THE MEMBERS OF BGPH GROUP LIMITED**

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, ~~etc~~



**Donna Cairra (Senior Statutory Auditor)
for and on behalf of Saffery Champness**

16/7/2011

**Chartered Accountants
Statutory Auditors**

Lion House
Red Lion Street
London
WC1R 4GB

BGPH GROUP LIMITED**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 MAY 2011**

	Notes	2011 £'000	2010 £'000
Administrative expenses		(3)	(3)
Operating loss		(3)	(3)
Investment income	2	2,733	2,421
Interest payable and similar charges	3	(2,755)	(2,444)
Loss on ordinary activities before taxation		(25)	(26)
Tax on loss on ordinary activities	4	-	-
Loss for the year	10	(25)	(26)

The profit and loss account has been prepared on the basis that all operations are continuing operations

There are no recognised gains and losses other than those passing through the profit and loss account

The notes on pages 7 to 13 form part of these financial statements

BGPH GROUP LIMITED**BALANCE SHEET
AS AT 31 MAY 2011**

	Notes	£'000	2011 £'000	£'000	2010 £'000
Fixed assets					
Investments	5		29,465		29,465
Current assets					
Debtors	6	20,599		20,164	
Cash at bank and in hand		2		3	
		20,601		20,167	
Creditors: amounts falling due within one year	7	(5,125)		(9,420)	
Net current assets			15,476		10,747
Total assets less current liabilities			44,941		40,212
Creditors: amounts falling due after more than one year	8		(25,893)		(21,139)
			19,048		19,073
Capital and reserves					
Called up share capital	9		18,890		18,890
Share premium account	10		353		353
Profit and loss account	10		(195)		(170)
Shareholders' funds	11		19,048		19,073

The notes on pages 7 to 13 form part of these financial statements

Approved by the Board and authorised for issue on



W Murphy
Director

16/9/2011



M Pates
Director

Company Registration No. 05364464

BGPH GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2011

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention

1.2 Compliance with accounting standards

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently

1.3 Investments

Fixed asset investments are stated at cost less provision for diminution in value

1.4 Deferred taxation

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date

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 that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between taxable profits and the results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

Deferred tax is measured on a non-discounted basis at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date

1.5 Group accounts

The financial statements present information about the company as an individual undertaking and not about its group. The company has not prepared group financial statements as it is exempt from the requirement to do so by section 400 of the Companies Act 2006 as it is a subsidiary undertaking of BGPH Holdings Limited, a company incorporated in England, and is included in the consolidated financial statements of that company

1.6 Financial instruments

In accordance with FRS 25 Financial Instruments: Disclosure and Presentation, equity instruments which result in a financial obligation have been classified as debt in these financial statements and dividends payable on such equity instruments are included as interest costs

BGPH GROUP LIMITED**NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 31 MAY 2011**

2	Investment income	2011 £'000	2010 £'000
	Preference share dividend receivable from group undertaking	435	383
	Interest from group companies	<u>2,298</u>	<u>2,038</u>
3	Interest payable	2011 £'000	2010 £'000
	On loans repayable after five years	2,320	2,061
	Preference share dividends payable	<u>435</u>	<u>383</u>
		<u>2,755</u>	<u>2,444</u>
4	Taxation	2011 £'000	2010 £'000
	Current tax charge	<u>-</u>	<u>-</u>
	Factors affecting the tax charge for the year		
	Loss on ordinary activities before taxation	<u>(25)</u>	<u>(26)</u>
	Loss on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 27.83% (2010 - 28.00%)	<u>(7)</u>	<u>(7)</u>
	Effects of		
	Non deductible expenses	-	107
	Tax losses surrendered to group companies	7	7
	Dividends and distributions received	<u>-</u>	<u>(107)</u>
		<u>7</u>	<u>7</u>
	Current tax charge	<u>-</u>	<u>-</u>

BGPH GROUP LIMITED**NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 31 MAY 2011****5 Fixed asset investments**

	Shares in group undertakings £'000	Loans to group undertakings £'000	Total £'000
Cost			
At 1 June 2010 & at 31 May 2011	20,465	9,000	29,465
Net book value			
At 31 May 2011	20,465	9,000	29,465
At 31 May 2010	20,465	9,000	29,465

Holdings of more than 20%

The company holds more than 20% of the share capital of the following companies

Company	Country of registration or incorporation	Shares held Class	%
Subsidiary undertakings			
BGPH Limited	England and Wales	Ordinary	100.00

The aggregate amount of capital and reserves and the results of these undertakings for the last relevant financial year were as follows

		Capital and reserves 2011 £'000	Profit/(loss) for the year 2011 £'000
	Principal activity		
BGPH Limited	Holdings company	(1,924)	(6,966)

6 Debtors

	2011 £'000	2010 £'000
Amounts owed by parent and fellow subsidiary undertakings	20,599	20,164

Included in the amounts owed by group undertakings is an amount for dividends from preference shares held in a subsidiary which fall due after more than one year for £1,841,000 (2010 £1,407,000)

BGPH GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 31 MAY 2011**

7	Creditors: amounts falling due within one year	2011 £'000	2010 £'000
	Amounts owed to subsidiary undertakings	<u>5,125</u>	<u>9,420</u>

BGPH GROUP LIMITED**NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 31 MAY 2011**

8 Creditors: amounts falling due after more than one year	2011 £'000	2010 £'000
Other loans	19,924	15,864
Accruals and deferred income	2,298	2,038
Accrued preference share dividend payable	1,841	1,407
Preference shares classed as a financial liability	1,830	1,830
	<u>25,893</u>	<u>21,139</u>
Analysis of loans		
Not wholly repayable within five years other than by instalments		
Other loans	-	15,864
Wholly repayable within five years	19,924	-
	<u>19,924</u>	<u>15,864</u>
Loan maturity analysis		
In more than two years but not more than five years	19,924	-
In more than five years	-	15,864
	<u>19,924</u>	<u>15,864</u>
Preference shares classified as financial liabilities		
In more than one year but not more than two years	1,830	1,830
	<u>1,830</u>	<u>1,830</u>

The loan notes are due for repayment on 30 November 2015 and accrue interest at a rate of 12% (2010 12%) per annum. The loan notes are listed on the Channel Island Stock Exchange in Guernsey. Included in the balance are deferred issue costs of £101,000 (2010 £123,000) which are released to profit and loss over the term of the loan.

The company has in issue 1,830,391 12.6% cumulative redeemable preference shares of £1 each. These have been classified as a financial liability in accordance with FRS 25 Financial Instruments - Disclosure and Presentation.

On 31 May 2011 the group issued £2,000,000 loan notes which accrue interest at 15% compounding daily. The loan notes are secured by way of debenture over the assets of the company. The loan notes are due for repayment on 30 November 2015.

BGPH GROUP LIMITED**NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 31 MAY 2011**

9 Share capital	2011 £'000	2010 £'000
Authorised		
37,780 Ordinary shares of 50p each	<u>18,890</u>	<u>18,890</u>
Allotted, called up and fully paid		
37,780 Ordinary shares of 50p each	<u>18,890</u>	<u>18,890</u>
10 Statement of movements on reserves		
	Share premium account £'000	Profit and loss account £'000
Balance at 1 June 2010	353	(170)
Loss for the year	-	(25)
Balance at 31 May 2011	<u>353</u>	<u>(195)</u>
11 Reconciliation of movements in shareholders' funds	2011 £'000	2010 £'000
Loss for the financial year	(25)	(26)
Opening shareholders' funds	<u>19,073</u>	<u>19,099</u>
Closing shareholders' funds	<u>19,048</u>	<u>19,073</u>

12 Employees**Number of employees**

There were no employees during the year apart from the directors

13 Control

The immediate parent company is BGPH Holdings Limited, a company registered in England and Wales

BGPH Holdings Limited prepares group financial statements and copies can be obtained from Gateway House, Milverton Street, London SE11 4AP

BGPH GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 31 MAY 2011**

14 Related party relationships and transactions

The company has taken advantage of the exemption available in accordance with FRS 8 'Related party disclosures' not to disclose transactions entered into between two or more members of a group, as the company is a wholly owned subsidiary undertaking of the group to which it is party to the transactions