

Roof Warehouse Limited (formerly Roof Warehouse Plc)

Registered number 05619644

Directors' report and financial statements

For the period ended 31 March 2011

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ROOF WAREHOUSE LIMITED (FORMERLY ROOF WAREHOUSE PLC)

COMPANY INFORMATION

Directors Mr D M Ramakers (resigned 5 December 2011)
Mr A R Blanc (resigned 1 September 2010)
Mr J MacLeod (appointed 1 March 2011)
Mr F Hautman (appointed 1 September 2010)

Company secretary TCSS Limited

Company number 05619644

Registered office Oakwood House
Tonbridge Road
Romford
Essex
RM3 8TS

Auditors Mazars LLP
Chartered Accountants & Statutory Auditor
Tower Building
Water Street
Liverpool
L3 1PQ

Bankers Natwest
35 Fishergate
Preston
Lancashire
PR1 3BH

ROOF WAREHOUSE LIMITED (FORMERLY ROOF WAREHOUSE PLC)

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ROOF WAREHOUSE LIMITED (FORMERLY ROOF WAREHOUSE PLC)

DIRECTORS' REPORT FOR THE PERIOD ENDED 31 MARCH 2011

The directors present their report and the financial statements for the period ended 31 March 2011

Principal activities

The company is a specialist roofing material distributor serving the contractor market

Business review

The year under review has again been one of consolidation. The directors made key strategic decisions with regards to the structure of the trading operations resulting in the closure of the Bristol depot, the result being that only one trading unit now remains in Romford (Essex)

The economic downturn that has been seen throughout the accounting period has had less impact than anticipated on the performance of the business. This is due mainly to the restructure and focus on the customer service that the company offers

Future developments

The company intends to continue its present operations. Profitability of the company has shown positive signs following the end of the accounting period and under the new structure of the company, the directors believe that the company will generate profits going forward

Results

The loss for the period, after taxation, amounted to £601,812 (2009 - loss £883,518)

Directors

The directors who served during the period were

Mr D M Ramakers (resigned 5 December 2011)
Mr A R Blanc (resigned 1 September 2010)
Mr J MacLeod (appointed 1 March 2011)
Mr F Hautman (appointed 1 September 2010)

ROOF WAREHOUSE LIMITED (FORMERLY ROOF WAREHOUSE PLC)

DIRECTORS' REPORT FOR THE PERIOD ENDED 31 MARCH 2011

Principal risks and uncertainties

Financial risk management

The company's operations expose it to a variety of financial risks that include the effect of changes in debt market prices, credit risk, liquidity risk and interest rate risk. The company has in place a risk management programme that seeks to limit the adverse effects on the financial performance of the company by monitoring levels of debt finance and the related finance costs. The company does not use derivative financial instruments to manage interest rate costs and as such, no hedge accounting is required.

Given the size of the company, the directors have not delegated the responsibility of monitoring financial risk management to a sub-committee of the board. The policies set by the board of directors are implemented by the company's finance department. The department has a policy and procedures manual that sets out specific guidelines to manage interest rate risk, credit risk and circumstances where it would be appropriate to use financial instruments to manage these.

Price risk

The company is exposed to commodity price risk as a result of its operations. However, given the size of the company's operations, the cost of managing exposure to commodity price risk exceeds any potential benefits. The directors will revisit the appropriateness of this policy should the company's operations change in size or in nature. The company has no exposure to equity securities as it holds no listed or equity instruments.

Credit risk

The company has implemented a policy that where debt finance is utilised, this is subject to pre-approval by the Board of Directors. The amount of exposure to any individual counterparty is subject to a limit, which is reassessed annually by the board.

Liquidity risk

The company actively maintains a mixture of long and short term debt finance that is designed to ensure the company has sufficient available funds for operation and planned expansion.

Interest rate cash flow risk

The company has both interest bearing assets and liabilities. Interest bearing assets include only cash balances which earn interest at a fixed rate. The company has a policy of regularly reviewing the variable interest rate on borrowings to ensure the best rate possible is in place therefore giving greater certainty of future interest cash flows. The directors will revisit the appropriateness of this policy should the company's operations change in size or nature.

Company's policy for payment of creditors

The Company negotiates credit terms with suppliers on an individual basis and meets those terms as agreed with each supplier.

ROOF WAREHOUSE LIMITED (FORMERLY ROOF WAREHOUSE PLC)

DIRECTORS' REPORT FOR THE PERIOD ENDED 31 MARCH 2011

Directors' responsibilities statement

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 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,
- 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.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements and other information included in Directors' Reports may differ from legislation in other jurisdictions.

Provision of information to auditors

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that

- so far as that director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the company's auditors in connection with preparing their report and to establish that the company's auditors are aware of that information.

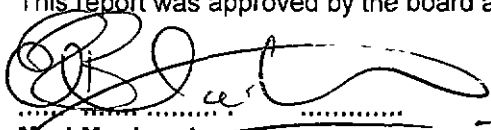
ROOF WAREHOUSE LIMITED (FORMERLY ROOF WAREHOUSE PLC)

DIRECTORS' REPORT FOR THE PERIOD ENDED 31 MARCH 2011

Auditors

The auditors, Mazars LLP, will be proposed for reappointment in accordance with section 489 of the Companies Act 2006

This report was approved by the board and signed on its behalf


Mr J MacLeod
Director

Date 20/12/2011

Oakwood House
Tonbridge Road
Romford
Essex
RM3 8TS

ROOF WAREHOUSE LIMITED (FORMERLY ROOF WAREHOUSE PLC)

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF ROOF WAREHOUSE LIMITED (FORMERLY ROOF WAREHOUSE PLC)

We have audited the financial statements of Roof Warehouse Limited (formerly Roof Warehouse Plc) for the period ended 31 March 2011, which comprise the Profit and Loss Account, the Balance Sheet, the Cash Flow Statement and the related notes. 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).

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 3, 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. 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.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Auditing Practices Board's website at www.frc.org.uk/apb/scope/private.cfm.

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 March 2011 and of its loss for the period 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 period for which the financial statements are prepared is consistent with the financial statements.

ROOF WAREHOUSE LIMITED (FORMERLY ROOF WAREHOUSE PLC)

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF ROOF WAREHOUSE LIMITED (FORMERLY ROOF WAREHOUSE PLC)

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



Kevin Simmons (Senior statutory auditor)

for and on behalf of Mazars LLP

Chartered Accountants and Statutory Auditor

Tower Building
Water Street
Liverpool
L3 1PQ

21 December 2011

ROOF WAREHOUSE LIMITED (FORMERLY ROOF WAREHOUSE PLC)

PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDED 31 MARCH 2011

	Note	Period ended 31 March 2011 £	Year ended 31 December 2009 £
Turnover	1,2		
Continuing operations		2,730,687	1,756,801
Discontinued operations		164,561	441,659
		<u>2,895,248</u>	<u>2,198,460</u>
Cost of sales	3	<u>(2,314,362)</u>	<u>(1,808,003)</u>
Gross profit		580,886	390,457
Administrative expenses	3	(970,868)	(1,159,105)
Exceptional administrative expenses		(192,437)	-
Total administrative expenses		<u>(1,163,305)</u>	<u>(1,159,105)</u>
Other operating charges		(18,255)	-
Other operating charges	3	<u>(18,255)</u>	<u>-</u>
Operating loss	4		
Continuing operations		(415,660)	94,713
Discontinued operations		(185,014)	(863,361)
		<u>(600,674)</u>	<u>(768,648)</u>
Exceptional items	8		
Net profit/(loss) on sale of tangible fixed assets		-	(43,154)
Other exceptional items		-	(70,000)
		<u>-</u>	<u>(113,154)</u>
Loss on ordinary activities before interest		(600,674)	(881,802)
Loss on disposal of investments		(6)	-
Interest receivable and similar income		2,180	1,555
Interest payable and similar charges	7	<u>(3,312)</u>	<u>(3,271)</u>
Loss on ordinary activities before taxation		(601,812)	(883,518)
Tax on loss on ordinary activities	9	<u>-</u>	<u>-</u>
Loss for the financial period	18	<u><u>(601,812)</u></u>	<u><u>(883,518)</u></u>

There were no recognised gains and losses for 2011 or 2009 other than those included in the Profit and Loss Account

The notes on pages 10 to 22 form part of these financial statements

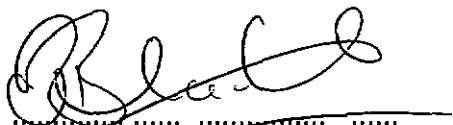
ROOF WAREHOUSE LIMITED (FORMERLY ROOF WAREHOUSE PLC)

Registered number 05619644

BALANCE SHEET AS AT 31 MARCH 2011

	Note	£	31 March 2011 £	31 December 2009 £
Fixed assets				
Intangible assets	10		-	238,247
Tangible assets	11		77,492	33,367
Investments	12		-	6
			<u>77,492</u>	<u>271,620</u>
Current assets				
Stocks	13	233,226		362,291
Debtors	14	332,714		434,449
Cash at bank and in hand		90,648		144,480
		<u>656,588</u>		<u>941,220</u>
Creditors: amounts falling due within one year	15	(440,277)		(528,237)
Net current assets			<u>216,311</u>	<u>412,983</u>
Total assets less current liabilities			<u>293,803</u>	<u>684,603</u>
Creditors amounts falling due after more than one year	16		1,220,000	1,008,988
Capital and reserves				
Called up share capital	17	4,510,000		4,510,000
Profit and loss account	18	(5,436,197)		(4,834,385)
	19		<u>(926,197)</u>	<u>(324,385)</u>
			<u>293,803</u>	<u>684,603</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf by



Mr J MacLeod
Director

Date 20/12/2011

The notes on pages 10 to 22 form part of these financial statements

ROOF WAREHOUSE LIMITED (FORMERLY ROOF WAREHOUSE PLC)

CASH FLOW STATEMENT FOR THE PERIOD ENDED 31 MARCH 2011

		Period ended 31 March 2011 £	Year ended 31 December 2009 £
	Note		
Net cash flow from operating activities	20	(103,299)	(579,082)
Returns on investments and servicing of finance	21	(1,133)	(1,716)
Capital expenditure and financial investment	21	(76,753)	297,586
Cash outflow before financing		(181,185)	(283,212)
Financing	21	220,000	448,700
Increase in cash in the period		38,815	165,488

RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET FUNDS/DEBT FOR THE PERIOD ENDED 31 MARCH 2011

	Period ended 31 March 2011 £	Year ended 31 December 2009 £
Increase in cash in the period	38,815	165,488
Cash (inflow)/outflow from (increase)/decrease in debt and lease financing	(220,000)	251,300
Movement in net debt in the period	(181,185)	416,788
Net debt at 1 January 2010	(948,167)	(1,364,955)
Net debt at 31 March 2011	(1,129,352)	(948,167)

The notes on pages 10 to 22 form part of these financial statements

ROOF WAREHOUSE LIMITED (FORMERLY ROOF WAREHOUSE PLC)

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2011

1 Accounting Policies

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards

1.2 Turnover

Turnover comprises revenue recognised by the company in respect of goods supplied, exclusive of customer discounts and Value Added Turnover is recognised at the point in time that the goods are dispatched

1.3 Intangible fixed assets and amortisation

Goodwill is the difference between amounts paid on the acquisition of a business and the fair value of the identifiable assets and liabilities. It is amortised to the Profit and Loss Account over its estimated economic life

Amortisation is provided at the following rates

Goodwill	-	10% Straight line on original cost
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1.4 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases

Leasehold property	-	Straight line over life of lease
Motor vehicles	-	25% Straight line on original cost
Fixtures & fittings	-	15% Straight line on original cost
Equipment	-	33% Straight line on original cost

The directors have chosen not to depreciate the building integral to this land as in their opinion the property is maintained to such a standard that its remaining useful economic life is far in excess of fifty years and therefore the depreciation would be immaterial. The directors will review this policy annually and consider any impairment that may have occurred and consider the impact of such impairment on the financial statements

1.5 Stocks

Stocks are valued at the lower of cost and net realisable value after making due allowance for obsolete and slow-moving items

1.6 Operating leases

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease

ROOF WAREHOUSE LIMITED (FORMERLY ROOF WAREHOUSE PLC)

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2011

1 Accounting Policies (continued)

1.7 Pensions

The company operates a defined contribution pension scheme for employees. The assets of the scheme are held separately from those of the company. The annual contributions payable are charged to the profit and loss account.

1.8 Deferred taxation

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, with the following exceptions:

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.

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.

1.9 Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences are taken into account in arriving at the operating profit.

1.10 Financial instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities.

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the balance sheet. Finance costs and gains or losses relating to financial liabilities are included in the profit and loss account. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity.

1.11 Provisions

Provisions are set up only where it is probable that a present obligation exists as a result of an event prior to the balance sheet date and that a payment will be required in the settlement that can be estimated reliably.

ROOF WAREHOUSE LIMITED (FORMERLY ROOF WAREHOUSE PLC)

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2011

2 Turnover

All turnover arose within the United Kingdom

The whole of the turnover and loss before taxation from continuing activities is attributable to the one principal activity of the company. The turnover and loss before taxation from discontinued activities arose from the divisions which ceased trading in the year following the restructuring of the company.

3. Cost of sales and expenses

	Period ended 31 March 2011		Year ended 31 December 2009	
	Continuing	Discontinued	Continuing	Discontinued
	£	£	£	£
Cost of sales	2,078,006	236,356	1,261,224	546,779
Administrative expenses	1,050,086	113,219	400,864	758,241
Other operating charges	18,255	-	-	-

During the prior year, a restructuring of the company resulted in the closure of the West Midlands, South Coast and Scotland divisions. In the current period, a further restructuring of the company resulted in the closure of the Bristol division. The cost of sales and administrative expenses of those divisions are disclosed above under discontinued activities.

The cost of sales and administrative costs disclosed under continuing operations relate solely to the Romford division.

4. Operating loss

The operating loss is stated after charging

	Period ended 31 March 2011 £	Year ended 31 December 2009 £
Amortisation - intangible fixed assets	45,810	36,648
Depreciation of tangible fixed assets		
- owned by the company	26,465	18,003
Operating lease rentals		
- plant and machinery	8,171	18,504
- other operating leases	180,825	188,270
Loss on foreign exchange	1,969	3,796
Exceptional administrative expenses	192,437	-
Loss on disposal of fixed assets	6,157	17,820

During the period, no director received any emoluments (2009 - £NIL)

ROOF WAREHOUSE LIMITED (FORMERLY ROOF WAREHOUSE PLC)

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2011

5. Auditors' remuneration

	Period ended 31 March 2011 £	Year ended 31 December 2009 £
Fees payable to the company's auditor for the audit of the company's annual accounts	10,000	9,500
Fees payable to the company's auditor and its associates in respect of		
All other services	5,445	10,303
	<u>15,445</u>	<u>19,803</u>

6 Staff costs

Staff costs were as follows

	Period ended 31 March 2011 £	Year ended 31 December 2009 £
Wages and salaries	357,995	398,714
Social security costs	36,216	37,819
Other pension costs	-	1,368
	<u>394,211</u>	<u>437,901</u>

The average monthly number of employees, including the directors, during the period was as follows

	Period ended 31 March 2011 No.	Year ended 31 December 2009 No.
Number of administrative staff	2	9
Number of management staff	2	3
Number of distribution staff	6	4
	<u>10</u>	<u>16</u>

The staff costs summarised above exclude temporary staff costs, redundancy costs and directors' compensation for loss of office costs

ROOF WAREHOUSE LIMITED (FORMERLY ROOF WAREHOUSE PLC)

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2011

7. Interest payable

	Period ended 31 March 2011 £	Year ended 31 December 2009 £
On bank loans and overdrafts	19	1,641
On other loans	3,293	1,630
	<u>3,312</u>	<u>3,271</u>

8 Exceptional items

	Period ended 31 March 2011 £	Year ended 31 December 2009 £
Costs of restructuring the company	-	70,000
Impairment of goodwill	192,437	-
Loss on disposal of freehold property	-	43,154
	<u>192,437</u>	<u>113,154</u>

9. Taxation

Factors affecting tax charge for the period/year

The tax assessed for the period/year is lower than (2009 - lower than) the standard rate of corporation tax in the UK of 21% (2009 - 21%) The differences are explained below

	Period ended 31 March 2011 £	Year ended 31 December 2009 £
Loss on ordinary activities before tax	<u>(601,812)</u>	<u>(883,518)</u>
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 21% (2009 - 21%)	(126,381)	(185,539)
Effects of.		
Expenses not deductible for tax purposes	3,009	1,637
Capital allowances for year in deficit of depreciation	6,850	22,004
Utilisation of tax losses in the current year	-	(353)
Tax losses forgone in the current year	-	70,194
Unrelieved tax losses carried forward	116,522	92,057
Current tax charge for the period/year (see note above)	<u>-</u>	<u>-</u>

ROOF WAREHOUSE LIMITED (FORMERLY ROOF WAREHOUSE PLC)

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2011

9. Taxation (continued)

Factors that may affect future tax charges

The company has taxable trading losses carried forward of £4,785,992 (2009 £4,231,126) to offset against future trading profits

10. Intangible fixed assets

	Goodwill £
Cost	
At 1 January 2010 and 31 March 2011	274,895
Amortisation	
At 1 January 2010	36,648
Charge for the period	45,810
Impairment charge	192,437
At 31 March 2011	274,895
Net book value	
At 31 March 2011	-
At 31 December 2009	238,247

The above represents the value of goodwill purchased in respect of the Romford division. This has been reviewed during the period by the directors and in their consideration the goodwill has been impaired following the losses generated by the company.

ROOF WAREHOUSE LIMITED (FORMERLY ROOF WAREHOUSE PLC)

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2011

11 Tangible fixed assets

	Leasehold Property £	Fixtures & Fittings £	Motor Vehicles £	Equipment £	Total £
Cost					
At 1 January 2010	10,776	16,788	1	26,728	54,293
Additions	-	3,500	71,104	2,149	76,753
Disposals	(7,589)	-	-	(2,665)	(10,254)
Transfer between classes	-	(10,826)	-	10,826	-
At 31 March 2011	3,187	9,462	71,105	37,038	120,792
Depreciation					
At 1 January 2010	2,128	6,307	-	12,491	20,926
Charge for the period	1,933	5,388	13,154	5,990	26,465
On disposals	(1,453)	-	-	(2,638)	(4,091)
Transfer between classes	-	(8,378)	-	8,378	-
At 31 March 2011	2,608	3,317	13,154	24,221	43,300
Net book value					
At 31 March 2011	579	6,145	57,951	12,817	77,492
At 31 December 2009	8,648	10,481	1	14,237	33,367

12 Fixed asset investments

	Investments in subsidiary companies £
Cost or valuation	
At 1 January 2010	6
Disposals	(6)
At 31 March 2011	-
Net book value	
At 31 March 2011	-
At 31 December 2009	6

ROOF WAREHOUSE LIMITED (FORMERLY ROOF WAREHOUSE PLC)

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2011

12. Fixed asset investments (continued)

Subsidiary undertakings

The following were 100% owned subsidiary undertakings of the company

Name	Class of shares
The Roof Warehouse (West Midlands) Limited	Ordinary
The Roof Warehouse (Scotland) Limited	Ordinary
Roof Warehouse (East London) Limited	Ordinary
Roof Warehouse (Bristol) Limited	Ordinary
Roof Warehouse (South Coast) Limited	Ordinary
Roof Warehouse (Wolverhampton) Limited	Ordinary

The above subsidiary companies which were dormant during the year ended 31 December 2009 were liquidated during the period to 31 March 2011

13. Stocks

	31 March 2011 £	31 December 2009 £
Stocks held for resale	233,226	362,291

14. Debtors

	31 March 2011 £	31 December 2009 £
Trade debtors	280,722	344,518
Other debtors	1,386	25,849
Prepayments and accrued income	50,606	64,082
	332,714	434,449

ROOF WAREHOUSE LIMITED (FORMERLY ROOF WAREHOUSE PLC)

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2011

15 Creditors: Amounts falling due within one year

	31 March 2011 £	31 December 2009 £
Bank loans and overdrafts	-	92,647
Trade creditors	355,982	311,584
Amounts owed to group undertakings	-	6
Social security and other taxes	14,396	24,794
Other creditors	11,014	1,634
Accruals and deferred income	58,885	97,572
	<u>440,277</u>	<u>528,237</u>

The NatWest bank plc has a debenture dated 1 April 2006 in respect of a fixed and floating charge over all assets of the company

16. Creditors: Amounts falling due after more than one year

	31 March 2011 £	31 December 2009 £
Other loans	220,000	-
Other creditors	-	8,988
Share capital treated as debt (Note 17)	1,000,000	1,000,000
	<u>1,220,000</u>	<u>1,008,988</u>

Disclosure of the terms and conditions attached to the non-equity shares is made in note 17

The Shares classed as financial liabilities shown above represent 1,000,000 Preference Shares of £1 each

The Company shall redeem all the Preference Shares then re-issue immediately prior to an Exit Event. Subject to investor consent, the Company may, at any time on not less than 25 Business Days' notice in writing to the holders of the Preference Shares, redeem, in multiples of not less than 50,000 Preference Shares, such total number of Preference Shares as specified in such notice

There shall be paid on the redemption of each Preference Share an amount equal to 100% of the Issue Price thereof and all accruals and/or unpaid amounts of Preference Dividend in respect thereof

ROOF WAREHOUSE LIMITED (FORMERLY ROOF WAREHOUSE PLC)

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2011

17. Share capital

	31 March 2011 £	31 December 2009 £
Shares classified as capital		
Allotted, called up and fully paid		
4,410,000 Ordinary A shares shares of £1 each	4,410,000	4,410,000
100,000 Ordinary B shares shares of £1 each	100,000	100,000
	<u>4,510,000</u>	<u>4,510,000</u>
Shares classified as debt		
Allotted, called up and fully paid		
1,000,000 Preference shares shares of £1 each	<u>1,000,000</u>	<u>1,000,000</u>

18. Reserves

	Profit and loss account £
At 1 January 2010	(4,834,385)
Loss for the period	(601,812)
At 31 March 2011	<u>(5,436,197)</u>

19. Reconciliation of movement in shareholders' deficit

	31 March 2011 £	31 December 2009 £
Opening shareholders' deficit	(324,385)	(140,867)
Loss for the period/year	(601,812)	(883,518)
Shares issued during the period/year	-	700,000
Closing shareholders' deficit	<u>(926,197)</u>	<u>(324,385)</u>

ROOF WAREHOUSE LIMITED (FORMERLY ROOF WAREHOUSE PLC)

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2011

20 Net cash flow from operating activities

	Period ended 31 March 2011 £	Year ended 31 December 2009 £
Operating loss	(600,674)	(768,648)
Exceptional items	-	(70,000)
Amortisation of intangible fixed assets	45,810	36,648
Depreciation of tangible fixed assets	26,465	18,003
Impairments of fixed assets	192,437	-
Loss on disposal of tangible fixed assets	6,157	17,820
Decrease in stocks	129,065	178,981
Decrease in debtors	101,735	356,301
Decrease in creditors	(4,294)	(341,187)
Decrease in provisions	-	(7,000)
Net cash outflow from operating activities	(103,299)	(579,082)

21. Analysis of cash flows for headings netted in cash flow statement

	Period ended 31 March 2011 £	Year ended 31 December 2009 £
Returns on investments and servicing of finance		
Interest received	2,180	1,555
Interest paid	(3,313)	(3,271)
Net cash outflow from returns on investments and servicing of finance	(1,133)	(1,716)
	Period ended 31 March 2011 £	Year ended 31 December 2009 £
Capital expenditure and financial investment		
Purchase of tangible fixed assets	(76,753)	(2,414)
Sale of tangible fixed assets	-	300,000
Net cash (outflow)/inflow from capital expenditure	(76,753)	297,586

ROOF WAREHOUSE LIMITED (FORMERLY ROOF WAREHOUSE PLC)

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2011

21. Analysis of cash flows for headings netted in cash flow statement (continued)

	Period ended 31 March 2011 £	Year ended 31 December 2009 £
Financing		
Issue of ordinary shares	-	700,000
Repayment of loans	-	(251,300)
Other new loans	220,000	-
Net cash inflow from financing	220,000	448,700

22. Analysis of changes in net debt

	1 January 2010 £	Cash flow £	Other non-cash changes £	31 March 2011 £
Cash at bank and in hand	144,480	(53,832)	-	90,648
Bank overdraft	(92,647)	92,647	-	-
	<u>51,833</u>	<u>38,815</u>	<u>-</u>	<u>90,648</u>
Debt:				
Debts due within one year	-	(220,000)	220,000	-
Debts falling due after more than one year	(1,000,000)	-	(220,000)	(1,220,000)
Net debt	(948,167)	(181,185)	-	(1,129,352)

23. Contingent liabilities

In accordance with the Articles of Association holders of the Preference shares, in priority to the dividends on any other class of share, are entitled to a fixed cumulative preferential net cash dividend at the rate of 5.25% per annum of the Issue Price of each Preference Share to be carried forward and any dividends paid to the Preference shareholders shall be applied in reducing the arrears of the Preference dividend. As at 31 March 2011 the amount of cumulative preference dividend carried forward was £240,529 (December 2009 £174,904).

24. Pension commitments

The company operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £nil (2009 £1,368). There were outstanding contributions at 31 March 2011 of £518 (December 2009 £nil).

ROOF WAREHOUSE LIMITED (FORMERLY ROOF WAREHOUSE PLC)

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2011

25. Operating lease commitments

At 31 March 2011 the company had annual commitments under non-cancellable operating leases as follows

	Land and buildings			Other
	31 March	31 December	31 March	31 December
	2011	2009	2011	2009
	£	£	£	£
Expiry date:				
Within 1 year	-	7,333	6,821	1,680
Between 2 and 5 years	-	-	5,044	14,352
After more than 5 years	50,000	107,167	-	-
	<u>50,000</u>	<u>107,167</u>	<u>-</u>	<u>-</u>

Total aggregate commitments held under non-cancellable operating leases at 31 March 2011 relating to land and buildings is £266,667 (2009 £895,333). This is based upon the assumption that the leases will all run to their expiration date and therefore does not account for any break clauses that may be in place. It also excludes any increases in rent that may become payable following scheduled rent reviews implicit in the lease agreements.

26. Related party transactions

There are no related party transactions, meeting the definitions of FRS 8, requiring to be disclosed.

The company was under the control of the directors throughout the current and previous year.

In the opinion of the directors there is no ultimate parent company as no single corporate entity owns more than 50% of the issued share capital.