

**Latium Holdings Limited**

**Directors' report and financial  
statements**

**Registered number 05816134**

**Period from incorporation on 15 May 2006  
to 2 November 2007**



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## Directors' report

The directors present their directors' report and financial statements for the period ended 2 November 2007

### Principal activities and review of the business

Latium Holdings Limited was incorporated on 15 May 2006. On 10 July 2006 the company acquired 100% of the ordinary share capital of Ultraframe Limited (formerly Ultraframe Plc) for £30,712,000.

On 14 November 2006 100% of the ordinary share capital of Latium Holdings Limited was acquired by Latium Roofing Systems Limited for consideration of £1,000.

### Results and dividends

The results for the year are on page 5. The Directors do not recommend the payment of a dividend.

### Directors

The directors who served during the period were

Brian Kennedy (appointed 15 May 2006, resigned 4 July 2007)

Stuart Lees (appointed 15 May 2006)

Bryan Stock (appointed 15 May 2006, resigned 30 October 2007)

I Thomson (appointed 30 April 2008)

Daren Wallis (appointed 31 October 2007, resigned 30 April 2008)

### Political and charitable contributions

The Company made no political or charitable donations during the period.

### Issue of shares

On incorporation on 15 May 2006 the company issued 100 ordinary shares at par with a nominal value of £100.

### 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.

### Auditors

During the period KPMG LLP were appointed as auditors.

In accordance with Section 384 of the Companies Act 1985, a resolution for the re-appointment of KPMG LLP as auditors of the Company is to be proposed at the forthcoming Annual General Meeting.

On behalf of the board.



I Thomson  
Director

Enterprise Works  
Salthull Road  
Clitheroe  
Lancashire  
BB7 1PE  
2008

## **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

St James' Square  
Manchester  
M2 6DS  
United Kingdom

### **Independent auditors' report to the members of Latium Holdings Limited**

We have audited the financial statements of Latium Holdings Limited for the period ended 2 November 2007 which comprise the Profit and Loss Account, the Balance Sheet, the Reconciliation of Movements in Shareholders' Deficit 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 Latium Holdings 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 2 November 2007 and of its loss for the period 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*

KPMG LLP  
Chartered Accountants  
Registered Auditor

*27 August 2008*

**Profit and Loss Account**  
*for the period ended 2 November 2007*

	<i>Note</i>	<b>2007 £000</b>
<b>Turnover</b>		<b>1,211</b>
<b>Operating profit</b>		<b>1,211</b>
Other interest receivable and similar income	5	32
Interest payable and similar charges	6	<b>(2,164)</b>
<b>Loss on ordinary activities before taxation</b>		<b>(921)</b>
Tax on loss on ordinary activities	7	-
<b>Loss for the financial period</b>		<b>(921)</b>

All amounts relate to continuing operations


There are no recognised gains and losses other than those passing through the profit and loss account, and therefore no separate statement of total recognised gains and losses has been presented

The loss on ordinary activities before taxation and the retained loss have been calculated on the historical cost basis

**Balance sheet**  
*as at 2 November 2007*

	<i>Note</i>	<b>2007 £000</b>	<b>2007 £000</b>
<b>Fixed assets</b>			
Investments	8		30,712
<b>Current assets</b>			
Debtors	9	1,370	
Cash at bank and in hand		-	
		<hr/>	
		1,370	
<b>Creditors</b> amounts falling due within one year	10	(29,763)	
		<hr/>	
<b>Net current liabilities</b>			(28,393)
			<hr/>
<b>Total assets less current liabilities</b>			2,319
<b>Creditors</b> amounts falling due in more than one year	11		(3,240)
			<hr/>
<b>Net liabilities</b>			(921)
			<hr/>
<b>Capital and reserves</b>			
Called up share capital	12		-
Profit and loss capital	13		(921)
			<hr/>
<b>Shareholders' deficit</b>			(921)
			<hr/>

Approved by the Board and authorised for issue on 26 AUGUST 2008.

  
S Lees  
Director



## Reconciliation of movements in shareholders' deficit

*For the year ended 2 November 2007*

	2007 £000
Profit for the period	(921)
Net increase in shareholders' deficit	(921)
Opening shareholders' funds	-
Closing shareholders' deficit	(921)

## 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 financial statements

#### *Basis of preparation*

The financial statements have been prepared in accordance with applicable accounting standards, under the historical cost accounting rules and within the requirements of the Companies Act 1985

The financial statements have been prepared on the going concern basis as the ultimate parent company, Latium Plastics Holdings Limited, has confirmed that it will provide support for at least twelve months following the approval of these financial statements. If the company were unable to continue to trade, adjustments would have to be made to reduce the value of the assets to their recoverable amounts, to provide for any further liabilities that may arise and to reclassify fixed assets and long term liabilities as current assets and liabilities

The Company is exempt by virtue of s248 of the Companies Act 1985 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group

Under FRS 1 the company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the company in its own published consolidated financial statements

The directors have taken advantage of the exemption contained in Financial Reporting Standard 8, paragraph 3c and have not disclosed related party transactions with group companies as it is a wholly owned subsidiary of Latium Plastics Holdings Limited. The consolidated financial statements of this company can be obtained from the address given in note 15

#### *Investments*

In the company's financial statements, investments in subsidiary undertakings are stated at cost less any permanent diminution in value

#### *Taxation*

The charge for taxation is based on the loss for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes

Deferred tax is recognised in respect of all timing differences which have originated but not reversed at the balance sheet date. Timing differences are differences between taxable profits and the results as stated in the financial statements which 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

#### *Cash and liquid resources*

Cash, for the purpose of the cash flow statement, comprises cash in hand and deposits repayable on demand, less overdrafts payable on demand

#### *Turnover*

Turnover comprises management fees, net of VAT, received from related parties. All turnover arises in the United Kingdom

**Notes (continued)**

**2 Operating profit**

*Auditors' remuneration*

	2007 £000
Audit of these financial statements	6

Auditors remuneration is paid by Latium Plastics Holdings Limited

**3 Directors' remuneration**

Directors' remuneration was paid by Latium Plastics Holdings Limited

**4 Staff numbers and costs**

The company had no employees during the period

**5 Other interest receivable and similar income**

	2007 £000
Bank interest	32

**6 Interest payable and similar charges**

	2007 £000
Interest on subordinated loan stock	240
Bank interest	1,244
Amortised finance charge	680
	<u>2,164</u>

## Notes (continued)

### 7 Taxation

	2007 £000
<b>UK corporation tax</b>	
UK corporation tax	-
Adjustments for prior years	-
	<hr/>
Total current tax charge	-
<b>Deferred tax</b>	
Origination/reversal of timing differences	-
	<hr/>
Tax on profit on ordinary activities	-
	<hr/>

#### Factors affecting the tax charge for the current period

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

	2007 £000
<i>Current tax reconciliation</i>	
Loss on ordinary activities before tax	(921)
	<hr/>
Current tax at 30%	(276)
<i>Effects of</i>	
Unrelieved trading losses	261
Group relief	15
	<hr/>
Total current tax charge (see above)	-
	<hr/>

On 21 March 2007, it was announced that the standard rate of corporation tax in the UK was to be changed to 28% and capital allowance legislation impacting on the calculation of the deferred tax provision of the company will be introduced for taxable periods arising on or after 1 April 2008. For the purposes of the financial statements for the period ended 2 November 2007, the standard rate of corporation tax and capital allowance legislation applicable prior to 31 March 2008 has been applied on the basis that these were enacted at 31 October 2007.

Deferred tax assets have not been recognised in respect of timing differences relating to non-trade financial losses as there is insufficient evidence that the assets will be recovered. The amount of the asset not recognised is £261,258. The asset would be recovered if the company were to make suitable taxable income in the future.

## Notes (continued)

### 8 Investments

	2007 £000
<i>Cost and net book value</i>	
At beginning of year	-
Additions	30,712
	<u>30,712</u>

The principal companies in which the company's interest at the year end is more than 20% are as follows

Subsidiary undertakings	Country of incorporation	Principal activity	Class and percentage of shares
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Ultraframe Limited	England	Holding Company	100%
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On 10 July 2006 the company acquired 100% of the share capital of Ultraframe Ltd for consideration, including acquisition costs of £30,712,000

### 9 Debtors

	2007 £000
Amounts owed by subsidiary undertakings	679
Other debtors	691
	<u>1,370</u>

### 10 Creditors amounts falling due within one year

	2007 £000
Amounts owed to subsidiary undertakings	29,763
	<u>29,763</u>

### 11 Creditors amounts falling due in more than one year

	2007 £000
Subordinated loan stock	3,000
Accrued interest	240
	<u>3,240</u>

Interest accrues at 8% per annum on the subordinated loan stock and is repayable after HBOS term loans have been settled

**Notes (continued)**

**12 Share capital**

	2007
<b>Authorised</b>	
100 Ordinary shares of £1 each	100
<b>Allotted, called up and fully paid</b>	
100 Ordinary shares of £1 each	100

**13 Profit and loss account reserve**

	Profit and loss account £000
Loss for the period	(921)
<b>Balance at 2 November 2007</b>	<b>(921)</b>

**14 Related party transactions**

Related party	Nature of relationship	Nature of transactions	Net turnover	Balance at 2 November 2007
Four Seasons	Shared Ownership	Loan	-	690,404

**15 Ultimate parent company**

The company is a subsidiary undertaking of Latium Plastics Holdings Limited which is the ultimate parent company incorporated in England. The largest and smallest group in which the results of the company are consolidated is that headed by Latium Plastics Holdings Limited. No other group financial statements include the results of the Company.

The consolidated financial statements of Latium Plastics Holdings Limited are available to the public and may be obtained from the Company Secretary, Pinewood Court, Tytherington Business Park, Macclesfield SK10 2XR.