

Registered Number 7321610

Project Magnum (Bidco) Limited
Annual Report and Financial Statements
for the year ended 7 December 2013



Project Magnum (Bidco) Limited

Annual Report and Financial Statements

for the year ended 7 December 2013

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Project Magnum (Bidco) Limited

Directors and advisers for the year ended 7 December 2013

Directors

A Henderson

P Morris

R Summers

J T Hart

J S Naughton

Secretary

J S McLean

Registered Office

69 South Accommodation Road

Leeds

LS10 1NQ

Independent Auditors

PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

Benson House

33 Wellington Street

Leeds

LS1 4JP

Solicitors

Eversheds LLP

Bridgewater Place

Water Lane

Leeds

LS11 5DR

Bankers

Lloyds Bank Corporate Markets

Wholesale Loans Agency

1st Floor

10 Gresham Street

London

EC2V 7AE

Project Magnum (Bidco) Limited

Strategic report for the year ended 7 December 2013

The Directors present their strategic report and the audited financial statements of the Company for the year ended 7 December 2013.

Principal risk and uncertainties facing the Company

The Company is directly affected by the performance of the Allied Glass Group's main trading company Allied Glass Containers Limited and its ability to service the liabilities of this Company. The principal risks and uncertainties are disclosed within the financial statements of Allied Glass Containers Limited.

Financial risk management

As an intermediary holding company the financial risk management of the Company is very much dependent on the financial risk management of Allied Glass Containers Limited, which is disclosed within their financial statements.

The main risks arising from the Company's financial instruments can be analysed as follows:

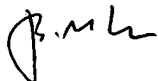
Liquidity risk

The Company's policy is to ensure there are appropriate levels of funding through medium term bank loans and overdraft facilities.

Cash flow interest rate risk

Interest arising on the bank overdraft is at market rate. The Company's policy is to maintain the majority of other borrowings at fixed rates to fix the amount of future interest cash flows. The Directors monitor the overall level of borrowings and interest costs to limit any adverse effects on the financial performance of the Company.

By order of the Board



J S McLean

Company Secretary

28 March 2014

Project Magnum (Bidco) Limited

Directors' report for the year ended 7 December 2013

Significant transaction

On 8 November 2013 the entire share capital of the company's ultimate parent company, Allied Glass Group Limited, was acquired by Project Aqua Bidco Limited with the ultimate controlling party changing to CBPE Capital from Equistone Partners Europe. Allied Glass Group Limited remained as the parent undertaking of the largest and smallest group of undertakings to consolidate financial statements as at 7 December 2013. As a result of the acquisition the Group's existing bank term loans and loan notes were repaid, and new financing put in place at the new parent company level.

Equity dividends

The Directors declared and paid a final dividend of £6,182,271 (2012: £nil) on its Ordinary shares of 1p each amounting to £0.1494 per share in the 2013 financial year (2012: £nil).

Going concern

The financial statements have been prepared on a going concern basis. The Directors have considered a number of factors, which are described in the going concern section of the statement of accounting policies, in reaching their conclusion.

As a consequence the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, the Directors believe that it is appropriate to continue to adopt the going concern basis in preparing the Company financial statements. Directors

The current Directors of the Company are set out on page 1 all of whom served throughout the year and up to the date of these financial statements. Messrs S O'Hare, B W McMillan and A Spencer resigned as Directors on 8 November 2013.

No Director had at any time during the year any material interest in a contract with the Company.

Statement of Directors' responsibilities

The Directors are responsible for preparing the Strategic Report, 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 prepared 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.

Project Magnum (Bidco) Limited

Directors' report for the year ended 7 December 2013 (continued)

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.

Disclosure of information to auditors

Each of the person's who is a director at the date of approval of this report confirms that:

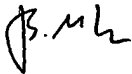
- (1) so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- (2) each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Independent Auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office, and a resolution that they be reappointed will be proposed at the annual general meeting.

By order of the Board



J S McLean
Company Secretary
28 March 2014

Project Magnum (Bidco) Limited

Profit and loss account for the year ended 7 December 2013

	Note	2013 £'000	2012 £'000
Turnover		-	-
Administrative expenses		(37)	(40)
Operating loss	1	(37)	(40)
Income from other fixed asset investments		6,182	-
Interest payable and similar charges	3	(3,379)	(2,221)
Profit / (loss) on ordinary activities before taxation		2,766	(2,261)
Tax on profit / (loss) on ordinary activities	4	3,171	2,870
Profit for the financial year		5,937	609

The Company has no recognised gains and losses other than the profit above and therefore no separate statement of total recognised gains and losses has been presented.

There is no material difference between the profit on ordinary activities before taxation and the profit for the financial year stated above and their historical cost equivalents.

All of the activities of the Company are classified as continuing.

Project Magnum (Bidco) Limited

Balance sheet as at 7 December 2013

	Note	2013 £'000	2012 £'000
Fixed assets			
Investments	5	44,889	44,889
Current assets			
Debtors	6	10,379	10,379
Creditors: amounts falling due within one year	7	(45,096)	(23,897)
Net current liabilities		(34,717)	(13,518)
Total assets less current liabilities		10,172	31,371
Creditors: amounts falling due after more than one year	8	-	(20,954)
Net assets		10,172	10,417
Capital and reserves			
Called up share capital	11	414	414
Profit and loss account	12	9,758	10,003
Total shareholders' funds	13	10,172	10,417

The financial statements on pages 7 to 16 were approved by the Board of Directors on 28 March 2014 and were signed on its behalf by:



J T Hart
Director



A Henderson
Director

Project Magnum (Bidco) Limited

Independent auditors' report to the members of Project Magnum (Bidco) Limited

We have audited the financial statements of Project Magnum (Bidco) Limited for the year ended 7 December 2013 which comprise the Profit and Loss Account, the Balance Sheet, Statement of Accounting Policies 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 and 4, 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, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. 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 7 December 2013 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 Strategic Report and Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Project Magnum (Bidco) Limited

Independent auditors' report to the members of Project Magnum (Bidco) 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.



Andy Ward (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Leeds
31 March 2014

Project Magnum (Bidco) Limited

Statement of accounting policies for the year ended 7 December 2013

Basis of preparation

These financial statements are prepared on a going concern basis, under the historical cost convention and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The principle accounting policies are set out below. These have been applied consistently throughout the year.

The Company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of Allied Glass Group Limited, a company incorporated in England and Wales. Accordingly, the financial statements contain information about the Company as an individual entity only.

Under Financial Reporting Standard 1 (Revised 1996), the Company is exempt from the requirement to prepare a cash flow statement on the grounds that it is a wholly owned subsidiary undertaking. A group cash flow statement is included in the financial statements of Allied Glass Group Limited.

The Company is controlled by Allied Glass Group Limited and is exempt from disclosing transactions with it and other group companies under Financial Reporting Standard 8 as it is a wholly owned subsidiary undertaking included within the consolidated financial statements which are publicly available.

Going concern

In determining whether the Company financial statements should continue to adopt the going concern basis, the Directors have made an assessment for the Allied Glass Group, to which the Company is a subsidiary. The following factors are considered:

- The Group meets its day-to-day working capital requirements through its bank facilities for the foreseeable future. In doing so, cash flow forecasts are prepared with the use of financial modelling techniques.
- Key performance indicators are monitored with targets set to ensure that bank covenants are met and tracking in accordance with plan. The Directors report provides details of those key performance indicators.
- Sources of finance are in place for the foreseeable future that ensures the Group is able to meet its adopted strategy.

Investments

Investments held by the Company in subsidiary undertakings are carried at cost less impairments to write them down to their recoverable amount. Impairment to the carrying value of investments is made if there is an indication at the balance sheet date that the carrying value is not recoverable.

Project Magnum (Bidco) Limited

Statement of accounting policies for the year ended 7 December 2013 (continued)

Deferred taxation

Deferred tax is provided, except as noted below, on timing differences that have arisen but not reversed by the balance sheet date. Timing differences arise because of differences between the treatment of certain items for accounting and taxation purposes.

In accordance with FRS 19 deferred tax is not provided on timing differences arising from:

- a) Revaluation gains on land and buildings, unless there is a binding agreement to sell them at the balance sheet date; and
- b) Gains on the sale of non-monetary assets, where on the basis of all available evidence it is more likely than not that the taxable gain will be rolled over into replacement assets.

Deferred tax assets are recognised if they are expected to be recovered.

Deferred tax is measured at the tax rates expected to apply in the periods when the timing differences are expected to reverse, based on tax rates and law enacted or substantively enacted at the balance sheet date. Deferred tax assets and liabilities are not discounted.

Where law or accounting standards require gains and losses to be recognised in the statement of total recognised gains and losses, the related taxation is also taken directly to the statement of total recognised gains and losses in due course.

Project Magnum (Bidco) Limited

Notes to the financial statements for the year ended 7 December 2013

1 Operating loss

Operating loss is stated after charging:	2013	2012
	£'000	£'000
Auditors' remuneration		
Services to the Company and its subsidiaries		
- fees payable to the Company auditor for the audit of the annual financial statements	3	3

2 Directors and employee information

All Directors and employees of the Company are employed and remunerated by other Group companies. The Directors receive no remuneration in respect of services to the Company (2012: £nil). The Company has no employees (2012: nil).

3 Interest payable and similar charges

	2013	2012
	£'000	£'000
Interest and charges on bank overdrafts	169	170
Interest and charges on bank loans	1,462	1,605
Loan issue costs	1,748	446
	3,379	2,221

As a result of the group loans being repaid on 8 November 2013, capitalised loan issue costs of £1,748,000 were written off to the profit and loss account.

Project Magnum (Bidco) Limited

Notes to the financial statements for the year ended 7 December 2013 (continued)

4 Tax on profit / (loss) on ordinary activities

The tax assessed for the year is lower (2012: lower) than the effective rate of corporation tax in the UK (23.33%)

a) Analysis of charge in year	2013	2012
	£'000	£'000
Taxation on the profit / (loss) for the year		
UK corporation tax at 23.33% (2012: 24.63%)	(3,416)	(2,870)
Adjustment in respect of prior years	245	-
Tax on profit on ordinary activities	(3,171)	(2,870)
b) Factors affecting tax charge for the year	2013	2012
	£'000	£'000
Profit / (loss) on ordinary activities before taxation	2,766	(2,261)
Profit / (loss) on ordinary activities multiplied by the standard rate of corporation tax in the UK of 23.33% (2012: 24.63%)	645	(558)
Effects of:		
Transfer pricing adjustment	-	(59)
Income not taxable	(1,441)	-
Losses surrendered as group relief	(2,619)	(1,889)
Adjustment in respect of prior year	245	(364)
Total current tax credit	(3,171)	(2,870)

The standard rate of corporation tax in the United Kingdom changed from 24% to 23% with effect from 1 April 2013. Accordingly the company's profits for this accounting year are taxed at an effective rate of 23.33%.

The rate will be reduced to 21% with effect from 1 April 2014.

Project Magnum (Bidco) Limited

Notes to the financial statements for the year ended 7 December 2013 (continued)

5 Investments

	Shares in subsidiary undertakings
	£'000
At 9 December 2012 and 7 December 2013	44,889

Subsidiaries	Interest in ordinary share and voting rights	Direct/ Indirect holding	Country of registration	Principal activity
Allied Glass Holdings Limited	100%	Direct	England and Wales	Holdings
Allied Glass Containers Limited	100%	Indirect	England and Wales	Glassware
Lax & Shaw Limited	100%	Indirect	England and Wales	Dormant
Gregg & Company (Knottingley) Limited	100%	Indirect	England and Wales	Dormant

The carrying value of the investments is supported by the underlying net asset value of the subsidiaries.

6 Debtors

	2013	2012
	£'000	£'000
Amounts owed by group undertakings	10,379	10,379

Amounts owed by group undertakings are repayable on demand and incur no interest charges. The Company holds no security in respect of the amounts owed.

Project Magnum (Bidco) Limited

Notes to the financial statements for the year ended 7 December 2013 (continued)

7 Creditors: Amounts falling due within one year

	2013	2012
	£'000	£'000
Bank loans	-	2,649
Less unamortised issue costs	-	(446)
Net debt due within one year	-	2,203
Amounts owed to group undertakings	45,074	21,635
Accruals and other deferred income	22	59
	45,096	23,897

Amounts owed to group undertakings are repayable on demand, carry no interest charge or security. Included within these group undertakings is a related party creditor of £23,829,000 owed to Project Aqua Bidco Limited.

8 Creditors: Amounts falling due after more than one year

	2013	2012
	£'000	£'000
Bank loans and overdrafts	-	22,256
Less unamortised issue costs	-	(1,302)
	-	20,954

The Company is a guarantor to the Group's £70 million senior terms facility entered into on 8 November 2013.

9 Dividends

	2013	2012
	£'000	£'000
Equity		
14.94p (2012: £nil) per £1 ordinary share	6,182	-

Project Magnum (Bidco) Limited

Notes to the financial statements for the year ended 7 December 2013 (continued)

10 Loans and other borrowings

	2013 £'000	2012 £'000
Due within 1 year	-	2,203
Due between 1 - 2 years	-	2,203
Due between 2 - 5 years	-	18,751
Due over 5 years	-	-
	-	23,157

11 Called up share capital

	2013		2012	
	Number	£'000	Number	£'000
Authorised				
Ordinary shares of £0.01 each	41,391,304	414	41,391,304	414
Allotted and fully paid				
Ordinary shares of £0.01 each	41,394,304	414	41,391,304	414

12 Profit and loss account

	Profit and loss account £'000
At 9 December 2012	10,003
Profit for the financial year	5,937
Dividend (see note 9)	(6,182)
At 7 December 2013	9,758

Project Magnum (Bidco) Limited

Notes to the financial statements for the year ended 7 December 2013 (continued)

13 Reconciliation of movements in shareholders' funds

	2013	2012
	£'000	£'000
Profit for the financial year	5,937	609
Dividend	(6,182)	-
Net (reduction in) / addition to shareholders' funds	(245)	609
Opening shareholders funds	10,417	9,808
Closing shareholders' funds	10,172	10,417

14 Ultimate controlling party

The immediate holding company as defined by FRS 8 is Allied Glass Group Limited, which is incorporated in Great Britain and registered in England and Wales.

Following the acquisition of the Group by CBPE Capital LLP the ultimate parent company of the Group became Project Aqua Topco Limited.

The Directors consider the ultimate controlling party to be CBPE Capital LLP.

Allied Glass Group Limited is the parent undertaking of the largest and smallest group of undertakings to consolidate these financial statements at 7 December 2013. The consolidated financial statements of Allied Glass Group Limited are available from Companies House.