

Company Registration No. SC09743

Bandt Limited

Annual Report and Financial Statements

31 December 2007



Bandt Limited

Annual report and financial statements 2007

Contents	Page
Officers and professional advisers	1
Directors' report	2
Statement of directors' responsibilities	4
Independent auditors' report	5
Profit and loss account	7
Balance sheet	8
Notes to the accounts	9

Bandt Limited

Annual report and financial statements 2007

Officers and professional advisers

Directors

A M Ringrose
T C Jones

Secretary

T Bradbury

Registered office

35 North Canal Bank Street
Glasgow
G4 9XQ

Auditors

Deloitte & Touche LLP
Chartered Accountants
London

Bandt Limited

Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 December 2007

Principal activity

The Company is a wholly owned subsidiary of Interserve plc. The principal activity of the Company is that of an investment holding company. The principal subsidiary undertakings affecting the profits or net assets of the Company in the year are listed in note 6 to the financial statements.

There has been no significant change in the Company's principal activity in the year under review. The directors are not aware, at the date of this report, of any likely significant changes in the Company's activities in the next financial year.

As shown in the profit and loss account on page 7, the loss from ordinary activities before taxation was £5,677m (2006 profit of £5,39m). An interim dividend of £5,374,000 was paid during the period under review. The directors do not recommend payment of a final dividend (2006 £nil). Following the correction of the accounting misstatements in the 2005 accounts of Interserve Industrial Services Ltd, Bandt Ltd has repaid dividends of £7,677,000 to West's Group International Ltd which were originally paid by West's Group International Ltd to Bandt Ltd in 2004 and 2005. Interserve Plc has repaid dividends of £7,539,000 to the company which were originally paid by the company to Interserve Plc in 2004 and 2005.

There have been no significant events since the balance sheet date.

Directors and their interests

The following have been directors throughout the year:

A M Ringrose
T C Jones

Directors' indemnities

The Company has made qualifying third party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report.

Going concern basis

After making enquiries, the directors have formed a judgement, at the time of approving these financial statements, that there is a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason they continue to adopt the going concern basis in preparing the financial statements.

Bandt Limited

Directors' report

Statement on information to auditors

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

- so far as he is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- he 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 s234ZA of the Companies Act 1985

This directors' report has been prepared in accordance with the special provisions relating to small companies under section 246(a) of the Companies Act 1985

Approved by the Board of Directors
and signed on behalf of the Board



T Bradbury
Secretary

8 October 2008

Bandt Limited

Statement of directors' responsibilities

The directors are responsible for preparing the annual 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). 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 judgements and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, 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 the financial statements comply with the Companies Act 1985. They are also responsible for the system of internal control, for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Independent auditors' report to the members of Bandt Limited

We have audited the financial statements of Bandt Limited for the year ended 31 December 2007 which comprise the profit and loss account, the balance sheet and the related notes 1 to 12. 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 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

The directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

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 report to you, whether in our opinion, the information given in the directors' report is consistent with the financial statements. We also 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 for the above year 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 judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the circumstances of the Company, 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 Bandt Limited (continued)

Opinion

In our opinion

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the Company's affairs as at 31 December 2007 and of its loss for the year 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



Deloitte & Touche LLP

Chartered Accountants and Registered Auditors

London, United Kingdom

8 October 2008

Bandt Limited

Profit and loss account Year ended 31 December 2007

	Notes	2007 £'000	2006 £'000
(Loss)/income from shares in group undertakings	3	<u>(5,677)</u>	<u>5,390</u>
(Loss)/profit on ordinary activities before taxation		(5,677)	5,390
Tax credit on (loss)/profit on ordinary activities	4	<u> </u>	<u> </u>
(Loss)/profit on ordinary activities after taxation		<u>(5,677)</u>	<u>5,390</u>

All activities are derived from continuing operations

A statement of total recognised gains and losses is not presented as there have been no recognised gains or losses other than the profit for the year and for the preceding year set out above

Bandt Limited

Balance sheet 31 December 2007

	Notes	2007 £'000	2006 £'000
Fixed assets			
Investments	6	64,666	64,666
Current assets			
Debtors. Due after one year	7	29,300	32,683
Cash at bank and in hand		9,729	
		39,029	32,683
Creditors: amounts falling due within one year	8	(49,608)	(39,750)
Net current liabilities		(10,579)	(7,067)
Net assets		54,087	57,599
Capital and reserves			
Called up share capital	9	7,071	7,071
Share premium account	10	178	178
Capital redemption reserve	10	70	70
Other reserve	10	46,767	46,767
Profit and loss account	10	1	3,513
Shareholders' funds	11	54,087	57,599

These financial statements were approved by the Board of Directors on 8 October 2008

Signed on behalf of the Board of Directors

T C Jones

T C Jones

Director

Bandt Limited

Notes to the accounts Year ended 31 December 2007

1. Accounting policies

The financial statements are prepared in accordance with applicable United Kingdom law and accounting standards. The particular accounting policies adopted are described below.

Accounting convention

The financial statements are prepared under the historical cost convention.

Investments

Investments are stated at cost less provision for any impairment in value.

Taxation

Current tax, including UK corporation tax and foreign 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 provided in full on timing differences which result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the financial statements. Deferred tax is not provided on timing differences arising from the revaluation of fixed assets where there is no commitment to sell the asset, or on unremitted earnings of subsidiaries or associates where there is no commitment to remit these earnings. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

2. Audit fees and employee costs

The audit fee of £1,000 (2006: £1,000) for the current and preceding year was borne by the ultimate parent Company.

There were no employees during the year (2006: nil). None of the directors received any remuneration for their services to the Company during the year (2006: nil).

3. (Loss)/Income from fixed asset investments

	2007 £'000	2006 £'000
Dividends received from subsidiary undertakings	2,000	5,390
Dividend repaid to subsidiary undertaking	(7,677)	
	<u>(5,677)</u>	<u>5,390</u>

In December 2007, the Company repaid a dividend relating to the year ended 31 December 2005 of £7,677m to West's Group International Limited.

Bandt Limited

Notes to the accounts Year ended 31 December 2007

4. Tax credit on profit on ordinary activities

	2007 £'000	2006 £'000
Current UK corporation tax at 30% (2006 30%)		
Adjustments relating to prior years		

The differences between the total current tax shown above and the amount calculated by applying the standard rate of UK corporation tax to the profit before tax is as follows

	2007 £'000	2006 £'000
(Loss)/ profit on ordinary activities before taxation	(5,677)	5,390
Tax on profit on ordinary activities at standard UK corporation tax rate of 30% (2006 30%)	1,703	(1,617)
Dividend income not taxable		1,617
Prior year adjustment	(1,703)	
Current tax credit for the period		

5. Dividends (repaid)/paid

	2007 £'000	2006 £'000
Interim dividend paid	5,374	2,015
Dividend repaid	(7,539)	
	(2,165)	2,015

In December 2007, repayment of a dividend of £7 539m was received from Interserve Plc, the company's then parent, relating to a dividend paid by the Company during the year ended 31 December 2005

Bandt Limited

Notes to the accounts Year ended 31 December 2007

6. Investments in subsidiary undertakings

	Shares £'000	Loans £'000	Total £'000
Cost and net book value.			
At 1 January 2007 and 31 December 2007	16,619	48,047	64,666

The principal subsidiary undertakings are set out below. None of the shares held relate to a listed investment. The subsidiary undertakings are wholly owned and incorporated in Great Britain. Shareholdings in companies marked * are indirectly held.

Name of subsidiary	Principal activity
Bandt Properties Limited*	Property holding Company
Bandt Holdings Limited	Investment holding Company
Interserve Industrial Services Limited*	Industrial support services
RMD Kwikform Limited*	Equipment hire and sales
West's Group International Limited (formerly West's Group International Plc)	Investment holding Company
Kwikform Holdings Ltd	Investment holding Company

In accordance with the provisions of Section 228 of the Companies Act 1985, the Company is exempt from the obligation to prepare and deliver group accounts as the Company is included in the audited consolidated accounts of its ultimate parent undertaking, Interserve Plc, which is registered in England and Wales. Accordingly these financial statements present information about the Company as an individual undertaking and not as a group.

In the opinion of the directors the aggregate value of the shares in and amounts owing from the Company's subsidiary undertakings is not less than the total amount at which they are stated in the balance sheet.

On 1 April 2007, Interserve Environmental Services Ltd, formerly a direct subsidiary of Interserve Industrial Services Limited, was transferred to Interserve Specialist Services (Holdings) Limited, a fellow subsidiary of Interserve Plc.

7. Debtors

	2007 £'000	2006 £'000
Amounts falling due after more than one year		
Amounts owed by subsidiary undertakings	29,300	32,683

8. Creditors: amounts falling due within one year

	2007 £'000	2006 £'000
Bank loans and overdrafts		3,091
Amounts owed to Group companies	49,604	36,619
Corporation tax		28
Other creditors	4	12
	49,608	39,750

Bandt Limited

Notes to the accounts Year ended 31 December 2007

9. Called up share capital

	2007 £'000	2006 £'000
Authorised:		
190,000,000 ordinary shares of 5p each	9,500	9,500
Called up, allotted and fully paid:		
141,411,171 ordinary shares of 5p each	7,071	7,071

10 Shareholders' funds

	Called up share capital £'000	Share premium account £'000	Capital redemption reserve £'000	Other reserve £'000	Profit and loss account £'000	Total £'000
1 January 2007	7,071	178	70	46,767	3,513	57,599
Loss for the year					(5,677)	(5,677)
Interim dividend paid					(5,374)	(5,374)
Dividends repaid					7,539	7,539
31 December 2007	7,071	178	70	46,767	1	54,087

11. Reconciliation of movement in shareholders' funds

	2007 £'000	2006 £'000
(Loss)/profit for the financial year attributable to the members of Bandt Limited	(5,677)	5,390
Net dividends repaid/(paid)	2,165	(2,015)
(Reduction in)/addition to shareholders' funds	(3,512)	3,375
Opening shareholders' funds	57,599	54,224
Closing shareholders' funds	54,087	57,599

12. Ultimate parent undertaking and related party transactions

The Company's immediate parent company is Interserve Group Holdings Ltd, a company registered in England and Wales. The Company's ultimate parent company and controlling party, and parent company of the largest and smallest group which includes the Company and for which group financial statements are prepared, is Interserve Plc, a company incorporated in Great Britain and registered in England and Wales. Copies of the Group financial statements of Interserve Plc are available from Companies House, Crown Way, Mandy, Cardiff CF14 3UZ.

The Company has taken advantage of the exemption contained in FRS 8 "Related Party Disclosures" not to report transactions with other Group companies.