

Gill & Duffus Landauer Limited

DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2010

Company Number 460444



GILL & DUFFUS LANDAUER LIMITED

GENERAL INFORMATION

Directors

E F Carmona

(Appointed 21 June 2010)

J E Heller

S J Mitchell

(Resigned 21 June 2010)

Company secretary

G Bassey

Company Registration Number

460444

Registered office

Gill & Duffus Landauer Limited

Cottons Centre

Hay's Lane

London SE1 2QE

Auditors

Ernst & Young LLP

1 More London Place

London SE1 2AF

Directors' Report

The directors present their report and financial statements for the year ended 30 September 2010

Results and dividends

The audited financial statements for the Company are shown on pages 4 to 9. The loss for the year to 30 September 2010 after taxation amounted to \$8,000 (11 month period to 30 September 2009: loss of \$4,000).

The directors do not recommend the payment of a dividend (2009: \$Nil).

The financial statements are prepared in United States Dollars as this is the currency in which the majority of the Company's trading transactions are denominated.

Principal activities, business review and future developments

The Company's business activities, future developments and performance measurements are set out below.

The principal activity of the Company was that of holding investments in subsidiaries but this activity has ceased and the Company's main activity is now the investment of surplus cash. The directors consider the future prospects of the Company to be good.

The Company monitors performance on an on-going basis. No key financial and other performance indicators have been identified for the Company.

Principal risks and uncertainties

The Company's business carries a number of risks and uncertainties including fluctuations in interest rates and foreign currency exchange rates. The Company mitigates these risks through hedging in futures markets where appropriate, by employing dedicated, in-house legal and insurance professionals, and through the operation of the Company's risk function.

Supplier payment policy and practice

It is the Company's policy that payments to suppliers are made in accordance with those terms and conditions agreed between the Company and its suppliers, provided that all trading terms and conditions have been complied with.

Charitable and political donations

The Company made no charitable or political donations in either year.

Directors

The directors who held office during the period were as follows:

E F Carmona	(Appointed 21 June 2010)
J E Heller	
S J Mitchell	(Resigned 21 June 2010)

Directors' interest in shares of the company

The directors who served the Company during the year and changes since 30 September 2010 are listed on page 1. None of the directors had any beneficial interest in the shares of the company.

Directors' Report (continued)

Statement of directors' responsibilities

The directors are responsible for preparing the financial statements in accordance with applicable United Kingdom law and United Kingdom Generally Accepted Accounting Practice

Company law requires the directors to prepare financial statements for each financial year that 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 those financial statements, the directors are required to

- select suitable accounting policies that have been used and applied consistently,
- make judgements and estimates that are reasonable and prudent,
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the accounts, and
- prepare the accounts 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 2006. They are also responsible for safeguarding the assets of the Company and for taking reasonable steps for the prevention and detection of fraud and other irregularities. The directors confirm that they have complied with these requirements.

Disclosure of information to auditors

To the best of the directors' knowledge, there is no relevant audit information of which the Company's auditors are unaware. The directors have also taken all reasonable steps in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are also aware of that information.

Going concern

The Directors of the Company consider that it has adequate financial resources so that the Company is in the position to continue operating for the foreseeable future and that it is therefore appropriate to adopt the going concern basis in preparing the financial statements of the Company.

The Directors of the Company have satisfied themselves that it is in a sound financial position. It can therefore be considered that the Company has access to sufficient financial resources and it can be reasonably expected that those financial resources will be made available to the Company in order to meet the foreseeable cash requirements and to continue with the existing banking arrangements.

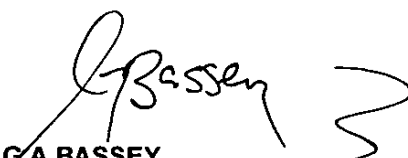
Indemnity

During the period under review, the Company had in force an indemnity provision in favour of one or more of the Directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in Section 234 of the Companies Act 2006.

Auditors

Ernst & Young LLP will be re-appointed as the Company's auditor in accordance with the elective resolution passed by the Company under Part 16, Chapter 2, section 487 of the Companies Act 2006.

By Order of the Board


G.A. BASSEY
Secretary
31 March 2011

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GILL & DUFFUS LANDAUER LIMITED

We have audited the financial statements of Gill & Duffus Landauer Limited for the year ended 30 September 2010 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 14. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an 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

As explained more fully in the Directors' Responsibilities Statement, set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit 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 (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements.

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 30 September 2010 and of its loss for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

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 by the Company, or returns adequate for our audit have not been received from branches not visited by us, or
- the Company 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.



Alison Baker, (Senior Statutory Auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
London
31 March 2011

Profit and Loss Account

For the year ended 30 September 2010

		12 months to 30 September 2010 \$'000	11 months to 30 September 2009 \$'000
	Note		
Operating expense	2	(12)	(12)
Net interest receivable and similar income	4	<u>5</u>	<u>11</u>
Loss on ordinary activities before taxation		(7)	(1)
Taxation	5	<u>(1)</u>	<u>(3)</u>
Loss for the period		<u>(8)</u>	<u>(4)</u>

All disclosures relate only to continuing operations

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

Historical cost profits and losses are not materially different from those shown above


GILL & DUFFUS LANDAUER LIMITED

Balance Sheet

At 30 September 2010

	Note	2010 \$'000	2009 \$'000
Current assets			
Debtors	6	1,022	1,032
Creditors' amounts falling due within one year	7	<u>(1)</u>	<u>(3)</u>
Net current assets		<u>1,021</u>	<u>1,029</u>
Net assets		<u>1,021</u>	<u>1,029</u>
Capital and Reserves			
Called up share capital	8	764	764
Capital reserves	9	22	34
Profit and loss account	9	<u>235</u>	<u>231</u>
Equity shareholders' funds	10	<u>1,021</u>	<u>1,029</u>

The financial statements were approved by the Board on 31 March 2011 and were signed on its behalf by


E F GARMONA
 Director

Notes to the Financial Statements

1. Accounting policies

Basis of accounting

These financial statements have been prepared under the historical cost convention in accordance with the Companies Act 2006 and applicable UK accounting standards

Cash flow statement

The Company is a wholly owned subsidiary undertaking of a parent, E D & F Man Holdings Limited, which produces a consolidated cash flow statement in accordance with Financial Reporting Standard 1 (Revised) (FRS 1). Consequently the Company has taken advantage of the exemption in FRS 1 from preparing a cash flow statement

Related party transactions

The Company is a wholly owned subsidiary undertaking of a parent, E D & F Man Holdings Limited. Consequently the Company has taken advantage of the exemption in Financial Reporting Standard 8 (FRS 8) not to disclose related party transactions with other wholly owned members of the E D & F Man Holdings Limited group

Foreign currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction or at the contracted rate if the transaction is covered by a forward foreign currency contract. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date or if appropriate, at the forward contract rate. All differences are taken to the profit and loss account

Trade and other debtors

Trade and other debtors are carried at the original invoice amount, less allowance for credit losses. Provision is made when there is objective evidence that the Company will be unable to recover balances in full. Balances are written off when the probability of recovery is assessed as being remote

Trade and other creditors

Trade and other creditors are carried at payment or settlement amounts. If the effect of the time value of money is material, trade and other creditors are determined by discounting the expected future cash flows at a pre-tax rate

Deferred Tax

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

- a) Provision is made for deferred tax that would arise on remittance of the retained earnings of overseas subsidiaries, associates and joint ventures only to the extent that, at the balance sheet date, dividends have been accrued as receivable,
- b) 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

Notes to the Financial Statements (continued)**1 Accounting policies (continued)****Significant accounting judgements and estimates**

The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reported period. Actual outcomes could differ from these estimates.

2. Operating profit

There was no auditor's remuneration for the period (2009: \$Nil). This cost has been borne by another group company.

3. Staff costs

There were no employees of the Company (2009: Nil).

The directors were not remunerated by the Company (2009: \$Nil).

The directors of the company are employees of a fellow group subsidiary. The directors received total remuneration, all of which was paid by the holding company. The directors do not believe that it is practicable to apportion this amount between their services as directors of the company and their services as employees of the fellow subsidiary company.

4. Interest receivable and similar income

	12 months to 30 September 2010 \$'000	11 months to 30 September 2009 \$'000
Interest receivable on - loans to group undertakings	<u>5</u>	<u>11</u>

5. Tax on loss on ordinary activities

	12 months to 30 September 2010 \$'000	11 months to 30 September 2009 \$'000
UK corporation tax at 28.00% (2009: 28.00%)	<u>1</u>	<u>3</u>

	12 months to 30 September 2010 \$'000	11 months to 30 September 2009 \$'000
Reconciliation of the taxation charge		
Loss before tax	(7)	(1)
Tax credit at UK tax rate of 28.00% (2009: 28.00%)	2	-
Expenses not deductible for tax purposes	(3)	(3)
Total current taxation	<u>(1)</u>	<u>(3)</u>

Notes to the Financial Statements (continued)**5. Tax on loss on ordinary activities (continued)**

A number of changes to the UK Corporation tax system were announced in the June 2010 Budget Statement and in the Budget of 23 March 2011. The Finance (No 2) Act 2010 included legislation to reduce the main rate of corporation tax from 28% to 27% from 1 April 2011. As this change was substantively enacted at the balance sheet date, deferred tax is recognised at 27% in the current period.

Further reductions to the main rate are proposed to reduce the rate by 1% per annum to 23% by 1 April 2014. It is expected that these changes will be enacted separately each year.

6. Debtors

	2010 \$'000	2009 \$'000
Amounts falling due within one year		
Amounts owed by group undertakings	<u>1,022</u>	<u>1,032</u>

7. Creditors – trade and other payables

	2010 \$'000	2009 \$'000
Amounts falling due within one year		
Amounts owed to group undertakings	<u>1</u>	<u>3</u>

8. Share capital

	Authorised Number	£'000	Issued and Fully paid Number	£'000
Ordinary shares of £1 each attributable to equity interests				
At 1 October 2009 and 30 September 2010	<u>500,000</u>	<u>500</u>	<u>500,000</u>	<u>500</u>
				\$'000
Converted to US dollars				<u>764</u>

The sterling Ordinary shares are converted into United States Dollars at the fixed rate of \$1.53 to £1. The underlying share capital value, however, remains in sterling. Transfers are made between distributable and non-distributable reserves in order to maintain the sterling value of the share capital, converted at the rate of exchange current at the date of the balance sheet.

9. Reserves

	Capital Reserves \$'000	Profit and Loss \$'000
At 1 October 2009	34	231
FX movement on GBP-denominated share capital	(12)	12
Retained loss for the year	-	(8)
At 30 September 2010	<u>22</u>	<u>235</u>

Notes to the Financial Statements (continued)

10. Reconciliation of movements in equity shareholders' funds

	2010 \$'000	2009 \$'000
Retained loss for the year	(8)	(4)
Opening equity shareholders' funds	1,029	1,033
Closing equity shareholders' funds	<u>1,021</u>	<u>1,029</u>

11 Related party transactions

The Company is a wholly owned subsidiary undertaking of a parent, E D & F Man Holdings Limited. Consequently the Company has taken advantage of the exemption in FRS 8 'Related Party Transactions' not to disclose related party transactions with other wholly owned members of the E D & F Man Holdings Limited group.

12. Commitments and contingencies

There are no other commitments and contingencies for the Company.

13. Events after the reporting period

No material adjusting or non-adjusting events have occurred subsequent to the year end.

14. Ultimate parent undertaking

The immediate parent undertaking is Holco Trading Co Limited. The ultimate parent undertaking is E D & F Man Holdings Limited, a company registered in England and Wales. The financial statements of E D & F Man Holdings Limited are available from:

E D & F Man Holdings Limited
Cottons Centre
Hay's Lane
London SE1 2QE

The smallest group of undertakings of which the Company is a member that draws up group financial statements is that of E D & F Man Holdings Limited.