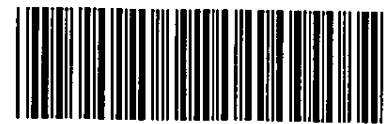


**REPORT OF THE DIRECTORS AND
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2008
FOR
TLPD LIMITED
32352**

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for the year ended 31 March 2008

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TLPD LIMITED

COMPANY INFORMATION
for the year ended 31 March 2008

DIRECTORS: A C Gallagher
G H Gosling

SECRETARY: S A Burnett

REGISTERED OFFICE: 15 Hockley Court
Stratford Road
Hockley Heath
Solihull
West Midlands
B94 6NW

REGISTERED NUMBER: 32352 (England and Wales)

**INDEPENDENT
AUDITORS:** PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
Birmingham

TLPD LIMITED

REPORT OF THE DIRECTORS for the year ended 31 March 2008

The directors present their report with the audited financial statements of the company for the year ended 31 March 2008.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of holding investments.

REVIEW OF BUSINESS

The results for the year and financial position of the company are as shown in the annexed financial statements.

Both the result for the year, and the year end financial position were satisfactory. The directors consider future prospects to be satisfactory.

DIVIDENDS

No dividends were paid in the year ended 31 March 2008 (2007: £nil).

DIRECTORS

The directors during the year under review were:

A C Gallagher
G H Gosling

The directors holding office at 31 March 2008 did not hold any direct beneficial interest in the issued share capital of the company at 1 April 2007 or 31 March 2008.

The interests of the directors in the shares of the holding company can be seen in the Report and Accounts of that company.

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ANNUAL REPORT AND THE FINANCIAL STATEMENTS

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;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business, in which case there should be supporting assumptions or qualifications as necessary.

The directors confirm that they have complied with the above requirements in preparing the financial statements.

TLPD LIMITED

REPORT OF THE DIRECTORS (continued) for the year ended 31 March 2008

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ANNUAL REPORT AND THE FINANCIAL STATEMENTS (continued)

The directors are responsible for keeping proper accounting records which 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 safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

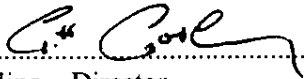
STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware, and 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.

AUDITORS

The auditors, PricewaterhouseCoopers LLP, will be proposed for re-appointment in accordance with Section 385 of the Companies Act 1985.

ON BEHALF OF THE BOARD:



.....
G H Gosling – Director

20 January 2009

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TLPD LIMITED

We have audited the financial statements of TLPD Limited for the year ended 31 March 2008 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing 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). This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, 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.

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 other information contained in the Annual Report, and consider whether it is consistent with the audited financial statements. This other information comprises only the Company Information and the Directors' Report. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

Basis of audit opinion

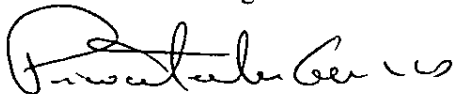
We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the 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.

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 March 2008 and of its profit 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.



PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
Birmingham

Date: 20 July 2008

TLPD LIMITED**PROFIT AND LOSS ACCOUNT
for the year ended 31 March 2008**

	Notes	31.3.08 £	31.3.07 £
TURNOVER		-	-
Administrative expenses		<u>(625)</u>	<u>(2,500)</u>
OPERATING LOSS	3	(625)	(2,500)
Income from fixed asset investments		74,840	88,392
Interest receivable and similar income	4	<u>92,079</u>	<u>110,072</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		166,294	195,964
Tax on profit on ordinary activities	5	<u>(27,436)</u>	<u>(32,872)</u>
PROFIT FOR THE FINANCIAL YEAR AFTER TAXATION	10	<u>138,858</u>	<u>163,092</u>

CONTINUING OPERATIONS

All of the company's activities relate to continuing operations.

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profits for the current year or previous year.

NOTE OF HISTORICAL COST PROFITS AND LOSSES

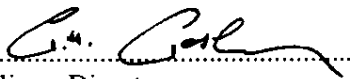
There is no difference between the results as disclosed in the profit and loss account and the results on an unmodified historical cost basis.

The notes form part of these financial statements

TLPD LIMITED**BALANCE SHEET****31 March 2008**

	Notes	31.3.08 £	31.3.07 £
FIXED ASSETS			
Investments	6	1,336,615	408,325
CURRENT ASSETS			
Debtors	7	1,168,493	1,957,851
CREDITORS			
Amounts falling due within one year	8	<u>(575)</u>	<u>(501)</u>
NET CURRENT ASSETS		<u>1,167,918</u>	<u>1,957,350</u>
NET ASSETS		<u>2,504,533</u>	<u>2,365,675</u>
CAPITAL AND RESERVES			
Called up share capital	9	2,085,240	2,085,240
Profit and loss account	10	<u>419,293</u>	<u>280,435</u>
SHAREHOLDERS' FUNDS	12	<u>2,504,533</u>	<u>2,365,675</u>

The financial statements were approved by the Board of Directors on 20 January 2009 and were signed on its behalf by:


.....
G H Gosling - Director

The notes form part of these financial statements

TLPD LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2008

1. ACCOUNTING POLICIES

Accounting convention

These accounts are prepared on the going concern basis, under the historical cost convention and in accordance with the Companies Act 1985 and applicable accounting standards in the United Kingdom. The principal accounting policies are set out below.

Cash flow statement

The company is a wholly-owned subsidiary of Ashflame Properties Limited and is included in the consolidated accounts of its parent which are publicly available. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS1 (revised).

Investments

Unlisted investments are recorded at cost less any permanent impairment in value. Dividend income is recognised when declared and disclosed as income from fixed assets investments.

Deferred tax

Full provision is made on a non-discounted basis for deferred tax assets and liabilities arising due to timing differences between the recognition of gains and losses in the financial statements and their recognition in the tax computation at the current rate of tax. Deferred tax assets are only recognised when it is considered more likely than not that they will be realised.

2. STAFF COSTS

There were no staff costs for the year ended 31 March 2008 nor for the year ended 31 March 2007.

The average monthly number of employees during the year was as follows:

	31.3.08	31.3.07
Directors	<u>2</u>	<u>2</u>

3. OPERATING LOSS

The operating loss is stated after charging:

	31.3.08	31.3.07
	£	£
Auditors' remuneration	<u>575</u>	<u>500</u>
Directors' emoluments	<u>-</u>	<u>-</u>

4. INTEREST RECEIVABLE AND SIMILAR INCOME

	31.3.08	31.3.07
	£	£
Interest received from group undertakings	<u>92,079</u>	<u>110,072</u>

TLPD LIMITED

NOTES TO THE FINANCIAL STATEMENTS - continued for the year ended 31 March 2008

5. TAXATION

Analysis of the tax charge

The tax charge on the profit on ordinary activities for the year was as follows:

	31.3.08	31.3.07
	£	£
Current tax:		
Group relief	<u>27,436</u>	<u>32,872</u>
Tax on profit on ordinary activities	<u>27,436</u>	<u>32,872</u>

The current corporation tax charge differs from the standard UK corporation tax rate of 30% applied to the profit for the year. The differences are:

	31.3.08	31.3.07
	£	£
Profit on ordinary activities at the standard rate of 30%	49,888	58,789
Expenses not deductible for tax purposes	-	601
Dividends received not subject to tax	<u>(22,452)</u>	<u>(26,518)</u>
	<u>27,436</u>	<u>32,872</u>

The standard rate of UK corporation tax changed to 28% with effect from 1 April 2008 and will apply to future tax charges.

6. FIXED ASSET INVESTMENTS

	Unlisted investments £
COST	
At 1 April 2007	408,325
Additions	<u>928,290</u>
At 31 March 2008	<u>1,336,615</u>
NET BOOK VALUE	
At 31 March 2008	<u>1,336,615</u>
At 31 March 2007	<u>408,325</u>

Additions of £928,290 represent a 23.6% holding of the ordinary share capital of Newwater Investments Limited. Newwater Investments Limited reported a loss after taxation of £112,637 for the year ended 30 September 2007 and net assets of £6,677,051 at that date.

TLPD LIMITED

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 31 March 2008

7. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31.3.08	31.3.07
	£	£
Amounts owed by group undertakings	1,168,449	1,957,851
VAT recoverable	<u>44</u>	<u>-</u>
	<u>1,168,493</u>	<u>1,957,851</u>

8. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31.3.08	31.3.07
	£	£
Accruals and deferred income	<u>575</u>	<u>501</u>

9. CALLED UP SHARE CAPITAL

Authorised:

Number:	Class:	Nominal value:	31.3.08	31.3.07
			£	£
4,170,480	Ordinary stock	50p	2,085,240	2,085,240
829,520	Ordinary shares	50p	<u>414,760</u>	<u>414,760</u>
			<u>2,500,000</u>	<u>2,500,000</u>

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	31.3.08	31.3.07
			£	£
4,170,480	Ordinary stock	50p	<u>2,085,240</u>	<u>2,085,240</u>

10. RESERVES

	Profit and loss account £
At 1 April 2007	280,435
Profit for the year	<u>138,858</u>
At 31 March 2008	<u>419,293</u>

11. RELATED PARTY DISCLOSURES

GROUP COMPANIES

The company has taken advantage of the exemption in FRS8 not to disclose transactions with other group companies, as it is a wholly owned subsidiary within a consolidated group.

TLPD LIMITED

NOTES TO THE FINANCIAL STATEMENTS - continued for the year ended 31 March 2008

12. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	31.3.08	31.3.07
	£	£
Profit for the financial year	<u>138,858</u>	<u>163,092</u>
Net addition to shareholders' funds	138,858	163,092
Opening shareholders' funds	<u>2,365,675</u>	<u>2,202,583</u>
Closing shareholders' funds	<u>2,504,533</u>	<u>2,365,675</u>

13. CONTROLLING PARTY

TLPD Limited is a wholly owned subsidiary of Ashflame Properties Limited (incorporated in England and Wales), its ultimate parent undertaking, which prepares consolidated financial statements for the group.

The ultimate controlling party of the company is Mr A C Gallagher by virtue of his ownership of the issued share capital of the ultimate parent undertaking.