

REGISTERED NUMBER: 32352 (England and Wales)

**REPORT OF THE DIRECTORS AND
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2009
FOR
TLPD LIMITED**

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for the year ended 31 March 2009**

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TLPD LIMITED

COMPANY INFORMATION
for the year ended 31 March 2009

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
East Midlands

TLPD LIMITED (REGISTERED NUMBER: 32352)

**REPORT OF THE DIRECTORS
for the year ended 31 March 2009**

The directors present their report with the audited financial statements of the company for the year ended 31 March 2009

This report has been prepared in accordance with the special provisions of Companies Act 1985 relating to small companies

PRINCIPAL ACTIVITY

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

REVIEW OF BUSINESS

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 2009 (2008: £nil)

DIRECTORS

The directors shown below have held office during the whole of the period from 1 April 2008 to the date of this report

A C Gallagher
G H Gosling

**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

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.

TLPD LIMITED (REGISTERED NUMBER: 32352)

REPORT OF THE DIRECTORS (continued)
for the year ended 31 March 2009

AUDITORS

The auditors, PricewaterhouseCoopers LLP, will be proposed for re-appointment at the forthcoming Annual General Meeting

ON BEHALF OF THE BOARD:

A handwritten signature in black ink, appearing to read 'G.H. Gosling', followed by a comma.

G H Gosling – Director

25 January 2010

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TLPD LIMITED

We have audited the financial statements of TLPD Limited for the year ended 31 March 2009 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 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). 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

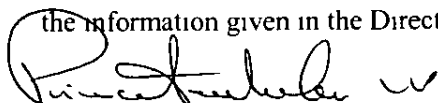
We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the 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 2009 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

East Midlands

Date 26 February 2010

TLPD LIMITED (REGISTERED NUMBER: 32352)

PROFIT AND LOSS ACCOUNT
for the year ended 31 March 2009

	Notes	31 3 09 £	31 3 08 £
TURNOVER		-	-
Administrative expenses		<u>(5,116)</u>	<u>(625)</u>
OPERATING LOSS	3	(5,116)	(625)
Income from fixed asset investments		93,285	74,840
Interest receivable and similar income	4	<u>53,944</u>	<u>92,079</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		142,113	166,294
Tax on profit on ordinary activities	5	<u>(14,943)</u>	<u>(27,436)</u>
PROFIT FOR THE FINANCIAL YEAR AFTER TAXATION	10	<u>127,170</u>	<u>138,858</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

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The notes form part of these financial statements

TLPD LIMITED (REGISTERED NUMBER: 32352)**BALANCE SHEET****31 March 2009**

	Notes	31 3 09 £	31 3 08 £
FIXED ASSETS			
Investments	6	1,336,615	1,336,615
CURRENT ASSETS			
Debtors	7	1,296,323	1,168,493
CREDITORS			
Amounts falling due within one year	8	<u>(1,235)</u>	<u>(575)</u>
NET CURRENT ASSETS		<u>1,295,088</u>	<u>1,167,918</u>
NET ASSETS		<u>2,631,703</u>	<u>2,504,533</u>
CAPITAL AND RESERVES			
Called up share capital	9	2,085,240	2,085,240
Profit and loss account	10	<u>546,463</u>	<u>419,293</u>
TOTAL SHAREHOLDERS' FUNDS	12	<u>2,631,703</u>	<u>2,504,533</u>

The financial statements were approved by the Board of Directors on 25 January 2010 and were signed on its behalf by



G H Gosling - Director

The notes form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31 March 2009

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 2009 nor for the year ended 31 March 2008.

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

	31 3 09 Number	31 3 08 Number
Directors	<u>2</u>	<u>2</u>

3 OPERATING LOSS

The operating loss is stated after charging:

	31 3 09 £	31 3 08 £
Auditors' remuneration	<u>575</u>	<u>575</u>
Directors' emoluments	<u>-</u>	<u>-</u>

The directors are paid by, J J Gallagher Limited, a company owned by the ultimate shareholder Mr A C Gallagher and their emoluments are disclosed in the financial statements of that company.

4 INTEREST RECEIVABLE AND SIMILAR INCOME

	31 3 09 £	31 3 08 £
Interest received from group undertakings	<u>53,944</u>	<u>92,079</u>

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 31 March 2009

5 TAXATION

Analysis of the tax charge

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

	31 3 09	31 3 08
	£	£
Current tax		
Group relief	<u>14,943</u>	<u>27,436</u>
Tax on profit on ordinary activities	<u>14,943</u>	<u>27,436</u>

The current corporation tax charge differs from the standard UK corporation tax rate of 28% applied to the profit for the year. The differences are

	31 3 09	31 3 08
	£	£
Profit on ordinary activities at the standard rate of 28% (2008 30%)	39,791	49,888
Expenses not deductible for tax purposes	1,272	-
Dividends received not subject to tax	<u>(26,120)</u>	<u>(22,452)</u>
	<u>14,943</u>	<u>27,436</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 2008 and 31 March 2009	<u>1,336,615</u>
NET BOOK VALUE	
At 31 March 2009	<u>1,336,615</u>
At 31 March 2008	<u>1,336,615</u>

Included in investments is £928,290 representing a 23.6% holding of the ordinary share capital of Newater Investments Limited. Newater Investments Limited reported a profit after taxation of £124,322 (30 September 2007: loss of £112,637) for the year ended 29 September 2008 and net assets of £5,636,861 (30 September 2007: £6,677,051) at that date.

TLPD LIMITED (REGISTERED NUMBER: 32352)

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 31 March 2009

7 DEBTORS. AMOUNTS FALLING DUE WITHIN ONE YEAR

	31 3 09	31 3 08
	£	£
Amounts owed by group undertakings	1,296,323	1,168,449
VAT recoverable	-	44
	<u>1,296,323</u>	<u>1,168,493</u>

8 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31 3 09	31 3 08
	£	£
Trade creditors	660	-
Accruals and deferred income	<u>575</u>	<u>575</u>
	<u>1,235</u>	<u>575</u>

9 CALLED UP SHARE CAPITAL

Authorised Number	Class	Nominal value	31 3 09	31 3 08
			£	£
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 09	31 3 08
			£	£
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 2008	419,293
Profit for the financial year	<u>127,170</u>
At 31 March 2009	<u>546,463</u>

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 31 March 2009

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

12 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	31 3 09	31 3 08
	£	£
Profit for the financial year	<u>127,170</u>	<u>138,858</u>
Net addition to shareholders' funds	127,170	138,858
Opening shareholders' funds	<u>2,504,533</u>	<u>2,365,675</u>
Closing shareholders' funds	<u><u>2,631,703</u></u>	<u><u>2,504,533</u></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