

Company Registration No. 0698405

S-P RIL Limited

Report and Financial Statements

31 December 2008

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S-P RIL Limited

Report and Financial Statements 2008

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S-P RIL Limited

Report and Financial Statements 2008

Officers and Professional Advisers

Directors

G Coutts

S Koehler

M Hilado (appointed 30th May 2008)

E Moore (resigned 24th September 2008)

Registered Office

Schering-Plough House

14 Falcon Way

Shire Park

Welwyn Garden City

Hertfordshire

AL7 1TW

S-P RIL Limited

Directors' Report

The directors present their annual report and the financial statements for the year ended 31 December 2008. The company is dormant and has not traded during the year.

Directors and their interests

The directors, who served throughout the year are set out below.

G Coutts

S Koehler

M Hilado (appointed 30th May 2008)

E Moore (resigned 24th September 2008)

As at 1 January 2008 and 31 December 2008 no director had any interest in the shares of the company.

Dividends

The directors do not recommend payment of a dividend for the year (2007: Nil).

Directors' responsibilities

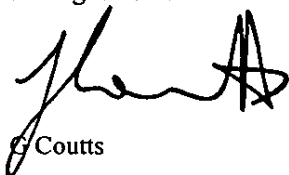
The directors are responsible for preparing the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice.

Company law requires the directors to prepare financial statements for each financial year which 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 and then apply them 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 financial statements;
- 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 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 any other irregularities

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



G Coutts

Director

1st April 2009

S-P RIL Limited

Balance Sheet

As at 31 December 2008

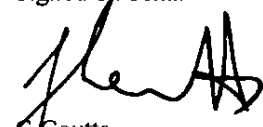
	Note	2008 £'000	2007 £'000
Fixed Assets			
Investments	3	99	99
Current Assets			
Debtors	4	47,613	47,613
Creditors: amounts falling due within one year	5	(76)	(76)
Net Current Assets		47,537	47,537
Total Assets less current liabilities		47,636	47,636
Capital and reserves			
Called up share capital	6	-	-
Profit and loss account	7	44,697	44,697
Share premium account	7	2,939	2,939
Total equity shareholders' funds		47,636	47,636

In preparing these financial statements:

- The directors are of the opinion that the company is entitled to the exemption from audit conferred by S249A(1) of the Companies Act 1985;
- No notice has been deposited under S249B(2) of the Companies Act 1985, and
- The directors acknowledge their responsibilities for:
 - ensuring that the company keeps accounting records which comply with Section 221 of the Companies Act 1985, and
 - preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the financial year and of its profit or loss for the financial year in accordance with the requirements of Section 226, and which otherwise comply with the requirements of this Act relating to accounts, so far as applicable to the company.

These financial statements were approved by the Board of Directors on 1st April 2009.

Signed on behalf of the Board of Directors


G Coutts
Director

S-P RIL Limited

Notes to the Accounts Year ended 31 December 2008

1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable United Kingdom accounting standards.

Accounting convention

The financial statements are prepared under the historical cost convention.

The company has taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from the requirement to produce a cash flow statement on the grounds that it is a subsidiary undertaking where over 90% of the voting rights are controlled within the group.

Investments

Investments held as fixed assets are stated at cost less provision for any impairment in value.

2. TAXATION

On the basis of these financial statements no provision has been made for corporation tax.

3. FIXED ASSET INVESTMENTS

	2008 £'000	2007 £'000
Investments in fellow group companies at cost		
At 31 December 2008 and 31 December 2007	99	99

The investments at 31 December 2008 in fellow subsidiaries of Schering-Plough Corporation are as follows:

Name of fellow group companies	Country of incorporation	Proportion held %
Technobiotic Limited	Australia	37.1
AESCA Chemisch-Pharmazeutische Fabrik GmbH	Austria	11.0

In the opinion of the directors, the aggregate value of the share in the investments is not less than the amounts at which they are stated in the company's balance sheet.

Technobiotic Limited is not regarded as an associate as the company is unable to exert significant influence on its operations or distribution policy. The company is currently dormant

4. DEBTORS

	2008 £'000	2007 £'000
Amounts owed by group companies	47,613	47,613

S-P RIL Limited

Notes to the Accounts Year ended 31 December 2008

5. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2008 £'000	2007 £'000
Amounts owed to fellow group undertakings	76	76

6. CALLED UP SHARE CAPITAL

	2008 £	2007 £
Authorised		
200 deferred shares of £1 each	200	200
200 ordinary shares of £1 each	200	200
Called up, allotted and fully paid		
200 deferred shares of £1 each	200	200
200 ordinary shares of £1 each	200	200

The deferred shares entitle the holder to the right to a return of capital at either a winding up or repayment of capital providing the ordinary shareholders have first received a distribution of £10,000 per share. The deferred shares do not entitle the holder to participate in any profits of the company.

7. PROFIT AND LOSS ACCOUNT

	Share premium account £	Profit and loss account £
At 1 January 2008 and 31 December 2008	2,939	44,697

8. IMMEDIATE AND ULTIMATE PARENT COMPANY

In the opinion of the directors, the company's ultimate parent company and ultimate controlling party is Schering-Plough Corporation, a company incorporated in the United States of America. This is the parent undertaking of the largest group for which group accounts are prepared. The parent undertaking of the smallest such group is Schering-Plough Holdings Limited, a company incorporated in Great Britain. Copies of the group financial statements of Schering-Plough Corporation are available from Schering-Plough Corporation, 2000 Galloping Hill Road, Kenilworth, New Jersey 07033-0530.

9. DIRECTORS AND EMPLOYEES

The directors did not receive any remuneration (2007 - £nil) for their services to this company. The company had no employees in both the current and preceding financial year.