

Caligen Foam Limited
Annual report and financial statements
for the year ended 31 December 2009

Registered number 800311



Caligen Foam Limited

Annual report and financial statements

for the year ended 31 December 2009

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Caligen Foam Limited

Directors and advisors for the year ended 31 December 2009

Directors

Mr N J Burley
Mr G L Maundrell
Mr J H Menendez
Mr P J David

Secretary

Vita Industrial (UK) Limited

Independent auditors

PricewaterhouseCoopers LLP
101 Barbirolli Square
Lower Mosley Street
Manchester
M2 3PW

Registered office

45 Pall Mall
London
SW1Y 5JG

Registered number

800311

Caligen Foam Limited

Directors' report for the year ended 31 December 2009

The directors present their report and the audited financial statements of the Company for the year ended 31 December 2009

Principal Activity

The Company has not traded during the year

Business Review

The profit for the year after taxation and exceptional items was £9,660 (2008 profit of £123,738)

At the year end the Company had net assets of £4,265,704 (2008 £4,256,044)

On 1 October 2008 the Company transferred its trade and assets to a fellow Group subsidiary. The transfer was done at net asset value and therefore generated neither a gain nor a loss. The directors do not expect the Company to trade in the foreseeable future.

Dividends

The directors do not propose a dividend in respect of the year ended 31 December 2009 (2008 £nil)

Directors and their interests

The directors who held office during the year and up to the date of signing the financial statements are as follows

Mr J Oliver (resigned 13 July 2009)

Mr G L Maundrell

Mr N J Burley

Mr J H Menendez

Mr P J David

The directors have no interests in the shares of Group companies that are required to be disclosed in this report

Caligen Foam Limited

Directors' report for the year ended 31 December 2009 (continued)

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). Under company law the directors must not approve the financial statements unless they are satisfied that they 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 accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, 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 adequate accounting records that are sufficient to show and explain the Company's transactions and 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 hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Statement of disclosure to auditors

In accordance with Section 418, directors' reports shall include a statement, in the case of each director in office at the date the directors' report is approved, that

- so far as the director 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.

Auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed at the Annual General Meeting.

By order of the Board



Vita Industrial (UK) Limited
27 May 2010

Caligen Foam Limited

Independent auditors' report to the members of Caligen Foam Limited

We have audited the financial statements of Caligen Foam Limited for the year ended 31 December 2009 which comprise the profit and loss account, the balance sheet, the accounting policies and the related notes. 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).

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 3, 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 Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, 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.

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 31 December 2009 and of its profit 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.

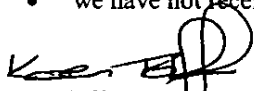
Opinion on other matter prescribed by the Companies Act 2006

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


Karen Bluff (Senior Statutory Auditor)

For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Manchester

27 May 2010

Caligen Foam Limited

Profit and loss account for the year ended 31 December 2009

	Note	2009 £	2008 £
Turnover	1	-	19,435,401
Cost of sales before exceptional items		-	(16,254,687)
Exceptional items	2	-	730,340
Cost of sales		-	(15,524,347)
Gross profit		-	3,911,054
Selling and distribution costs		-	(2,229,051)
Administrative expenses		-	(1,695,350)
Operating loss	2	-	(13,347)
Interest receivable	5	-	92,668
Interest payable		(5,819)	(9,270)
(Loss) profit on ordinary activities before taxation		(5,819)	70,051
Tax on (loss) profit on ordinary activities	4	15,479	53,687
Profit for the financial year	10	9,660	123,738

All results are generated from discontinued operations

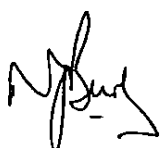
The Company has no recognised gains and losses in either year other than those included in the results above, therefore no separate statement of total recognised gains and losses has been presented

Caligen Foam Limited

Balance sheet as at 31 December 2009

	Note	2009 £	2008 £
Current assets			
Debtors (includes £4,646,086 (2008 £4,643,632) due after one year)	6	4,774,381	4,771,927
Creditors: amounts falling due within one year	7	(43,890)	(106,839)
Net current assets		4,730,491	4,665,088
Total assets less current liabilities		4,730,491	4,665,088
Creditors: amounts falling due after more than one year	8	(464,787)	(409,044)
Net assets		4,265,704	4,256,044
Capital and reserves			
Called up share capital	9	515,000	515,000
Share premium account	10	1,485,000	1,485,000
Profit and loss account	10	2,265,704	2,256,044
Total shareholder's funds	12	4,265,704	4,256,044

The financial statements on pages 5 to 14 were approved by the board of directors on 27 May 2010 and were signed on its behalf by



Mr N J Burley
Director
27 May 2010

Caligen Foam Limited

Accounting policies

The financial statements have been prepared in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. A summary of the principal accounting policies, which have been applied consistently, is set out below.

Basis of accounting

The financial statements have been prepared on a going concern basis under the historical cost convention.

Research and development

Expenditure is charged against profit in the period in which it is incurred.

Taxation

Corporation tax payable is provided on taxable profits at the current rate.

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 that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantially enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

Pension costs

The company contributes to two defined benefit group pension schemes operated by British Vita Unlimited. Pension costs are accounted for as if the schemes were defined contribution schemes, under paragraph 12 of FRS 17, as the company is unable to separately identify its assets and liabilities from the group schemes.

Foreign currencies

Transactions denominated in foreign currencies are translated into sterling at actual exchange rates as of the date of the transaction (or where appropriate, at the rate of exchange in a related forward exchange contract). Monetary assets and liabilities denominated in foreign currencies at the year end are translated into sterling at the rate of exchange prevailing at the year end (or, where appropriate, at the rate of exchange in a related forward exchange contract). Any gain or loss arising from a change in exchange rates subsequent to the date of transaction is included as an exchange gain or loss in the profit and loss account.

Turnover

Turnover comprises the value of sales (excluding VAT, similar taxes and trade discounts) of goods and services in the normal course of business. Sales are recognised on despatch.

Caligen Foam Limited

Accounting policies (continued)

Leases

Assets held under finance leases and other similar contracts, which confer rights and obligations similar to those attached to owned assets, are capitalised as tangible fixed assets and are depreciated over the shorter of the lease term and their useful economic lives. The capital elements of future lease obligations are recorded as liabilities, while the interest elements are charged to the profit and loss account over the period of the lease to produce a constant rate of charge on the balance of capital payments outstanding. Hire purchase transactions are dealt with similarly, except the assets are depreciated over their useful economic lives.

Rental costs under operating leases are charged to the profit and loss account over the period of the lease.

Financial liabilities and equity

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities.

Cash flow statement

The Company is a wholly owned subsidiary of British Vita (Lux III) S à r l, which produces consolidated financial statements that are publicly available. Consequently, the Company is exempt from the requirement of Financial Reporting Standard 1 "Cash flow statements" (Revised 1996) to prepare a cash flow statement.

Exceptional items

Items which are both material and non-recurring in nature are presented as exceptional items so as to provide a better indication of the company's underlying business performance and are shown separately on the face of the profit and loss account.

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Notes to the financial statements for the year ended 31 December 2009

1 Turnover

The geographical analysis of turnover by destination is as follows

	2009	2008
	£	£
Continental Europe	-	5,379,308
United Kingdom	-	11,999,563
Rest of World	-	2,056,530
	-	19,435,401

2 Operating loss

Operating loss is stated after charging / (crediting)	2009	2008
	£	£
Depreciation of tangible fixed assets		
- owned assets	-	553,009
- held under finance leases	-	40,014
Exceptional environmental remedial work	-	(730,340)
Operating leases		
- property	-	300,351
- plant and machinery	-	38,102
Research and development	-	15,194
Auditors' remuneration for audit services	-	14,000

Auditors' remuneration was borne by another Group company. The exceptional income in 2008 £730,340 was included in cost of sales.

Caligen Foam Limited

Notes to the financial statements (continued) for the year ended 31 December 2009

3 Directors and employees

Staff costs, including directors' remuneration, were as follows

	2009 £	2008 £
Wages and salaries	-	3,144,772
Social security costs	-	350,075
Other pensions costs (see note 13)	-	298,748
	-	3,793,595

The average monthly number of persons, including directors, during the year was

	2009 Number	2008 Number
By activity		
Administration	-	15
Selling and distribution	-	17
Production	-	94
	-	126

The directors received no emoluments for services in the year or the preceding year

The number of directors who accrued benefits under group pension schemes during the year was 4 (2008 4)

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Notes to the financial statements (continued) for the year ended 31 December 2009

4 Taxation

	2009 £	2008 £
Current tax		
United Kingdom corporation tax at 28% (2008 28.5%)	-	100,435
Adjustment in respect of previous years	(15,479)	(154,122)
Tax on (loss)/profit on ordinary activities	(15,479)	(53,687)

The tax assessed for the year differs from the effective rate of Corporation tax in the UK (28%). The differences are explained as follows

	2009 £	2008 £
(Loss)/profit on ordinary activities before taxation	(5,819)	70,051
Tax on (loss)/profit on ordinary activities at effective UK Corporation tax rate of 28% (2008 28.5%)	(1,629)	19,965
Net expenses not deductible for tax purposes	-	5,047
Capital allowances less than depreciation	-	163,965
Adjustment in respect of previous year	(15,479)	(154,122)
Tax losses not utilised/(utilised)	1,629	(88,542)
Current tax credit for the year	(15,479)	(53,687)

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Notes to the financial statements (continued) for the year ended 31 December 2009

5 Interest receivable

	2009 £	2008 £
Intercompany loan interest	-	92,668
	-	92,668

6 Debtors

	2009 £	2008 £
Amounts owed by group undertakings (includes £ 4,646,086 (2008 £4,643,632) due after one year)	4,774,381	4,771,927
	4,774,381	4,771,927

7 Creditors: amounts falling due within one year

	2009 £	2008 £
Amounts owed to group undertakings	43,890	43,890
Corporation tax	-	62,949
	43,890	106,839

8 Creditors: amounts falling due after more than one year

	2009 £	2008 £
Amounts owed to group undertakings	464,787	409,044
	464,787	409,044

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Notes to the financial statements (continued) for the year ended 31 December 2009

9 Called up share capital

	2009 £	2008 £
Authorised		
500,000 ordinary shares of 25p each	125,000	125,000
400,000 ordinary shares of £1 each	400,000	400,000
	525,000	525,000
Allotted, called up and fully paid		
460,000 ordinary shares of 25p each	115,000	115,000
400,000 ordinary shares of £1 each	400,000	400,000
	515,000	515,000

10 Reserves

	Share premium account £	Profit and loss account £
At 1 January 2009	1,485,000	2,256,044
Profit for the year	-	9,660
At 31 December 2009	1,485,000	2,265,704

Caligen Foam Limited

Notes to the financial statements (continued) for the year ended 31 December 2009

11 Contingent liabilities

The Company is party to security arrangements over its assets, in common with most Group companies, as part of the Group's banking arrangements

12 Reconciliation of movements in shareholder's funds

	2009 £	2008 £
Profit for the financial year	9,660	123,738
Opening shareholder's funds	4,256,044	4,132,306
Closing shareholder's funds	4,265,704	4,256,044

13 Pension arrangements

FRS 17

The Group operates two defined benefit schemes. However, contributions paid by the Company are accounted for as if the schemes were defined contribution scheme, under paragraph 12 of FRS 17, as the Company is unable to identify its share of the underlying assets and liabilities in the schemes. The schemes at 31 December 2009 had a surplus of £20.0m (2008: £17.5m).

The pension charge for the year was £nil (2008: £298,748)

14 Related party transactions

The company has taken advantage of the exemption under paragraph 3(C) from the provisions of FRS8, 'Related Party Disclosures', on the grounds that throughout the year it was a wholly owned subsidiary of a group headed by the British Vita (Lux III) S à r l, whose accounts are publicly available.

15 Ultimate parent undertaking and controlling party

The Company's immediate parent undertaking is British Vita Unlimited.

British Vita (Lux III) S à r l is the parent undertaking of the largest and smallest group of undertakings to consolidate these financial statements at 31 December 2009. The consolidated financial statements may be obtained from 5, Rue Guillaume Kroll, L-1882, Luxembourg.

In the opinion of the directors, the Company's ultimate controlling party is TPG Partners IV-AIV, LP, a partnership located in the Cayman Islands. With effect from 23 April 2009, the ultimate parent company became Vita Cayman Limited.