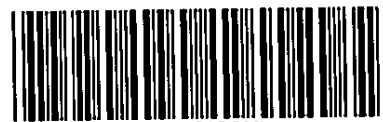


# GW Nine Limited

Directors' Report and Financial Statements  
for the Year Ended 31 December 2009

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## **GW Nine Limited**

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**GW Nine Limited**  
**Company Information**

<b>Directors</b>	A Burchall D M C Doyle (resigned 14 May 2009) R J Watson
<b>Secretary</b>	R J Watson
<b>Registered office</b>	800 The Boulevard Capability Green Luton LU1 3BA

## **GW Nine Limited**

### **Directors' Report for the Year Ended 31 December 2009**

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

#### **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 those financial statements, directors are required to

- select suitable accounting policies and apply them consistently,
- make judgements and 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,
- prepare the financial statements on a 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.

The directors are responsible for the maintenance and integrity of the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

#### **Principal activity**

The company was dormant and has not traded during the year.

#### **Business review and future developments**

The directors are satisfied with the performance of the company and expect no change in the foreseeable future.

#### **Results and dividends**

The results for the company are set out in the financial statements.

The directors do not recommend the payment of a dividend (2008 - £nil).

#### **Insurance**

Impellam Group plc ("the group"), of which the company is a member, maintains a comprehensive insurance programme with a number of reputable third party underwriters. These insurance policies are reviewed annually to ensure that there is adequate cover for insurable risks and that the terms of those policies are optimised.

#### **Principal risks facing the business**

The principal risks and uncertainties of the group, which include those of the company, are discussed in the Group Financial Director's Report in the group's annual report which does not form part of this report. The group's business and financial risks are managed at a group level, rather than at an individual company level. For this reason, the company's directors believe that a discussion of the group's risks would not be appropriate for an understanding of the development, performance or position of the company.

**GW Nine Limited**  
**Directors' Report for the Year Ended 31 December 2009**

*continued*

**Donations**

There were no charitable or political donations made by the company in either 2009 or 2008

**Directors**

The directors who held office during the year were as follows

- A Burchall
- D M C Doyle (resigned 14 May 2009)
- R J Watson

**Directors' indemnity provisions**

During the year and to the date of these accounts, the group had in force an indemnity provision in favour of one or more Directors of the company against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006

**Retirement of directors**

In accordance with the Articles of Association, directors are not required to retire from the board on a rotational basis

**Election to dispense laying accounts**

The company has elected to dispense with laying accounts before the members in general meeting. Members, however, may by notice in writing to the company at its registered office require that accounts are laid before the members in general meeting

By order of the Board



A Burchall  
Director

Date 9 April 2010

**GW Nine Limited**

**Registration number 820182**

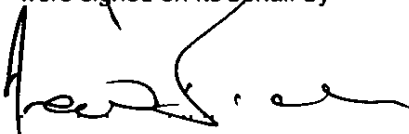
**Balance Sheet as at 31 December 2009**

		2009	2008
	Note	£	£
<b>Current assets</b>			
Debtors	5	<u>971,006</u>	<u>971,006</u>
<b>Net assets</b>		<u>971,006</u>	<u>971,006</u>
<b>Capital and reserves</b>			
Called up share capital	6	1,800,504	1,800,504
Share premium reserve	7	180,753	180,753
Profit and loss reserve	7	<u>(1,010,251)</u>	<u>(1,010,251)</u>
<b>Shareholders' funds</b>	8	<u>971,006</u>	<u>971,006</u>

For the financial year ended 31 December 2009, the company was entitled to exemption from audit under section 477(2) of the Companies Act 2006, and no notice has been deposited under section 476 requesting an audit

The directors acknowledge their responsibilities for ensuring that the company keeps accounting records which comply with section 386 of the Act and preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the year and of its profit or loss for the financial year in accordance with the requirements of section 393 and which otherwise comply with the Companies Act 2006, so far as applicable to the company

The financial statements on pages 4 to 7 were approved by the Board of Directors on 7 April 2010 and were signed on its behalf by



A Burchall  
Director

## **GW Nine Limited**

### **Notes to the Financial Statements for the Year Ended 31 December 2009**

#### **1 Accounting policies**

##### **Basis of preparation**

The financial statements have been prepared on a going concern basis under the historical cost convention and in accordance with applicable accounting standards and the Companies Act 2006

##### **Significant accounting judgements**

In applying the company's accounting policies the following judgements have been made that may have a significant effect on the amounts recognised in the financial statements

##### *Recoverability of debtors*

The company determines whether debtors are impaired if events or changes in circumstances indicate that the carrying value may not be recoverable at least on an annual basis

##### **Taxation**

Current tax is recognised at the amounts estimated to be payable or recoverable using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date

Deferred tax assets and liabilities are recognised, subject to certain exceptions, in respect of all material timing differences between the recognition of gains and losses in the accounts and for tax purposes. Those timing differences recognised may include accelerated capital allowances, unrelieved tax losses and short term timing differences. Timing differences not recognised include those relating to the revaluation of fixed assets in the absence of a commitment to sell the revalued assets and the gain on sale of assets rolled over into replacement assets in the absence of a commitment to sell the replacement assets.

Deferred tax assets are recognised to the extent that they are regarded as recoverable. They are regarded as recoverable to the extent that, on the basis of all available evidence, it can be regarded as 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 calculated on a non-discounted 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.

##### **Financial instruments**

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement as financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities. Financial assets and financial liabilities are recorded at fair value on the transaction date, on the company's balance sheet when the company has become a party to the contractual provisions of the instrument and derecognised when this is no longer the case.

##### **Capital instruments**

Shares are included in shareholders' funds. Other instruments are classified as liabilities if they contain an obligation to transfer economic benefits and if not they are included in shareholders' funds. The finance cost recognised in the profit and loss account in respect of capital instruments other than equity shares is allocated to periods over the term of the instrument at a constant rate on the carrying amount.

##### **Cashflow statement**

The company has taken advantage of the exemption under Financial Reporting Standard No. 1 (revised 1996) not to publish a cash flow statement as it is a wholly owned subsidiary of Impellam Group Plc, which has prepared consolidated financial statements which are publically available.



# GW Nine Limited

## Notes to the Financial Statements for the Year Ended 31 December 2009

*continued*

### 2 Particulars of employees

Other than the directors, the company had no employees throughout the year

### 3 Directors' remuneration

The emoluments of the directors are paid by the ultimate parent company, or by another group company. The directors' services to this company are of a non-executive nature and are deemed to be attributable to services to the remunerating company. Accordingly, the directors received no remuneration for services to the company in the year (2008: £nil).

### 4 Taxation

#### Analysis of current period tax credit

	2009 £	2008 £
<b>Total tax on profit on ordinary activities</b>	-	-

#### Factors affecting current period tax credit

The tax assessed on the profit on ordinary activities for the year is the same as (2008 - the same as) the standard rate of corporation tax in the UK of 28.0% (2008 - 28.5%).

The differences are reconciled below

	2009 £	2008 £
Profit on ordinary activities before taxation	-	-
Standard rate corporation tax credit	-	-
Transfer pricing adjustments (see below)	19,040	22,230
Group relief claimed at less than the standard rate	(19,040)	(22,230)
<b>Total current tax for the year</b>	-	-

UK legislation requires in broad terms, that most transactions between connected parties be at an arm's length price for tax purposes (commonly known as 'transfer pricing'). As a result, this company has become taxable on deemed net interest receivable that has not been recognised in the accounts.

### 5 Debtors

	2009 £	2008 £
Amounts owed by group undertakings	971,006	971,006

Amounts owed by group undertakings are interest free, unsecured and repayable on demand.

**GW Nine Limited**

**Notes to the Financial Statements for the Year Ended 31 December 2009**

*continued*

**6 Share capital**

	2009 £	2008 £
<b>Authorised</b>		
<b>Equity</b>		
2,365,000 Ordinary shares of £1 each	<u>2,365,000</u>	<u>2,365,000</u>
<b>Allotted, called up and fully paid</b>		
<b>Equity</b>		
1,800,504 Ordinary shares of £1 each	<u>1,800,504</u>	<u>1,800,504</u>

**7 Reserves**

	Share premium reserve £	Profit and loss reserve £	Total £
Balance at 1 January 2009	180,753	(1,010,251)	(829,498)
Transfer from profit and loss account for the year	-	-	-
Balance at 31 December 2009	<u>180,753</u>	<u>(1,010,251)</u>	<u>(829,498)</u>

**8 Reconciliation of movements in shareholders' funds**

	2009 £	2008 £
Loss attributable to members of the company	-	-
Opening shareholders' funds	<u>971,006</u>	<u>971,006</u>
Closing shareholders' funds	<u>971,006</u>	<u>971,006</u>

**9 Contingent liabilities**

The company has given cross guarantees as follows

a) As part of the invoice discounting facility of the group of which the company is a member, the net aggregate amount outstanding against this facility at 31 December 2009 was £50,438,632 (2008 £47,711,535)

b) In respect of the £45 million 10 per cent Guaranteed secured notes due 2011, the net aggregate amount outstanding at 31 December 2009 was £20,000,000 (2008 £20,000,000)

## **GW Nine Limited**

### **Notes to the Financial Statements for the Year Ended 31 December 2009**

*continued*

#### **10 Related parties**

##### **Controlling entity**

The company's immediate parent undertaking is Austin Benn Group Limited, a company incorporated in Great Britain

The directors regard Impellam Group plc, a company incorporated in Great Britain, as the ultimate parent undertaking. This is also the parent undertaking of the largest and smallest group which includes the company and for which group accounts are prepared. Copies of the group accounts of Impellam Group plc will be delivered to, and be available from, the Registrar of Companies, Companies Registration Office, Crown Way, Mandy, Cardiff, CF14 3UZ.

At 31 December 2009, Lord Ashcroft, KCMG was interested in and controlled 57.2% of Impellam Group plc. On 6 April 2010, following a transfer of an indirect interest in the Company, Lord Ashcroft no longer had a beneficial interest in the Company. The transfer of this indirect interest was made to the Lombard Trust (the "Trust") which now has a beneficial interest of 57.2%, representing its entire interest in the Company. The beneficiaries of the Trust are Lord Ashcroft's children and remoter issue.

##### **Related party transactions**

The company has taken advantage of the exemption granted to 90% subsidiaries not to disclose transactions with group undertakings under the provisions of Financial Reporting Standard No. 8 "Related Party Disclosures".