REGISTERED NUMBER: 02778816 (England and Wales)

Abbreviated Accounts

for the Year Ended 31 March 2005

for

GAH (REFRIGERATION) Limited.

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COMPANIES HOUSE 17/10/2005

Contents of the Abbreviated Accounts for the Year Ended 31 March 2005

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Company Information for the Year Ended 31 March 2005

DIRECTORS: Mr R L Ramsey

Mr J E H Reader Mrs J Reader Mr G C Allen Mr D J Buckles

SECRETARY: Mr R L Ramsey

REGISTERED OFFICE: The Guildhall

Market Hill Framlingham Woodbridge Suffolk IP13 9AZ

REGISTERED NUMBER: 02778816 (England and Wales)

AUDITORS: Turner & Ellerby

Chartered Accountants & Registered Auditors

The Guildhall Market Hill Framlingham Woodbridge Suffolk, IP13 9AZ

Report of the Directors for the Year Ended 31 March 2005

The directors present their report with the accounts of the company for the year ended 31 March 2005.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of the service and maintenance of transport refrigeration units.

REVIEW OF BUSINESS

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

DIVIDENDS

No dividends will be distributed for the year ended 31 March 2005.

DIRECTORS

The directors during the year under review were:

Mr R L Ramsey Mr J E H Reader Mrs J Reader Mr G C Allen Mr D J Buckles

The directors holding office at 31 March 2005 did not hold any beneficial interest in the issued share capital of the company at 1 April 2004 or 31 March 2005.

The directors in office and their beneficial interests in the issued ordinary share capital of the ultimate holding company RBR Associates Ltd are shown in those accounts.

ULTIMATE HOLDING COMPANY

RBR Associates Ltd (registered in England & Wales) is the ultimate parent undertaking, owning 100% of the ordinary share capital.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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;
- 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 to 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.

Report of the Directors for the Year Ended 31 March 2005

AUDITORS

The auditors, Turner & Ellerby, will be proposed for re-appointment in accordance with Section 385A of the Companies Act 1985.

ON BEHALF OF THE BOARD:

Mr R L Ramsey - Secretary

11 October 2005

Report of the Independent Auditors to GAH (REFRIGERATION) Limited. Under Section 247B of the Companies Act 1985

We have examined the abbreviated accounts on pages five to fourteen, together with the full financial statements of the company for the year ended 31 March 2005 prepared under Section 226 of the Companies Act 1985.

This report is made solely to the company, in accordance with Section 247B of the Companies Act 1985. Our work has been undertaken so that we might state to the company those matters we are required to state to it in a special auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company, for our work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the abbreviated accounts in accordance with Section 246A of the Companies Act 1985. It is our responsibility to form an independent opinion as to whether the company is entitled to deliver abbreviated accounts prepared in accordance with Section 246A(3) of the Act to the Registrar of Companies and whether the accounts to be delivered are properly prepared in accordance with that provision and to report our opinion to you.

Basis of opinion

We have carried out the procedures we consider necessary to confirm, by reference to the financial statements, that the company is entitled to deliver abbreviated accounts and that the abbreviated accounts to be delivered are properly prepared. The scope of our work for the purpose of this report did not include examining or dealing with events after the date of our report on the full financial statements.

Opinion

In our opinion the company is entitled to deliver abbreviated accounts prepared in accordance with Section 246A(3) of the Companies Act 1985, and the abbreviated accounts on pages five to fourteen are properly prepared in accordance with that provision.

Turner & Eilerby Chartered Accountants & Registered Auditors The Guildhall Market Hill Framlingham Woodbridge

12 October 2005

Suffolk, IP13 9AZ

Abbreviated Profit and Loss Account for the Year Ended 31 March 2005

| | Notes | 2005 £ | 2004 £ |
|---|-------|-----------|-----------|
| GROSS PROFIT | | 563,669 | 474,435 |
| Administrative expenses | | 435,826 | 381,945 |
| OPERATING PROFIT | 3 | 127,843 | 92,490 |
| Interest payable and similar charges | 4 | 8,861 | 8,228 |
| PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION | 5 | 118,982 | 84,262 |
| Tax on profit on ordinary activities | 5 | 27,901 | 18,551 |
| PROFIT FOR THE FINANCIAL YEAR AFTER TAXATION | | 91,081 | 65,711 |
| RETAINED PROFIT FOR THE YEAR | | 91,081 | 65,711 |

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current and previous years.

TOTAL RECOGNISED GAINS AND LOSSES

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

Abbreviated Balance Sheet 31 March 2005

| | | 2005 | ; | 2004 | ŀ |
|---|-------|---------|------------------|-----------|---------|
| | Notes | £ | £ | £ | £ |
| FIXED ASSETS | | | | | |
| Tangible assets | 6 | | 48,390 | | 61,696 |
| CURRENT ASSETS | | | | | |
| Stocks | 7 | 337,807 | | 315,838 | |
| Debtors | 8 | 651,256 | | 1,063,418 | |
| Cash in hand | | 7,900 | | 6,300 | |
| | | 996,963 | | 1,385,556 | |
| CREDITORS | | • | | | |
| Amounts falling due within one year | 9 | 651,264 | | 1,102,974 | |
| NET CURRENT ASSETS | | | 345,699 | | 282,582 |
| TOTAL ASSETS LESS CURRENT LIABILITIES | | | 394,089 | | 344,278 |
| CREDITORS Amounts falling due after more than of | one | | | | |
| year | 10 | | 222,260 | | 263,530 |
| | | | 171,829 | | 80,748 |
| | | | | | |
| CAPITAL AND RESERVES | | | | | |
| Called up share capital | 14 | | 1,122 | | 1,122 |
| Capital redemption reserve | 15 | | [*] 180 | | 180 |
| Profit and loss account | 15 | | 170,527 | | 79,446 |
| SHAREHOLDERS' FUNDS | 21 | | 171,829 | | 80,748 |
| | | | | | |

These abbreviated accounts have been prepared in accordance with the special provisions of Part VII of the Companies $Act\ 1985\ relating\ to\ medium-sized\ companies.$

ON BEHALF OF THE BOARD:

Mr D J Buckles - Director

Mr J E H Reader - Director

Approved by the Board on 11 October 2005

Notes to the Abbreviated Accounts for the Year Ended 31 March 2005

1. ACCOUNTING POLICIES

Basis of preparing the financial statements

The financial statements have been prepared under the historical cost convention.

The company has taken advantage of the exemption from the requirement to prepare a cash flow statement as permitted by FRS1, on the basis that the full consolidated financial statements have been prepared by its ultimate parent undertaking RBR Associates Group Ltd.

As permitted by FRS8, transactions between group companies have not been disclosed.

Accounting convention

The financial statements have been prepared under the historical cost convention.

Turnover

Turnover represents net invoiced sales of goods, excluding value added tax.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life or, if held under a finance lease, over the lease term, whichever is the shorter.

Office equipment - 20% on cost Motor vehicles - 25% on cost

The directors consider that freehold properties are maintained in such a state of repair that their residual value is at least equal to their net book value. As a result, the corresponding depreciation would not be material and therefore is not charged in the profit and loss account.

The directors perform annual impairment reviews in accordance with the requirements of FRS15 and FRS11 to ensure that the recoverable amount is not lower than the carrying value.

Assets transferred from group companies following the group reorganisation are depreciated at 20% using the straight line method, based on the original cost and 25% for motor vehicles.

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Research and development

Expenditure on research and development is written off in the year in which it is incurred.

Hire purchase and leasing commitments

Assets obtained under hire purchase contracts or finance leases are capitalised in the balance sheet. Those held under hire purchase contracts are depreciated over their estimated useful lives. Those held under finance leases are depreciated over their estimated useful lives or the lease term, whichever is the shorter.

The interest element of these obligations is charged to the profit and loss account over the relevant period. The capital element of the future payments is treated as a liability.

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Notes to the Abbreviated Accounts - continued for the Year Ended 31 March 2005

1. ACCOUNTING POLICIES - continued

Pensions

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. Contributions payable for the year are charged in the profit and loss account.

2. STAFF COSTS

3.

4.

Bank Interest

Hire purchase

| STAFF COSTS | | |
|--|--------------------|-----------------|
| 51A(1 00510 | 2005 | 2004 |
| | £ | £ |
| Wages and salaries | 1,071,280 | 996,878 |
| Social security costs | 114,456 | 102,239 |
| Other pension costs | 10,846 | 13,519 |
| | 1,196,582 | 1,112,636 |
| | | |
| The average monthly number of employees during the year was as follow | rs: 2005 | 2004 |
| | 2003 | 2007 |
| All departments | 58 | <u>56</u> |
| | | |
| OPERATING PROFIT | | |
| The operating profit is stated after charging/(crediting): | | |
| | 2005 | 2004 |
| | £ | £ |
| Depreciation - owned assets | 22,2 44 | 33,201 |
| Depreciation - assets on hire purchase contracts | 2,697 | 4,816 |
| Profit on disposal of fixed assets | (575) | (5,528) |
| Auditors remuneration | 6,400 | 4,380 |
| Diverteral englishments | 40.012 | 4E 700 |
| Directors' emoluments Directors' pension contributions to money purchase schemes | 49,812 2,372 | 45,709 3,812 |
| bilectors pension contributions to money purchase scriemes | | |
| The number of directors to whom retirement benefits were accruing was | as follows: | |
| The Hamper of all estate to this in tell only in general wars and all great | | |
| Money purchase schemes | <u> </u> | 1 |
| THEORET DAVABLE AND CIMIL AD CHARGES | | |
| INTEREST PAYABLE AND SIMILAR CHARGES | 2005 | 2004 |
| | 2003 | 2001 |

| Page | 8 |
|------|---|
|------|---|

£

6,320

1,908

8,228

£

7,676

1,185

8,861

Notes to the Abbreviated Accounts - continued for the Year Ended 31 March 2005

5. **TAXATION**

| | ^*· | nary activities fo | e 11 |
|------|-----|--------------------|----------|
| | | | |
| | | | |
| | | | |

| | 2005 £ | 2004 f |
|--------------------------------------|-----------|-----------|
| Current tax: | - | - |
| UK corporation tax | 26,979 | 18,551 |
| Under-provision prior year | 922 | - |
| | | |
| Tax on profit on ordinary activities | 27,901 | 18,551 |

Factors affecting the tax charge

The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The difference is explained below:

| | 2005 £ | 2004 £ |
|--|------------------------------------|-------------------------------|
| Profit on ordinary activities before tax | 118,982 ——— | 84,262 ——— |
| Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 30% (2004 - 30%) | 35,695 | 25,279 |
| Effects of: Expenses not deductible for tax purposes Depreciation in period in excess of capital allowances Marginal rate relief Prior year over/under provision | (1,251) (283) (7,182) 922 | 274 913 (7,887) (28) |
| Current tax charge | 27,901 | 18,551 |

Notes to the Abbreviated Accounts - continued for the Year Ended 31 March 2005

6.

7.

| TANGIBLE FIXED ASSETS | - 42 | | |
|---|---------------------|-----------------|---------------|
| | Office | Motor | |
| | equipment | vehicles | Totals |
| | £ | £ | £ |
| COST | | | |
| At 1 April 2004 | 51,976 | 97,427 | 149,403 |
| Additions | 6,306 | 19,422 | 25,728 |
| Disposals | | (52,250) | (52,250) |
| At 31 March 2005 | 58,282 | 64,599 | 122,881 |
| DEPRECIATION | | | |
| At 1 April 2004 | 15,680 | 72,027 | 87,707 |
| Charge for year | 11,337 | 13,604 | 24,941 |
| Eliminated on disposal | <u> </u> | (38,157) | (38,157) |
| At 31 March 2005 | 27,017 | 47,474 | 74,491 |
| NET BOOK VALUE | | | |
| At 31 March 2005 | 31,265 ——— | 17,125 | 48,390 |
| At 31 March 2004 | 36,296 | 25,400 | 61,696 |
| Fixed assets, included in the above, which are held und | er hire purchase co | ontracts are as | Motor |
| | | | vehicles £ |
| COST At 1 April 2004 | | | 19 564 |

| Fixed assets, included in the above, which are neid under him | e purchase contracts are as | Motor vehicles £ |
|---|-----------------------------|------------------------|
| COST At 1 April 2004 | | 19,564 |
| Additions | | 19,422 |
| Transfer to ownership | | (19,564) |
| At 31 March 2005 | | 19,422 |
| DEPRECIATION | | 14047 |
| At 1 April 2004 | | 14,047 2,697 |
| Charge for year Transfer to ownership | | (14,047) |
| Talisie: to ownership | | (11,017) |
| At 31 March 2005 | | 2,697 |
| | | |
| NET BOOK VALUE | | 46 705 |
| At 31 March 2005 | | 16,725 |
| At 31 March 2004 | | 5,517 |
| At 31 Plaid 2004 | | |
| STOCKS | | |
| | 2005 | 2004 |
| Dow materials | £ 337,807 | £ 315,838 |
| Raw materials | ===== | ===== |

Notes to the Abbreviated Accounts - continued for the Year Ended 31 March 2005

8. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

| ~. | | | |
|-----|---|-------------|-------------|
| | | 2005 | 2004 |
| | | £ | £ |
| | Trade debtors | 417,674 | 388,920 |
| | Amounts owed by group undertakings | 188,763 | 648,323 |
| | Other debtors | 21,462 | 2,604 |
| | Prepayments | 23,357 | 23,571 |
| | | 651,256 | 1,063,418 |
| 9. | CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR | | |
| | | 2005 | 2004 |
| | | £ | £ |
| | Bank loans and overdrafts (see note 11) | 289,837 | 792,427 |
| | Hire purchase contracts (see note 12) | 5,190 | 971 |
| | Trade creditors | 80,923 | 63,706 |
| | Tax | 26,979 | 18,570 |
| | Social security and other taxes | 35,599 | 29,583 |
| | VAT | 77,052 | 41,962 |
| | Other creditors | 900 | 87 |
| | Accrued expenses | 134,784 | 155,668 |
| | | 651,264 | 1,102,974 |
| | | | |
| 10. | CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR | | |
| | | 2005 | 2004 |
| | | £ | £ |
| | Bank loans (see note 11) | 211,593 | 263,530 |
| | Hire purchase contracts (see note 12) | 10,667 | |
| | | 222,260 | 263,530 |
| | | | |

Notes to the Abbreviated Accounts - continued for the Year Ended 31 March 2005

11. LOANS

An analysis of the maturity of loans is given below:

| | | 2005 £ | 2004 £ |
|--|---|---------------------------|-------------------|
| Amounts falling due within one year or on demand: Bank overdrafts Bank loans | Bank overdrafts | 236,377 53,460 | 738,967 53,460 |
| | | 289,837 | 792,427 |
| | Amounts falling due between one and two years: Bank loans - 1-2 years | 54,460 | 54,460 |
| | Amounts falling due between two and five years: Bank loans - 2-5 years | 157,133 | 169,380 |
| | Amounts falling due in more than five years: Repayable by instalments | | |
| | Bank loans | === | 39,690 |
| 12. | OBLIGATIONS UNDER HIRE PURCHASE CONTRACTS | 2005 | 2004 |
| | Gross obligations repayable: Within one year Between one and five years | 6,420 11,384 17,804 | 1,117 |
| | Finance charges repayable: Within one year Between one and five years | 1,230 717 1,947 | 146 |
| | Net obligations repayable: Within one year Between one and five years | 5,190 10,667 15,857 | 971 971 |

Notes to the Abbreviated Accounts - continued for the Year Ended 31 March 2005

13. SECURED DEBTS

The following secured debts are included within creditors:

| | 2005 | 2004 |
|-------------------------|---------|-----------|
| | £ | £ |
| Bank overdrafts | 236,377 | 738,967 |
| Bank loans | 265,053 | 316,990 |
| Hire purchase contracts | 15,857 | 971 |
| | | |
| | 517,287 | 1,056,928 |
| | | |

Bank borrowing are secured by a charge over the assets of the Company. Amounts owing under hire purchase contracts are secured on the assets concerned.

A cross guarantee has been given by the company for the bank borrowings of it's parent company RBR Associates Ltd and members of the group.

Obligations under hire purchase agreements are secured on the assets to which they relate.

14. CALLED UP SHARE CAPITAL

| | Authorised: Number: | | 2005 £ | 2004 £ | |
|-----|------------------------|--------------------|-------------------|--------------|--------------|
| | 2,500 | Ordinary Shares | £1 | 2,500 | 2,500 |
| | Allotted, issue | ed and fully paid: | | | |
| | Number: | Class: | Nominal value: | 2005 £ | 2004 £ |
| | 1,122 | Ordinary Shares | £1 | <u>1,122</u> | <u>1,122</u> |
| 15. | RESERVES | | | | |
| | | | Profit | Capital | |
| | | | and loss | redemption | ** . I I. |
| | | | account £ | reserve | Totals |
| | At 1 April 200 | 14 | 79,446 | £ 180 | £ 79,626 |
| | • | it for the year | 91,081 | 100 | 91,081 |
| | retuired prof | ic for the your | | | |
| | At 31 March 2 | 2005 | 170,527 | 180 | 170,707 |
| | | | | | |

16. **PENSION COMMITMENTS**

The company operates a grouped personal pension scheme, The GAH (Refrigeration) Pension Scheme, covering employees and directors of both GAH (Heating Products) Ltd and GAH (Refrigeration) Ltd. The assets of the scheme are held separately from those of the company in an independently administered fund. At the year end there were no outstanding contributions payable.

Notes to the Abbreviated Accounts - continued for the Year Ended 31 March 2005

17. ULTIMATE PARENT COMPANY

RBR Associates Ltd is the company's immediate and ultimate parent undertaking.

18. **CONTINGENT LIABILITIES**

A cross guarantee has been given by the company for the bank borrowings of it's parent company RBR Associates Ltd and members of the group.

Litigation is in process against the company and it's insurers relating to a dispute with a customer which alleges that the company has been negligent and which is seeking compensation. The information usually required by FRS12 is not disclosed on the grounds that it can be expected to prejudice the outcome of the litigation. The directors are of the opinion that the claim can be successfully defeated by the company.

19. CAPITAL COMMITMENTS

| 2005 £ | 200 4 £ |
|-----------|-----------------------|
| | |
| | |
| | 2005 £ |

20. OTHER FINANCIAL COMMITMENTS

The company rents it's fleet of motor vans. On initial rental the vehicles are subject to a minimum rental period of 12 months after which time there are no fixed rental periods.

At the year end the company has financial commitments relating to unexpired 12 Month initial rental periods of £9,666.

2005

2004

21. **RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS**

| | 2005 £ | 2004 £ |
|--|------------------|------------------|
| Profit for the financial year Purchase of own shares | 91,081 | 65,711 |
| Net addition to shareholders' funds Opening shareholders' funds | 91,081 80,748 | 65,711 15,037 |
| Closing shareholders' funds | <u>171,829</u> | 80,748 |
| Equity interests | 171,829 ———— | 80,748 |