

Bibby Group Limited

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

Company Number 3198843

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Directors' report

For the year ended 31 December 2009

The directors present their annual report on the affairs of the company, together with the financial statements and auditor's report, for the year ended 31 December 2009

Results and principal activities

The company has not traded during the financial year and accordingly no profit and loss account has been prepared

Directors

The directors who served during the period were as follows

C Christenson

C Storch

In preparing this directors' report advantage has been taken of the small companies' exemption

Bibby Group Limited

Statement of directors' responsibilities

Directors' responsibilities

The directors are responsible for preparing the annual report and the financial statements in accordance with the Companies Act 2006 and for being satisfied that the financial statements give a true and fair view. The director is also responsible for preparing the financial statements in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Company law requires the directors to prepare financial statements for each financial period 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 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, 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 show and explain the company's transactions, 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.

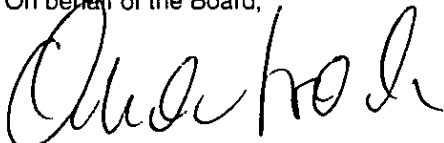
They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Auditors

All of the current directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the company's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the auditors are unaware.

BDO LLP have expressed their willingness to continue in office and a resolution to reappoint them will be proposed at the Annual General Meeting.

On behalf of the Board,



C Storch

Director

Date

9/10/2010

(US DATE FORMAT)

Bibby Group Limited

Report of the Independent Auditor's to the Shareholders of Bibby Group Limited

We have audited the financial statements of Bibby Group Limited for the year ended 31 December 2009 which comprise specify the profit and loss account, the balance sheet 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).

This report is made solely to the company's members, as a body, in accordance with sections 495 and 496 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's 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 and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the statement of directors' responsibilities, 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 (APB's) Ethical Standards for Auditors.

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 matters 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.


Bibby Group Limited

Report of the Independent Auditors To the Shareholders of Bibby Group Limited (continued)

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, or
- the directors were not entitled to prepare the financial statements and the directors' report in accordance with the small companies' regime



*Thomas Lawton (senior statutory auditor)
For and on behalf of BDO LLP, statutory auditor
Birmingham
United Kingdom*

Date 13 September 2010

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127)

Bibby Group Limited

Profit and loss account For the year ended 31 December 2009

	Notes	2009 £'000	2008 £'000
Administrative expenses		-	-
Operating loss		-	-
Income from shares in group undertakings		1,500	-
Profit on ordinary activities before taxation		1,500	-
Tax on profit on ordinary activities		-	-
Profit on ordinary activities after taxation		1,500	-

All amounts relate to continuing activities

There are no recognised gains or losses in either period other than the loss for the year

Bibby Group Limited

Balance Sheet As at 31 December 2009

Company Number 3198843	Notes	2009 £'000	2008 £'000
Fixed assets			
Investments	2	1,761	1,761
Total assets		1,761	1,761
Creditors Amounts falling due after more than one year	3	(1,752)	(1,752)
Net assets		9	9
Capital and reserves			
Called up share capital	4	9	9
Profit and loss account	6	-	-
Total shareholders' funds		9	9

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime

The financial statements were approved by the board of directors and authorised for issue by


C. Storch

Director

Date 9/10/2010
(US DATE FORMAT)

The accompanying notes are an integral part of this balance sheet

Bibby Group Limited

Notes to financial statements

31 December 2009

1 Accounting policies

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and preceding period.

Basis of accounting

The financial statements are prepared under the historical cost convention and in accordance with applicable accounting standards. The company has taken advantage of the exemption from preparing consolidated financial statements afforded by Section 400 of the Companies Act 2006 because it is a wholly owned subsidiary of Altra Holdings Inc, which prepares consolidated financial statements which are publicly available. These financial statements therefore present information about the company as an individual undertaking and not about its group. The company is also, on this basis, exempt from the requirement of FRS1 to present a cash flow statement.

Investments

Fixed asset investments are shown at cost less provision for impairment.

2 Investments

	£'000
Cost and net book value	
At 31 December 2009 and 31 December 2008	<u>1,761</u>

The company owns 100% of the allotted share capital of the following subsidiary:

	Principal activity	Country of incorporation and registration
Bibby Transmissions Limited	Manufacture of power transmission equipment	England

3 Creditors: Amounts falling due after more than one year

	2009	2008
	£'000	£'000
Amounts owed to group undertakings	<u>1,752</u>	<u>1,752</u>

The ultimate parent company has undertaken not to require repayment of the above balance and to continue to provide the company with sufficient financial support to meet its liabilities as they fall due for the foreseeable future.

Bibby Group Limited

Notes to financial statements (continued)

31 December 2009

4 Called up share capital

	2009 £'000	2008 £'000
<i>Called up, allotted and fully paid</i>		
9,002 ordinary shares of £1 each	<u>9</u>	<u>9</u>

5 Dividends

	2009 £'000	2008 £'000
Ordinary shares – final dividend of £167 (2008 - £nil) paid per share	<u>1,500</u>	-
	<u>1,500</u>	-

6 Reserves

	Profit and loss account £'000	Total £'000
Beginning of year	-	-
Profit for the year	1,500	1,500
Dividends (note 5)	<u>(1,500)</u>	<u>(1,500)</u>
End of year	<u>-</u>	<u>-</u>

7 Ultimate parent company

The company's ultimate parent company at 31 December 2009 was Altra Holdings Inc, a company incorporated in the United States

At 31 December 2009 the largest group in which the results of the company are consolidated is that headed by Altra Holdings Inc. The consolidated financial statements of Altra Holdings Inc are available to the public and may be obtained from 300 Granite Street, Suite 201, Braintree, MA, 02184 USA

8 Related party transactions

In accordance with Financial Reporting Standard 8, transactions with other members of the group headed by Altra Holdings Inc are not disclosed because 100% of the voting rights of the company are controlled within this group