

Hamsard 2364 Limited

Report and Financial Statements

31 March 2008

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COMPANIES HOUSE

Hamsard 2364 Limited

Registered No 04254554

Directors

N Bamford (Resigned 1 July 2008)
R P Graham-Adrian
S A Peckham (Appointed 1 July 2008)
G P Martin (Appointed 1 July 2008)
G E Barnes (Appointed 1 July 2008)

Secretary

A Ventrella

Auditors

Ernst & Young LLP
City Gate West
Toll House Hill
Nottingham
NG1 5FY

Registered Office

Falcon Works,
PO Box 7713,
Meadow Lane,
Loughborough,
LE11 1ZF

Directors' report

The directors present their report and the audited financial statements for the year ended 31 March 2008

Results and dividends

The audited financial statements for the year ended 31 March 2008 are set out on pages 6 to 10. The retained profit for the year amounted to US\$29,708,000 (2006 US\$33,679,000) and has been transferred to the profit and loss account reserve.

The directors do not recommend the payment of a dividend for the year.

Principal activities and review of the business

The company does not trade but receives interest from loans to other companies within the FKI group. The directors do not expect the company to commence trading in the foreseeable future.

Directors and their interests

The directors who served during the year ended 31 March 2008 and thereafter are as listed on page 1.

No director had any interest in the shares of the company at 31 March 2008.

Directors' liabilities

The ultimate parent undertaking has indemnified 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. Such qualifying third party indemnity provision was in force during the year.

Auditors

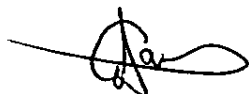
A resolution to reappoint Ernst & Young LLP as auditors will be put to the members at the Annual General Meeting.

Directors' statement as to disclosure of information to auditors

The directors who were members of the board at the time of approving the directors' report are listed on page 1. Each of these directors confirms that:

- to the best of each director's knowledge and belief, there is no information relevant to the preparation of their report of which the company's auditors are unaware, and
- each director has taken all the steps a director might reasonably be expected to have taken to be aware of relevant audit information and to establish that the company's auditors are aware of that information.

On behalf of the Board



G E Barnes
Director

5/9/08

Statement of directors' responsibilities in the relation to the financial statements

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. 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). The financial statements are required by law to 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, 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 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.

Independent auditors' report

to the members of Hamsard 2364 Limited

We have audited the company's financial statements for the year ended 31 March 2008 which comprise the Profit and Loss Account, Statement of Total Recognised Gains and Losses, Balance Sheet, and the related notes 1 to 10. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. 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 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 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

The directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable United Kingdom law and Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the directors' report is consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the directors' report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Independent auditors' report

to the members of Hamsard 2364 Limited (continued)

Opinion

In our opinion

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 March 2008 and of its profit for the year then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the directors' report is consistent with the financial statements

Ernst & Young LLP

Ernst & Young LLP
Registered auditor
Nottingham

10 September 2008

Profit and loss account

For the year ended 31 March 2008

	<i>Notes</i>	<i>2008 US\$000</i>	<i>2007 US\$000</i>
Interest receivable and similar income	3	29,708	33,679
<i>Profit on ordinary activities before taxation</i>		<u>29,708</u>	<u>33,679</u>
Tax on profit on ordinary activities	4	-	-
<i>Retained profit for the financial year</i>	7	<u>29,708</u>	<u>33,679</u>

Statement of total recognised gains and losses

There were no recognised gains or losses other than the profit for the financial year and accordingly no statement of total recognised gains and losses has been prepared

Balance sheet

at 31 March 2008

	Notes	2008 US\$000	2007 US\$000
Current assets			
Debtors	5	730,122	700,414
Net assets		<u>730,122</u>	<u>700,414</u>
Capital and reserves			
Called up share capital	6	629,068	629,068
Profit and loss account	7	101,054	71,346
Equity shareholders' funds	7	<u>730,122</u>	<u>700,414</u>

The financial statements were approved by the Board and signed on its behalf by

G. Mark

G P Martin
Director

5/9/08.

Notes to the financial statements

at 31 March 2008

1. Accounting policies

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom accounting standards

Statement of cash flows

Under the provisions of FRS 1 "Cash flow statements (Revised 1996)", the company has not prepared a statement of cash flows because its ultimate parent undertaking, FKI plc, has prepared consolidated financial statements which include the financial statements of the company and which contain a statement of cash flows

Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid or recovered using the tax rates and laws that have been enacted by the balance sheet date

Foreign currencies

The company's functional currency is the US dollar. Transactions denominated in other currencies are translated into dollars at the rate of exchange ruling on the date of the transaction. Monetary assets and liabilities denominated in other currencies are translated into dollars at the exchange rate ruling at the balance sheet date. The resulting exchange differences are included in the profit and loss account for the year.

2. Directors' emoluments, staff costs and auditors' remuneration

The directors received no remuneration for their services to the company during the year (2007: £nil)

The emoluments of N Bamford, and R Graham-Adriani have been borne by FKI plc. The directors of the company are also directors of a number of the companies within the FKI group. The directors' services to the company do not occupy a significant amount of their time. As such, the directors do not consider that they have received any remuneration for their incidental services to the company for the year ended 31 March 2008 and 31 March 2007.

There were no staff employed other than directors (2007: none)

The audit fee in 2008 and 2007 was borne by the parent undertaking

3. Interest receivable and similar income

	2008 US\$000	2007 US\$000
From fellow subsidiary undertakings	29,708	33,679

Notes to the financial statements

at 31 March 2008

4. Tax on profit on ordinary activities

	2008 US\$000	2007 US\$000
UK corporation tax	-	-

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

	2008 US\$000	2007 US\$000
Profit on ordinary activities before taxation	29,708	33,679
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 30% (2007 30%)	8,912	10,104
Effects of Group relief from parent for nil consideration	(8,912)	(10,104)
Current tax charge for the year	-	-

5. Debtors

	2008 US\$000	2007 US\$000
Amounts owed by fellow subsidiary undertakings	730,122	700,414

6. Share capital

	2008	2007
<i>Authorised</i>	<i>US\$000</i>	<i>US\$000</i>
10,000,000 Ordinary shares of US\$100 each	1,000,000	1,000,000
1 Ordinary Share of US\$1 each	1	1

Notes to the financial statements

at 31 March 2008

7. Reconciliation of shareholders' funds and movement on reserves

	<i>Share Capital</i>	<i>Profit and loss account</i>	<i>Total</i>
	<i>US\$000</i>	<i>US\$000</i>	<i>US\$000</i>
At 1 April 2006	629,068	37,667	666,735
Retained profit for the financial year	-	33,679	33,679
At 31 March 2007	629,068	71,346	700,414
Retained profit for the financial year	-	29,708	29,708
At 31 March 2008	629,068	101,054	730,122

8. Contingent liabilities

As part of a group debt arrangement, the company has entered into a multilateral cross guarantee in respect of group borrowings

9. Related party transactions

The company is a wholly owned subsidiary of FKI plc, the consolidated accounts of which are publicly available. Accordingly, the company has taken advantage of the exemption in FRS 8 from disclosing transactions with members or investees of the FKI group.

10. Ultimate parent undertaking

The directors regard FKI plc, a company incorporated in Great Britain and registered in England and Wales, as the company's ultimate parent undertaking and controlling party for the year ended 31 March 2008. The group into which the results of the company are consolidated is that headed by FKI plc. Copies of the financial statements are available from the Company Secretary, FKI plc, Falcon Works, PO Box 7713 Meadow Lane, Loughborough, Leicestershire LE11 1ZF.

On the 1 July 2008 FKI plc was purchased by Melrose Plc, a company incorporated in Great Britain and registered in England and Wales, which the directors regard as the company's ultimate parent undertaking and controlling party from that date.