MET-CLAD CONTRACTS (UK) LIMITED (FORMERLY CASTLEGATE 172 LIMITED)

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 NOVEMBER 2011

Company Registration Number 4118321

WEDNESDAY
A1A0GM17
A22 30/05/2012 #418
COMPANIES HOUSE

MET-CLAD CONTRACTS (UK) LIMITED (FORMERLY CASTLEGATE 172 LIMITED)

FINANCIAL STATEMENTS

YEAR ENDED 30 NOVEMBER 2011

CONTENTS **PAGE**

Officers and professional advisers	1
The director's report	2
Independent auditor's report to the members	4
Profit and loss account	6
Balance sheet	7
Notes to the financial statements	8

MET-CLAD CONTRACTS (UK) LIMITED (FORMERLY CASTLEGATE 172 LIMITED)

OFFICERS AND PROFESSIONAL ADVISERS

YEAR ENDED 30 NOVEMBER 2011

The director	M S Village
Registered office	Rivermead House 7 Lewis Court Grove Park Enderby Leicestershire LE19 1SD
Auditor	RSM Tenon Audit Limited Rivermead House 7 Lewis Court Grove Park Enderby Leicestershire LE19 1SD

MET-CLAD CONTRACTS (UK) LIMITED (FORMERLY CASTLEGATE 172 LIMITED)

THE DIRECTOR'S REPORT

YEAR ENDED 30 NOVEMBER 2011

The director presents his report and the financial statements of the company for the year ended 30 November 2011

Principal activity and business review

The principal activity of the company during the year continued to be that of a holding company for Met-Clad Contracts (Holdings) Limited and its subsidiary undertaking Met-Clad Contracts Limited The company has not traded during the current and preceeding financial year

On 31 October 2011, the company changed its name to Met-Clad Contracts (UK) Limited

At 30 November 2011, the company had shareholders deficit of £3,750,931 following a provision against fixed asset investments of £4,528,800

On 2 April 2012, following a group re-organisation, the company acquired the groups freehold property from Met-Clad Contracts (Holdings) Limited (formerly FB 86 Limited) The property was acquired at open market value by dividend in specie at which point the company became an investment holding company On this same date, the company effected a capital reduction, and cancelled its share premium account of £1,977,800

The director has assessed the main risk facing the company as adverse market or financial conditions facing its subsidiary undertakings The trading subsidiary undertaking Met-Clad Contracts Limited principal risk relates to the challenging market place in which it operates due to the uncertainty in the general macro - economic climate However, as a result of a planned ongoing strategy of investment in the successful development of the company's customer base and its dedication to the high service levels, the directors are optimistic for the company's future prospects

Results and dividends

The loss for the year amounted to £4,528,800 The director has not recommended a dividend

Director

The director who served the company during the year was as follows

M S Village

Director's responsibilities

The director is responsible for preparing the Director's Report and the financial statements in accordance with applicable law and regulations

Company law requires the director to prepare financial statements for each financial year Under that law the director has 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 director 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, the director is 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

Directors responsibilities *(continued)*

The director is 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 him to ensure that the financial statements comply with the Companies Act 2006 He is 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

In so far as the director is aware

- there is no relevant audit information of which the company's auditor is unaware, and
- the director has taken all steps that he ought to have taken to make himself aware of any relevant audit information and to establish that the auditor is aware of that information

Auditor

RSM Tenon Audit Limited are deemed to be reappointed under section 487(2) of the Companies Act 2006

Signed by



M S Village
Director

Approved by the director on 24 April 2012

MET-CLAD CONTRACTS (UK) LIMITED (FORMERLY CASTLEGATE 172 LIMITED)

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MET-CLAD CONTRACTS (UK) LIMITED (FORMERLY CASTLEGATE 172 LIMITED)

YEAR ENDED 30 NOVEMBER 2011

We have audited the financial statements of Met-Clad Contracts (UK) Limited (formerly Castlegate 172 Limited) for the year ended 30 November 2011 on pages 6 to 12 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 Chapter 3 of Part 16 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 director and auditor
As explained more fully in the Director's Responsibilities Statement set out on pages 2 to 3, the director is 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 and express an opinion on 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

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 directors, and the overall presentation of the financial statements In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report

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 30 November 2011 and of its result 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 Director's Report for the financial year for which the financial statements are prepared is consistent with the financial statements

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MET-CLAD CONTRACTS (UK) LIMITED (FORMERLY CASTLEGATE 172 LIMITED) *(continued)*

YEAR ENDED 30 NOVEMBER 2011

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 director's remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

RSM Tenon Audit Limited

Kelly Boorman, Senior Statutory Auditor
For and on behalf of

RSM Tenon Audit Limited
Statutory Auditor
Rivermead House
7 Lewis Court
Grove Park
Enderby
Leicestershire
LE19 1SD

24 April 2012

MET-CLAD CONTRACTS (UK) LIMITED (FORMERLY CASTLEGATE 172 LIMITED)

PROFIT AND LOSS ACCOUNT

YEAR ENDED 30 NOVEMBER 2011

	Note	2011 £	*2010 £*
Turnover		–	–
Administrative expenses		(4,528,800)	–
Operating loss	2	(4,528,800)	–
Attributable to Exceptional items	2	(4,528,800)	–
Loss on ordinary activities before taxation		(4,528,800)	–
Tax on loss on ordinary activities	5	–	–
Loss for the financial year		(4,528,800)	–

All of the activities of the company are classed as continuing

The company has no recognised gains or losses other than the results for the year as set out above

The notes on pages 8 to 12 form part of these financial statements

MET-CLAD CONTRACTS (UK) LIMITED (FORMERLY CASTLEGATE 172 LIMITED)

Registered Number 4118321

BALANCE SHEET

30 NOVEMBER 2011

	Note	2011 £	*2010 £*
Fixed assets			
Investments	6	–	*4,528,800*
Creditors: amounts falling due within one year	7	(3,750,931)	*(3,750,931)*
Total assets less current liabilities		(3,750,931)	*777,869*
Capital and reserves			
Called-up share capital	10	1,018	*1,018*
Share premium account	11	1,977,800	*1,977,800*
Profit and loss account	12	(5,729,749)	*(1,200,949)*
Shareholders' deficit	13	(3,750,931)	*777,869*

These financial statements were approved and signed by the director and authorised for issue on 24 April 2012

M S Village
Director

The notes on pages 8 to 12 form part of these financial statements

1. Accounting policies

Basis of accounting

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

Going concern

The financial statements have been prepared on a going concern basis notwithstanding net liabilities of £3,750,931 at the balance sheet date This is on the basis that group support relating to the repayment of the intercompany creditor will be available and this debt will not be requested to be repaid until the company is in a financial position to do so

Consolidation

The company is a wholly owned subsidiary of Met-Clad Contracts Group Limited (formerly FB 86 Limited), which has produced consolidated financial statements and therefore in accordance with Section 400 of the Companies Act 2006 the company is not required to produce, and has not produced, consolidated financial statements These financial statements present information about the company, and not the group headed by Met-Clad Contracts (UK) Limited (formerly Castlegate 172 Limited)

Cash flow statement

The director has taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from including a cash flow statement in the financial statements on the grounds that the company is wholly owned and its parent company publishes a consolidated cash flow statement

Deferred taxation

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 have occurred at that date that will result in an obligation to pay more or a right to pay less tax in the future have occurred by the balance sheet date, with certain limited exceptions

Deferred tax is calculated on an undiscounted basis at the tax rates that are expected to apply in the periods in which the timing difference are expected to reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date

Deferred tax assets are recognised only to the extent that the directors consider it more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either 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

1. Accounting policies *(continued)*

Fixed asset investments

Investments are stated at cost less any provision for impairment

2 Operating loss

Operating loss is stated after charging

	2011 £	*2010 £*
Exceptional costs	4,528,800	–

Exceptional costs relate to a provision against fixed asset investments

3. Particulars of employees

No salaries or wages have been paid to employees, including the director, during the year

4. Director's remuneration

The director's aggregate remuneration in respect of qualifying services were

	2011 £	*2010 £*
Remuneration receivable	130,711	*45,916*
Value of company pension contributions to money purchase schemes	6,933	*2,400*
	137,644	*48,316*

The remuneration above is paid through a subsidiary company

5. Taxation on ordinary activities

Factors affecting current tax charge

The tax assessed on the loss on ordinary activities for the year is higher than the standard rate of corporation tax in the UK of 20% (2010 - 21%)

	2011 £	*2010 £*
Loss on ordinary activities before taxation	(4,528,800)	-
Loss on ordinary activities by rate of tax	(905,760)	-
Effects of		
Provision against fixed asset investment	905,760	-
Total current tax	-	-

5 Taxation on ordinary activities *(continued)*

Factors that may affect future tax charges

The company has non-trading tax losses of approximately £812,000 (2010 £812,000) available to offset against future non-trading profits

6. Investments

	Subsidiary undertaking
	£
Cost	
At 1 December 2010 and 30 November 2011	4,528,800
Amounts provided	
Provided in the year	4,528,800
At 30 November 2011	4,528,800
Net book value	
At 30 November 2011	-
At 30 November 2010	*4,528,800*

As at 30 November 2011 the company held 100% of the ordinary issued equity share capital of the following subsidiary undertakings, incorporated in England and Wales

Name	Nature of business
Met-Clad Contracts (Holdings) Limited	Investment holding and property company
Met-Clad Contracts Limited (*)	Roofing and cladding specialists

(*) held indirectly by Met-Clad Contracts (Holdings) Limited

7. Creditors· amounts falling due within one year

	2011	*2010*
	£	*£*
Amounts owed to group undertakings	3,750,931	*3,750,931*

8. Contingent liability

The company is party to a cross guarantee relating to the Met-Clad Contracts Group Limited (formerly FB 86 Limited) group total bank borrowing At 30 November 2011, the net bank borrowing relating to the cross guarantee was £770,021 (2010 £615,834)

9. Related party transactions

The company has taken advantage of the exemption conferred by Financial Reporting Standard 8 "Related Party Disclosures" not to disclose transactions with other group entities whose voting rights are 100% controlled within the group

10. Share capital

Allotted, called up and fully paid:

	2011		*2010*	
	No	**£**	*No*	*£*
10,000 Ordinary shares of £0 10 each	10,000	1,000	*10,000*	*1,000*
1,765 Preference shares of £0 01 each	1,765	18	*1,765*	*18*
	11,765	1,018	*11,765*	*1,018*

The preference shares rank pari passu in all respects with the ordinary shares

The rights attaching to each class of share are included in the Articles of Association, filed at Companies House

11. Share premium account

There was no movement on the share premium account during the financial year

12 Profit and loss account

	2011	*2010*
	£	*£*
Balance brought forward	(1,200,949)	*(1,200,949)*
Loss for the financial year	(4,528,800)	*–*
Balance carried forward	(5,729,749)	*(1,200,949)*

13. Reconciliation of movements in shareholders' funds

	2011	*2010*
	£	*£*
Loss for the financial year	(4,528,800)	*–*
Opening shareholders' funds	777,869	*777,869*
Closing shareholders' (deficit)/funds	(3,750,931)	*777,869*

14. Post balance sheet events

On 2 April 2012, following a group re-organisation, the company acquired the group's freehold property from Met-Clad Contracts (Holdings) Limited at open market value, by dividend in specie On this same date, the company also effected a capital reduction, and cancelled its share premium account of £1,977,800

15. Immediate and ultimate parent undertaking

The immediate and ultimate parent undertaking is Met-Clad Contracts Group Limited (formerly FB 86 Limited), a company registered in England and Wales

The smallest and largest group in which these accounts are consolidated is the group headed by Met-Clad Contracts Group Limited (formerly FB 86 Limited), copies of whose financial statements may be obtained from the Registrar of Companies, Companies House, Crown Way, Maindy, Cardiff

16. Ultimate controlling party

At 30 November 2011, the company is controlled by M S Village by virtue of his controlling interest in the issued equity share capital of the ultimate parent company Met-Clad Contracts Group Limited (formerly FB 86 Limited)