

BB Investments

Report and Financial Statements

3 October 2009

Registered Number: 02534721

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COMPANIES HOUSE

BB Investments

Registered No 02534721

DIRECTORS

Mark B Prince
Anthony Lovallo

SECRETARY

Trusec Limited

AUDITORS

BDO LLP
1 Bridgewater Place
Water Lane
Leeds LS11 5RU

REGISTERED OFFICE

2 Lambs Passage
London EC1Y 8BB

BB Investments

Directors' Report

The directors present their report and the audited financial statements of BB Investments (the 'Company') for the year ended 3 October 2009

Principal Activity

The company's principal activity during the year was that of a group investment company

Principal risks and uncertainties

Due to the nature of the business there are no material risks or uncertainties which require disclosure

Key performance indicators

Due to the nature of the business, key performance indicators are not applicable

Results and Dividends

The profit for the year, after taxation, amounted to \$ 2,432,090 (2008 - \$2,437,289) and is dealt with as shown in the profit and loss account. The directors do not recommend payment of a dividend

Directors

The directors who served the company during the year were as follows

Mark B Prince

Scott Rowe (Resigned 9 January 2009)

On 9 January 2009 Anthony Lovallo was appointed a director of the company

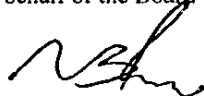
Auditors

Ernst & Young LLP resigned as auditors on 7 October 2009 and confirmed that there were no circumstances connected with their resignation which they considered should be brought to the attention of the members or creditors. Following their resignation, the directors appointed BDO LLP as 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.

Resolutions excluding the Company from the obligation to hold annual general meetings and to re-elect auditors annually have been passed by the Company

On behalf of the Board



Mark B Prince

Director

28 JUNE 2010

BB Investments

Statement of Directors' Responsibilities in Respect of the Financial Statements

The directors are responsible for preparing the Annual Report and 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 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 year. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting 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 Acts 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

INDEPENDENT AUDITORS' REPORT TO THE MEMBER OF BB INVESTMENTS.

We have audited the financial statements of BB Investments for the year ended 3 October 2009 which comprise 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 member 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 member 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 member, 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 3 October 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.

BB Investments

INDEPENDENT AUDITORS' REPORT TO THE MEMBER OF BB INVESTMENTS (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



Ian Beaumont (senior statutory auditor)

For and on behalf of BDO LLP, statutory auditor

Leeds

United Kingdom

28 June 2010

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

BB Investments

Profit and Loss Account for the year ended 3 October 2009

	<i>Notes</i>	<i>2009</i>	<i>2008</i>
		\$	\$
Administrative expenses		<u>(9,551)</u>	-
Operating loss	2	(9,551)	-
Interest receivable from group undertakings		2,466,771	2,486,564
Interest payable to group undertakings		<u>(25,130)</u>	<u>(49,275)</u>
Profit on ordinary activities before taxation		2,432,090	2,437,289
Taxation	3	<u>-</u>	<u>-</u>
Profit on ordinary activities after taxation		<u>2,432,090</u>	<u>2,437,289</u>

All amounts relate to continuing activities

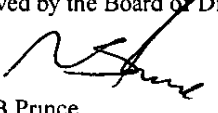
There are no recognised gains or losses other than the profit for the year ended 3 October 2009

BB Investments (Registered Number 02534721)

Balance Sheet at 3 October 2009

	<i>Notes</i>	<i>2009</i>	<i>2008</i>
		\$	\$
Current Assets			
Amounts due from group undertakings		<u>45,837,582</u>	<u>43,370,812</u>
Creditors amounts falling due within one year			
Amounts due to group undertakings		<u>(340,460)</u>	<u>(305,780)</u>
Net current assets		<u>45,497,122</u>	<u>43,065,032</u>
		<u>45,497,122</u>	<u>43,065,032</u>
Capital and reserves			
Share capital	4	17,925,718	17,925,718
Share premium account	5	9,594,965	9,594,965
Profit and loss account	5	<u>17,976,439</u>	<u>15,544,349</u>
		<u>45,497,122</u>	<u>43,065,032</u>

Approved by the Board of Directors and authorised for issue on **28 JUNE** 2010


Mark B Prince

Director

BB Investments

Notes to the Financial Statements at 3 October 2009

1. Accounting policies

Accounting convention

The financial statements are prepared under the historical cost convention and in accordance with applicable accounting standards. The accounts are expressed in US dollars which is the functional currency of the group of which it is a member.

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 or to receive more, tax, with the following exceptions:

- provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold,
- provision is made for deferred tax that would arise on remittance of the retained earnings of overseas subsidiaries only to the extent that, at the balance sheet date, dividends have been accrued as receivable,
- deferred tax assets are recognised only to the extent that the directors consider that it is 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 assets and liabilities are measured on an undiscounted basis at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates that have been enabled or subsequently enacted at the balance sheet date.

Related party transactions

The Company has taken advantage of the exemption under FRS 8 available to wholly-owned subsidiaries not to disclose transactions with group undertakings.

Cash flow statement

The Company has taken advantage of the exemptions under FRS 1 (Revised) available to wholly-owned subsidiaries not to prepare a cash flow statement.

2. Operating loss

Operating loss is stated after charging

	2009	2008
	\$	\$
Audit fees payable for the audit of the financial statements,	6,388	-

Auditor's remuneration in 2008 was borne by another group company. No salaries or wages have been paid to employees during the year.

BB Investments

Notes to the Financial Statements at 3 October 2009

3. Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 28% (2008 30%). The differences are reconciled below

	2009	2008
	\$	\$
Profit on ordinary activities before tax	2,432,090	2,437,289
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 28% (2008 28%)	680,985	682,441
Group relief claimed for nil consideration	(680,985)	(682,441)
Current tax charge	-	-

4 Share capital

	2009	2008
	\$	\$
Allotted, called-up and fully paid 10,096,575 "C" Ordinary shares of £1 each	17,925,718	17,925,718

5 Reconciliation of shareholder's funds and movements in reserves

	Share Capital	Share Premium Account	Profit and Loss Account	Total Shareholder's Funds
	\$	\$	\$	\$
At 1 October 2007	17,925,718	9,594,965	13,107,060	40,627,743
Profit for the year	-	-	2,437,289	2,437,289
At 29 September 2008	17,925,718	9,594,965	15,544,349	43,065,032
Profit for the year	-	-	2,432,090	2,432,090
At 3 October 2009	17,925,718	9,594,965	17,976,439	45,497,122

6. Post balance sheet event

On 19 January 2010, the company was party to an agreement to grant a fixed and floating charge over all its assets and an assignment over its receivables as security for a \$35,117,646 term loan granted to Jacuzzi Luxco S a r l , a newly formed subsidiary of USI Overseas Holdings Limited

7. Parent undertaking and ultimate controlling party

The ultimate parent company and ultimate controlling party is Jupiter Holding I Corp a company incorporated in the United States of America

At 3 October 2009 the ultimate parent company, and parent company of the smallest and largest group of which the company is a member and for which group accounts were prepared, was Jacuzzi Brands Inc , a company incorporated in the United States of America Copies of these group financial statements can be obtained from Apollo Management LP, 10250, Constellation Road, Suite 2900, Los Angeles, CA 90067