Registered no: 02254066

Pryor and Howard (1988) Limited

Annual Report For The Year Ended 31 December 2009

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Annual Report For the Year Ended 31 December 2009

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Report of the Directors for the year ended 31 December 2009

The Directors present their annual report and the financial statements for the year ended 31 December 2009.

Principal activity and business review

The company has not traded during the year and accordingly it made neither a profit nor a loss Therefore no profit and loss account is attached

Directors and their interests

The directors of the company who held office during the year ended 31 December 2009 are as follows

Mrs D Reynolds (appointed 16/01/2009) Mr Thomas Ford (appointed 23/03/2010) Mr O Millet Lopez (resigned 16/01/2009) Mr David West (resigned 26/03/2010)

No director held a beneficial interest in the shares of the company at 30 September 2009, or at any time during the year

Auditors

The company has been dormant throughout the financial year ended 30 September 2009 In accordance with Section 480 of the Companies Act 2006, the Company resolved not to appoint auditors

Mrs Debra Reynolds

Director

Balance Sheet as at 31 December 2009

| | Notes | 2009 £ | 2008 £ |
|--------------------------------------------------------------|-------|------------------------|------------------------|
| Current Assets Creditors Amounts falling due within one year | | | |
| to other group undertakings | 3 | (628,937) | (628,937) |
| | | | |
| Capital and reserves | | | |
| Called-up share capital | 4 | 2 | 2 |
| Profit and loss account | 5 | (628,939) | (628,939) |
| | | $(\overline{628,937})$ | $(\overline{628,937})$ |
| | | | |

For the year ended 30 September 2009, Pryor & Howard (1988) Ltd, registered no 02254006, was entitled to exemption from audit under section 480 of the companies Act 2006 relating to dormant companies

The directors acknowledge their responsibilities for

- (1) the members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476; and
- (1) the directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts

Approved by the Board on

75-6-2010

And signed on their behalf by

Debra Reynolds, Director

Notes to the financial statements for the year ended 31 December 2009

1. Principal accounting policies

The financial statements have been prepared under the historical cost convention on a going concern basis and in accordance with applicable accounting standards

Profit and loss account

During the year and the preceding financial year the company did not trade and received no income and incurred no expenditure. Consequently, during those years the company made neither a profit or loss, and accordingly no profit and loss account has been prepared.

There are no recognised gains and losses other than the result for the year reported above. There is also no difference between the result on ordinary activities before taxation or the retained result for the financial year stated above and their historical cost equivalents.

Cash flow statement

The company has taken advantage of the exemption granted by FRS 1 (Revised) not to prepare a cash flow statement

2. Director Emoluments

No directors' emoluments were incurred by the company during 2009 or 2008. The directors are all employees of other Group companies and their emoluments and contributions to pension schemes on their behalf are paid by the other Group companies.

3. Debtors

| Debiois | 2009 £ | 2008 £ |
|-------------------------------------------------------------|-----------|-----------|
| Amounts falling due within one year from group undertakings | (628,937) | (628,937) |

Notes to the financial statements for the year ended 31 December 2009

4. Called up share capital

| | 2009 £ | 2008 £ |
|-----------------------------------------------------------------|-----------|-------------|
| Authorised 1,000 Ordinary shares of £1 each | 1,000 | 1,000 |
| | | |
| 40 1 16.11 | | |
| Allotted, called-up and fully paid 2 Ordinary shares of £1 each | 2 | 2 |

5. Reconciliation of shareholders' funds and movement on reserves

| | Share | Profit and | Total |
|----------------------------------------|---------|--------------|---------------|
| | Capital | loss account | shareholders' |
| | - | | funds |
| | £ | £ | £ |
| At 1 January 2008 and 31 December 2009 | 2 | (628,939) | (628,937) |
| | | | |

6 Ultimate parent company and controlling party

The directors regard Covidien Plc, a company registered in Dublin, Ireland, as the ultimate parent company and controlling party since its purchase of Covidien Limited on 4 June 2009 Covidien Plc is the parent of the largest group to consolidate these financial statements Copies of the consolidated financial statements of Covidien Plc are available from the Company Secretary, Covidien (UK) Commercial Ltd, 154 Fareham Road, Gosport, Hampshire, PO13 0AS

7 Related party transactions

Auto Suture UK Export Limited is taking advantage of an exemption conferred by FRS 8 which provides exemption for disclosure of transactions between two or more members of a group, provided that all subsidiaries which are party to the transaction are wholly owned by the same group