Crown Artist Brush Limited

Directors' report and financial statements Registered number 267073 31 December 2011

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Company Information

Directors

G Roper R Llewellyn

Secretary

M Charles

Company Number

267073

Registered Office

Studio Building 21 Evesham Street

London

W114AJ

Auditors

KPMG LLP

3 Assembly Square Britannia Quay Cardiff CF10 4AX

Business Address

Crown Street West

Lowestoft Suffolk NR32 1SG

Crown Artist Brush Limited Directors' report and financial statements 31 December 2011

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Directors' report

The directors present their directors' report and financial statements for the year ended 31 December 2011

Principal activities

The principal activity of the company is the manufacture of artists' brushes

Results and dividends

The profit and loss account is set out on page 5

No interim dividend was paid during the year (2010 £Nil) The directors recommend that no final dividend be paid (2010 £nil)

Directors

The directors who held office during the year were as follows

J R Keightley (Resigned on 17 June 2011)

R Llewellyn

G Roper

(Appointed on 17 June 2011)

Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information

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

Auditors

Pursuant to section 487 of the Companies Act 2006, the auditors will be deemed to be re-appointed and KPMG LLP will therefore continue in office

By order of the board

M Charles Secretary

Studio Building 21 Evesham Street London W11 4AJ

14 SEPTEMBER 2012

Statement of directors' responsibilities in respect of the directors' report and the financial statements

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice)

Under company law the directors 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 these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and estimates that are reasonable and prudent,
- state whether applicable UK 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 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 them to ensure that the financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



KPMG LLP

3 Assembly Square Britannia Quay Cardiff CF10 4AX United Kingdom

Independent auditor's report to the members of Crown Artist Brush Limited

We have audited the financial statements of Crown Artist Brush Limited for the year ended 31 December 2011 set out on pages 5 to 19 The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK 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 directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 2, 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, 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 (APB's) Ethical Standards for Auditors

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's web-site at www.frc.org.uk/apb/scope/private.cfm

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 2011 and of its profit for the year then ended,
- · have been properly prepared in accordance with UK Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matter 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

Independent auditor's report to the members of Crown Artist Brush 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

Vignoress

Virginia J Stevens (Senior Statutory Auditor) for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants 3 Assembly Square Britannia Quay Cardiff CF10 4AX United Kingdom

18 9 2012

Profit and loss account

for the year ended 31 December 2011			
	Note	2011	2010
		£000	£000
Turnover	2	4,926	5,483
Cost of sales		(4,218)	(4,173)
Gross profit		708	1,310
Distribution costs		(21)	(10)
Administrative expenses		(169)	(91)
Operating profit	3	518	1,209
Interest receivable and similar income	7	3	· -
Other finance income/(costs)	8	17	(19)
Profit on ordinary activities before taxation		538	1,190
Tax on profit on ordinary activities	6	(343)	(362)
Profit for the financial year		195	828

The above results relate entirely to continuing activities. The notes on pages 8 to 19 form an integral part of these financial statements

Balance s	heet
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at 31 December 2011	Note	,	2011		2010
	11012	£000	£000	£000	£000
Fixed assets					
Tangible assets	9		151		194
Current assets					
Stock	10	1,099		1,216	
Debtors	11	2,117		1,367	
		3,216		2,583	
Creditors amounts falling due within one year	12	(1,150)		(666)	
Net current assets			2,066		1,917
Total assets less current habilities, being net assets excluding pension deficit			2,217		2,111
Pension deficit	18		(1,447)		(1,318)
Net assets including pension deficit			770		793
Capital and reserves					
Called up share capital	14		270		270
Share premium account	15		359		359
Profit and loss account	15		141		164
Equity Shareholders' funds			770		793
					

These financial statements were approved by the board of directors on 14 55 77 mg. 2012 and were signed on its behalf by

G Roper

Director

R Llewellyn

Director

Company registered number 267073

Statement of total recognised gains & losses for the year ended 31 December 2011

	Note	2011 £000	2010 £000
Profit for the financial year Actuarial loss recognised in the pension scheme Deferred tax recognised on actuarial loss	18 13	195 (291) 73	828 (46) 13
Total recognised gains/(losses) relating to the year		(23)	795
Reconciliation of movements in shareholds for the year ended 31 December 2011	ers' funds	2011 £000	2010 £000
Profit for the financial year Other recognised losses relating to the financial year		195 (218)	828 (33)
Net (decrease)/increase in shareholders' funds Opening shareholders' funds Impact of full FRS 17 disclosure accounting		(23) 793	795 1,547 (1,549)
Closing shareholders' funds		770	793

Notes

(forming part of the financial statements)

1 Accounting policies

The financial statements have been prepared in accordance with applicable accounting standards. The particular accounting policies adopted are described below

Basis of preparation

The accounts have been prepared under the historical cost convention. Accounting policies have been consistently applied. The company, as a member of the group headed by AB Wilhelm Becker, has taken advantage of the exemption under the terms of Financial Reporting Standard No 1 from publishing a cash flow statement.

The financial statements have been prepared on the going concern basis, which the directors believe to be appropriate for the following reasons

The company is dependent for its working capital on funds provided to it by AB Wilhelm Becker, the company's ultimate parent, through a Group cash pool arrangement with its principal bankers. AB Wilhelm Becker has indicated that for at least 12 months from the date of approval of these financial statements, it will continue to make available such funds as are needed by the company and in particular will not seek repayment of the amounts currently made available. This should enable the company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment. As with any company placing its reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of the approval of these financial statements, they have no reason to believe that it will not do so

Turnover

Turnover represents the net amount invoiced to external customers and affiliated companies during the year, exclusive of VAT and other sales related taxes. Turnover is recognised when the significant risks and rewards of ownership have been transferred to the customer. This is usually on despatch.

Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes

Deferred taxation is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the financial statements. Deferred tax is not provided on timing differences arising from the revaluation of fixed assets where there is no binding contract to dispose of those assets. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

Tangible and intangible assets

Tangible fixed assets and intangible fixed assets are stated at cost or valuation, net of depreciation or amortisation and any provision for impairment

Except for freehold land, the cost of fixed assets (less estimated residual value) is written off on a straight line basis over the period of the expected useful life of the asset. For this purpose, expected lives are determined within the following limits

Freehold land and buildings

not more than twenty years

Plant and equipment

not more than fifteen years

1 Accounting policies (continued)

Foreign currency balances

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account

Stocks

Stock is stated at the lower of cost or net realisable value. Cost comprises materials, direct labour and an appropriate proportion of overhead expenses and is arrived at by the 'first in-first out' method

Operating lease commitments

Operating lease commitments are charged in the financial statements on a straight line basis even if this is not the time the liabilities arise

Benefits received and receivable as an incentive to sign an operating lease are similarly spread on a straight-line basis over the lease term, except where the period to the renewal date on which the rent is first expected to be adjusted to the prevailing market rate is shorter than the full lease term, in which case the shorter period is used

Defined Benefit Pension scheme

The company participates in the ColArt Pension Scheme which has both a Defined Benefit and a Defined Contribution section. The Defined Benefit section of the Scheme was closed to new entrants and the Defined Contribution Section was introduced for new entrants joining from 1st August 2002. Following consultation during 2007 the Defined Benefit section of the scheme was changed to a CARE scheme for future accruals after 1 April 2007. The scheme's assets are held in a separate trustee administered pension fund.

The Scheme was formed on 1 April 2000, and is valued every three years by professionally qualified independent consulting actuaries

Under the definitions set out in Financial Reporting Standard 17 Retirement Benefits, the ColArt Pension Scheme is a multi-employer pension scheme Previously, the company had taken advantage of the multi-employer exemption within FRS 17 and accounted for pension costs in line with the employer contributions paid. However, this was only permissible under the FRS whilst the net surplus/deficit could not be split between the individual participating companies. This position changed in the year ended 31 December 2010 as the Group was able to split the fund's assets/liabilities between participating companies with the help of its actuary.

The latest actuarial valuation of the scheme was carried out in April 2009. It has been updated to 31 December 2011 by qualified independent actuaries using revised assumptions that are consistent with FRS 17.

2 Analysis of turnover

The directors are of the opinion that it would be seriously prejudicial to the interests of the company to disclose an analysis of turnover

3 Operating profit

Operating profit is stated after charging the following	2011 £000	2010 £000
Depreciation - depreciable properties - plant and equipment Hire of equipment Audit of these financial statements	11 35 31 10	12 39 24 9
4 Directors' emoluments and interests Total emoluments paid for services to the Company was	2011	2010
Aggregate emoluments	£000 108	£000

Retirement benefits are accruing to one director under a defined benefit scheme

5 Staff numbers and costs

The average number of persons employed by the Company during the year, analysed by category, was as follows

	Number o	f employees
	2011	2010
Selling and Administration Production	4 59	3 60
1. Todaction		
	63	63
The aggregate payroll costs of these persons were as follows		
	2011	2010
	£000	£000
Wages and salaries	1,208	1,292
Social security costs	87	93
Other pension costs	126	160
	1,421	1,545

6 Taxation		
Analysis of charge in year		
	2011	2010
Current tax	€000	£000
Current tax on profit for the year	155	228
Adjustments in respect of prior year	110	(2)
Total current tax	265	226
Deferred tax (see note 13)		
Origination/reversal of timing differences	-	9
Movement for year on pension deficit	42	109
Effect of decreased tax rate		18
Total deferred tax charge	78	136
Tax on profit on ordinary activities	343	362
Factors affecting the tax charge for the year		
The current tax charge for the year is explained below		
	2011	2010
	£000	£000
Current tax reconciliation Profit on ordinary activities before tax	538	1,190
Current tax thereon at 26 5 % (2010 28%)	143	333
Effects of.		
Disallowed expenses	_	(108)
Capital allowances in excess of depreciation	12	3
Adjustment in respect of previous periods	110	(2)
Total current tax charge as above	265	226

The 2012 Budget on 21 March 2012 announced that the UK corporation tax rate will reduce to 22% by 2014. A reduction in the rate from 26% to 25% (effective from 1 April 2012) was substantively enacted on 5 July 2011, and a further reduction to 24% (effective from 1 April 2012) was substantively enacted on 26 March 2012. This will reduce the company's future current tax charge accordingly and further reduce the deferred tax asset at 31 December 2011 (which has been calculated based on the rate of 25% substantively enacted at the balance sheet date) by approximately £19,000. It has not yet been possible to quantify the full anticipated effect of the announced further 2% rate reduction, although this will further reduce the company's future current tax charge and reduce the company's deferred tax asset accordingly

7 Interest receivable and	similar income			
			2011 £000	2010 £000
Other interest receivable			3	-
8 Other finance (costs)/in	come			
			2011 £'000	2010 £`000
Expected return on pension scheme as Interest on pension scheme liabilities	esets		436 (419)	387 (406)
			17	(19)
9 Tangible fixed assets				
Ü	Freehold	Freehold	Plant and	
	land £000	buildings £000	machinery £000	Total £000
Cost At beginning of year			£000 991	£000 1,317
	000£	£000	000£	1000
At beginning of year Additions	£000 60 - - - 60	£000 266 - - - 266	£000 991 3	£900 1,317 3
At beginning of year Additions Disposals At end of year Depreciation	£000 60 - - - 60	£000 266 - - - 266	£000 991 3 (79) ————————————————————————————————————	£000 1,317 3 (79) ————————————————————————————————————
At beginning of year Additions Disposals At end of year Depreciation At beginning of year	£000 60 - - - 60	£000 266 - - - 266	£000 991 3 (79)	1,317 3 (79)
At beginning of year Additions Disposals At end of year Depreciation	£000 60 - - - 60	£000 266 - - 266 —	£000 991 3 (79) ————————————————————————————————————	£000 1,317 3 (79) ——— 1,241 ——— 1,123
At beginning of year Additions Disposals At end of year Depreciation At beginning of year Charge for year	£000 60 - - - 60	266 	£000 991 3 (79) ————————————————————————————————————	£000 1,317 3 (79) 1,241 1,123 46
At beginning of year Additions Disposals At end of year Depreciation At beginning of year Charge for year Disposals	60 - - - - 60	266 	\$000 991 3 (79) ————————————————————————————————————	1,317 3 (79) ————————————————————————————————————

2011

£000

106

791

170

1,150

83

Notes (continued)

Trade creditors

Amounts owed to group undertakings

Taxation and social security

Accruals and deferred income

10 Stocks		
	2011 £000	2010 £000
Raw materials and consumables Work in progress Finished goods and goods for resale	508 409 182	540 494 182
	1,099	1,216
There is no material difference between the replacement cost of stocks a	and the amounts stated above	
11 Debtors		
	2011 £000	2010 £000
Trade debtors	357	177
Amounts owed by group undertakings	1,721	1,103
Deferred tax assets (see note 13) Prepayments and accrued income	3 36	3 84
	2,117	1,367
All amounts shown under debtors fall due for payment within one year		
12 Creditors: amounts falling due within one year		

The creditor for taxation and social security includes UK Corporation tax payable amounting to £153,000 $(2010 \pm 226,000)$

2010 £000

> 121 179

> 247

119

666

13 Deferred tax

	2011 £000	2010 £000
At beginning of year Charge to profit and loss account relating to fixed assets	491 -	12 (9)
Initial recognition of deferred tax in relation to pension deficit Amounts reflected through the Statement of Total Recognised Gains & Losses Charge to profit & loss account relating to pension deficit Effect of change in tax rate	73 (42) (36)	506 - - (18)
At end of year	486	491
The deferred taxation liability at full provision of 25% (2010 27%) is as follows	2011 £000	2010 £000
Difference between depreciation and capital allowances	3	3
Total disclosed within debtors (note 11)	3	3
Deferred tax asset arising on defined benefit pension scheme liability	483	488
	486	491
14 Called up share capital		
	2011 £000	2010 £000
Allotted, called up and fully paid 1,079,053 ordinary shares of 25p each	270	270

15 Share premium and reserves

	Share premium account £000	Profit and loss account £000
At beginning of year	359	164
Profit for the year	-	195
Other recognised (losses) for the financial year	-	(218)
At end of year	359	141

16 Contingent liabilities

Crown Artist Brush Limited is dependent on a facility provided by AB Wilhelm Becker for its working capital and growth (see note 20) There are currently no charges on the assets of the company to support this facility

17 Commitments

(a) Capital commitments at the end of the financial year for which no provision has been made amounted to £nil (2010 £nil)

(b)	Annual commitments under non-can	cellable operating	leases are as follows
וטו	A illuat communicits under non-can	cenable oberaning	icases are as runows

	10	12
		
- Within two to five years	3	3
- Within one year	7	9
Operating Leases that expire		
Plant and Machinery		
	£000	£000
	2011	2010

18 Pension scheme

Company UK retirement benefits scheme

This is a defined benefit scheme operated by ColArt group of companies under which contributions were paid by members and the group into a fund. This fund is separate from the Group's finances and is administered by Trustees.

Previously, the company had taken advantage of the multi-employer exemption within FRS 17 and accounted for pension costs in line with the employer contributions paid. However, this was only permissible under the FRS whilst the net surplus/deficit could not be split between the individual participating companies. This position changed in the year ended 31 December 2010 as the Group was able to split the fund's assets/habilities between participating companies with the help of its actuary.

The Group pays a monthly contribution of £78,000 towards the elimination of the deficit on the fund from April 2011

A full actuarial valuation was carried out on the 1 April 2009 by a qualified independent actuary and was updated to 31 December 2011

Present values of scheme liabilities, fair value of assets and deficit.	2011 £000	2010 £000
Fair value of scheme assets Present value of scheme liabilities	5,920 (7,850)	5,974 (7,780)
Liability to be recognised in the balance sheet Deferred tax	(1,930) 483	(1,806) 488
Net liability	(1,447)	(1,318)
Movements in present value of defined benefit obligation		2011 £000
At 1 January 2011 Current service cost Interest cost Contribution by scheme participants Actuarial gains Benefits paid and death in service insurance premiums		7,780 101 419 45 (153) (342)
At 31 December 2011		7,850

18 Pension scheme (continued)

Movements in fair value of plan assets		2011 £000
At 1 January 2011 Employer contributions Contributions by scheme participants Benefits paid and death in service insurance premiums Expected return on scheme assets Actuarial loss on plan assets		5,974 251 45 (342) 436 (444)
At 31 December 2011		5,920
The actual return on scheme assets was (£8,000)		
Expense recognised in the profit and loss account		
	2011 £000	2010 £000
Current service cost	101	108
Interest cost Expected return on scheme assets	419 (436)	406 (387)
Past service cost	-	(324)
Total expense recognised in profit and loss	84	(197)
Statement of total recognised gains and losses (STRGL).		
	2011	2010
	£000	£000
Actual return less expected return on pension scheme assets	(444)	289
Experience gains and losses arising on the scheme liabilities Changes in assumptions underlying the liabilities present value	(133) 286	(114) (221)
changes in assumptions underlying the habilities present value		
Actuarial loss recognised in STRGL	(291)	(46)

The cumulative total amount recognised in the statement of total recognised gains and losses in respect of actuarial losses is £337,000 (2010 £46,000)

18 Pension scheme (continued)

The principal actuarial assumptions used at the year end were as follows:

	2011	2010
Discount rate Expected rate of return on plan assets	5 10% 7 35%	5 50% 7 38%
Future salary increases Inflation assumption	n/a 3 00%	n/a 2 80%

The assumptions relating to longevity underlying the pension liabilities at the balance sheet date are based on standard actuarial mortality tables and include an allowance for future improvements in longevity. The mortality assumptions adopted at 31 December 2011 were

Male retiring at age 65 in 2011	23 2
Female retiring at age 65 in 2011	25 7
Male retiring at age 65 in 2031	25 2
Female retiring at age 65 in 2031	27 6

The expected long term rates of return applicable for each period are as follows.

	Long term rate of return expected	Fair value £000
Equity	8 20%	2,914
Government Bonds	4 20%	-
Cash	4 20%	2,640
Corporate Bonds	5 20%	366
Overall for Scheme	7 35%	5,920

The Company expects to contribute approximately £182,000 to its defined benefit plans in the next financial year

	2011	2010
	£'000	£,000
Experience adjustment on plans habilities	(133)	(114)
Experience adjustment on plan assets	(444)	289

19 Related party disclosures

The company has taken advantage of the exemption conferred by FRS 8 'Related Party Disclosures' not to disclose transactions with other 100% owned members of the group headed by AB Wilhelm Becker AB, on the grounds that 100% of the voting rights in the company are controlled within that group and the company is included in consolidated financial statements

During the year the company undertook business transactions with other Becker Group companies as listed in the published accounts of Wilhelm Becker AB At the end of the year there were outstanding balances of £324,000 (2010 £179,000) payables and £569,000 (2010 £525,000) receivables

	2011	2010
	£000	£000
Sales	3,093	3,666
Royalties receivable	83	73
Purchases	(1,284)	(1,387)
Royalties payable	(112)	(126)
Management charges payable	(776)	(371)
Management charges receivable	120	25
		

20 Ultimate parent undertaking and controlling party

The immediate holding company is ColArt Fine Art & Graphics Limited, a company incorporated in Great Britain and registered in England and Wales

The ultimate UK holding company is Wilhelm Becker Limited incorporated in Great Britain and registered in England and Wales

The ultimate holding company is Lindengruppen AB, a company incorporated and registered in Sweden. The parent company of the largest and smallest group of which the company is a member and for which group financial statements are drawn up is AB Wilhelm Becker, a company incorporated and registered in Sweden.

Copies of the consolidated financial statements of AB Wilhelm Becker can be obtained from Bruksgarden, SE-268 83, Hoganas, Sweden