

Registered Number 1299467

Eimeldingen (GB) Limited
Annual report and accounts
for the 18 months ended 31 December 2003



A33
COMPANIES HOUSE

A2KWC10T

0439
05/01/05

Eimeldingen (GB) Limited

Annual report and accounts for the 18 months ended 31 December 2003

Contents

Directors and advisors for the 18 months ended 31 December 2003	1
Directors' report for the 18 months ended 31 December 2003.....	2
Independent auditors' report to the members of Eimeldingen (GB) Limited	3
Balance sheet as at 31 December 2003.....	4
Notes to the financial statements for the 18 months ended 31 December 2003	5-6

Eimeldingen (GB) Limited

Directors and advisors for the 18 months ended 31 December 2003

Directors

C Blain (resigned 30 November 2003)
S T Richardson (resigned 25 November 2003)
S M Schultheis (resigned 1 February 2004)
J Gibson (resigned 31 December 2003)
C G Scott (appointed 4 December 2003)
R J Boland (appointed 22 December 2003)

Secretary

C G Scott

Registered Office

Parkgate Works
17 Deer Park Road
Merton
London
SW19 3XJ

Auditors

PricewaterhouseCoopers LLP
Benson House
33 Wellington Street
Leeds
LS1 4JP

Eimeldingen (GB) Limited

Directors' report for the 18 months ended 31 December 2003

The directors present their report and the audited financial statements of the company for the 18 months ended 31 December 2003.

Review of business and future developments

The company did not trade during the 18 months and consequently incurred neither profit nor loss other than in respect of the retranslation of amounts due to group undertakings denominated in foreign currencies.

The financial statements have been prepared on the going concern basis as the parent company, Hallmark Industries Limited, has indicated that it will provide financial support to enable the company to meet its liabilities as they fall due.

Directors' interests

The directors who held office during the 18 months are shown on page 1.

None of the directors held any interests in the shares of the company during the 18 months.

Statement of directors' responsibilities

Company law requires the directors to prepare financial statements for each financial period that 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. The directors are required to prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors confirm that suitable accounting policies have been used and applied consistently. They also confirm that reasonable and prudent judgements and estimates have been made in preparing the financial statements for the 18 months ended 31 December 2003, that applicable accounting standards have been followed.

The directors are responsible for keeping proper accounting records that 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 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.

Auditors

The auditors PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and resolution concerning their reappointment will be proposed at the annual general meeting.

By order of the Board



C G Scott
Director

6 August 2004

Eimeldingen (GB) Limited

Independent auditors' report to the members of Eimeldingen (GB) Limited

We have audited the financial statements which comprise the balance sheet and the related notes.

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 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 United Kingdom Auditing Standards issued by the Auditing Practices Board. This opinion has been prepared for and only for the company's members as a body in accordance with section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 if, in our opinion, the directors' report is not consistent with the financial statements, if 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 transactions is not disclosed.

We read the other information contained in the annual report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. The other information comprises only the directors' report.

Basis of audit opinion

We conducted our audit in accordance with auditing standards 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 judgements 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.

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs at 31 December 2003 and of its result for the 18 months then ended and have been properly prepared in accordance with the Companies Act 1985.



PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
Leeds

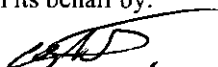
6 August 2004

Eimeldingen (GB) Limited

Balance sheet as at 31 December 2003

	Note	31.12.03 £	30.06.02 £
Creditors - amounts falling due within one year	2	(5,032)	(5,032)
Creditors - amounts falling due after more than one year	3	(303,012)	(303,012)
Net liabilities		(308,044)	(308,044)
Capital and reserves			
Called up share capital – equity shares	4	12,000	12,000
Profit and loss account		(320,044)	(320,044)
Shareholders' – deficit		(308,044)	(308,044)

The financial statements on pages 4 to 6 were approved by the board of directors on 6 August 2004 and were signed on its behalf by:



C G Scott
Director

Eimeldingen (GB) Limited

Notes to the financial statements for the 18 months ended 31 December 2003

1 Accounting Policies

Accounting convention

The accounts are prepared under the historical cost convention and in accordance with applicable accounting standards. The company is a wholly owned subsidiary of Hallmark Industries Limited and is included in the consolidated accounts of Hallmark Industries Limited which are publicly available. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS1 (Revised) 1996.

Going concern

The financial statements have been prepared in accordance with the going concern basis as the parent company, Hallmark Industries Limited, has indicated that its intention is to provide financial support to the company to ensure that it is able to meet liabilities as and when they fall due.

2 Creditors – Amounts falling due within one year

	31.12.03	30.06.02
	£	£
Accruals and deferred income	5,032	5,032

3 Creditors – Amounts falling due after more than one year

	31.12.03	30.06.02
	£	£
Amounts owed to group undertakings	303,012	303,012

4 Called up share capital

	31.12.03	30.06.02
	£	£
Authorised		
Ordinary shares of £1 each	12,000	12,000
Allotted and fully paid		
Ordinary shares of £1 each	12,000	12,000

Eimeldingen (GB) Limited

Notes to the financial statements for the 18 months ended 31 December 2003 (continued)

5 Contingent liabilities

The company, together with certain other group companies, is party to a composite guarantee given in respect of bank overdrafts and bank borrowings of the participating companies. At 31 December 2003 the total of the bank overdrafts and bank borrowings guaranteed by the company was £12,401,000 (2002: £23,261,000).

6 Ultimate controlling party

The ultimate controlling party is International Mezzanine Investment NV, who have equity interests of 100% of "A" ordinary shares, non-equity interests comprising 100% of "B" ordinary shares, 100% of "C" ordinary shares and 100% of 6 per cent cumulative redeemable preference shares in the parent company, Hallmark Industries Limited, a company incorporated in England. Eimeldingen (GB) Limited is included in the consolidated accounts of Hallmark Industries Limited, which are publicly available. A copy of the group report and accounts may be obtained from 17 Deer Park Road, Merton, London, SW19 3XJ.