Marieholm Contracting Limited (Formerly Line Markings Limited) Annual report and financial statements for the year ended 31 December 2011

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Annual report and financial statements for the year ended 31 December 2011

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Directors and advisers for the year ended 31 December 2011

Directors

J P Ramey

P S Andersson Tilk

G Eklund

Secretary

R J Ashall

Registered Office

Carlton Tower

34 St Paul's Street

Leeds LS1 2QB

Auditors

PricewaterhouseCoopers LLP

Benson House 33 Wellington Street

Leeds LS1 4JP

Solicitors

Addlestone Keane Carlton Tower 34 St Paui's Street

Leeds LS1 2QB

Bankers

Svenska Handelsbanken

100 Wellington Street

Leeds LS1 4LT

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Directors' report for the year ended 31 December 2011

The directors present their report and the audited financial statements of the company for the year ended 31 December 2011

Principal activities

The company's principal activity until 31 January 2012 was the establishment of permanent and temporary road markings. The trade and assets of the company were sold to Euromark GB Limited on 31 January 2012 and as such the company will cease to trade into the foreseeable future and it is therefore no longer considered a going concern, and the financial statements have been prepared accordingly, as set out in note 1

Review of business and future developments

The results of the company are set out on page 6 The directors do not recommend the payment of a dividend (2010 £mil)

Trading has continued to be difficult in 2011 due to the challenging economic environment. An impairment review of the company's investments resulted in £482,000 being written during the year as set out in note 9. This has contributed to the loss for the financial year of £1,060,000 (2010 loss of £761,000)

On 31 January 2012, the company's operations were sold to Euromark GB Limited

Directors

The directors of the company who were in office during the year and up to the date of signing the financial statements were

J P Rainey P S Andersson Tilk G Eklund

Principal risks and uncertainties

The key business risks and uncertainties affecting the company were considered to have related to competition and the extent of involvement in Highways Agency term maintenance contracts

Key performance indicators (KPIs)

Given the nature of the business the company's directors are of the opinion that analysis using KPIs is not necessary to give a clearer understanding of the development, performance or position of the business

Financial risk management

The company's operations expose it to a variety of financial risks with credit risk being the most significant. In order to limit the adverse effects of this risk on financial performance, the company has implemented policies that require appropriate credit checks on new customers and subsequent monitoring of individual customer credit limits.

Directors' report for the year ended 31 December 2011 (continued)

Statement of directors' responsibilities

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 the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted. Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 judgements and accounting 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 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 and disclosure of information to auditors

So far as each director is 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 in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information

In the absence of any notice proposing to terminate their appointment, PricewaterhouseCoopers LLP will be deemed to be reappointed for the next financial year PricewaterhouseCoopers LLP have indicated their willingness to continue in office

By order of the Board

Director 2012

Independent auditors' report to the members of Marieholm Contracting Limited

We have audited the financial statements of Marieholm Contracting Limited for the year ended 31 December 2011, 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)

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 3 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 Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, 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

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. In addition, we read all the financial and non-financial information in the Directors' 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 31 December 2011 and of its loss 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

Emphasis of Matter - going concern

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosures made in note 1 2 of the financial statements, "Going concern" concerning the company's ability to continue as a going concern. The company has ceased trading and accordingly the financial statements are not prepared on a going concern basis.

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 auditors' report to the members of Marieholm Contracting 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

Randal Casson

Randal Casson (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Leeds

26 September 2012

Profit and loss account for the year ended 31 December 2011

	Note	2011	2010
		£'000	£,000
Turnover	2	5,787	5,385
Cost of sales		(4,101)	(4,218)
Gross profit		1,686	1,167
Distribution costs		(1,229)	(712)
Administrative expenses		(842)	(1,256)
Operating loss	5	(385)	(801)
Net interest receivable	6	7	40
Amounts written off investments	9	(482)	_
Loss on ordinary activities before taxation		(860)	(761)
Tax on loss on ordinary activities	7	(200)	-
Loss for the financial year	16	(1,060)	(761)

The notes on pages 8 to 17 form part of these financial statements

The above results derive from discontinued operations

The company has no recognised gains and losses other than the loss above and therefore no separate statement of total recognised gains and losses has been presented

There is no difference between the loss on ordinary activities before taxation and the loss for the years stated above and their historical cost equivalents

Balance sheet as at 31 December 2011

	Note	2011	2010
		£'000	£'000
Fixed assets			
Tangible fixed assets	8	-	790
Investments	9	52	534
		52	1,324
Current assets	<u>-</u>		
Assets held for resale	8	643	-
Stocks	10	138	183
Debtors	11	1,684	1,381
Cash at bank and in hand		<u> </u>	257
		2,465	1,821
Creditors - amounts falling due within one year	12	(1,153)	(722)
Net current assets		1,312	1,099
Total assets less current liabilities		1,364	2,423
Capital and reserves			
Called up share capital	15	100	100
Profit and loss account	16	1,263	2,323
Total shareholders' funds	17	1,363	2,423

The notes on pages 8 to 17 form part of these financial statements

The financial statements on pages 6 to 17 were approved by the board of directors on and were signed on its behalf by

JP Rainey

Director

Registered Number 1400059

Notes to the financial statements for the year ended 31 December 2011

1 Accounting Policies

The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated

1.1 Basis of preparation

The financial statements have been prepared under the historical cost convention in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom, unless otherwise stated

1.2 Going Concern

The financial statements are not prepared under the going concern basis of accounting, in accordance with FRS18 'Accounting policies', as the company has ceased trading. Assets were sold to Euromark GB Limited, which is therefore considered to equate to break-up value. Fixed assets and long-term liabilities have been reclassified as current.

1.3 Exemption from preparation of group financial statements

The financial statements contain information about Line Markings Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its ultimate parent, AB Geveko, a company registered in Sweden

1.4 Cash flow statement

The company is a wholly owned subsidiary of AB Geveko and is included in the consolidated financial statements of that company, 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)

1.5 Turnover

Turnover in respect of contract activity is calculated on the basis of the value of work executed during the year Turnover in respect of other activities represents the invoiced value of sales. Value added tax is excluded from turnover

1.6 Assets held for resale

The cost of tangible assets is their purchase cost, together with any incidental expenses of acquisition. The carrying value of these tangible assets is not considered to be different from their recoverable values.

1.7 Depreciation

Depreciation is calculated so as to write off the cost of tangible fixed assets, less their estimated residual values, on a straight line basis over the expected useful economic lives of the assets concerned at the following annual rates

Freehold buildings	4%
Plant and equipment	15% - 33%
Motor vehicles	15% - 33%

No depreciation is provided on freehold land

1.8 Stocks

Stocks are stated at the lower of cost and net realisable value. Net realisable value is based on estimated selling prices less all further costs to completion and all relevant marketing, selling and distribution costs

Notes to the financial statements for the year ended 31 December 2011 (continued)

1.9 Deferred taxation

In accordance with FRS 19 deferred tax 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 tax rates and law 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

1.10 Pension costs

The company makes payments to a defined contribution pension scheme on behalf of certain employees. The amount charged to the profit and loss account represents the contribution payable in the period under the rules of the scheme.

1.11 Foreign currencies

Normal trading activities denominated in foreign currencies are recorded in sterling at the exchange rates as of the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the period end are reported at the rates of exchange prevailing at the period end or, where appropriate, at the rate of exchange in a related forward exchange contract. Any gain or loss arising from a change in exchange rates subsequent to the date of the transaction is reported as an exchange gain or loss in the profit and loss account.

1.12 Fixed asset investments

Fixed asset investments are shown at cost less amounts written off Provision is made, where, in the opinion of the directors, there has been an impairment in the carrying value of investments

Notes to the financial statements for the year ended 31 December 2011 (continued)

2 Turnover

Turnover arises entirely from the application of permanent and temporary road markings in the United Kingdom.

3 Directors' emoluments

	2011	2010
	£'000	£'000
Aggregate emoluments	115	97
Company pension contributions to money purchase scheme	19	17
	134	114

P S Andersson Tilk and G Eklund are employees of the ultimate parent undertaking, AB Geveko, and their remuneration is disclosed in those financial statements

4 Employee information and costs

The average monthly number of persons (including executive directors) employed by the company during the year was

By activity	2011	2010
	Number	Number
By job type		
Production and sales	48	50
Administration	16	14
	64	64

Notes to the financial statements for the year ended 31 December 2011 (continued)

4 Employee information and costs (continued)

	2011	2010
	£'000	£,000
Staff costs (for the above persons)		
Wages and salaries	1,693	1,712
Social security costs	233	219
Other costs (note 14)	97	93
	2,023	2,024

5 Operating loss

	2011	2010
	£'000	£'000
Operating loss is stated after charging		
Depreciation of tangible fixed assets	147	179
Fees payable to the company's auditor for the audit of the company's annual financial statements	22	15
Fees payable to the company's auditor for other services – tax services	-	4

6 Interest receivable

	2011	2010
	£'000	£'000
Intercompany interest receivable	7	40

Notes to the financial statements for the year ended 31 December 2011 (continued)

7 Tax on loss on ordinary activities

	2011	2010 £'000
	£'000	
Deferred tax:		
Origination and reversal of timing differences	148	(19)
Changes in tax rates or laws	52	19
Total deferred tax (note 13)	200	
Tax on loss on ordinary activities	200	-

The tax assessed for the year is higher (2010 higher) than the average standard rate of corporation tax in the UK (26 49% (2010 28%)) The differences are explained below

	2011	2010
	£,000	£'000
Loss on ordinary activities before taxation	(860)	(761)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 26 49% (2010 $$ 28%)	(228)	(213)
Effects of		
Expenses not deductible for tax purposes	4	7
Accelerated capital allowances and other timing differences	224	189
Group relief surrendered	-	17
Total current tax for the period	-	-

There are no factors which are expected to materially affect future tax charges

The standard rate of corporation tax in the UK changed from 28% to 26% with effect from April 2011 and has changed to 24% with effect from 1 April 2012 Accordingly, the company's profits for this accounting year are taxed at an effective rate of 26 49%

Notes to the financial statements for the year ended 31 December 2011 (continued)

7 Tax on profit on ordinary activities (continued)

Further reductions have been announced, The Finance Act 2012 includes legislation to reduce the main rate of corporation tax to 23% from 1 April 2013 and 22% from 1 April 2014, however these reductions had not been substantively enacted at the balance sheet date and, therefore, are not included in these financial statements

8 Tangible fixed assets

As the company is no longer a going concern, tangible assets are classified as current assets held for resale as at 31 December 2011

	Land and buildings	Plant and equipment	Motor vehicles	Total
	£'000	£'000	£'000	£'000
Cost				
At 1 January 2011 and 31 December 2011	225	2,476	1,100	3,801
Accumulated depreciation	-		_	-
At 1 January 2011	44	1,979	988	3,011
Charge for the year	4	103	40	147
At 31 December 2011	48	2,082	1,028	3,158
Net book value	-			_
At 31 December 2011	177	394	72	643
At 31 December 2010	181	497	112	790

Notes to the financial statements for the year ended 31 December 2011 (continued)

9 Fixed asset investments

	£'000
At 1 January 2011	534
Amount written off investments in the year	(482)
At 31 December 2011	52

Name of undertaking	Country of incorporation or registration	Description of shares held	Proportion of nominal value of issued shares held	Principal activities
Roadcare Limited	England and Wales	Ordinary	100%	Dormant
Marieholm Manufacturing Limited (Formerly Rommco (UK) Limited)	England and Wales	Ordinary	100%	Manufacture of road marking material
Cleanosol (UK) Limited	England and Wales	Ordinary	100%	Dormant
Geveko (UK) Limited	England and Wales	Ordinary	100%	Dormant
Allglass Reprocessors (U K) Limited	Scotland	Ordinary	100%	Manufacture of glass beads

The directors believe that the carrying value of the investments is supported by their underlying net assets

10 Stocks

	2011	2010
	£'000	£'000
Raw materials and consumables	138	183

Notes to the financial statements for the year ended 31 December 2011 (continued)

11 Debtors

	2011 £'000	2010 £'000
Amounts falling due within one year:		
Amounts recoverable on contracts	1,337	880
Amounts owed by subsidiary undertakings	158	126
Amounts owed by ultimate parent company	189	145
Prepayments and accrued income	-	30
Amounts falling due after more than one year:		
Deferred tax asset (note 13)	-	200
	1,684	1,381

Amounts owed by subsidiary undertakings are unsecured, repayable on demand and bear no interest

Amounts owed by the ultimate parent company are unsecured, repayable on demand and bear interest at a fixed notional monthly amount

Amounts recoverable on contracts include an amount of £116,580 (2010 £121,000) in respect of contract retention balances. The date of repayment of these balances is dependent upon completion of the main contract performed by other contractors.

12 Creditors: amounts falling due within one year

	2011	2010
	£'000	£'000
Trade creditors	367	317
Amounts owed to subsidiary undertaking	-	18
Amounts owed to ultimate parent company	97	105
Other taxation and social security	206	180
Bank overdraft	372	-
Accruals and deferred income	111	102
	1,153	722

Amounts owed to subsidiary undertakings are unsecured, repayable on demand and bear no interest

Notes to the financial statements for the year ended 31 December 2011 (continued)

13 Deferred tax asset

	£,000
At 1 January 2011	200
Movement on deferred tax asset	(200)
At 31 December 2011	-

14 Pension obligations

The company contributes to a group defined contribution pension scheme for certain employees. The assets of that scheme are held separately from those of the group in independently administered funds. The pension cost represents contributions payable by the company to the scheme and amounted to £97,000 (2010 £93,000). There were no outstanding contributions at the year end (2010 £ml)

15 Called up share capital

	2011	2010
	£'000	£'000
Authorised		
100,000 (2010 100,000) ordinary shares of £1 each	100	100
Allotted and fully paid		
100,000 (2010 100,000) ordinary shares of £1 each	100	100

16 Profit and loss account

	2011
	£,000
At 1 January 2011	2,323
Loss for the financial year	(1,060)
At 31 December 2011	1,263

Notes to the financial statements for the year ended 31 December 2011 (continued)

17 Reconciliation of movement in equity shareholders' funds

	2011 £'000	2010 £'000
Loss for the financial year	(1,060)	(761)
Opening shareholders' funds	2,423	3,184
Closing shareholders' funds	1,363	2,423

18 Related party transactions

Financial Reporting Standard Number 8 gives an exemption not to disclose transactions with other group companies. The company has taken advantage of this exemption.

19 Ultimate parent company

The immediate parent undertaking is Geveko Industri Holding AB, a company registered in Sweden.

The ultimate parent undertaking and controlling party is AB Geveko, a company registered in Sweden

AB Geveko is the parent undertaking of the largest group of undertakings to consolidate these financial statements at 31 December 2011. The consolidated financial statements of AB Geveko are available from The Secretary, AB Geveko, Box 2137, S-403 13 Goteborg, Sweden

20 Post Balance sheet event

On 31 January 2012 the trade and undertaking of Marieholm Contracting Limited and its sister company, Marieholm Manufactoring Limited (formerly Rommoo (UK) Limited), were sold to Euromark GB Limited for an aggregated consideration of £1 7m