Leengate Welding Group Limited Directors' report and financial statements

for the year ended 31 December 2008

08/09/2009 COMPANIES HOUSE

Company information

Directors

R. C. Godley

P. J. Chapman

R. Walker

M. Dennis

Secretary

R. C. Godley & P. J. Chapman

Company number

1538873

Registered office

Redfield Road

Lenton

Nottingham

NG7 2UJ

Auditors

Hobsons

Alexandra House

43 Alexandra Street

Nottingham

NG5 1AY

Bankers

National Westminster Bank plc

Smiths Branch

16 South Parade

Nottingham

NG1 2JX

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Directors' report for the year ended 31 December 2008

The directors present their report and the financial statements for the year ended 31 December 2008.

Principal activity

The principal activity of the company in the year under review was the management and administration of its subsidiary companies.

Business review

The directors are satisfied with the results for the year and the financial position of the company at the year end. They do not expect there to be any major changes in this regard in the forthcoming year.

The company will continue to act as a holding company to the Leengate Welding group and receive income and management charges from its subsidiary undertakings.

The principal risk to the company is the continued trading and profitability of its subsidiary undertakings. However, the directors believe that the subsidiaries are well placed despite current economic conditions to trade profitably and to respond to downturns in the market in the immediate term.

Results and dividends

The results for the year are set out on page 5. The directors do not recommend payment of a final dividend.

Directors

The directors who served during the year are as stated below:

R. C. Godley

N. C. Betty

Resigned 25 January 2008

P. J. Chapman

R. Walker

M. Dennis

Professional indemnity insurance

Insurance cover is maintained to indemnify the directors of the company against liabilities and claims that may arise during the performance of their duties.

Directors' responsibilities

The directors are responsible for preparing 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 elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to give a true and fair view of the state of the 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 apply them consistently;

Directors' report for the year ended 31 December 2008

..... continued

- make judgements 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;
- 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 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.

In so far as the directors are aware:

- there is no relevant audit information (information needed by the company's auditors in connection with preparing their report) of which the company's auditors are unaware, and
- the directors have taken all the steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

This report was approved by the Board on I September 2009... and signed on its behalf by

P. J. Chapman

Director

Independent auditors' report to the shareholders of Leengate Welding Group Limited

We have audited the financial statements of Leengate Welding Group Limited for the year ended 31 December 2008 which comprise the profit and loss account, the balance sheet, the cash flow statement and the related notes. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's shareholders, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's shareholders those matters we are required to state to them in an auditors' 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 shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and the auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) 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 International Standards on Auditing (UK and Ireland).

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 whether in our opinion the information given in the directors' report is consistent with the financial statements.

In addition we report to you if, in our opinion, 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 other transactions is not disclosed.

We read the directors' report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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.

Independent auditors' report to the shareholders of Leengate Welding Group Limited (continued)

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, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2008 and of its profit for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the financial statements.

Hobsons

Chartered Accountants and

Registered Auditors

Alexandra House

43 Alexandra Street

Nottingham

NG5 1AY

2 September 2009

Profit and loss account for the year ended 31 December 2008

Continuing operations 2008 2007 £ £ **Notes** (905, 262)(615,985)Administrative expenses 669,775 Other operating income 725,723 (235,487)109,738 Operating (loss)/profit 2 Exceptional profit on disposal of fixed assets 127,977 (Loss)/profit on ordinary activities before interest (235,487)237,715 Investment income 4 447,268 757,138 Other interest receivable and 252,949 similar income 6 182,665 Amount written off investments (18,800)5 (54,000)7 Interest payable and similar charges (488,590)(464,071)(Loss)/profit on ordinary activities before taxation (42,660)659,447 Tax on (loss)/profit on ordinary activities 304,738 40,768 262,078 700,215 Profit for the year **17** 1,905,308 Retained profit brought forward 2,605,523 2,867,601 2,605,523 Retained profit carried forward

There are no recognised gains or losses other than the profit or loss for the above two financial years.

Balance sheet as at 31 December 2008

		20	008	20	07
	Notes	£	£	£	£
Fixed assets					
Tangible assets	10		495,540		526,413
Investments	11		781,329		800,129
			1,276,869		1,326,542
Current assets					
Stocks	12	6,069		5,092	
Debtors	13				
falling due after more than one year		3,266,854		3,509,581	
falling due within one year		2,851,853		2,728,369	
Cash at bank and in hand		1,836,289		1,967,360	
		7,961,065		8,210,402	
Creditors: amounts falling					
due within one year	14	(559,927)		(1,121,015)	
Net current assets		-	7,401,138		7,089,387
Total assets less current					
liabilities			8,678,007		8,415,929
Creditors: amounts falling due after more than one year	15		(5,785,158)		(5,785,158)
Net assets			2,892,849		2,630,771
Capital and reserves					
Called up share capital	16		10,250		10,250
Share premium account	17		14,998		14,998
Profit and loss account	17		2,867,601		2,605,523
Shareholders' funds	18		2,892,849		2,630,771

The financial statements were approved by the Board on 1 September 2009... and signed on its behalf by

P. J. Chapman

Director

The notes on pages 8 to 20 form an integral part of these financial statements.

Cash flow statement for the year ended 31 December 2008

	Notes	2008 £	2007 £
Describing of analyting (loss)/nyofit to not			
Reconciliation of operating (loss)/profit to net cash outflow from operating activities			
Operating (loss)/profit		(235,487)	109,738
Depreciation and loss on disposal of fixed assets		28,916	32,132
(Increase) in stocks		(977)	-
Decrease in debtors		262,551	(370,924)
(Decrease) in creditors		(256,350)	(961,636)
Net cash outflow from operating activities		(201,347)	(1,190,690)
Cash flow statement			
Net cash outflow from operating activities		(201,347)	(1,190,690)
Returns on investments and servicing of finance	25	68,319	288,435
Taxation	25	-	88,423
Capital expenditure	25	1,957	109,054
Acquisitions and disposals	25		(12,500)
Increase in cash in the year		(131,071)	(717,278)
Reconciliation of net cash flow to movement in net de	bt (Note 26)		
Increase in cash in the year		(131,071)	(717,278)
Net debt at 1 January 2008		(3,817,798)	(3,100,520)
Net debt at 31 December 2008		(3,948,869)	(3,817,798)

Notes to the financial statements for the year ended 31 December 2008

1. Accounting policies

1.1. Accounting convention

The financial statements are prepared under the historical cost convention and comply with financial reporting standards of the Accounting Standards Board.

The company has consistently applied all relevant accounting standards.

1.2. Tangible fixed assets and depreciation

Depreciation is provided at rates calculated to write off the cost less residual value of each asset over its expected useful life, as follows:

Land and buildings

2% on cost/10% straight line on improvements

Fixtures, fittings

and equipment

15% reducing balance/25% straight line

Motor vehicles

20% straight line new commercial vehicles/25% reducing balance

other vehicles

1.3. Leasing

Rentals payable under operating leases are charged against income on a straight line basis over the lease term.

1.4. Investments

Fixed asset investments are stated at cost less provision for permanent diminution in value.

1.5. Stock

Stock is valued at the lower of cost and net realisable value.

1.6. Pensions

The pension costs charged in the financial statements represent the contributions payable by the company during the year.

1.7. Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange prevailing at the accounting date. Transactions in foreign currencies are recorded at the date of the transactions. All differences are taken to the Profit and Loss account.

Notes to the financial statements for the year ended 31 December 2008

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	£	£
Operating (loss)/profit is stated after charging:		
Depreciation and other amounts written off tangible assets	28,168	30,642
Loss on disposal of tangible fixed assets	748	1,490
Operating lease rentals		
- Land and buildings	17,490	22,490
- Motor vehicles	36,625	23,401
Auditors' remuneration (Note 3)	8,980	9,850
Auditors' remuneration from non-audit work (Note 3)	7,499	27,601
and after crediting:		-
Net foreign exchange gain	(30,394)	92,340
֡֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜֜	Depreciation and other amounts written off tangible assets Loss on disposal of tangible fixed assets Operating lease rentals - Land and buildings - Motor vehicles Auditors' remuneration (Note 3) Auditors' remuneration from non-audit work (Note 3) and after crediting:	Depreciation and other amounts written off tangible assets Loss on disposal of tangible fixed assets Operating lease rentals Land and buildings Motor vehicles Auditors' remuneration (Note 3) Auditors' remuneration from non-audit work (Note 3) and after crediting:

Included in non-audit work above are fees totalling £5,647 (2007 - £13,760) relating to subsidiary undertakings.

3. Auditors' remuneration

		2008 £	2007 £
	Auditors' remuneration - audit of the financial statements	<u>8,980</u>	9,850
	Auditors' remuneration - other fees:		
	- taxation services	6,000	4,110
	- Wages preparation	1,499	14,621
	- Other accountancy services	-	8,870
		7,499	27,601
4.	Income from investments	2008	2007
		£	£
	Income from subsidiary undertakings	447,268	757,138

Dividends of £303,960 have been received from subsidiary undertakings (2007 - £569,841).

Notes to the financial statements for the year ended 31 December 2008

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5.	Amounts written off investments	2008 £	2007 £
	Amounts written off fixed asset investments: - permanent diminution in value	18,800	54,000
6.	Interest receivable and similar income	2008 £	2007 £
	Bank interest	189,315	182,665
	Other interest	63,634 252,949	182,665
7.	Interest payable and similar charges	2008 £	2007 £
	On amounts payable to group companies Bank interest	393,038 95,552	397,806 66,265
	Bank interest	488,590	464,071
8.	Employees		
	Number of employees The average monthly numbers of employees (including the directors) during the year were:	2008 Number	2007 Number
	Management	<u>13</u>	12
	Employment costs	2008 £	2007 £
	Wages and salaries	524,598	416,932
	Social security costs Pension costs	64,001 46,595	54,251 26,842
	1 Chainn Coata	635,194	498,025
			

The company operates a defined contribution pension scheme. The scheme and its assets are held by independent managers. The pension charge represents contributions due from the company and amounted to £46,595 (31 December 2007 - £26,842).

Notes to the financial statements for the year ended 31 December 2008

..... continued

8.1.	Directors' emoluments	2008 £	2007 £
	Remuneration and other emoluments	264,575	222,117
	Pension contributions	34,558	18,388
		299,133	240,505
		Number	Number
	Number of directors to whom retirement benefits		
	are accruing under a money purchase scheme	3	3
	Highest paid director Amounts included above:	£	£
	Emoluments and other benefits	122,387	99,013
	Pension contributions	24,066	8,300
		146,453	107,313

Notes to the financial statements for the year ended 31 December 2008

..... continued

9. Tax on (loss)/profit on ordinary activities

·
£
7,655
-
8,423)
0,768)

Factors affecting tax charge for period

The tax assessed for the period is lower than the standard rate of corporation tax in the UK (28.50 per cent). The differences are explained below:

	2008 £	2007 £
(Loss)/profit on ordinary activities before taxation	(42,660) =====	659,447
(Loss)/profit on ordinary activities multiplied by standard rate of corporation		
tax in the UK of 28.50% (31 December 2007 : 30.00%)	(12,158)	197,834
Effects of:		
Expenses not deductible for tax purposes	11,715	20,257
Capital allowances for period in excess of depreciation	2,432	516
Utilisation of tax losses	(172,443)	(88,423)
Adjustments to tax charge in respect of previous periods	(47,655)	-
Income not chargeable for tax purposes	(86,629)	(170,952)
Current tax charge for period	(304,738)	(40,768)

Notes to the financial statements for the year ended 31 December 2008

..... continued

10.	Tangible fixed assets	Land and buildings freehold £	Fixtures, fittings and equipment	Motor vehicles £	Total £
	Cost				
	At 1 January 2008	542,955	81,629	58,816	683,400
	Additions	3,075	12,887	1,947	17,909
	Disposals	-	(184)	(53,117)	(53,301)
	At 31 December 2008	546,030	94,332	7,646	648,008
	Depreciation				
	At 1 January 2008	78,070	46,432	32,485	156,987
	On disposals	-	(150)	(32,537)	(32,687)
	Charge for the year	13,709	11,427	3,032	28,168
	At 31 December 2008	91,779	57,709	2,980	152,468
	Net book values				
	At 31 December 2008	454,251	36,623	4,666	495,540
	At 31 December 2007	464,885	35,197	26,331	526,413
					100 1100
				2008	2007
				£	£
	Freehold			448,791	455,852
	Tenant's improvements			5,460	9,033
				454,251	464,885

Notes to the financial statements for the year ended 31 December 2008

..... continued

11.	Fixed asset investments	Subsidiary undertakings £	Total £
	Cost		
	At 1 January 2008 and as		
	at 31 December 2008	944,489	944,489
	Provisions for		
	diminution in value:		
	At 1 January 2008	144,360	144,360
	Impairment in value	18,800	18,800
	At 31 December 2008	163,160	163,160
	Net book values		
	At 31 December 2008	781,329	781,329
	At 31 December 2007	800,129	800,129

Notes to the financial statements for the year ended 31 December 2008

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11.1. Subsidiary undertakings

			res held	
Company and principal activity	class	No.	%	
Retail of welding equipment and materials				
Leengate Industrial & Welding Supplies (North East) Ltd	Ordinary £1	875	87.5	
Industrial & Welding Management Ltd	Ordinary £1	1,000	100	
Leengate Industrial & Welding Supplies (Lincoln) Ltd	Ordinary £1	9,000	90	
Leengate Industrial & Welding Supplies Ltd	Ordinary £1	9,000	90	
Rock Industrial & Welding Supplies Ltd	Ordinary £1	8,715	87.5	
Pennine Industrial & Welding Supplies Ltd	Ordinary £1	10,000	100	
Cotswold Industrial & Welding Supplies Ltd	Ordinary £1	1	100	
Leengate Industrial & Welding Supplies (Cannock) Ltd	Ordinary £1	1,000	100	
Leengate Industrial & Welding Supplies (Nottingham) Ltd	Ordinary £1	32,000	80	
Future Industrial & Welding Supplies Ltd	Ordinary £1	200	100	
Gas & Gear Ltd (formerly Leengate Welding Services Ltd) (dormant)	Ordinary £1	2	100	
Leengate Industrial & Welding Supplies (Scotland) Ltd	Ordinary £1	750	75	
Seabrook Industrial & Welding Supplies Ltd	Ordinary £1	1,000	100	
W & G Supplies Ltd	Ordinary £1	80	80	
Wessex Industrial & Welding Supplies Ltd	Ordinary £1	1	100	
Industrial & Welding Supplies (North West) Ltd	Ordinary £1	2	100	
Industrial & Welding Supplies Ltd (formerly Sharp Times Ltd)	Ordinary £1	1,000	100	
Gas Instrument Services Ltd (dormant)	Ordinary £1	1,000	100	
Subsidiary of Industrial & Welding Supplies Ltd				
Express Industrial & Welding Supplies Ltd	Ordinary £1	20,000	100	
	•			
Hire, purchase and sale of welding equipment				
Leengate Hire & Services Ltd	Ordinary £1	10,010	100	
Industrial Supplies & Services Ltd	Ordinary £1	10,000	100	
Service of welding equipment				
Welder Equipment Services Ltd	Ordinary £1	7,500	75	
Gas and pipeline products				
Leengate Valves Ltd	Ordinary £1	9,425	94.25	
Gaffney Industrial & Welding Supplies Ltd	Ordinary £1	80	80	

Notes to the financial statements for the year ended 31 December 2008

	continued		
12.	Stocks	2008 £	2007 £
	Computer consumables	6,069	5,092
13.	Debtors	2008 £	2007 £
	Trade debtors Amounts owed by group undertakings Other debtors	323 5,903,331 215,053 6,118,707	365 6,187,843 49,742 6,237,950
	Amounts falling due after more than one year and included in debtors are:		
	Amounts owed by group undertaking	3,266,854	3,509,581
14.	Creditors: amounts falling due within one year	2008 £	2007 £
	Trade creditors Amounts owed to group undertaking Corporation tax Other taxes and social security costs Other creditors	33,285 304,508 94,981 127,153 559,927	49,521 986,142 47,655 29,260 8,437 1,121,015
	Bank overdrafts are secured by a charge over book debts.		
15.	Creditors: amounts falling due after more than one year	2008 £	2007 £
	Amounts owed to group undertakings	5,785,158	5,785,158

Notes to the financial statements for the year ended 31 December 2008

..... continued

16.	Share capital		2008 £	2007 £
	Authorised			
	20,000 Ordinary shares of £1 each		20,000	20,000
	Alloted, called up and fully paid			
	10,250 Ordinary shares of £1 each		10,250	<u>10,250</u>
	Equity shares			
	10,250 Ordinary shares of £1 each		10,250	10,250
17.	Equity reserves	Share premium account £	Profit and loss account £	Total £
	At 1 January 2008	14,998	2,605,523	2,620,521
	Profit for the year	.,.	262,078	262,078
	At 31 December 2008	14,998	2,867,601	2,882,599
18.	Reconciliation of movements in shareholders' funds		2008 £	2007 £
	Profit for the year		262,078	700,215
	Opening shareholders' funds		2,630,771	1,930,556
	Closing shareholders' funds		2,892,849	2,630,771

Notes to the financial statements for the year ended 31 December 2008

..... continued

19. Financial commitments

At 31 December 2008 the company had annual commitments under non-cancellable operating leases as follows:

	Land and buildings		Other	
	2008	2007	2008	2007
	£	£	£	£
Expiry date:				
Within one year	-	-	6,283	4,428
Between one and five years	-	-	29,801	5,426
In over five years	17,490	17,490	-	-
	17,490	17,490	36,084	9,854

20. Contingent liabilities

The company has given the bank guarantees to secure monies owed by subsidiary undertakings up to a maximum of £3,025,000.

The company has a contingent liability in respect of agreements entered into by certain subsidiary undertakings with the minority shareholders of those undertakings, whereby upon death, retirement or termination of employment of those minority shareholders, the subsidiary or its parent company (Leengate Welding Group Limited) shall repurchase the shares at a price determined by the subsidiary's Articles of Association.

21. Transactions with directors

During the year, R. C. Godley purchased a car from the company for consideration of £3,750. This was deemed to be the fair market value at the date of disposal. The net book value of the car at the date of disposal was £2,261, and a profit on disposal was generated of £1,489.

Notes to the financial statements for the year ended 31 December 2008

..... continued

22. Related party transactions

The following transactions with related parties occurred during the period:

Management and administration charges of £619,925 (2007 £678,427) have been charged to subsidiary undertakings.

The company rents its freehold property to subsidiary undertakings. Rent receivable for the year amounted to £48,000 (2007 £48,000).

The company was charged interest on group borrowings of £393,038 (2007 £397,806).

The company acquired a motor vehicle for consideration of £1,947 from a subsidiary undertaking, and further disposed of three motor vehicles for a total consideration of £12,916 to subsidiary undertakings.

At 31 December 2008 there were the following balances with related parties:

	2008	2007
Amounts due from subsidiary undertakings	£5,903,331	£6,187,843
Amounts due to subsidiary undertakings of Leengate Welding Group Ltd	£27,429	£39,140
Amounts due to other subsidiary undertakings of Linde AG	£6,062,237	£6,732,160

23. Ultimate parent undertaking

Leengate Welding Group Ltd is a 100% subsidiary of Welding Products Holdings Limited, a company registered in England & Wales.

The ultimate parent company is Linde AG, Klosterhofstrasse 1, 80331 Munich, Germany.

The smallest group preparing consolidated accounts, including this company, is headed by The BOC Group Limited and the largest such group is headed by Linde AG.

24. Controlling interest

The company is controlled by its directors.

Notes to the financial statements for the year ended 31 December 2008

..... continued

25. Gross cash flows

26.

		2008 £	2007 £
Returns on investments and servicing of finance			
Interest received		252,949	182,665
Interest paid		(488,590)	(464,071)
Dividends received		303,960	569,841
		68,319	288,435
Taxation			
Corporation tax repaid		-	88,423
Capital expenditure			
Payments to acquire tangible assets		(17,909)	(90,535)
Receipts from sales of tangible assets		19,866	199,589
		1,957	109,054
Acquisitions and disposals			
Payments on acquisition of group interests			(12,500)
Analysis of changes in net funds			
Training of Changer and an area	Opening	Cash	Closing
	balance	flows	balance
	£	£	£
Cash at bank and in hand	1,967,360	(131,071)	1,836,289
Debt due after one year	(5,785,158)	-	(5,785,158)
Net funds	(3,817,798)	(131,071)	(3,948,869)