ABBEY MASTERBATCH LIMITED REPORT OF THE DIRECTORS AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2009

THURSDAY

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COMPANY INFORMATION FOR THE YEAR ENDED 31ST DECEMBER 2009

DIRECTORS

Mr J M Shirt Mrs R J Shirt Mrs L C Mather Mr M A Shirt Mr R J Shirt

SECRETARIES.

Mr J M Shirt Mrs L C Mather

REGISTERED OFFICE.

Whitelands Mill Whitelands Road Ashton Under Lyne Lancashire OL6 6UG

REGISTERED NUMBER:

01793834 (England and Wales)

AUDITORS

Livesey Spottiswood Ltd Chartered Accountants and Registered Auditors 17 George Street St Helens Merseyside WA10 1DB

BANKERS.

National Westminster Bank Plc

5 Ormskirk Street

St Helens Merseyside WA10 1DR

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31ST DECEMBER 2009

The directors present their report with the financial statements of the company for the year ended 31st December 2009

PRINCIPAL ACTIVITIES

The principal activities of the company in the year under review were those of the production of thermoplastic compounds, powders and resins for the plastics industry, together with pigment dispersions and concentrates for the paint and ink industries

REVIEW OF BUSINESS

The directors are pleased to report another year of increased trading profitability. As expected the downturn in business experienced in the last quarter of 2008 continued into the early part of 2009. However in this period profitability was maintained and the company quickly recovered from this situation and then achieved continued improvements for the rest of the year.

The directors consider both turnover and gross profit to be key indicators of its performance over the past twelve months and also sees its strong presence in the export market as a key to future success and continued development

The directors are confident that the continued growth will continue into the current year due to the company's reputation in the market place and their strong financial position

DIVIDENDS

The total distribution of dividends for the year ended 31st December 2009 will be £50,000

DIRECTORS

The directors shown below have held office during the whole of the period from 1st January 2009 to the date of this report

Mr J M Shirt Mrs R J Shirt Mrs L C Mather Mr M A Shirt Mr R J Shirt

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Report of the Directors 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 elected to prepare 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,
- 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.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31ST DECEMBER 2009

AUDITORS

The auditors, Livesey Spottiswood Ltd, will be proposed for re-appointment at the forthcoming Annual General Meeting

ON BEHALF OF THE BOARD: Mr J M Shurt - Secretary

3rd August 2010

REPORT OF THE INDEPENDENT AUDITORS TO THE SHAREHOLDERS OF ABBEY MASTERBATCH LIMITED

We have audited the financial statements of Abbey Masterbatch Limited for the year ended 31st December 2009 on pages five to fourteen. 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)

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 a Report of the Auditors 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 auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page two, 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 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.

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

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 31st December 2009 and of its profit 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

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements

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

sound Head

Mr David Hudd (Senior Statutory Auditor) for and on behalf of Livesey Spottiswood Ltd Chartered Accountants and Registered Auditors
17 George Street
St Helens
Merseyside
WA10 1DB

3rd August 2010

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST DECEMBER 2009

	Notes	2009 £	2008 £
TURNOVER	2	6,417,436	7,875,737
Cost of sales		(4,990,721)	(6,709,731)
GROSS PROFIT		1,426,715	1,166,006
Distribution costs Administrative expenses		(115 383) (875,579)	(147,565) (591,421)
OPERATING PROFIT	4	435,753	427,020
Interest receivable and similar income		1,253	9,881
		437,006	436,901
Interest payable and similar charges	5	(4,459)	(19,475)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	3	432,547	417,426
Tax on profit on ordinary activities	6	(182,408)	(116,833)
PROFIT FOR THE FINANCIAL YEAR AFTER TAXATION	R	250,139	300,593
PROFIT FOR THE YEAR		250,139	300,593
Retained profit brought forward		1,796,086	1,589,393
		2,046,225	1,889,986
Dividends Transfer between reserves	7	(50,000) 6,100	(100,000) 6,100
RETAINED PROFIT CARRIED FORV	VARD	2,002,325	1,796,086

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current year or previous year

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profits for the current year or previous year

NOTE OF HISTORICAL COST PROFITS AND LOSSES

The difference between the results as disclosed in the profit and loss account and the results on an unmodified historical cost basis is not material

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BALANCE SHEET 31ST DECEMBER 2009

		2009)	2008	
	Notes	£	£	£	£
FIXED ASSETS					
Tangible assets	8		987,781		1,021,847
CURRENT ASSETS					
Stocks	9	326,076		382,069	
Debtors	10	1,481,945		1,310,866	
Cash at bank and in hand		1,353,442		769,597	
		3,161,463		2,462,532	
CREDITORS Amounts falling due within one year	11	1,678,857		999,817	
Amounts faming due within one year	11	1,076,657		777,017	
NET CURRENT ASSETS			1,482,606		1,462,715
TOTAL ASSETS LESS CURRENT LIABILITIES			2,470,387		2,484,562
CREDITORS Amounts falling due after more than one year	12				(210,314)
					(210,011)
PROVISIONS FOR LIABILITIES	16		(72,000)		(76,000)
NET ASSETS			2,398,387		2,198,248
CAPITAL AND RESERVES					
Called up share capital	17		47,000		47,000
Revaluation reserve	18		349,062		355,162
Profit and loss account			2,002,325		1,796,086
SHAREHOLDERS' FUNDS	21		2,398,387		2,198,248

The financial statements were approved by the Board of Directors on 3rd August 2010 and were signed on its behalf by

Mr J M Shirt - Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST DECEMBER 2009

		2009		200	
_	Notes	£	£	£	£
Net cash inflow	_				
from operating activities	l		720,666		1,160,895
Returns on investments and					
servicing of finance	2		(3,206)		(9,594)
Taxation			(90,508)		(87,833)
Capital expenditure	2		(79,113)		(258,846)
Equity dividends paid			(50,000)		(100,000)
			497,839		704,622
Financing	2		(193,520)		(11,985)
Increase in cash in the period			304,319		692,637

Reconciliation of net cash flow to movement in net funds	3				
Increase					
in cash in the period Cash outflow		304,319		692,637	
from decrease in debt and lease financing		181,481		31,985	
Change in net funds resulting					
from cash flows			485,800		724,622
Movement in net funds in the period			485,800		724,622
Net funds/(debt) at 1st January			515,775		(208,847)
Net funds at 31st December			1,001,575		515,775

NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST DECEMBER 2009

1	RECONCILIATION OF OPERATING PROFIT TO NET CASH IN	FLOW FROM	OPERATING AC	CTIVITIES
			2009	2008
			£	£
	Operating profit		435,753	427,020
	Depreciation charges		113,179	115,275
	Decrease in stocks		55,993	173,041
	(Increase)/Decrease in debtors		(171,079)	395,280
	Increase in creditors		286,820	50,279
	Net cash inflow from operating activities		720,666	1,160,895
2	ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE	CASH FLOW	STATEMENT	
_				
			2009 £	2008 £
	Returns on investments and servicing of finance		_	_
	Interest received		1,253	9,881
	Interest paid		(4,459)	(19,365)
	Interest element of hire purchase or finance lease rentals payments		-	(110)
	Net cash outflow for returns on investments and servicing of finance		(3,206)	(9,594)
	8			
	Capital expenditure		4	
	Purchase of tangible fixed assets		(79,113)	(258,846)
	Net cash outflow for capital expenditure		(79,113)	(258,846)
	Financing		(10. 10.)	(25.510)
	Loan repayments in year		(181,481)	(27,710)
	Capital repayments in year		-	(4,275)
	Amount introduced by directors		-	20,000
	Amount withdrawn by directors		(12,039)	
	Net cash outflow from financing		(193,520) ———	(11,985)
3	ANALYSIS OF CHANGES IN NET FUNDS			
				At
	Net cash	At 1/1/09 £	Cash flow £	31/12/09 £
	Cash at bank and in hand	769,597	583,845	1,353,442
	Bank overdraft	(14,904)	(279,526)	(294,430)
		754,693	304,319	1,059,012
	Debt Debts falling duc			
	within one year	(28,604)	(28,833)	(57,437)
	Debts falling duc after one year	(210,314)	210,314	-
				(57 427)
		(238,918)	181,481	(57,437)
	Total	515,775	485,800	1,001,575
				

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2009

ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention subject to the revaluation of certain fixed

The company has taken advantage of the exemptions of Financial Reporting Standard No 8 on the grounds that it is a wholly owned subsidiary, it is included in the consolidated accounts of ATL Industries Limited and those accounts are publicly available as detailed in note 19. Accordingly, no disclosure is made of transactions with other group undertakings or investees of the group qualifying as related parties

Turnover

Turnover represents net invoiced sales of goods, excluding value added tax

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life

Freehold property

- 2% on cost

Plant and machinery

- 15% Straight line

Office equipment

- 15% Straight line

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction Exchange differences are taken into account in arriving at the operating result

Pension costs and other post-retirement benefits

The company operates a defined contribution pension scheme
Contributions payable to the company's pension scheme are charged to the profit and loss account in the period to which they relate

Leased assets

Rentals payable under operating leases are charged against profits on a straight line basis over the periods of the leases Assets acquired under hire purchase contracts and finance leases are capitalised as tangible fixed assets and depreciated in accordance with the accounting policy on depreciation, the related obligations, net of finance costs allocated to future periods are included in creditors. Finance costs are charged against profits on a straight line basis over the periods of the contracts

TURNOVER 2

The turnover was derived from the company's principal activities

During the year, the company exported 64% of its turnover (2008 - 68%)

3 STAFF COSTS

	2009 £	2008 £
Wages and salaries	612,590	802,806
Social security costs	65,578	84,356
Other pension costs	30,000	30,000
	708,168	917,162
		====

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST DECEMBER 2009

		·	
3	STAFF COSTS - continued		
	The average monthly number of employees during the year was as follows	2009	2008
	Management and administration Production	7 24	8 31
			
		====	<u>39</u>
4	OPERATING PROFIT		
	The operating profit is stated after charging		
		2009 £	2008 £
	Depreciation - owned assets Auditors' remuneration	113,179	115,275
	Exceptional item	3,950 300,000	3,000
	Directors' remuneration	242,887	277,304 30,000
	Directors' pension contributions to money purchase schemes	30,000	=====
	The number of directors to whom retirement benefits were accruing was as follows		
	Money purchase schemes	2	2
		==	
	The exceptional item is in respect of a contribution to the company's Employee Benefit Trust		
	Information regarding the highest paid director is as follows	2000	2000
		2009 £	2008 £
	Emoluments etc Pension contributions to money purchase schemes	73,232 15,000	72,496
	y control control to money, parental continue		
5	INTEREST PAYABLE AND SIMILAR CHARGES		
		2009 £	2008 £
	Bank loan interest	4,026	17,263
	Other loan interest Hire purchase interest	433	2,102 110
		4,459	19,475
		====	
6	TAXATION		
	Analysis of the tax charge		
	The tax charge on the profit on ordinary activities for the year was as follows	2009	2008
	Current tax	£	£
	UK corporation tax	186,400	90,500
	Prior periods	8	(167)
	Total current tax	186,408	90,333
	Deferred tax	(4,000)	26,500
	Γax on profit on ordinary activities	182,408	116,833

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST DECEMBER 2009

6 TAXATION - continued

Factors affecting the tax charge

The tax assessed for the year is higher than the standard rate of corporation tax in the UK. The difference is explained below

				2009 £	2008 £
	Profit on ordinary activities before tax			432,547	417,426
	Profit on ordinary activities multiplied by the standard rate of corporation in the UK of 26 077% (2008 - 23 040%)	tax		112,795	96,175
	Effects of Expenses not allowable for tax purposes Capital allowances for the period in excess of Rounding	depreciation		79,140 (5,583) 56	804 (6,469) (177)
	Current tax charge			186,408	90,333
7	DIVIDENDS			2009	2008
	Dividends paid			£ 50,000	100,000 ———
8	TANGIBLE FIXED ASSETS	Freehold property	Plant and machinery	Office equipment	Totals
	COST	£	£	£	£
	At 1st January 2009 Additions	638,877	2,482,249 77,998	50,098 1,115	3,171,224 79,113
	At 31st December 2009	638,877	2,560,247	51,213	3,250,337
	DEPRECIATION				
	At 1st January 2009	237,574	1,881,046	30,757	2,149,377
	Charge for year	9,348	98,771	5,060	113,179
	At 31st December 2009	246,922	1,979,817	35,817	2,262,556
	NET BOOK VALUE				
	At 31st December 2009	391,955	580,430	15,396	987,781
	At 31st December 2008	401,303	601,203	19,341	1,021,847
			=======================================	- 	

The freehold property was professionally valued during 1990 by Fellows of the Royal Institute of Chartered Surveyors at an open market value on a current use basis. The valuation has not been updated as the transitional arrangements of FRS15 have been followed.

The historical cost of the freehold land and buildings included at valuation amounted to £194,177 (2008 - £193,877) and the accumulated depreciation thereon amounts to £94,738 (2008 - £94,738)

No provision for deferred taxation has been made in respect of potential capital gains on the disposal of the freehold property since it is not envisaged that the property will be disposed of in the near future. If the asset were disposed of at it's revalued amount the potential liability would be £44,000

The historical cost of the freehold land and buildings includes land with a value of £31,500 (2008 - £31,500) on which no depreciation charge is made

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST DECEMBER 2009

9	STOCKS	2009	2008
		2009 £	2008 £
	Stock and work in progress	326,076	382,069
		======	=====
10	Propries and a second control of the second		
10	DEBTORS. AMOUNTS FALLING DUE WITHIN ONE YEAR	2009	2008
		£	2008 £
	Trade debtors	642,311	656,693
	Amounts owed by group undertakings	725,380	585,135
	Other debtors	6,431	6,431
	Amounts owed by related parties VAT	6,733	47 004
	Prepayments	87,911 13,179	47,884 14,723
	Topaymone		
		1,481,945	1,310,866
11	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
	CHEST OIL AMOUNTO I ABBING DUE WITHIN ONE TEAR	2009	2008
		£	£
	Bank loans and overdrafts (see note 13)	351,867	33,304
	Trade creditors	590,962	532,422
	Other loan Corporation tax	- 186,400	10,204 90,500
	Social security and other taxes	22,446	39,895
	Other creditors	7,691	9,890
	Employee Benefit Trust (see note 4)	300,000	-
	Directors' current accounts	7,961	20,000
	Accrued expenses	211,530	263,602
		1,678,857	999,817
12	CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR		
12	CREDITORS, AMOUNTS PALERING DUE AFTER MORE THAN ONE TEAR	2009	2008
		£	£
	Bank loans (see note 13)	-	210,314
			
13	LOANS		
	An analysis of the maturity of loans is given below		
		2009	2008
		£	£
	Amounts falling due within one year or on demand Bank overdrafts	294,430	14,904
	Bank loan	57,437	18,400
		351,867	33,304
	Amounts falling due between one and two years		
	Bank loan	-	19,000
	Amounts falling due between two and five years		
	Bank loan	-	62,000
	Amounts falling due in more than five years		
	Amound failing due in more than five years		

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST DECEMBER 2009

13	LOANS - continued	2009 £	2008 £
	Amounts falling due in more than five years Repayable by instalments		
	Bank loan	-	129,314
	The bank loan has been fully repaid after the year end		
14	OPERATING LEASE COMMITMENTS		
	The following operating lease payments are committed to be paid within one	year	
		Oth opera leas	iting
		2009 £	2008 £
	Expiring Within one year	3,166	_
	Between one and five years	-	11,449
		3,166	11,449
15	SECURED DEBTS		
	The following secured debts are included within creditors		
		2009	2008
	Bank overdrafts	£ 294,430	£ 14,904
	Bank loans	57,437	228,714
		351,867	243,618
	Bank borrowings are secured by a fixed and floating charge over the company	y's assets	
16	PROVISIONS FOR LIABILITIES	2009	2008
	Deferred tax	£	£
	Accelerated capital allowances	72,000	76,000
			Deferred tax
	Balance at 1st January 2009		£ 76,000
	Movement in the year		(4,000)
	Balance at 31st December 2009		72,000
17	CALLED UP SHARE CAPITAL		
	Allotted, issued and fully paid Number Class Nome	mal 2009	2008
	valı	ue £	£ 47,000
	47,000 Ordinary £	47,000	47,000

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST DECEMBER 2009

18 OTHER RESERVES

	Revaluation reserve £
At 1st January 2009 Transfer between reserves	355,162 (6,100)
At 31st December 2009	349,062

19 ULTIMATE PARENT COMPANY

The company's ultimate parent company and controlling party is ATL Industries Limited, a company incorporated in England and Wales ATL Industries Limited holds 100% of the issued share capital of the company

20 RELATED PARTY DISCLOSURES

During the year, the company's parent company has been ATL Industries Limited, a company incorporated in England and Wales The ultimate controlling party is Mr J M Shirt the majority shareholder of ATL Industries Limited

During the year, the company has continued the repayment of a loan previously given by the JM Shirt Accumulation and Maintenance Trust, a trust in which the director, Mr J M Shirt is a trustee. During the year, the company paid £433 (2008 - £2,102) in loan interest to the JM Shirt Accumulation and Maintenance Trust. The amount due to the JM Shirt Accumulation and Maintenance Trust at the balance sheet date amounted to £nil (2008 - £10,204)

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21 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2009	2008
	£	£
Profit for the financial year	250,139	300,593
Dividends	(50,000)	(100,000)
Net addition to shareholders' funds	200,139	200,593
Opening shareholders' funds	2,198,248	1,997,655
Closing shareholders' funds	2,398,387	2,198,248
		