Company Registration No. 02496559

COLART CONTRACT MANUFACTURING LIMITED

Directors' Report and Financial Statements

Year ended 31 December 2010

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REPORT AND FINANCIAL STATEMENTS 2010

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REPORT AND FINANCIAL STATEMENTS 2010

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

C Wraight (retired 9th March 2010) J Keightley P Aston (resigned 23rd April 2010) R Llewellyn (appointed 9th March 2010)

SECRETARY

N Robson

REGISTERED OFFICE

Whitefriars Avenue Harrow Middlesex

BANKERS

Nordea Bank Finland 55 Basinghall Street London

AUDITORS

KPMG LLP Chartered Accountants 15 Canada Square London

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the year ended 31 December 2010

PRINCIPAL ACTIVITIES

The company acts as the holding company for ColArt Fine Art & Graphics Limited, ColArt Limited, and ColArt Sweden AB Since 2007 the company has also been involved in a trading activity involving the sourcing and sale of artists and craft materials

BUSINESS REVIEW AND RESULTS

The company's profit after taxation for the financial year was £3,174,000 (2009 £4,532,000) An interim dividend of £3,000,000 was paid during the year (2009 £4,689,000) and the retained profit for the financial year of £174,000 (2009 loss £157,000) has been transferred to reserves The profit of £9,593,000 from 2007 relating to the sale of shares will be kept as a non distributable reserve

TRADING

The trading activity consists of sourcing and supplying product from ColArt companies to fulfil five (2009 five) large OEM supply contracts. During 2010 the profitability of this activity continued to be affected by pressure from exchange movements and cost inflation. One key account will have a significant drop in demand due to the future mability to supply product from 2011 onwards because of local changes in legislation in the vicinity of the manufacturing unit. This led to a large demand from this customer for this product in 2010 which significantly improved overall results but the account is now forecast to shrink back significantly in 2011. Work is being undertaken to identify new suitable supply contracts to replace this lost business.

RISKS

Exchange rate risk is managed centrally by ColArt Fine Art & Graphics Ltd who enters into forward exchange contracts as appropriate

The company manages its credit risk by ensuring all new customers enter into suitable supply contracts and adherence to the terms of the agreements is monitored

One of the principle risks to the business is the current difficult and unpredictable market conditions. The company employs strict control procedures for debtors and is constantly updating and monitoring forecast requirements in order to keep thus risk to a minimum.

GOING CONCERN

After making enquiries, the directors have formed a judgement, at the time of approving the financial statements, that there is a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. For this reason, the directors continue to adopt the going concern basis in preparing the financial statements.

CHARITABLE AND POLITICAL DONATIONS

The company made no charitable and political donations during the year (2009 £ml)

DIRECTORS

The following directors held office throughout the year

C Wraight (retired 9th March 2010)

J Keightley

P Aston (resigned 23rd April 2010)

R Llewellyn (appointed 9th March 2010)

The directors had no interests in the shares of the company during the year or any other subsidiary company

EMPLOYEES

The company has no direct employees There are 5 staff members (2009 5 staff) plus a Director (2009 1 Director) for whom there is a management charge

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 or she ought to have taken as a director to make him or herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information

DIRECTORS' REPORT (CONTINUED)

AUDITORS

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and KPMG LLP will therefore continue in office

Approved by the directors and signed on behalf of the Board

N Robson

Secretary

Vhitefriars Avenue Harrow

Mıddlesex

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.



INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF COLART CONTRACT MANUFACTURING LIMITED

We have audited the financial statements of ColArt Contract Manufacturing Limited for the year ended 31 December 2010 comprising the profit and loss account the reconciliation of movements in shareholders funds, the balance sheet and the related notes. 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 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 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 Directors' Responsibilities Statement set out on page 4 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 2010 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

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

Virginia J Stevens (Senior Statutory Auditor)

for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants

Vinina soleves

London

23rd June 2011

PROFIT AND LOSS ACCOUNT Year ended 31 December 2010

	Note	2010 £'000	2009 £'000
TURNOVER Cost of Sales	2	5,898 (4,761)	5,673 (4,437)
GROSS PROFIT		1,137	1,236
Distribution costs Administrative expenses		(560) (175)	(627)
OPERATING PROFIT		402	285
Fixed asset investments income Interest payable and similar charges	6 7	2,900 (17)	4,449 (47)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	3	3,285	4,687
Tax (charge) on profit on ordinary activities	8	(111)	(155)
PROFIT FOR THE FINANCIAL YEAR	18	3,174	4,532

The above results all arise from continuing activities

The company has no recognised gains and losses other than those included in the results above and therefore no separate statement of total recognised gains and losses has been presented

There is no difference between the profit on ordinary activities before taxation and the retained profit for the year stated above, and their historical cost equivalents

RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS Year ended 31 December 2010

	2010 £'000	£'000
Profit for the financial year Dividends paid on equity shares	3,174 (3,000)	4,532 (4,689)
Net addition /(reduction)to shareholders' funds Opening shareholders' funds	174 37,513	(157) 37,670
Closing shareholders' funds	37,687	37,513

BALANCE SHEET 31 December 2010

	Note	2010 £'000	2009 £'000
FIXED ASSETS			
Tangible Assets	10	2	-
Investments	11	37,335	37,335
		37,337	37,335
CURRENT ASSETS			
Stock		170	23
Debtors amounts falling due in less than one year	13	1,579	1,764
Debtors deferred tax asset	14	413	524
		2,162	2,311
CREDITORS: amounts falling due			
within one year	15	(558)	(879)
NET CURRENT ASSETS		1,604	1,432
TOTAL ASSETS LESS CURRENT LIABILITIES		38,941	38,767
CREDITORS: amounts falling due			
after more than one year	16	(1,254)	(1,254)
TOTAL NET ASSETS		37,687	37,513
CAPITAL AND RESERVES			
Called up share capital	17	27,500	27,500
Non distributable reserve	18	9,593	9,593
Profit and loss account	18	594	420
TOTAL EQUITY SHAREHOLDERS' FUNDS		37,687	37,513

These financial statements were approved by the Board of Directors on $17|\mathbf{6}|_{2011}$ Signed on behalf of the Board of Directors

R Llewellyn

Director

J R Keightley

Director

Companies registered number 02496559

NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2010

1. ACCOUNTING POLICIES

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

Basis of accounting

The financial statements have been prepared in accordance with applicable Accounting Standards and under the historical cost convention. The principle accounting policies of the company are set out below. The policies have expanded to meet the needs of a trading company.

The Company is exempt by virtue s400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group. Under FRS 1 the Company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking, AB Wilh Becker, includes the Company in its own published consolidated financial statements. Consequently these financial statements present the results of the company and not of the group.

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 Wilh Becker, the company's ultimate parent through a Group cash pool arrangement with its principal bankers. AB Wilh 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 thus 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 related taxes

Investments

Fixed asset investments are shown at cost less provision for impairment

Taxation

UK Corporation Tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

Deferred tax is not recognised when fixed assets are revalued unless by the balance sheet date there is a binding agreement to sell the revalued assets and the gain or loss expected to arise on sale has been recognised in the financial statements. Neither is deferred tax recognised when fixed assets are sold and it is more likely than not that the taxable gain will be rolled over, being charged to tax only if and when the replacement assets are sold

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on the tax rates and laws that have been enacted or substantively enacted by the balance sheet date

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) Year ended 31 December 2010

1. ACCOUNTING POLICIES (CONTINUED)

Tangible and Intangible Assets

Tangible fixed assets and intangible fixed assets are stated at cost, net of depreciation or amortisation and any provision for impairment. The cost of fixed assets is written off on a straight line over the period of the expected useful life of the asset. For this purpose the expected lives are determined within the following limits

Plant and equipment

not more than ten years

Foreign currency translations

Transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction or, if hedged, at the forward contract rate Monetary assets and habilities denominated in foreign currencies at the balance sheet date are reported at the rates prevailing at that date or, if appropriate, at the forward contract rate. All exchange differences are included in the profit and loss account.

2. 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. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

Profit on ordinary activities before taxation is stated after charging the following

	2010 £'000	2009 £'000
Depreciation	-	6
Auditors remuneration in respect of the audit of these financial statements	4	5

4. DIRECTOR'S EMOLUMENTS AND INTERESTS

No emoluments were paid directly by the company to the directors for duties undertaken on behalf of the company during the year. The total remuneration paid by other group companies for services to the company was

Highest paid director	2010 £	2009 £
Aggregate emoluments	37	105
	2010 £'000	2009 £'000
Directors' emoluments	49	111

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) Year ended 31 December 2010

5. EMPLOYEE INFORMATION

The company employed no staff except the directors and company secretary during the year or the preceding year. There were 5 staff (2009 5 staff) who worked for the company whose salaries were covered by a management charge.

6. FIXED ASSETS INVESTMENTS INCOME

		2010 £'000	2009 £'000
	Investment income		
	- Dividends from group undertakings	2,900	4,449
7.	INTEREST PAYABLE AND SIMILAR CHARGES		
		2010 £'000	2009 £'000
	Interest payable and similar charges		
	- Loans from group undertakings	(17)	(28)
	- Bank loans and overdrafts	-	(2)
	- Revaluation of intercompany account	<u> </u>	(17)
		(17)	(47)
8.	TAX CREDIT ON PROFIT ON ORDINARY ACTIVITIES	2010 £'000	2009 £'000
	UK Corporation tax		
	Current tax on income for the period Adjustment in respect of prior periods	-	7
	Total current tax (credit) / charge	 -	7
	Deferred taxation (see note 14)		
	Origination and reversal of timing differences	115	148
	Effect of decreased tax rate	(4)	-
	Total deferred tax	111	148
	Tax on profit on ordinary activities	111	155
	<u> </u>		

Factors affecting the tax charge for the current period

The current tax charge for the period is lower (2009 lower) than the standard rate of corporation tax in the UK 28% (2009 28%)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) Year ended 31 December 2010

8. TAX CREDIT ON PROFIT ON ORDINARY ACTIVITIES (CONTINUED)

	2010 £'000	2009 £'000
Current tax reconciliation		· ·
Profit on ordinary activities before tax	3,284	4,687
Current Tax at standard UK corporation tax rate of 28%		
(2009 28%)	920	1,312
Effects of		
Dividends received from UK subsidiaries	(812)	(1,246)
Expenses not deductible for tax purposes	•	71
Non qualifying interest	5	9
Depreciation for the period in excess of capital allowance	-	2
Effect of decrease tax rate	(14)	_
Relief claimed from previous years losses	(99)	(148)
Adjustment to the tax charge in respect of previous periods	· -	7
		
	_	7

The UK corporation tax rate was reduced from 28% to 27% as of the 1 April 2011. This rate change will affect the amount of future tax payments made by ColArt Contract Manufacturing and has also reduced the size of the deferred tax asset as at 31 December 2010.

9. DIVIDENDS PAID

	2010 £'000	2009 £'000
Dividend on equity shares	2.000	4 (00
Interim dividend paid	3,000	4,689

10. TANGIBLE FIXED ASSETS

	Plant and Equipment £'000	Total £'000
Cost		
At 1 January 2010	17	17
Purchases during the year	2	2
At 31 December 2010	19	19
		
Accumulated depreciation		
At 1 January 2010	17	17
Provided during year	•	_
At 31 December 2010	17	17
Net book value		
At 31 December 2010	2	2
		
At 31 December 2009	-	_

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) Year ended 31 December 2010

11. FIXED ASSET INVESTMENTS

2010 £'000	2009 £'000
37,335	37,335
37,335	37,335
	£'000 37,335

In the opinion of the Directors the value of the investment in subsidiaries and joint ventures is not less than the value at which they are included in the balance sheet

12. INTERESTS IN GROUP UNDERTAKINGS

The directors consider that to give full particulars of all subsidiary undertakings would lead to a statement of excessive length. The following information relates to those subsidiary undertakings whose results or financial position, in the opinion of the directors, are material

	Class of shares (see below)	% of issued shares held	Country of incorporation/ registration
ColArt Fine Art and Graphics Limited	(a)	70	England/Wales
ColArt Limited	(b)	100	England/Wales
ColArt Sweden AB	(c)	100	Sweden

Note

- (a) Ordinary 25p shares
- (b) Ordinary £1 shares
- (c) Ordinary 100SEK shares

The principal activity of ColArt Fine Art and Graphics Limited is the manufacture and distribution of art and craft materials. The principal activity of ColArt Sweden is the distribution of art and craft materials. ColArt Limited is an intermediary holding company, which owns 100% of ColArt International SA and 100% of ColArt Americas Inc. The principal activity of ColArt International SA is the manufacture and distribution of art and craft materials, the principal activity of ColArt Americas Inc. is the distribution of art and craft materials.

13. DEBTORS

	2010 £'000	2009 £'000
Amounts falling due within one year		
Trade Debtors	1070	893
Amounts owed by group undertakings	509	871
	1,579	1,764
		

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) Year ended 31 December 2010

14. DEBTORS: DEFERRED TAX ASSET

	2010	2009
	£'000	£'000
Other timing differences	(115)	(155)
Effect of decrease tax rate	4	
Utilised during the year	(111)	(155)
Deferred tax asset as at 1 January	524	679
Transferred to profit and loss account	(111)	(155)
Deferred tax asset as at 31 December	413	524

UK corporation tax rate was reduced from 28% to 27% as of the 1 April 2011. This rate change has reduced the size of the Company's balance sheet deferred tax asset as at 31 December 2010.

15. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	£'000	£'000
Amounts owed to group undertakings Other creditors	459 99	827 52
	558	879

16. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	£'000	£'000
Amounts owed to group undertakings	1,254	1,254
	1,254	1,254

The intercompany loan attracts interest of 1 48% (2009 1 24%) and has no fixed date for repayment

17. CALLED UP SHARE CAPITAL

	£'000	£'009
Authorised:	2 000	2 000
50,000,000 ordinary shares of £1 each	50,000	50,000
Called up, allotted and fully paid	au .	
Called up, allotted and fully paid 27,500,002 ordinary shares of £1 each	27.500	25.500
27,300,002 ordinary shares of £1 each	27,500	27,500

2010

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) Year ended 31 December 2010

18. PROFIT AND LOSS ACCOUNT

	£ 000
At 1 January 2010	10,013
Profit for the financial year	3,174
Dividends paid on equity shares	(3,000)
44.21 December 2010	10.197
At 31 December 2010	10,187

These reserves are split into non distributable reserves of £9,593,000 arising from the sales of part of the share holdings of ColArt Fine Art & Graphics in previous years and the distributable reserves of £594,000

19. CONTINGENT LIABILITIES

Following the restructuring of the group's finances the charge put in place in favour of the bank disclosed previously has now been removed

20. RELATED PARTY TRANSACTIONS

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 year end there were outstanding amounts of £458,491

(2009 £827,352) payables and Nil (2009 Nil) receivables

Due to the similar nature of these transactions the amounts for all the companies have been aggregated as follows

	2010	2009
	£'000	£'000
Purchases	5,252	4,304
Management and technical expertise provided	289	315
Management charges paid	-	89
Other payments	439	378

21. HOLDING COMPANIES

The immediate parent company is ColArt Finance Limited, which is 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 Wilh Becker a company incorporated and registered in Sweden Copies of the consolidated financial statements of AB Wilh Becker can be obtained from Bruksgarden, SE-268 83, Hoganas, Sweden

22. SIGNIFICANT EVENTS AFTER THE YEAR END

As of 31st of March 2011 the financial and operating activities, previously performed at the Wealdstone site, have been relocated to Kidderminster and Lowestoft respectively to match the Group's revised structure

A number of changes to the UK corporation tax system were announced in the March 2011 UK Budget Statement. A resolution passed by Parliament on 29 March 2011 has reduced the main rate of corporation tax to 26% from 1 April 2011 Legislation to reduce the main rate of corporation tax from 26% to 25% from 1 April 2012 is expected to be included in the Finance Act 2011 Further reductions to the main rate are proposed to reduce the rate by 1% per annum to 23% by 1 April 2014 None of these expected rate reductions had been substantively enacted at the balance sheet date and, therefore, are not included in these financial statements. They are not anticipated to have a material impact on the financial statements of the Company

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