

**Company Registration No. 02567566**

**Catalina Marketing UK Limited**

**Annual Report and Financial Statements**

**For the year ended 31 December 2011**

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# Catalina Marketing UK Limited

## Company Information

<b>Directors</b>	Dak Liyanearachchi Rick Frier Stephen Lane
<b>Company Number</b>	02567566
<b>Registered Office</b>	Pinnacle House 20 Tudor Road Reading Berkshire RG1 1NH
<b>Independent Auditors</b>	PricewaterhouseCoopers LLP 9 Greyfriars Road Reading Berkshire RG1 1JG
<b>Bankers</b>	Barclays Bank Plc Wytham Court 11 West Way Oxford OX2 0JB

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# **Catalina Marketing UK Limited**

## **Company Information**

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# **Catalina Marketing UK Limited**

## **Directors Report**

The directors present their annual report and audited financial statements of Catalina Marketing UK Limited (the company) for the year ended 31 December 2011

### **Principal activities**

The principal activity of the company is the provision of targeted marketing services to the retail industry

The company has an exclusive license for the UK to market the point of sale marketing system developed by the US parent company Catalina Marketing Corporation Inc. This proprietary system is used in the delivery of the targeted marketing services offered by the company

### **Business review**

Turnover in the year was £9.45m, representing an increase of 26% on the prior year (2010: £7.5m). This growth was driven by significant increases in revenues generated by coupon sales (33% increase during the year). The directors are satisfied with these results, and expect continued revenue growth in the coming year that will be driven by the existing revenue streams.

### **Key performance indicators**

Key performance indicators are considered to be revenue and operating profit which are set out on page 5 of the financial statements.

### **Results and dividends**

The results for the financial year ended 31 December 2011 are set out on page 5 & 6. The profit for the financial year amounted to £1,209,461 per the profit and loss account (2010 profit: £2,055,333).

The directors do not recommend payment of a dividend (2010: £nil).

### **Future Developments**

The business continues to work to maximise the potential of the group's innovation in the targeted marketing services sector.

### **Financial risk management objectives and policies**

The company's activities expose it to financial risks such as credit risk. The company's principal financial assets are bank balances and cash, trade and other debtors.

The company's credit risk is primarily attributable to its trade debtors. An allowance for impairment is made where there is an identified loss event which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows. There is no such evidence of the need for an impairment of trade debtors in the current or previous year.

The company's exposure to concentration of credit risk is closely monitored by the directors, who are satisfied that the risk is not significant.

## **Catalina Marketing UK Limited**

### **Directors Report (continued)**

#### **Directors**

The directors who served during the financial year and up to the date of signing the financial statements are as follows

Dak Liyanearachchi  
Rick Frier  
Stephen Lane

#### **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,
- prepare the accounts 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. The directors 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.

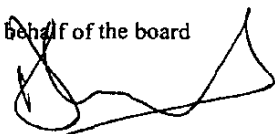
#### **Statement of disclosure of information to auditors**

Each of the persons who is a director at the date of approval of this report confirms that;

- so far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware, and
- they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

On behalf of the board



Dak Liyanearachchi  
Director

28 SEP 2012

## **Independent auditors' report to the members of Catalina Marketing UK Limited**

We have audited the financial statements of Catalina Marketing UK 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 2, 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 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**

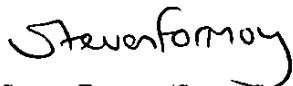
In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

## **Independent auditors' report to the members of Catalina Marketing UK 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



Steven Formoy (Senior Statutory Auditor)  
For and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Reading **28 SEP 2012**

## Catalina Marketing UK Limited

### Profit and loss account for the year ended 31 December 2011

	Notes	2011 £	2010 £
<b>Turnover</b>	2	9,447,127	7,475,314
Cost of sales		(5,216,964)	(2,316,261)
<b>Gross profit</b>		<u>4,230,163</u>	<u>5,159,053</u>
Administrative expenses		(3,218,115)	(3,000,497)
<b>Operating profit</b>	3	<u>1,012,048</u>	<u>2,158,556</u>
Interest receivable and similar income	4	89,537	83,122
Interest payable and similar charges	5	(100,665)	(186,345)
<b>Profit on ordinary activities before taxation</b>		<u>1,000,920</u>	<u>2,055,333</u>
Tax on profit from ordinary activities	8	208,541	-
<b>Profit for the financial year</b>	15,16	<u><u>1,209,461</u></u>	<u><u>2,055,333</u></u>

The results for the financial years shown above are derived entirely from continuing activities

The company has no recognised gains and losses other than the results above and therefore no separate statement of total recognised gains and losses has been presented. There is no material difference between the profit on ordinary activities before taxation and the profit for the financial year stated above and their historical costs equivalents



## Catalina Marketing UK Limited

### Balance sheet as at 31 December 2011

	Notes	2011 £	2010 £
<b>Fixed assets</b>			
Tangible assets	10	4,423,765	4,376,880
<b>Current assets</b>			
Stock		227,597	29,773
Debtors	11	4,100,730	3,140,680
Cash at bank and in hand		964,279	186,755
		5,292,606	3,357,208
<b>Creditors - amounts falling due within one year</b>	12	(8,425,047)	(7,652,225)
<b>Net current liabilities</b>		(3,132,441)	(4,295,017)
<b>Total assets less current liabilities</b>		1,291,324	81,863
<b>Creditors - amounts falling due after more than one year</b>	13	(674,167)	(674,167)
<b>Net assets/(liabilities)</b>		617,157	(592,304)
<b>Capital and reserves</b>			
Called-up share capital	14	11,141	11,141
Share premium account	15	214,556	214,556
Profit and loss account	15	391,460	(818,001)
<b>Total shareholders' funds</b>	16	617,157	(592,304)

The company's registered number is 02567566

The financial statements on pages 5 to 15 were approved by the board of directors and authorised for issue on 28 September 2012 and were signed on its behalf by

  
Dak Dyanearachchi

Director

# Catalina Marketing UK Limited

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

### 1. Accounting policies

#### Basis of accounting

These financial statements are prepared on the Going Concern basis, under the historical cost convention and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The principal accounting policies applied consistently throughout the financial year are set out below.

#### Turnover

Turnover comprises amounts derived from the one principal continuing activity of the company and is stated net of value added tax. Revenue is recognised when the service is delivered, for coupon charges this is when the coupon is printed, for support and information services this is rateably over the period of the agreement. License fees are spread and recognised rateably over the term of the agreement. Amounts received in advance are included in deferred income, amounts received in arrears are included in accrued income.

#### Tangible fixed assets

Tangible fixed assets are stated at historic purchase cost less accumulated depreciation. The cost of fixed assets is their purchase cost, together with any incidental costs of acquisition.

Depreciation is calculated so as to write off the cost of tangible fixed assets on a straight line basis over the expected useful economic lives of the assets concerned. The principal annual periods used for this purpose are:

Leasehold improvements	3 years
Fixtures and fittings	3 years
Computer equipments - CMC6 colour printers	7 years
- others	3 years

The carrying values of fixed assets are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable.

#### Taxation

Current taxation is provided at amounts expected to be paid (or recovered) using rates and laws that have been enacted or substantively 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.

A net deferred tax asset is recognised 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 against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted.

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

# Catalina Marketing UK Limited

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

### Accounting policies (continued)

#### Operating leases

Costs in respect of operating leases are charged on a straight line basis to the profit and loss account over the lease term

#### Foreign currencies

Trading transactions denominated in foreign currencies are translated into sterling at the rate of exchange ruling when the transaction was entered into. Monetary assets and liabilities are translated into sterling at the exchange rate ruling at the balance sheet date. Exchange gains or losses are included in the profit and loss account in the period in which they arise.

#### Cash flow statement

The company is a wholly owned subsidiary company of a group headed by Catalina Marketing Corporation Inc, 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 FRS 1 (revised 1996) 'Cash flow statements'.

#### Pension costs

The company operates a defined contribution pension scheme. Contributions are charged in the profit and loss account as they become payable in accordance with the rules of the scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge disclosed in note 19 represents contributions payable by the company to the fund. Contributions are also made to the personal plans of certain employees. The expenditure is charged to the profit and loss account in the financial year to which it relates.

## 2. Turnover

All turnover is derived in the United Kingdom and can be split into the following revenue streams,

	2011 £	2010 £
Coupons	9,007,336	6,777,348
Fees	348,889	90,902
Licences	90,902	607,064
<b>Total turnover</b>	<b>9,447,127</b>	<b>7,475,314</b>

## Catalina Marketing UK Limited

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

#### 3. Operating profit

	2011 £	2010 £
Operating profit is stated after charging/(crediting)		
Wages and salaries	1,148,369	1,237,550
Social security costs	128,710	171,039
Other pension costs (note 18)	49,340	59,268
	<u>1,326,419</u>	<u>1,467,857</u>
Staff costs		
Depreciation of tangible fixed assets		
- owned assets	646,992	850,431
Loss on disposal of fixed assets	-	207
Operating lease rentals - other	85,481	98,470
Services provided by the company's auditor		
- fees payable for the audit	17,790	15,375
Foreign exchange loss	23,403	131,717
	<u>783,666</u>	<u>1,196,200</u>

#### 4. Interest receivable and similar income

	2011 £	2010 £
Interest income on bank deposits	906	861
Other interest receivable and similar income		
- foreign exchange	83,658	82,179
- other	4,973	82
	<u>89,537</u>	<u>83,122</u>

#### 5. Interest payable and similar charges

	2011 £	2010 £
Interest payable to group undertakings	97,877	183,257
Other interest payable and similar charges	2,788	3,088
	<u>100,665</u>	<u>186,345</u>

Interest payable to group undertakings is payable to Catalina Marketing Corporation Inc on the trading balances outstanding for more than 1 month. These amounts are unsecured with no fixed date of repayment. The interest rate charged is 90 day LIBOR + 200bp using the LIBOR rate on the most recent business day immediately preceding the first day of each month. The interest rate ranged from 2.3% (2010: 2.3%) to 2.5% (2010: 2.5%) and was 2.5% (2010: 2.3%) at the financial year-end.

# Catalina Marketing UK Limited

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

### 6. Employee information

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

	2011 Number	2010 Number
By activity		
Director	2	1
Retail	7	7
Operations	5	4
Analyst	2	1
Client Services	3	4
	<u>19</u>	<u>17</u>

Their aggregate remuneration is shown in note 3 above

### 7. Directors' emoluments

During the year one of the directors (2010 nil) did not receive any payment from the company. The director received emoluments from Catalina Marketing Corporation Inc for their services to the group as a whole and it is not possible to apportion the amounts between companies.

	2011 £	2010 £
Aggregate emoluments	403,709	246,676
Company contributions to money purchase pension scheme	15,829	8,277
	<u>419,538</u>	<u>254,953</u>

Two directors (2010 one) have retirement benefits accruing under a money purchase pension scheme.

#### Remuneration of the highest paid director

	2011 £	2010 £
Emoluments	253,297	245,171
Company contributions to money purchase pension scheme	9,100	8,277
	<u>262,397</u>	<u>253,448</u>

## Catalina Marketing UK Limited

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

#### 8. Tax on profit on ordinary activities

	2011 £	2010 £
Current tax		
UK corporation tax	-	-
Deferred tax		
Origination and reversal of timing differences (note 10)	(208,541)	-
Tax on profit on ordinary activities	<u>(208,541)</u>	<u>-</u>

The tax assessed for the financial year differs (2010 lower) from the standard rate of corporation tax in the UK of 26.49% (2010 28%). The differences are explained below

	2011 £	2010 £
Profit on ordinary activities before tax	1,000,920	2,055,333
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 26.49% (2010 28%)	265,176	575,493
Effects of		
Disallowed expenses and non-taxable income	3,825	7,506
Capital Allowances for period in excess of depreciation	(98,768)	(4,307)
Other short term timing differences	-	(571)
Utilisation of tax losses and other deductions	<u>(170,233)</u>	<u>(578,121)</u>
Current tax charge for the year	<u>-</u>	<u>-</u>

The Finance Act 2011 reduced the corporation tax rate from 28% to 26% with effect from April 2011. In the Finance Bill 2012, the Government announced a reduction in the main rate of corporation tax from 26% to 24% effective from 1 April 2012. The 24% tax rate was substantively enacted on 26 March 2012. This rate reduction has not therefore been reflected in the calculation of deferred tax at the balance sheet date.

The Government intends to enact further reductions in the main tax rate of 1% each year, down to 23% effective from 1 April 2013 and to 22% by 1 April 2014. As these tax rates were not substantively enacted at the balance sheet date, the rate reduction is not yet reflected in these financial statements in accordance with FRS 21, as it is a non-adjusting event occurring after the reporting period.

## Catalina Marketing UK Limited

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

#### 9. Deferred taxation

Deferred taxation recognised in the financial statements, and the amount not recognised of the total potential asset, are as follows

	2011 £		2010 £	
At 1 January	-	-	-	-
Deferred tax credit in profit and loss account	(208,541)	-	-	-
At 31 December	(208,541)	-	-	-

	Recognised 2011 £		Potential 2011 £	
	2011 £	2010 £	2011 £	2010 £
Capital Allowances for period in excess of depreciation	175,590	-	175,590	(148,492)
Other timing differences	-	-	-	-
Tax losses	(384,131)	-	(470,311)	(422,010)
Total deferred tax asset	(208,541)	-	(294,721)	(570,502)

A deferred tax asset of £86,180 in relation to tax losses has not been recognised due to uncertainty over future recoverability. These losses have no expiry date.

We estimate that the future rate changes to 22% would reduce our UK deferred tax liability at 31 March 2012 by £21,000. The actual impact will be dependent on our deferred tax position at that time.

#### 10. Tangible assets

	Leasehold improvements £	Fixtures and fitting £	Computer equipment £	Assets under construction £	Total £
<b>Cost</b>					
At 1 January 2011	237,882	43,960	5,566,443	-	5,848,285
Additions	1,653	-	465,751	226,473	693,877
At 31 December 2011	239,535	43,960	6,032,194	226,473	6,542,162
<b>Accumulated depreciation</b>					
At 1 January 2011	104,212	35,970	1,331,223	-	1,471,405
Charge for the financial year	8,932	576	637,484	-	646,992
At 31 December 2011	113,144	36,546	1,968,707	-	2,118,397
<b>Net book amount</b>					
At 31 December 2011	126,391	7,414	4,063,487	226,473	4,423,765
At 31 December 2010	133,670	7,990	4,235,220	-	4,376,880

# Catalina Marketing UK Limited

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

### 11. Debtors

	2011 £	2010 £
<b>Amounts falling due within one year</b>		
Trade debtors	3,451,025	1,854,120
Amounts owed by group undertakings	328,744	151,896
Other debtors – deferred tax asset	208,541	-
Prepayments and accrued income	112,420	1,134,664
	<u>4,100,730</u>	<u>3,140,680</u>

Amounts owed by group undertakings relate to the recharge of costs borne by the UK on behalf of other group entities. They are unsecured, interest free and due within 3 months of the financial year-end.

### 12. Creditors

	2011 £	2010 £
<b>Amounts falling due within one year</b>		
Trade creditors	242,287	70,719
Loan from Catalina Marketing Corporation Inc	-	432,952
Amounts owed to Catalina Marketing Corporation Inc	6,200,394	5,737,425
Amounts owed to group undertakings	272,297	189,411
Taxation and social security	697,861	421,183
Accruals and deferred income	1,012,208	800,535
	<u>8,425,047</u>	<u>7,652,225</u>

Amounts owed to Catalina Marketing Corporation Inc include £6,200,394 (2010 £5,737,425) that is unsecured, bearing interest at 2.3% (2010 2.3%). The loan from Catalina Marketing Corporation Inc has been repaid during the year (2010 £432,952).

### 13. Creditors

	2011 £	2010 £
<b>Amounts falling due after more than one year</b>		
Loan from Catalina Marketing Worldwide Inc	674,167	674,167
	<u>674,167</u>	<u>674,167</u>

The loan from Catalina Marketing Worldwide Inc is unsecured, non-interest bearing and not due for repayment within 12 months, as confirmed by the parent undertaking.



# Catalina Marketing UK Limited

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

### 14. Called-up share capital

	2011 £	2010 £
<b>Allotted, and fully paid</b>		
1,114,102 (2010 1,114,102) ordinary shares of 1p each	<u>11,141</u>	<u>11,141</u>

### 15. Reserves

	Share premium account £	Profit and loss account (deficit)/ surplus £
As at 1 January 2011	214,556	(818,001)
Profit for the financial year	-	<u>1,209,461</u>
As at 31 December 2011	<u>214,556</u>	<u>391,460</u>

### 16. Reconciliation of movement in shareholders' funds

	2011 £	2010 £
Profit for the financial year	1,209,461	2,055,333
Opening shareholders' deficit	<u>(592,304)</u>	<u>(2,647,637)</u>
Closing shareholders' funds	<u>617,157</u>	<u>(592,304)</u>

### 17. Operating lease commitments

At 31 December 2011 the company had annual commitments under non-cancellable operating leases as follows

	Land and buildings 2011 £	Land and buildings 2010 £
Operating lease expiring		
Within one year	75,200	-
Within two to five years	<u>-</u>	<u>100,240</u>

## Catalina Marketing UK Limited

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

#### 18. Pension commitments

The assets of the scheme are held separately from those of the company in an independently administered fund. The unpaid contributions outstanding at the financial year end, included in 'Accruals and deferred income' (note 12) are £nil (2010 £nil). The total charged to the profit and loss account for the financial year in respect of pensions was £49,340 (2010 £59,268).

#### 19. Related party transactions

During the year, the company repaid the loan of £432,952 (2010 £432,952) due to the ultimate parent company Catalina Marketing Corporation Inc. which was unsecured and bearing interest at 2.3% up to the date of repayment (2010 2.3%).

Additionally, £6,184,881 (2010 £5,737,425) was owed to Catalina Marketing Corporation Inc. for the recharge of costs borne by the parent company on behalf of the UK, and inclusive of £509,964 (2010 £107,299) owed for the purchase of computer equipment and office refurbishment costs. The company was owed £69,068 (2010 £61,806). Interest of £97,877 (2010 £143,508) and royalties of £2,896,579 (2010 £582,672) paid to Catalina Marketing Corporation Inc. have been recognised in the current year profit and loss account.

The company had the following relationships with fellow subsidiaries of Catalina Marketing Corporation Inc. in the financial year ended 31 December 2011:

At 31 December 2011, the company had a loan payable to Catalina Marketing Worldwide LLC, of £674,167 (2010 £674,167), unsecured and non-interest bearing, with no fixed date of repayment.

At 31 December 2011, the company owed £107,734 (2010 £10,253) to Catalina Marketing France SAS, and was owed £1,505 (2010 £1,374). The company recognised operating income in the financial year of £nil (2010 £877) and operating expenses of £40,331 (2010 £62,556) from Catalina Marketing France SAS in respect of the recharge of costs borne by the UK on behalf of other group entities.

At 31 December 2011, the company owed £nil (2010 £86,788) to Catalina Marketing Deutschland GMBH, and was owed £86,539 (2010 £86,539). The company recognised operating income in the year of £nil (2010 £nil) and operating expense of £27,942 (2010 £2,324) from Catalina Marketing Deutschland GMBH in respect of the recharge of costs borne by the UK on behalf of other group entities.

At 31 December 2011, the company owed £161,336 (2010 £91,797) to Catalina Marketing International B.V., and was owed £171,633 (2010 £nil). The company recognised operating income in the financial year of £184,398 (2010 £3,067) and other operating expense of £325,340 (2010 £285,189) from Catalina Marketing International B.V. in respect of the recharge of costs borne by the UK on behalf of other group entities.

#### 20. Ultimate parent undertaking and controlling party

The immediate parent company is Catalina Marketing International B.V., a company incorporated in the Netherlands.

The ultimate parent company and controlling party as at 31 December 2011 is Hellman and Friedman LLC, a company incorporated in the USA.