Company Registration No NI 29860

MARM HOLDINGS LIMITED

REPORT AND FINANCIAL STATEMENTS

Year Ended 30 April 2010

A 1135

JWVI HR69

JWVLHR69
JNI 28/01/2011
COMPANIES HOUSE

56

CONTENTS	Page
Officers and professional advisors	1
Report of the directors	2 3
Independent auditors report	4 5
Profit and loss account	6
Balance sheet	7
Notes to the financial statements	8 16
Additional information	17 10

REPORT AND FINANCIAL STATEMENTS 2010

OFFICERS AND PROFESSIONAL ADVISORS

DIRECTORS

Mr M Mladek (Chairman)
Mr J W Banford
Mr J McBride
Mr W S Mills
Mrs H M Mladek
Mr T H B Quin
Mr M V Mladek (appointed 2 April 2010)

SECRETARY

Mr J Robinson

REGISTERED OFFICE

PO Box 8 20 Comber Road Newtownards Co Down BT23 4RX

BANKERS

Ulster Bank Limited 11 16 Donegall Square East Belfast BT1 5UB

INDEPENDENT AUDITORS

Deloitte LLP Belfast

SOLICITORS

Mills Selig 21 Arthur Street Belfast BT14GA

REPORT OF THE DIRECTORS For the year ended 30 April 2010

The directors present their report and audited financial statements for the year ended 30 April 2010

This directors report has been prepared in accordance with the provisions applicable to companies subject to the small companies regime

PRINCIPAL ACTIVITIES

The principal activity of the company is the provision of management services to its subsidiaries and the import and sale of textile products

REVIEW OF THE BUSINESS

The company's textile business remains profitable. The level of management services rendered to the company's trading subsidiaries however has not been sufficient to absorb the total of its administration expenses and as a result an overall loss has been incurred on ordinary activities as shown on page 6. No dividend is recommended. The directors believe that the trading subsidiaries will require increased management services when the housing market recovers and also when suitable planning consents are obtained for the development stocks held by the subsidiaries.

The company has no material commitments at the year end. Furthermore the directors have prepared projections and cashflows for the forthcoming period which show that sufficient cash resources exist within the company to continue to meet its liabilities for a period of at least 12 months from the date of signing of this report. As a consequence, the directors believe that the company is well placed to manage its business risks successfully despite the current uncertain economic outlook. Accordingly, the directors continue to adopt the going concern basis for preparing the annual reports and accounts.

RESULTS

The results of the company for the year are set out in detail in the profit and loss account on page 6. The movements in reserves are shown at note 16. Retained profits carried forward are £11 959 773 (2009 £12 065 138)

DIRECTORS

The directors who served during the year were as follows

Mr M Mladek (Chairman)
Mr J W Banford
Mr W S Mills
Mr J McBride
Mrs H M Mladek
Mr T H B Quin
Mr M V Mladek (appointed 2 April 2010)

REPORT OF THE DIRECTORS (continued) For the year ended 30 April 2010

DIRECTORS RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the Annual 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 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 statement 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 accounting estimate⁻ that are reasonable and prudent and prepare the financial statements on the going concern basis

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 Companie⁻ Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

AUDITORS

Fach of the process who is a direct at the date of approval of this report confirms that

so far as the director is aware there is no relevant audit information of which the company's auditors are unaware and

the director has taken all the steps that he'she ought to have taken as a director in order to make himself/herself aware of any relevant information and to establish that the company 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

A re-olution to re appoint Deloitte LLP as the company's auditor will be proposed at the forthcoming Annual General Meeting

PO Box 8 Comber Road NEWTOWNARDS Co Down BT23 4RX Bv order of the Board

J Robinson Secretary

Registered in Northern Ireland No NI29860 29-7-10

INDEPENDENT AUDITOR'S REPORT For the year ended 30 April 2010

We have audited the financial statements of Marm Holdings Limited for the year ended 30 April 2010 which comprise the Profit and Loss Account the Balance Sheet and the related notes 1 to 16. 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 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 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 (APB'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.

INDEPENDENT AUDITOR'S REPORT continued For the year ended 30 April 2010

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 30 April 2010 and of its loss for the year then ended
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice and
- have been prepared in accordance with the requirements of the Companies Act 2006

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
- the directors were not entitled to take advantage of the small companies exemption in preparing the directors report

David Crawford CA (Senior Statutory Auditor)

for and on behalf of Deloitte LLP

Chartered Accountants and Statutory Auditors

Belfast Northern Ireland

3 40 gest 2010

and Comfol

PROFIT AND LOSS ACCOUNT For the year ended 30 April 2010

	Note	2010 £	2009 £
TURNOVER Cost of sales	1	365 708 (236 846)	592 866 (370 446)
Gross profit		128 862	222 420
Administrative costs		(273 508)	(462 932)
OPERATING LOSS		(144 646)	(240 512)
Income from other fixed asset investment in associated undertaking Interest receivable		1 269 8 313	18 910 30 422
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION	3	(135 064)	(191 180)
Tax credit on profit on ordinary activities	6	29 699	50 837
LOSS FOR THE FINANCIAL YEAR	16	(105 365)	(140 343)

All activities derive from continuing operations

There were no gains or losses other than those disclosed above and accordingly no Statement of Total Recognised Gains and Losses has been prepared

BALANCE SHEET 30 April 2010

	Note	2010 £	2009 £
FIXED ASSETS Tangible asset* Investment in sub*idiaries Other investments	8 9 10	19 219 170 004	40 067 170 004 62
		189 223	210 133
CURRENT ASSETS Stock Debtors Cash at bank and in hand	11	12 426 11 641 643 350 050	15 611 11 592 164 572 452
CREDITORS – amounts falling due within one year	12	12 004 119 (63 567)	12 180 207 (155 200)
NET CURRENT ASSETS		11 965 027	12 025 007
TOTAL ASSETS LESS CURRENT LIABILITIES		12 129 775	140 5 د 2 12
NET ASSETS		12 129 775	12 كو2 140
CAPITAL A D RESERVES			
Share capital Profit and loss account	15 14	170 002 11 959 773	170 002 12 065 138
SHAREHOLDERS FUNDS	14	12 129 775	12 235 140

These financial statements of Marm Holdings Limited $\,$ registered number NI 29860 were approved by the Directors and authorised for is ue on 29 July 2010

Signed on behalf of the Board of Directors

M Mladek Director

An Anlordely

J McBride Director

NOTES TO THE FINANCIAL STATEMENTS Year ended 30 April 2010

1 ACCOUNTING POLICIES

The financial statements have been prepared in accordance with applicable United Kingdom accounting standards. The principal accounting policies adopted by the directors have been applied consistently throughout the current year and the preceding years are described below.

Group accounts have not been prepared on the basis that the directors have claimed exemption conferred by section 398 of the Companies Act 2006 Accordingly the financial statements present information about the company as an individual undertaking and not as a group

Convention

The financial statements are prepared under the historical cost convention

The company's business activities together with the factors likely to affect its future development performance and position are set out in the Directors Report on page 2

Having considered the risks and the current economic environment the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future Accordingly as detailed in the Directors Report on page 2 they continue to adopt the going concern basis in preparing the annual report and financial statements

Taxation

Current tax is provided at amounts expected to be paid (or recovered) using the tax 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. Timing differences are differences between the group'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 to the extent that 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 tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

Stocks

Stocks are stated at the lower of cost and net realisable value

NOTES TO THE FINANCIAL STATEMENTS Year ended 30 April 2010

1 ACCOUNTING POLICIES (Cont d)

Tangible fixed assets and depreciation

- (a) The cost of assets comprises purchase price and any installation charges less provision for any impairment
- (b) Depreciation is calculated to write off the cost of tangible fixed assets within their useful lives. The amount to be written off is reduced by the residual value expected when use of the asset ceases. It is policy to provide a full year's depreciation in the year of purchase. The methods adopted and rates used are

Plant and machinery	general	10% straight line
	computer	25% straight line
	new vehicles	25% straight line
	second hand vehicles	33 1/3% straight line
Fixtures and fittings		10% straight line

Investments

Investments held as fixed assets are stated at cost less provision for impairment

Turnover

Turnover is the amount derived from the provision of goods and services falling within the company's ordinary activities

Pension costs

Retirement benefits to employees in the company are provided by a defined contribution pension scheme whereby the assets of the scheme are held separately from those of the company in an independently administered fund. The company contributions are accounted for by charging costs against profits as payments accrue

2 STAFF COSTS

	2010 £	2009 £
Staff costs (including directors remuneration) comprise		
Wages and salaries	186 910	257 246
Social security costs	18 988	27 390
Other pension costs	16 984	23 664
	227 882	308 300

NOTES TO THE FINANCIAL STATEMENTS Year ended 30 April 2010

3	PRO	OFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	2010	2009
	Profi	t is arrived at after charging	£	£
	Profi	eciation charged on tangible fixed assets t on sale of other tangible fixed assets	21 117	23 934 502
	comp Fees	pavable to the company s auditors for the audit of the pany s annual accounts pavable to the company s auditors and their associates for	4 000	5 000
	tax	services to the company services ract car hire (included in motor expenses)	10 000	34 545 2 189
4	EMI	PLOYEES		
			No of En 2010	ployees 2009
		average number employed by the company (including tors) within each category of persons was		
		inistration staff tenance staff	7 2	8 2
			9	10
5	DIR	ECTORS		
			2010 £	2009 £
	(1)	Directors emoluments including pension scheme contributions and value of benefits in kind were in aggregate		
		For services as director	67 980	150 671
		Company contributions to money purchase and similar panels	un aahamaa un ma	most of Lidwood

Company contributions to money purchase and similar pension schemes in respect of 1 director in 2010 (2009 $\,$ 1) were £3 200 (2009 $\,$ £14 200)

(ii) Transaction involving directors

Note 18 gives details of transactions with related companies in which the directors have an interest

There were no other transactions in the year requiring disclosure under the Companies Act 2006

NOTES TO THE FINANCIAL STATEMENTS Year ended 30 April 2010

6 TAX CREDIT ON PROFIT ON ORDINARY ACTIVITIES

(a) Analysis of credit in the year	2010 £	2009 £
Current tax UK corporation tax on profits of the current year	_	_
Adjustments in respect of previous periods		(9 922)
Total current tax Note 6(b)		(9 922)
Deferred tax		
(i) Origination and reversal of timing differences	(28 544)	(38 606)
(ii) Adjustment in respect of previous periods	(1 155)	(2 309)
Total deferred tax – Note 6(d)	(29 699)	(40 915)
Tax on profit on ordinary activities	(29 699)	(50 837)
(b) Factors affecting tax credit for the year	2010	2009
	£	£
Loss on ordinary activities before tax	(135 064)	(191 180)
Loss on ordinary activities multiplied by full rate of corporation tax in the UK of 28% (2009 – 28%)	(37 818)	(530)
Effects of		
Expenses/(income) not deductible/(taxable) for tax purposes		
Dividends from associated undertakings	(355)	(5 295)
Other items	114	3 989
Depreciation in excess of capital allowances	(553)	14 431
Movement in short term timing differences	(2 094)	(2 106)
Surrender of losses by group relief for non payment		2 23 1
Increase in tax losses	40 706	40 280
Adjustments in respect of previous periods		(9 922)
Current tax credit for year - Note 6(a)		(9 922)

(c) Factors that may affect future tax charges

The 2010 Budget announced a reduction in the small company s rate of corporation tax from 21% to 20% commencing 1 April 2011. The above rate changes will reduce the future corporation tax habilities of the company and also decrease the future value of deferred tax assets

NOTES TO THE FINANCIAL STATEMENTS Year ended 30 April 2010

6 TAX CREDIT ON PROFIT ON ORDINARY ACTIVITIES (Cont d)

(d) Provision for deferred tax	2010	2009
Taxable losses carried forward Tax allowances on other tangible fixed assets Other timing differences	(61 895) (9 804)	(30 210) (10 219) (1 571)
Deferred tax asset	(71 699)	(42 000)
		
Deferred tax asset at start of year (at 21%) Current and previous year time differences	(42 000) (29 699)	
Deferred tax asset at end of year (at 21%) - note 11	(71 699)	

The deferred tax asset at the end of the year has been recognised at 21%. This is the tax rate which is expected to apply in the period in which the timing differences are first expected to reverse.

(e) The company is a close company for taxation purposes

7 DIVIDEND

	2010	2009
On 170 002 (2009 170 002) ordinary shares	±	£
Paid dividend £nil (2009 £0 50) per share		85 000

NOTES TO THE FINANCIAL STATEMENTS Year ended 30 April 2010

8 TANGIBLE ASSETS

	Plant and Machinery £	Fixtures and Fittings £	Total £
y 2009	249 453	2 101	251 554
ns	877		877
l	(16 903)		(16 903)
pril 2010	233 427	2 101	235 528
ation			
	209 525	1 962	211 487
	20 978	139	21 117
	(16 295)		(16 295)
pril 2010	214 208	2 101	216 309
k value			
2010	19 219		19 219
2009	39 928	139	40 067
TMENT IN SUBSIDIARIES			
shares in group companies		2010 £	2009 £
y 2009 and 30 April 2010		170 004	170 004
	by 2009 as I pril 2010 ation y 2009 in year I pril 2010 k value 2010 2009 TMENT IN SUBSIDIARIES shares in group companies y 2009 and 30 April 2010	Machinery £ 19 2009 249 453 877 1 (16 903) pril 2010 233 427 ation 19 2009 209 525 20 978 1 (16 295) pril 2010 214 208 k value 2010 219 219 TMENT IN SUBSIDIARIES shares in group companies	Machinery £ £ 19 2009 249 453 877 1

The company holds all of the ordinary share capital of the following companies

Name	Place of Incorporation	Aggregate of share capital and reserves at 30 April 2010	Profit/(Loss) for the year ended 30 April 2010
		£	£
Marm Properties Limited	Northern Ireland	871 861	(139 902)
Marm Developments Limited	Northern Ireland	3 265	2 991

The principal activity of Marm Properties Limited & Marm Developments Limited is property development

There are no qualifications contained in the auditors reports of the subsidiary undertakings

NOTES TO THE FINANCIAL STATEMENTS Year ended 30 April 2010

10 OTHER INVESTMENTS

	2010	2009
Associated Undertakings	£	£
Cost and net book value at start of year	62	62
Disposal	(62)	
Value at end of year		62

The company had a 31% interest in Norcart Enterprises Limited a company incorporated in Great Britain and registered in England and Wales. This company was previously engaged in property investment but was struck off the register of companies in March 2010.

11 DEBTORS

	2010	2009
	£	£
Trade debtors	44 861	84 612
Amount due from subsidiary company - Marm Developments	11 121 163	11 139 336
Amount due from subsidiary company - Marm Properties	389 065	290 568
Prepayments and accrued income	2 255	7 261
Other debtors	12 600	28 250
Corporation tax		137
Deferred tax	71 699	42 000
	11 641 643	11 592 164
		

The company's financial assets comprise inter alia trade debtors. Credit risk is primarily attributable to trade debtors and the amounts presented in the balance sheet are net of allowances for bad and doubtful debts. The risk in relation to trade debtors is managed through the ongoing review of the aged profile of the debt, thereby monitoring credit given and optimising the recoverability of the balance on an ongoing basis.

NOTES TO THE FINANCIAL STATEMENTS Year ended 30 April 2010

12 CREDITORS AMOUNTS FALLING DUE WITHIN ONE YEAR

Amounts due within one year comprise	2010 £	2009 £
Trade creditors	32 066	57 540
Other taxes	9 633	18 038
Other creditors	12 618	29 360
Accruals and deferred income	9 250	50 262
	63 567	155 200
		

Financial liabilities comprise inter alia trade creditors. The company finances its operations by a combination of retained profits and working capital

13 SHARE CAPITAL

	2010 £	2009 £
Authorised 1 000 000 ordinary shares of £1 each	1 000 000	1 000 000
Called up allotted and fully paid 170 002 ordinary shares of £1 each	170 002	170 002
- · · · · - · · · · · · · · · · · · · ·		

NOTES TO THE FINANCIAL STATEMENTS Year ended 30 April 2010

14 RESERVES

	Equity Reserve	Profit and Loss	
		Account	Total
	£	£	£
At 1 May 2009	170 002	12 065 138	12 235 140
Loss for the financial vear		(105 365)	(105 365)
At 30 April 2010	170 002	11 959 773	12 129 775

15 CONTINGENCIES AND COMMITMENTS

There were no contingencies or commitments at the year end (2009 £Nil)

16 RELATED PARTY TRANSACTIONS

Related parties include

- 1 Marm Properties Limited subsidiary company
- 2 Marm Developments Limited subsidiary company

Transactions with related parties are summarised as follows

Marrie Branco A. Varrata I	2010 £	2009 £
Marm Properties Limited Management charge receivable	100 000	100 000
	2010 £	2009 £
Marm Developments Limited	-	_
Management charge receivable Rental Charge Pavable Working capital loan	(24 475) 25 000	25 000
Transfer of Moatlands Property		125 000

Balances with related parties are summarised as follows

At the year end £389 065 (2009 £290 568) was due from Marm Properties to Marm Holdings Ltd

At the year end £11 121 163 (2009 £11 139 336) was due from Marm Developments Limited to Marm Holdings Ltd

During the year a fully depreciated motor vehicle was gifted to a Director at £nil

NOTES TO THE FINANCIAL STATEMENTS Year ended 30 April 2010

ADDITIONAL INFORMATION

The additional information comprising profit and loss account analysis is prepared from the accounting records of the company. Whilst it does not form part of the statutory financial statements, it should be read in conjunction with them and the auditors, report thereon.

ANALYSIS OF PROFIT AND LOSS ACCOUNT Year ended 1 May 2010

	2010	2009
TURNOVER	£	£
Rental income		585
Textile sales	265 622	463 836
Management charge to Marm Properties Limited	100 000	100 000
Management charge to Marm Developments Limited		25 000
Miscellaneous	86	3 445
	365 708	592 866
COST OF SALES		
Premises	24 475	
Insurance	1 048	5 408
Repairs and maintenance	996	2 040
Rates	(7 173)	(50 232)
Materials	217 500	413 230
	236 846	370 446
GROSS PROFIT	128 862	222 420

ANALYSIS OF PROFIT AND LOSS ACCOUNT Year ended 1 May 2010

	2010	2009
ADMINISTRATIVE COSTS	£	£
Redundancy	15 250	
Directors remuneration	54 708	130 109
Staff salaries	116 952	127 137
Employer s NIC	18 988	27 390
Pension costs	16 984	23 664
Death in service premiums	3 370	3 501
Health scheme	1 878	2 347
Office equipment maintenance	2 477	2 165
Depreciation	21 117	23 934
Telephone	3 858	5 424
Stationery and printing	990	994
Legal fees		2 700
Audıt	4 500	5 000
Professional fees	7 078	52 850
Advertising	313	1 137
Travel and motor expenses	3 110	8 687
Bank charges	766	839
Cleaning	74	375
Hire of equipment	135	262
Miscellaneous	1 188	(1 085)
Donations	100	
Amounts written off investments	63	
(Profit)'Loss on disposal of assets	(391)	45 502
	273 508	462 932
OPERATING LOSS	(144 646)	(240 512)