
Registered number
SC324712 (Scotland)

ABM (Scotland) Limited
Annual Report and Financial Statements
for the period ended 31 December 2007

MONDAY



SUELD2RR

SCT

01/09/2008

1383

COMPANIES HOUSE

ABM (SCOTLAND) LIMITED

REPORT AND FINANCIAL STATEMENTS

CONTENTS

	Page
Company information	1
Directors' report	2 – 3
Independent auditors' report	4 5
Profit and loss account	6
Balance sheet	7
Cash flow statement	8
Notes to the cash flow statement	9
Notes to the financial statements	10 13

ABM (SCOTLAND) LIMITED

COMPANY INFORMATION

Directors

W J Adams
A M Black
I P Munro

Secretary

W J Adams

Registered office

1 Bell Square
Brucefield Industrial Estate
Livingston
EH54 9BY

Registered number

Registered in Scotland No SC324712

Auditors

Geoghegan & Co
Chartered Accountants
6 St Colme Street
Edinburgh
EH3 6AD

Bankers

Bank of Scotland
1 Munro Road
Stirling
FK7 7SY

Solicitors

Morton Fraser LLP
30 – 31 Queen Street
Edinburgh
EH2 1JX

ABM (SCOTLAND) LIMITED

DIRECTORS' REPORT

For the period ended 31 December 2007

The directors present their report and financial statements for the period ended 31 December 2007

Principal activities

The company was incorporated on 31 May 2007 as York Place (No 421) Limited, and changed its name to ABM (Scotland) Limited on 13 June 2007

The company's principal activity is that of a holding company with effect from 1 August 2007

Results and dividends

The results for the year are set out on page 6

During the year the company purchased PBL (203) Limited, a company registered in Scotland. PBL (203) Limited transferred all its assets and liabilities to ABM (Scotland) Limited before the year end

The company's principal risks and uncertainties are aligned with the performance of its trading subsidiary

Directors

The directors who served during the year were as follows

W J Adams	(appointed 14 June 2007)
A M Black	(appointed 14 June 2007)
I P Munro	(appointed 14 June 2007)
Morton Fraser Directors Limited	(appointed 30 May 2007 / resigned 14 June 2007)

Taxation status

The company was a close company within the provisions of the income and Corporation Taxes Act 1988 and this position has not changed since the end of the financial period

Directors' responsibilities

The directors are responsible for preparing the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and 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 proper accounting records that 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 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities

ABM (SCOTLAND) LIMITED

DIRECTORS' REPORT (Continued)
For the period ended 31 December 2007

Statement of disclosure to the auditor

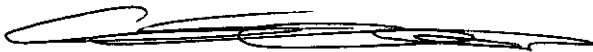
So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant information and to establish that the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

Auditors

Geoghegan & Co. were appointed auditors to the company in accordance with Section 385 of the Companies Act 1985.

The company has by elective resolution dispensed with the obligation to appoint auditors annually in accordance with Section 356 (1) of the Companies Act 1985. Therefore, the auditors Geoghegan & Co. will be deemed to be reappointed for each succeeding financial year.

On behalf of the board



W J Adams
Director and Secretary

15 August 2008

ABM (SCOTLAND) LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF ABM (SCOTLAND) LIMITED

We have audited the financial statements of ABM (Scotland) Limited for the period ended 31 December 2007 which comprise the Profit and Loss Account, the Balance Sheet, the Cash Flow Statement, and the related notes. These financial statements have been prepared under the historical cost convention and the accounting policies set out therein.

This report is made solely to the company's shareholders, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's shareholders those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the information given in the Directors' Report is not consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

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

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

ABM (SCOTLAND) LIMITED

INDEPENDENT AUDITORS' REPORT

TO THE SHAREHOLDERS OF ABM (SCOTLAND) LIMITED (Continued)

Opinion

In our opinion

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice of the state of the company's affairs as at 31 December 2007, and of its loss for the period then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the directors' report is consistent with the financial statements



Geoghegan & Co
Chartered Accountants and
Registered Auditors

15 August 2008

ABM (SCOTLAND) LIMITED

PROFIT AND LOSS ACCOUNT
for the period ended 31 December 2007

	Notes	2007 (5 months) £
Income from shares in group undertakings		370,774
Administrative expenses		<u>(50,027)</u>
Operating profit	2	320,747
Exceptional item	4	(2,094,255)
Interest receivable		706
Interest payable		<u>(57,718)</u>
Profit on ordinary activities before taxation		(1,830,520)
Tax on profit on ordinary activities	5	<u> </u>
Profit for the financial period	10	<u><u>(1,830,520)</u></u>

The profit and loss account has been prepared on the basis that all operations are continuing operations

There are no recognised gains and losses other than those passing through the profit and loss account

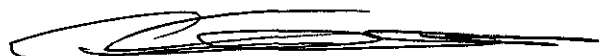
ABM (SCOTLAND) LIMITED

BALANCE SHEET

as at 31 December 2007

	Notes	2007 £
Fixed assets		
Investments	6	<u>3,580,690</u>
Current assets		
Cash at bank		11,730
Creditors: amounts falling due within one year		
Bank loans and overdrafts	7	<u>(409,980)</u>
Net current (liabilities)		<u>(398,250)</u>
Creditors: amounts falling due after more than one year		
	8	<u>(4,862,960)</u>
		<u>(1,680,520)</u>
Capital and reserves		
Called up share capital	9	150,000
Profit and loss account	10	<u>(1,830,520)</u>
Shareholders' funds – equity interests	11	<u>(1,680,520)</u>

Approved and authorised for issue by the Board on 15 August 2008



W J Adams
Director



A M Black
Director

ABM (SCOTLAND) LIMITED

**CASH FLOW STATEMENT
for the period ended 31 December 2007**

2007
(5 months)
£

**Reconciliation of operating profit to net
cash inflow from operating activities**

Operating profit	320,747
Dividends from group company	<u>(370,774)</u>

Net cash inflow from operating activities	<u>(50,027)</u>
--	-----------------

Returns on investments and servicing of finance

Interest received	706
Interest paid	<u>(15,754)</u>

(15,048)

Acquisitions and disposals

Purchase of subsidiary undertakings	<u>(1,851,299)</u>
-------------------------------------	--------------------

Net cash outflow before management of liquid resources and financing	<u>(1,916,374)</u>
---	--------------------

Issue of ordinary share capital	150,000
New long term bank loan	2,050,000
Repayment of long term bank loan	(68,330)
Repayment of group company loan	<u>(203,566)</u>

Net cash inflow from financing	<u>1,928,104</u>
---------------------------------------	------------------

Net increase in cash	<u>11,930</u>
-----------------------------	---------------

Cash at bank at 31 December 2007	<u>11,930</u>
---	---------------

ABM (SCOTLAND) LIMITED

NOTES TO THE CASH FLOW STATEMENT **for the period ended 31 December 2007**

1 Analysis of net debt	1 August 2007	Cashflow	Other non cash changes	31 December 2007
	£	£	£	£
Net cash				
Cash at bank and in hand		11,930		11,930
Bank Loans		(1,981,670)	68,330	(1,913,340)
		<u>(1,969,740)</u>	<u>68,330</u>	<u>(1,901,410)</u>
Debt				
Loan Notes			(1,729,411)	(1,729,411)
Net debt		<u>(1,969,740)</u>	<u>(1,661,081)</u>	<u>(3,630,821)</u>
2 Reconciliation of net cash flow to movement in net debt				31 December 2007
				£
Increase in cash in the period				11,930
Cash inflow from increase in debt				<u>(1,928,104)</u>
Change in net debt resulting from cash flows				(1,916,174)
Loan notes purchased				(1,729,411)
Other non – cash changes				<u>14,764</u>
Movement in net debt in the period				<u>(3,630,821)</u>
Opening net debt				
Closing net debt				<u>(3,630,821)</u>

ABM (SCOTLAND) LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the period ended 31 December 2007

1 Accounting policies

1 1 *Accounting convention*

The financial statements have been prepared under the historical cost convention

In August 2007 the directors obtained borrowing facilities of £2,050,000 as part of the financing of the purchase of PBL 203 Limited and its subsidiary

The directors have prepared five year profit and cash flow projections and based on this information and the continuing availability of banking facilities the directors believe it is appropriate to prepare the financial statements on the going concern basis which assumes that the company and its subsidiaries will continue in operational existence for the foreseeable future

1 2 *Compliance with accounting standards*

The financial statements are prepared in accordance with applicable accounting standards

1 3 *Consolidated financial statements*

The financial statements present information about the company as an individual undertaking and not about its group. The company and its subsidiary undertakings comprise a medium sized group. The company has therefore taken advantage of the exemptions provided by Section 248(3) of the Companies Act 1985 not to prepare group financial statements

1 4 *Investment*

Fixed asset investments are stated in the balance sheet at cost less provision for any diminution in value

1 5 *Investment income*

Dividend income from investments is accounted for on a cash received basis

1 6 *Deferred taxation*

The charge for taxation takes into account taxation deferred as a result of timing differences between the treatment of certain items for taxation and accounting purposes. In general, deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date

Deferred tax assets are recognised only to the extent that the directors consider that it is 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 taxation is measured on a non discounted basis at the tax rates that are expected to apply in the periods in which the timing difference reverse, based on the tax rates and laws enacted or substantially enacted at the balance sheet date

2 Operating profit

The audit fee has been borne by Scobie & McIntosh (Catering Equipment) Limited, a subsidiary undertaking

3 Directors' emoluments

2007
£

Emoluments

ABM (SCOTLAND) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (Continued) for the period ended 31 December 2007

4 Exceptional item

During the year PBL (203) Limited transferred its investment holdings in Scobie & McIntosh (Catering Equipment) Limited and S&M Trustees Limited to ABM (Scotland) Limited. As a result of this decision, the intercompany balances were written off to the profit and loss accounts this year creating an exceptional debit of £2,094,255

5 Taxation 2007 £

Analysis of charge in period

Current tax:

Factors affecting tax charge for period

Profit on ordinary activities before tax	363,735
Profit on ordinary activities multiplied by the standard rate of corporation tax in the United Kingdom of 30%	109,121
Effects of	
Dividends received	(111,232)
Other factors	2,111
Current tax charge for the year	<u> </u>

No deferred tax asset has been recognised due to the uncertainty of timing of reversal of that asset

6 Investments Shares in subsidiary undertakings £

Cost

At 31 May 2007

Additions

At 31 December 2007

3,580,690
3,580,690

The company holds 20% or more of the share capital of the following companies

<i>Company</i>	<i>Country of registration or incorporation</i>	<i>Shares held Class</i>	<i>%</i>
PBL 203 Limited	Scotland	Ordinary	100
Scobie & McIntosh (Catering Equipment) Ltd	Scotland	Ordinary	100
S & M Trustees Limited	Scotland	Ordinary	100

Scobie & McIntosh (Catering Equipment) Limited had total shareholder funds at 31 December 2007 of £473,489. The decrease in reserves for the year was £6,079. The main activity of the company is the design, manufacture, distribution and maintenance of commercial catering equipment. S & M Trustees Limited is a dormant company with total shareholder funds at 31 December 2007 of £2. PBL 203 Limited was a parent company before it was bought over by ABM (Scotland) Limited, it is now a dormant company with total shareholder funds of £nil.

In the opinion of the directors no provision is required for any permanent diminution in value

ABM (SCOTLAND) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (Continued) for the period ended 31 December 2007

7 Creditors: Amounts falling due within one year 2007 £

Bank loans and overdrafts 409,980

Bank loans are secured by a bond and floating charge over the assets of the company

8 Creditors: Amounts falling due after more than one year 2007 £

Bank loans 1,503,360

Amounts owed to group undertakings 1,630,189

Loan notes 1,729,411

4,862,960

Amounts owed to the subsidiary undertaking (Scobie & McIntosh (Catering Equipment) Limited) are unsecured, interest free and have no formal terms of repayment. Based on financial projections, the company is unable to make repayment of the debt within the twelve months to 31 December 2008 or in the immediate period thereafter.

Loan notes (2007 – 2025) of £1 each bearing interest at a rate of 4% were issued on 1 August 2007. All notes rank pari passu and as a guaranteed obligation of the company. Interest is payable annually on 1 August each year or by the relevant redemption date whichever is earlier. The notes can not be redeemed any earlier than 1 August 2017 except in certain circumstances.

2007

Analysis of loans

Wholly repayable within five years 1,913,340

Included in current liabilities 409,980

1,503,360

Loan maturity analysis

In more than one year but not more than two years 409,980

In more than one year but not more than five years 1,093,380

1,503,360

The rate of interest applying to the bank loan is 2.75% over base rate.

9 Share capital 2007 £

Authorised:

150,000 ordinary shares at £1 each 150,000

Allotted, called up and fully paid:

150,000 ordinary shares at £1 each 150,000

On incorporation share capital of 100,000 ordinary shares of £1 each was issued. On 30 July a resolution was passed to increase the share capital by 50,000 ordinary shares of £1 each to 150,000 ordinary shares of £1 each.

ABM (SCOTLAND) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (Continued) for the period ended 31 December 2007

10	Profit and loss account	2007 £
	Loss for the financial period	<u>(1,830,520)</u>

11	Reconciliation of movement in shareholders' funds	2007 £
	Loss for the financial period	<u>(1,830,520)</u>

12 Related Party Transactions

Included in "Creditors amounts falling due after more than one year" is an amount of £1,630,189 due to the company's wholly owned subsidiary undertaking, Scobie & McIntosh (Catering Equipment) Limited

On 1 August 2007 the company issued loan notes (2007 2025) of £1 each and bearing interest at a rate of 4% The loan notes are held by the directors of the company

13 Ultimate controlling party

In the opinion of the directors, there is no ultimate controlling party