Registered No 2754482

# **Thermal Transfer Technology Limited**

Report and abbreviated financial statements

30 September 2009

THURSDAY



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## Registered No 2754482

### **Directors**

Mr A G Thomsen Mr I Pearson Mr D Hill Mr S Barnes

# Secretary

Mr I Pearson

# **Auditors**

Ernst & Young LLP Citygate St James' Boulevard Newcastle upon Tyne NE1 4JD

# **Bankers**

Barclays Bank PLC City Office Percy Street Newcastle upon Tyne NEI 4QL

# **Solicitors**

Watson Burton 1 St James' Gate Newcastle upon Tyne NE99 1YQ

# Registered office

Hall Dene Way Seaham Grange Industrial Estate Seaham County Durham SR7 0PU

# **Directors' report**

The directors present their report and abbreviated financial statements for the year ended 30 September 2009

### **Results and Dividends**

The profit for the year, after taxation, amounted to £572,377 (2008 £71,442) A preference dividend of £210,000 (2007 £25,000) has been paid during the year and the directors do not intend to declare a further dividend

### Principal activity and review of the business

The company's principal activity during the year continued to be the manufacture of finned tube heat exchangers

The key financial performance indicators of the company during the year were as follows

	2009	2008	Change
	£'000	£'000	%
Operating profit	831	196	324 0%
Profit before tax	795	171	364 9%
Shareholders' funds	3,368	3,006	112 0%
Current assets as % of current liabilities	230 8%	259 9%	

The directors are content with the results for the year. After a slow and uncertain start to the year, the company won huge orders that enabled the company to achieve an unexpected result in a very uncertain market.

The directors are hoping for continued improvement in 2010 and beyond but accept that trading conditions will still be difficult over the next 18 months. Operational changes made during 2009 will further enable us to react quickly to service customers and keep costs down

#### **Directors**

The directors who served during the year were as follows

Mr A G Thomsen Mr I Pearson Mr D Hill Mr S Barnes

### Financial risk management policy

The company's principal financial instruments comprise cash and loans. Other financial assets and liabilities, such as trade creditors and trade debtors arise directly from the company's operating activities.

The main risks associated with the company's financial assets and liabilities are set out below. Given that the majority of the risks below are not considered significant and derive from normal trading activities, the company does not undertake any hedging activity. Significant financial risks are addressed on a case-by-case basis as and if they arise

### Interest rate risk

The company borrows using variable rate debt—The company is exposed to cash flow interest rate risk, but there is opportunity for the company to enjoy a reduction in borrowing costs in markets where rates are falling—In contrast, floating rate borrowings are exposed to cash flow risk as costs increase if market rates rise

# Directors' report

### Financial risk management policy (continued)

### Price risk

The company does not deem the exposure to price changes in raw materials to be significant enough to consider hedging the cost of the materials

### Credit risk

Company policies are aimed at minimising such losses and require that deferred terms are only granted to customers who demonstrate an appropriate credit worthiness. The company aims to maintain tight control of credit limits and cash collection targets in the future following some recent bad debt experience.

### Liquidity risk

The company aims to mitigate liquidity risk by managing cash generated by its operations. Capital expenditure is approved by the directors. Flexibility is maintained by retaining surplus cash in readily accessible bank deposit accounts.

### Foreign currency risk

The company's principle transactions in foreign currency arise directly from operating activities. The main risk arises from movements in the Euro and Danish Kroner exchange rates. The company does not consider the risk to be of such significance to warrant any hedging activity.

### Going concern

The directors have maintained the going concern basis in preparing the annual report and financial statements because they have an expectation that the company has adequate resources to continue operating for the foreseeable future

### Disclosure of information to the auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the company's auditor, each director has taken all the steps that he is obliged to take as a director in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information

## **Auditors**

A resolution to re-appoint Ernst & Young LLP as the Company's auditor will be put to the members at the forthcoming Annual General Meeting

By order of the board

fai hearson

I Pearson Secretary

7 June 2010

# Statement of directors' responsibilities

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 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, 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 proper accounting records which 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 to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions



We have examined the abbreviated financial statements set out on pages 6 to 18, together with the financial statements of Thermal Transfer Technology Limited for the year ended 30 September 2009 prepared under section 396 of the Companies Act 2006

### Respective responsibilities of directors and auditors

The directors are responsible for preparing the abbreviated financial statements in accordance with section 445 of the Companies Act 2006. It is our responsibility to form an independent opinion as to whether the company is entitled to deliver abbreviated financial statements to the Registrar of Companies and whether the abbreviated financial statements have been properly prepared in accordance with the regulations made under that section and to report our opinion to you

We conducted our work in accordance with Bulletin 2008/4 issued by the Auditing Practices Board In accordance with that Bulletin we have carried out the procedures we consider necessary to confirm, by reference to the financial statements, that the company is entitled to deliver abbreviated financial statements and that the abbreviated financial statements are properly prepared

### Opinion

In our opinion the company is entitled to deliver abbreviated financial statements prepared in accordance with section 445(3) of the Companies Act 2006, and the abbreviated financial statements have been properly prepared in accordance with the regulations made under that section

Darren Rutherford (senior statutory auditor)

for and on behalf of Ernst & Young LLP, Statutory Auditor

Newcastle upon Tyne

7 June 2010

# **Abbreviated Profit and loss account**

for the year ended 30 September 2009

		2009	2008
	Notes	£	£
Gross profit		2,519,820	1,973,915
Distribution costs		229,535	281,914
Administrative expenses		1,459,467	1,496,279
		1,689,002	1,778,193
Operating profit	4(a)	830,818	195,722
Loss on property held for resale		(24,886)	-
Bank interest receivable		7,269	10,250
Interest payable	7	(18,581)	(34,930)
Profit on ordinary activities before taxation		794,620	171,042
Tax charge on profit on ordinary activities	8	(222,243)	(99,600)
Profit for the financial year	19	572,377	71,442

All activities of the company are continuing

# Statement of total recognised gains and losses

There were no recognised gains or losses other than the profit attributable to shareholders of the company of £572,377 (2008 £71,442) and the unrealised deficit on revaluation of the company's assets held for sale of £Nil (2008 £194,661)

# **Balance sheet**

Registered no. 2754482

at 30 September 2009

		2009	2008
	Notes	£	£
Fixed assets			
Tangible assets	9	1,558,596	1,432,963
Investments	10	300	400
		1,558,896	1,433,363
Current assets			
Assets held for sale		-	150,000
Stocks	11	590,070	747,013
Debtors	12	2,159,516	2,261,221
Cash at bank and in hand	14	1,185,191	376,710
		3,934,777	3,534,944
Creditors amounts falling due within one year	13	1,705,056	1,359,567
Net current assets		2,229,721	2,175,377
Total assets less current liabilities		3,788,617	3,608,740
Creditors amounts falling due after more than one year	15	420,512	603,012
		3,368,105	3,005,728
		<del></del>	<del></del>
Capital and reserves			
Called up share capital	18	1,215,308	1,215,308
Revaluation reserve	19	-	-
Profit and loss account	19	2,152,797	1,790,420
	19	3,368,105	3,005,728
Shareholders' funds		0.162.707	1 701 400
Equity Non-accusts		2,153,797	1,791,420
Non-equity		1,214,308	1,214,308
		3,368,105	3,005,728
			====

The abbreviated financial statements have been prepared in accordance with the special provisions relating to companies subject to the medium sized companies regime

The financial statements were approved by the directors on 7 June 2010 and signed on their behalf by

A G Thomsen Director

# Statement of cash flows

for the year ended 30 September 2009

	Notes	2009 £	2008 £
Net cash inflow from operating activities	4(b)	1,418,025	418,297
Returns on investments and servicing of finance	-		
Interest received		7,269	10,250
Interest paid		(18,581)	(35,640)
Dividends paid to preference shareholders		(210,000)	(25,000)
Net cash outflow from returns on		(22) 212)	(50.200)
investments and servicing of finance		(221,312)	(50,390)
Taxation			
Corporation tax paid		(105,937)	(54,035)
Capital expenditure	•	(272.300)	(70 (04)
Payments to acquire tangible fixed assets		(278,309)	(79,694)
Receipts from sales of tangible fixed assets		8,000	-
Payments for asset held for resale		(84,886)	-
Receipt from asset held for resale		150,000	-
Disposal of investment	_	100	-
Net cash outflow from capital expenditure		(205,095)	(79,694)
Financing	•		
Repayment of loans	14	(77,200)	(77,200)
Net cash outflow from financing	•	(77,200)	(77,200)
increase in cash	14	808,481	156,978
Reconciliation of net cash flow to movement in net funds/(debt)	:	<del>:</del>	<u></u>
Increase in cash in the year	14	808,481	156,978
Cash outflow from financing		77,200	77,200
Change in net debt for the year	14	885,681	234,178
Net debt at 1 October	14	(51,502)	(285,680)
Net funds/(debt) at 30 September	14	834,179	(51,502)
	:		

at 30 September 2009

### 1. Accounting convention

The financial statements are prepared under the historical cost convention and in accordance with applicable UK accounting standards

#### Consolidation

The company has not prepared group financial statements on the grounds that its subsidiaries have not traded and are immaterial to the group, and accordingly the financial statements present information about the company as an individual undertaking and not about its group

# 2. Accounting policies

#### Depreciation

Depreciation is provided on all tangible fixed assets, other than freehold land, at rates calculated to write off the cost or valuation, less estimated residual value, of each asset evenly over its expected useful life, as follows

Freehold buildings - over 40 years
Plant and machinery - over 10 years
Fixtures and Fittings - over 10 years
Computer equipment - over 5 years
Motor vehicles - over 5 years

The carrying values of fixed assets are reviewed for impairment in periods if events or changes in circumstances indicate the carrying value may not be recoverable. The directors do not consider that there are any indicators of impairment in any of the company's tangible fixed assets in the current year.

#### Assets held for sale

Assets held for sale are recorded at open market value

#### Stocks

Stocks are stated at the lower of cost and net realisable value Cost includes all costs incurred in bringing each product to its present location and condition as follows

Raw materials and goods for resale

- purchase cost on a first-in, first-out basis

Work in progress

 cost of direct materials and labour plus attributable overheads based on a normal level of activity

Net realisable value is based on estimated selling price less any further costs expected to be incurred to completion and disposal

### Research and development

Research and development expenditure is written off as incurred

### Operating lease rentals

Rentals payable under operating leases are charged in the profit and loss account on a straight line basis over the lease term

at 30 September 2009

### 2. Accounting policies (continued)

#### Deferred taxation

Deferred taxation is recognised in respect of all material timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax, with the following exception

Deferred taxation assets are recognised only to the extent that the directors consider that 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 an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date

#### Foreign currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction

Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date

All differences are taken to the profit and loss account

#### Pensions

The company contributes to private pension schemes for its directors and employees Contributions are charged to the profit and loss account as they become payable in accordance with the rules of the schemes

### 3. Turnover

Turnover, which is stated net of value added tax, represents amounts invoiced to third parties

The turnover and pre-tax profit is attributable to one continuing activity, the manufacture of finned tube heat exchangers

at 30 September 2009

# 4. Operating profit

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operating prom		
a) This is stated after charging/(crediting)		
	2009	2008
	£	£
Auditors' remuneration – audit fees	11,500	11,500
- non-audit fees (taxation services)	4,200	3,500
Depreciation of owned fixed assets	145,336	151,854
	145,550	
Revaluation deficit on land and buildings	-	134,079
Write down in carrying value of property held for resale	-	55,339
Profit on disposal of fixed assets	(660)	-
Exchange gains	(28,740)	(24,830)
Operating lease rentals – freehold land	16,800	16,800
b) Reconciliation of operating profit to net cash inflow from operating activities	<del></del>	
	2009	2008
	£	£
	~	~
Operating profit	830,818	195,722
Depreciation Depreciation	•	151,854
	145,336	
Revaluation deficit on land and buildings	•	134,079
Write down in carrying value of property held for resale	-	55,339
Profit on disposal of fixed assets	(660)	-
Decrease/(increase) in debtors	216,066	(253,195)
Decrease/(increase) in stocks	156,943	(211,725)
Increase in creditors	69,522	346,223
Net cash inflow from operating activities	1,418,025	418,297
		=====
Directors' emoluments		
The emoluments of the directors were as follows		
	2009	2008
	£	£
Emoluments (salaries and fees)	226,000	206,349
Estimated benefits in kind	19,005	16,501
Contributions to defined contribution pension scheme	210,845	12,118
Contributions to defined contribution pension seneme		
	455,850	234,968
Payments to Support Services Company Limited		
and Earlsford Services Limited	-	32,241
	455,850	270,972

at 30 September 2009

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Interest payable to parent undertaking

# 5. Directors' emoluments (continued)

The company contributes to private pension schemes for its directors as follows:		
	2009	2008
	No	No
Defined contribution pension scheme	4	4
The emoluments in respect of the highest paid director were as follows	<del></del>	
	2009	2008
	£	£
Emoluments (salaries and fees)	101,476	94,989
Estimated benefits in kind	750	1,500
Contributions to defined contribution pension scheme	206,600	6,600
	308,826	103,089
Payments to Support Services Company Limited and Earlsford Services Limited	•	17,104
	308,826	120,193
Staff costs		
	2009	2008
	£	£
Wages, salaries and other employee benefits	1,969,340	1,936,016
Social security costs	174,129	599,002
Other pension costs	39,352	10,239
	2,182,821	2,545,257
The average monthly number of employees during the year was as follows		
	No	No
Administration	20	18
Manufacturing	87	88
	107	106
Interest payable		
balana	2009	2008
	£	£
Bank and other loans	4,165	15,237
Interest navable to parent undertaking	14.416	10,603

19,693

34,930

14,416

18,581

at 30 September 2009

# 8. Taxation on profit on ordinary activities

## a) Analysis of tax charge in the year

	2009	2008
	£	£
Current tax		
UK corporation tax - current year	273,522	102,855
Corporation tax under/(over) provided in previous years	3,082	(3,255)
Total current tax charge (note 8(b))	276,604	99,600
Deferred tax		
Origination and reversal of timing differences	(39,252)	-
Changes in recoverable amounts of deferred tax assets	(15,109)	-
Total deferred tax credit (note 17)	(54,361)	-
Tax charge on profit on ordinary activities	222,243	99,600
	=======================================	

### b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is different to the standard rate of corporation tax in the UK of 28% (2008 29%)

The differences are reconciled below

	2009	2008
	£	£
Profit on ordinary activities before tax	794,620	171,042
Profit on ordinary activities before tax at 28% (2008 29%) Effects of	222,494	49,602
Expenses not deductible for tax purposes	11,776	52,625
(Accelerated)/decelerated capital allowances	(16,748)	10,078
Other timing differences	56,000	(9,450)
Tax under/(over) provided in previous years	3,082	(3,255)
Total current tax (note 8(a))	276,604	99,600
	=======================================	

# c) Factors that may affect future tax charges

The directors are not aware of any significant matters that may impact the company's future tax charges, other than the deferred tax asset provided in these financial statements, which is considered recoverable against future taxable trading profits

at 30 September 2009

# 9. Tangible fixed assets

	eehold land nd buildings £	Motor vehicles £	Fixtures and fittings £	Plant and machinery £	Computer equipment £	Total £
Cost At 1 October 2008 Additions Disposal	2,097,926 50,622 -	9,000 5,800 (4,000)	132,665	1,775,938 220,026 (35,232)	141,685 1,861 (60,522)	4,157,214 278,309 (99,754)
At 30 September 2009	2,148,548	10,800	132,665	1,960,732	83,024	4,335,769
Depreciation At 1 October 2008 Provided during year Disposal	987,926 53,996	625 1,876 (853)	123,401 3,660	1,488,155 77,477 (31,039)	124,144 8,327 (60,522)	2,724,251 145,336 (92,414)
At 30 September 2009	1,041,922	1,648	127,061	1,534,593	71,949	2,777,173
Net book value At 30 September 2009	1,106,626	9,152	5,604	426,139	11,075	1,558,596
At 1 October 2008	1,110,000	8,375	9,264	287,783	17,541	1,432,963

Included in freehold land and buildings is land at a cost of £69,494 (2008 £69,494) which is not depreciated

Freehold land and buildings were valued by Bradley Hall Chartered Surveyors as at 31 March 2009 on the basis of open market value

## 10. Investments

	2009	2008
	£	£
Unquoted investments	300	400

The company owns 100% of the issued ordinary share capital of Stylecall Limited, 3T Coils Limited, and Willowscreen Limited, all unquoted dormant companies registered in England and Wales

at 30 September 2009

### 11. Stocks

	2009	2008
	£	£
Raw materials and consumables	445,592	513,615
Work in progress	144,478	233,398
	590,070	747,013
	<del></del> _	

The company held stock on a consignment basis at 30 September 2009 with a cost of £43,904 (2008 £64,099) which is not included in the balance sheet, and not invoiced by the supplier, until it is brought into use

### 12. Debtors

	2009	2008
	£	£
Trade debtors	1,922,620	2,133,961
Other debtors	136,611	37,838
Prepayments and accrued income	45,924	89,422
Deferred tax asset (note 17)	54,361	•
	2,159,516	2,261,221
	<del>= ==</del>	====

Included within other debtors is an amount of £60,000 due from A G Thomsen, a director of the company, in respect of the sale of a freehold property held for resale. Beneficial title to the property was deemed to have passed to A G Thomsen in August 2009, in exchange for consideration of £210,000, of which £150,000 was paid in August 2009. The remaining £60,000 has been paid subsequent to the year end

## 13. Creditors: amounts falling due within one year

	2009	2008
	£	£
Current instalments due on bank and other loans (note 16)	62,500	77,200
Trade creditors	498,667	428,643
Other taxes and social security	342,436	528,973
Corporation tax	273,522	102,855
Other creditors	82,509	7,484
Accruals	445,322	214,312
Amounts due to subsidiary undertaking	100	100
	1,705,056	1,359,567
	====	

The company has a bank overdraft facility which is secured by a fixed and floating charge over all the assets of the company

The current portion of the remaining HMRC settlement agreed of £144,000 is shown in other taxes and social security, the balance being shown as a long term liability (note 15)

at 30 September 2009

14.	Ana	lvsis	of	net	debt
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14.	Analysis of net debt				
		Cash at	Debt due	Debt due	
		bank and	within one	after one	
		ın hand	year	year	Total
		£	£	£	£
	At 1 October 2007	219,732	(77,200)	(428,212)	(285,680)
	Cash flows	156,978	77,200	-	234,178
	Other non-cash changes	-	(77,200)	77,200	•
	At 30 September 2008	376,710	(77,200)	(351,012)	(51,502)
	Cash flows	808,481	77,200	-	885,681
	Other non-cash changes	-	(62,500)	62,500	•
	At 30 September 2009	1,185,191	(62,500)	(288,512)	834,179
					====
15.	Creditors: amounts falling due after mo	re than one	e year		
				2009	2008
				£	£
	Loans (note 16)			288,512	351,012
	Other taxes and social security (note 13)			132,000	252,000
				420,512	603,012
16	Loans			<del></del>	
10.	Loans			2009	2008
				£	£
	Wholly repayable within five years:				
	Loan from Tadora Holdings Limited at 2% per and base with no specified repayment date	num above		266,912	266,912
	Barclays Mercantile Business Finance – repayable in 60 monthly instalments of £1,800			43,200	64,800
	Not wholly repayable within five years:				
	Bank commercial mortgage term loan at 11/4 % ab	ove LIBOR,		40.000	0.5.500
	repayable in quarterly instalments of £13,900			40,900	96,500
				351,012	428,212

at 30 September 2009

## 16. Loans (continued)

	2009	2008
	£	£
Amounts repayable by instalments		
within one year	62,500	77,200
within one to two years	21,600	62,500
within two to five years	•	21,600
Amounts repayable within five years		
other than by instalments	266,912	266,912
Included in graditary amounts falling	351,012	428,212
Included in creditors amounts falling due within one year (note 13)	(62,500)	(77,200)
	288,512	351,012
		=====

The Tadora Holdings Limited loan is secured by a second legal charge by way of Chattel mortgages over certain of the company's plant and machinery

The bank commercial mortgage term loan is secured by a first legal charge over the company's freehold property

The Barclays Mercantile Business Finance loan is secured on the assets to which it relates

# 17. Provision for liabilities and charges

The movements in deferred taxation during the current and previous years are as follows

	2009	2008
	£	£
At 1 October Credit for the year (note 8(a))	- 54,361	-
At 30 September – asset (note 12)	54,361	-
Deferred taxation is provided/not provided in the financial statements as follows		Not provided
	2009	-
	£	£
Capital allowances in advance of depreciation Other timing differences	(56,594) 110,955	, , ,
Deferred tax asset	54,361	13,156
·		

at 30 September 2009

### 18. Share capital

			c	Allotted, alled up and
		Authorised		fully paid
	2009	2008	2009	2008
	No	No	£	£
Ordinary shares of £1 each	1,000,000	1,000,000	1,000	1,000
10% preference shares of £1 each	1,500,000	1,500,000	1,214,308	1,214,308
	2,500,000	2,500,000	1,215,308	1,215,308
	===			

The preference shares are non-voting and non-cumulative with respect to dividend entitlement. The company has no contractual obligation to redeem the preference shares

### 19. Reconciliation of shareholders' funds and movement on reserves

			Profit	Total
	Share	Revaluation	and loss S	hareholders
	capital	reserve	account	funds
	£	£	£	£
At 1 October 2007	1,215,308	194,661	1,743,978	3,153,947
Profit for the year	-	-	71,442	71,442
Preference dividend paid	•	-	(25,000)	(25,000)
Unrealised revaluation deficit	•	(194,661)	-	(194,661)
At 30 September 2008	1,215,308		1,790,420	3,005,728
Profit for the year	•	-	572,377	572,377
Preference dividend paid	-	-	(210,000)	(210,000)
At 30 September 2009	1,215,308		2,152,797	3,368,105
	_ <del>_</del>			

### 20. Pension Commitments

The company contributes to private pension schemes for its directors and employees. The assets of the schemes are held separately from those of the company in independently administered funds

### 21. Contingent liabilities

The company's bankers hold a bond for £nil (2008 £20,000) in favour of HM Revenue and Customs

### 22. Ultimate parent undertaking

The ultimate parent undertaking and controlling party at 30 September 2008 was Three-T Jersey Limited, a company incorporated in Jersey Three-T Jersey Limited is owned by a Jersey resident trust

### 23. Other financial commitments

The company entered into an operating lease agreement during 1999 with a personal pension fund of which Mr A G Thomsen and Mr I Pearson, directors of the company, are members. The pension fund leases land to the company for an annual rental of £16,800 under a 25 year lease agreement. The amount paid during the year was £16,800 (2008 £16,800)