

Edenbridge Mills Limited

Report and Financial Statements

Year ended

31 December 2011

Company number 2902323

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Edenbridge Mills Limited

Annual report and financial statements for the year ended 31 December 2011

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Directors

J C Kay
M L Widders

Secretary and registered office

M L Widders, Gleadhill House, Dawbers Lane, Euxton, Chorley, PR7 6EA

Company number

2902323

Auditors

BDO LLP, 3 Hardman Street, Spinningfields, Manchester, M3 3AT

Edenbridge Mills Limited

Report of the Directors for the year ended 31 December 2011

The directors present their report together with the audited financial statements for the year ended 31 December 2011

Results and dividends

The principal activity of the company is that of a holding company. The group and company did not trade during the current or preceding year and therefore neither a profit or loss account, nor a statement of total recognised gains and losses is presented.

Principal activities & business review

The principal activity of the company is that of a holding company.

The company's previous trading subsidiary, Premier Decorative Products Limited ("PDP"), went into Administration on 2 November 2006. Accordingly, the company no longer has control over the operations of PDP and therefore, as required by FRS 2, PDP is no longer consolidated as the parent company is unable to exert control over the activities of the entity. PDP was formally dissolved on the 26 January 2010. For these reasons, the financial statements present only the results of the company and not a group. The financial statements have not been prepared on a going concern basis and further details on this matter are provided in note 1 to the financial statements.

Directors

The directors who held office during the year were as follows:

J C Kay
M L Widders

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 elected to prepare the company 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 financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business. As explained in note 1 to the financial statements, the directors do not believe the going concern basis to be appropriate and these financial statements have not been prepared on that basis. All assets are recognised at net realisable value and full provision is made for expected liabilities.

Edenbridge Mills Limited

Report of the Directors for the year ended 31 December 2011 (*continued*)

Directors' responsibilities (*continued*)

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They 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

All of the current directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the company's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the auditors are unaware.

BDO LLP have expressed their willingness to continue in office. Under the Companies Act 2006 section 487(2) they will be automatically re-appointed as auditors 28 days after these accounts are sent to the members unless the members exercise their rights under Companies Act 2006 to prevent their re-appointment.

On behalf of the board



M L Widders
Director

Date 28 May 2012

Edenbridge Mills Limited

Report of the independent auditors

To the members of Edenbridge Mills Limited

We have audited the financial statements of Edenbridge Mills 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).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's 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 statement of directors' responsibilities, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's website at www.frc.org.uk/apb/scope/private.cfm.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2011 and of its result 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.

Emphasis of matter – financial statements prepared other than on a going concern basis

In forming our opinion on the financial statements, which is not modified, we draw your attention to the disclosures made in note 1 to the financial statements concerning the company's inability to continue as a going concern and the basis on which the financial statements are prepared. The company is not expected to be able to discharge its liabilities in full from the realisation of its assets and accordingly is not regarded as a going concern. The directors have not prepared the financial statements on a going concern basis.

Opinion on other matters 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.

Edenbridge Mills Limited

Report of the independent auditors (*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

BDO LLP

Neil Barton (*senior statutory auditor*)
For and on behalf of BDO LLP
Manchester
United Kingdom

Date 30 MAY 2012

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127)

Edenbridge Mills Limited

Profit and loss account for the year ended 31 December 2011

During the financial year and preceding financial year the company did not trade and received no income, and incurred no expenditure. Consequently, in these years, the company made neither a profit nor a loss.

The notes on pages 7 to 9 form part of these financial statements

Edenbridge Mills Limited

Balance sheet at 31 December 2011

Company number 2902323	Note	2011 £'000	2010 £'000
Creditors amounts falling due within one year	3	(56,511)	(56,511)
Net current liabilities		<u>(56,511)</u>	<u>(56,511)</u>
Total assets less current liabilities		(56,511)	(56,511)
Creditors, amounts falling due after more than one year		-	-
Net liabilities		<u>(56,511)</u>	<u>(56,511)</u>
Capital and reserves			
Called up share capital	4	50	50
Profit and loss account	5	(56,561)	(56,561)
Shareholders' deficit	6	<u>(56,511)</u>	<u>(56,511)</u>

These financial statements were approved by the Board of Directors and authorised for issue on 26 May 2012



M L Widders
Director

The notes on pages 7 to 9 form part of these financial statements

Edenbridge Mills Limited

Notes forming part of the financial statements for the year ended 31 December 2011

1 Accounting policies

The financial statements have been prepared in accordance with applicable accounting standards. The following principal accounting policies have been applied:

Basis of preparation

As required by Financial Reporting Standard 18, Accounting Policies, the directors have prepared the financial statements on the basis that the company is no longer a going concern.

Going concern

At the year end the company has net liabilities of £56,511,000. Included in year end liabilities is an amount of £31,000,000 relating to preference shares, classified as debt under the provisions of FRS 25, which were due for repayment on 30 November 2009. Due to the financial position of the company the directors were unable to repay the preference shares and as a result they have concluded that the company is unable to meet its debts as they fall due and therefore they have not prepared the accounts under the going concern basis.

All assets held by the company have been written down to the amounts expected to be recovered.

Cash flow statement

The company has taken advantage of the exemption conferred by Financial Reporting Standard 1 'Cash Flow Statements' not to prepare a cash flow statement on the grounds that it is a 'small' company under the Companies Act 2006.

2 Fixed assets investments

The value of all fixed asset investments have been fully provided against. The original cost was £33,569,000.

The undertakings in which the company's interest at the year end is more than 20% are as follows:

Undertakings	Country of incorporation	Principal activity	Class and percentage of shares held	
Transprints (UK) Limited	United Kingdom	Dormant	Ordinary	100%
Rembrandt Engravers Limited	United Kingdom	Dormant	Ordinary	100%

At 31 December 2011 the net assets of Transprints (UK) Limited and Rembrandt Engravers Limited amounted to £4.

The Company's former trading subsidiary, Premier Decorative Products Limited, went into Administration on 2 November 2006 and was formally dissolved on 26 January 2010.

Edenbridge Mills Limited

Notes forming part of the financial statements
for the year ended 31 December 2011 (*continued*)

3 Creditors amounts falling due within one year

	2011 £'000	2010 £'000
Amount owed to related undertaking	5,796	5,796
Taxation and social security	1	1
Other creditors	2	2
Accruals and deferred income	14,712	14,712
Preference shares (see note 4)	31,000	31,000
Loan notes	5,000	5,000
	<u>56,511</u>	<u>56,511</u>

4 Called up share capital

	Authorised		Allotted, called up and fully paid	
	2011 £'000	2010 £'000	2011 £'000	2010 £'000
Equity				
100,000 ordinary shares of £1 each	100	100	50	50
Non equity				
31,000,000 redeemable preference shares of £1 each	31,000	31,000	31,000	31,000
	<u>31,100</u>	<u>31,100</u>	<u>31,050</u>	<u>31,050</u>

In line with FRS 25, the preference shares are presented as a liability in the balance sheet (see note 3)

The redeemable preference shares attract a fixed cumulative dividend of 6% per annum and interest on late payment of dividend at 1% above the base rate of the Bank of Scotland. The holders of the redeemable preference shares are entitled to attend the Annual General Meeting of the company, however, they do not have any voting entitlement. They rank in priority to the ordinary shares for repayment in the event of the company being wound up. The preference shares were redeemable at par on 30 November 2009, however, as the holders of the preference shares have not formally sought repayment, the amount remains outstanding. No further dividend or interest is being accrued on the outstanding preference share balance in line with the provisions of the articles of association.

5 Reserves

	Profit and loss account £'000
As at 31 December 2010 and 31 December 2011	(56,561)

Edenbridge Mills Limited

Notes forming part of the financial statements
for the year ended 31 December 2011 (*continued*)

6 Reconciliation of movements in shareholders' deficit

	2011 £'000	2010 £'000
Result for the year	-	-
Opening shareholders' deficit	(56,511)	(56,511)
Closing shareholders' deficit	<u>(56,511)</u>	<u>(56,511)</u>
Equity shareholders' deficit	(56,511)	(56,511)
	<u>(56,511)</u>	<u>(56,511)</u>

7 Related party transactions

Coatbridge Limited, a company incorporated in Jersey, is the immediate parent undertaking of the company
The loan notes and preference shares (notes 3 & 4) are held by Coatbridge Limited

8 Ultimate parent Company and controlling party

At 31 December 2011 the company's ultimate controlling party is Wordon Limited, a company incorporated in the Isle of Man and wholly owned by the family interests of Mr TJ Hemmings Wordon Limited does not prepare consolidated accounts