

Company Registration No. 02354253 (England and Wales)

**BAINBRIDGE INTERNATIONAL LIMITED**  
**ANNUAL REPORT**  
**FOR THE YEAR ENDED 31 DECEMBER 2011**

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# BAINBRIDGE INTERNATIONAL LIMITED

## DIRECTORS AND ADVISERS

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<b>Directors</b>	M Cuscia J V O'Connor
<b>Secretary</b>	R J Keith
<b>Company number</b>	02354253
<b>Registered office</b>	8 Flanders Park Hedge End Southampton Hampshire SO30 2FZ
<b>Registered auditors</b>	Fiander Tovell LLP Stag Gates House 63/64 The Avenue Southampton Hampshire SO17 1XS

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# BAINBRIDGE INTERNATIONAL LIMITED

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# BAINBRIDGE INTERNATIONAL LIMITED

## DIRECTORS' REPORT

### FOR THE YEAR ENDED 31 DECEMBER 2011

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The directors present their report and financial statements for the year ended 31 December 2011

#### **Principal activities and review of the business**

The principal activity of the company and the group continued to be that of the manufacture and marketing of boat fittings and the distribution of sail cloth

Trading throughout the year continued to be adversely affected by the extremely difficult global market conditions. Although there has been an improvement in the results, they remain unsatisfactory however the financial position at the year end was considered to be satisfactory. Growth is anticipated in the medium term as market conditions improve.

At the year end the net assets totalled £3,099,644

#### **Results and dividends**

The consolidated profit and loss account for the year is set out on page 5

#### **Directors**

The following directors have held office since 1 January 2011

M Cuscia  
J V O'Connor

#### **Financial instruments**

##### Treasury operations and financial instruments

The business' activities expose it primarily to the financial risks of changes in foreign currency exchange rates

##### Liquidity risk

In respect of bank balances, the liquidity risk is managed by maintaining a balance between the continuity of funding and flexibility through the use of overdrafts at floating rates of interest. All of the business' cash balances are held in such a way that achieves a competitive rate of interest. The business makes use of money market facilities where funds are available.

Loans comprise loans from financial institutions. The interest rates and monthly repayments are fixed. The business manages the liquidity risk by ensuring that there are sufficient funds to meet the payments.

##### Credit risk

Trade debtors are managed in respect of credit and cash flow risk by policies concerning the credit offered to customers and the regular monitoring of amounts outstanding for both time and credit limits. The amounts presented in the balance sheet are net of allowances for doubtful debtors.

Trade creditors' liquidity risk is managed by ensuring sufficient funds are available to meet amounts due.

# BAINBRIDGE INTERNATIONAL LIMITED

## DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2011

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### Auditors

Fiander Tovell LLP were appointed auditors to the company and in accordance with section 485 of the Companies Act 2006, a resolution proposing that they be re-appointed will be put at a General Meeting

### 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 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 group and of the profit or loss of the group 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 group 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 the group 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

### Statement of disclosure to auditors

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

On behalf of the board



J V O'Connor

Director

10 AUGUST 2012

# BAINBRIDGE INTERNATIONAL LIMITED

## INDEPENDENT AUDITORS' REPORT

### TO THE MEMBERS OF BAINBRIDGE INTERNATIONAL LIMITED

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We have audited the group and parent company financial statements (the "financial statements") of Bainbridge International Limited for the year ended 31 December 2011 set out on pages 5 to 25. 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 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 set out on pages 1 - 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.

#### **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 group's and 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 Annual Report to identify any 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.

#### **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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us, or
- the parent company 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.

# BAINBRIDGE INTERNATIONAL LIMITED

## INDEPENDENT AUDITORS' REPORT (CONTINUED)

### TO THE MEMBERS OF BAINBRIDGE INTERNATIONAL LIMITED

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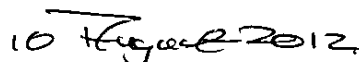
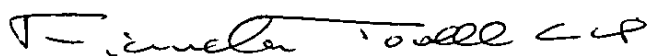
#### Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the group's and parent company's affairs as at 31 December 2011 and of the group's 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



**Jonathan Mills BSc FCA (Senior Statutory Auditor)**  
for and on behalf of Fiander Tovell LLP

**Fiander Tovell LLP**  
**Chartered Accountants**  
**Statutory Auditor**

Stag Gates House  
63/64 The Avenue  
Southampton  
Hampshire  
SO17 1XS

# BAINBRIDGE INTERNATIONAL LIMITED

## CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2011

	Notes	2011 £	2010 £
Turnover	2	10,330,081	10,047,980
Cost of sales		(7,574,151)	(7,162,793)
<b>Gross profit</b>		<b>2,755,930</b>	<b>2,885,187</b>
Administrative expenses		(2,661,759)	(2,791,318)
Other operating income		8,229	-
<b>Operating profit</b>	<b>3</b>	<b>102,400</b>	<b>93,869</b>
Other interest receivable and similar income		19,662	26,243
Interest payable and similar charges	4	(72,123)	(91,555)
<b>Profit on ordinary activities before taxation</b>		<b>49,939</b>	<b>28,557</b>
Tax on profit on ordinary activities	5	(19,014)	(11,235)
<b>Profit on ordinary activities after taxation</b>	<b>16</b>	<b>30,925</b>	<b>17,322</b>

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



# BAINBRIDGE INTERNATIONAL LIMITED

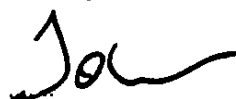
## BALANCE SHEETS

AS AT 31 DECEMBER 2011

	Notes	Group 2011 £	2010 £	Company 2011 £	2010 £
<b>Fixed assets</b>					
Intangible assets	7	855	1,348	855	1,348
Tangible assets	8	240,851	302,427	240,851	302,427
Investments	9	100	100	86,783	86,783
		<u>241,806</u>	<u>303,875</u>	<u>328,489</u>	<u>390,558</u>
<b>Current assets</b>					
Stocks	10	2,866,408	2,840,164	2,866,408	2,840,164
Debtors	11	1,892,904	2,058,981	1,892,904	2,058,983
Cash at bank and in hand		392,475	555,713	392,475	555,713
		<u>5,151,787</u>	<u>5,454,858</u>	<u>5,151,787</u>	<u>5,454,860</u>
<b>Creditors: amounts falling due within one year</b>	12	<u>(2,261,773)</u>	<u>(2,842,768)</u>	<u>(2,348,456)</u>	<u>(2,929,453)</u>
<b>Net current assets</b>		<u>2,890,014</u>	<u>2,612,090</u>	<u>2,803,331</u>	<u>2,525,407</u>
<b>Total assets less current liabilities</b>		<u>3,131,820</u>	<u>2,915,965</u>	<u>3,131,820</u>	<u>2,915,965</u>
<b>Provisions for liabilities</b>	13	<u>(32,176)</u>	<u>(30,452)</u>	<u>(32,176)</u>	<u>(30,452)</u>
		<u>3,099,644</u>	<u>2,885,513</u>	<u>3,099,644</u>	<u>2,885,513</u>
<b>Capital and reserves</b>					
Called up share capital	15	2,343,447	2,160,241	2,343,447	2,160,241
Profit and loss account	16	756,197	725,272	756,197	725,272
<b>Shareholders' funds</b>	17	<u>3,099,644</u>	<u>2,885,513</u>	<u>3,099,644</u>	<u>2,885,513</u>

Approved by the Board and authorised for issue on

10.08.12



J V O'Connor  
Director

Company Registration No 02354253

# BAINBRIDGE INTERNATIONAL LIMITED

## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2011

	£	2011 £	£	2010 £
<b>Net cash (outflow)/inflow from operating activities</b>		(112,236)		192,245
<b>Returns on investments and servicing of finance</b>				
Interest received	19,662		26,243	
Interest paid	(72,123)		(91,555)	
<b>Net cash outflow for returns on investments and servicing of finance</b>		(52,461)		(65,312)
<b>Taxation</b>		(4,083)		(76,294)
<b>Capital expenditure</b>				
Payments to acquire tangible assets	(43,058)		(83,775)	
<b>Net cash outflow for capital expenditure</b>		(43,058)		(83,775)
<b>Net cash outflow before management of liquid resources and financing</b>		(211,838)		(33,136)
<b>Financing</b>				
Issue of ordinary share capital	183,206		-	
Other new short term loans	165,394		-	
Repayment of other short term loans	(300,000)		(442,527)	
<b>Net cash inflow/(outflow) from financing</b>		48,600		(442,527)
<b>Decrease in cash in the year</b>		(163,238)		(475,663)

# BAINBRIDGE INTERNATIONAL LIMITED

## NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2011

<b>1</b>	<b>Reconciliation of operating profit to net cash (outflow)/inflow from operating activities</b>		<b>2011</b>	<b>2010</b>
			<b>£</b>	<b>£</b>
	Operating profit		102,400	93,869
	Depreciation of tangible assets		104,634	111,904
	Amortisation of intangible assets		493	495
	Increase in stocks		(26,244)	(145,096)
	Decrease in debtors		166,077	66,462
	(Decrease)/increase in creditors within one year		(459,596)	64,611
	<b>Net cash (outflow)/inflow from operating activities</b>		<b>(112,236)</b>	<b>192,245</b>
<b>2</b>	<b>Analysis of net debt</b>	<b>1 January 2011</b>	<b>Cash flow</b>	<b>Other non-cash changes</b>
		<b>£</b>	<b>£</b>	<b>£</b>
	Net cash			
	Cash at bank and in hand	555,713	(163,238)	-
	Debts falling due within one year	(1,515,255)	134,606	-
	Net debt	(959,542)	(28,632)	-
<b>3</b>	<b>Reconciliation of net cash flow to movement in net debt</b>		<b>2011</b>	<b>2010</b>
			<b>£</b>	<b>£</b>
	Decrease in cash in the year		(163,238)	(475,663)
	Cash outflow from decrease in debt		134,606	442,527
	<b>Movement in net debt in the year</b>		<b>(28,632)</b>	<b>(33,136)</b>
	Opening net debt		(959,542)	(926,406)
	<b>Closing net debt</b>		<b>(988,174)</b>	<b>(959,542)</b>

# BAINBRIDGE INTERNATIONAL LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2011

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### 1 Accounting policies

#### 1.1 Accounting convention

The financial statements are prepared under the historical cost convention

The financial statements have been prepared on the going concern basis on the grounds of the continued support of the bank and its parent company. In the opinion of the directors there is no reason to suggest the bank or the parent company would withdraw this support and as such the financial statements do not include any adjustments that would be necessary if finance was withdrawn from the company.

#### 1.2 Compliance with accounting standards

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently (except as otherwise stated).

#### 1.3 Basis of consolidation

The consolidated profit and loss account and balance sheet include the financial statements of the company and its subsidiary undertakings made up to 31 December 2011. The results of subsidiaries sold or acquired are included in the profit and loss account up to, or from the date control passes. Intra-group sales and profits are eliminated fully on consolidation.

Under the Companies Act 2006 Bainbridge Marine Limited, a subsidiary of Bainbridge International Limited, is excluded from the consolidation due to the company being immaterial to the group.

#### 1.4 Turnover

The turnover shown in the profit and loss account represents the value of all goods sold in the period, less returns received, at selling price exclusive of VAT.

#### 1.5 Goodwill

Acquired goodwill is written off in equal annual instalments over its estimated useful economic life.

#### 1.6 Patents

Patents are valued at cost less accumulated amortisation. Amortisation is calculated to write off the cost in equal annual instalments over their estimated useful lives.

#### 1.7 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Plant and machinery	10% straight line basis
Computer equipment	20-25% straight line basis
Fixtures, fittings & equipment	10% reducing balance basis
Motor vehicles	33% straight line basis

# BAINBRIDGE INTERNATIONAL LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2011

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### **1 Accounting policies (Continued)**

#### **1.8 Leasing**

Rentals payable under operating leases are charged against income on a straight line basis over the lease term

#### **1.9 Investments**

Fixed asset investments are stated at cost less provision for diminution in value

#### **1.10 Stock**

Stock is valued at the lower of cost and net realisable value, after making allowance for obsolete and slow moving items. Net realisable value is the anticipated sales proceeds less any costs of disposal

#### **1.11 Pensions**

The Group operates a defined contribution scheme for the benefit of its employees. Contributions payable are charged to the profit and loss account in the year they are payable

#### **1.12 Deferred taxation**

Deferred taxation is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. The deferred tax balance has not been discounted

#### **1.13 Foreign currency translation**

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to profit and loss account

### **2 Turnover**

In the opinion of the directors the disclosure of turnover attributable to geographical markets outside the United Kingdom would be seriously prejudicial to the interest of the group and has not therefore been provided

# BAINBRIDGE INTERNATIONAL LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2011

<b>3</b>	<b>Operating profit</b>	<b>2011</b>	<b>2010</b>
		<b>£</b>	<b>£</b>
	Operating profit is stated after charging		
	Amortisation of intangible assets	493	495
	Depreciation of tangible assets	104,634	111,904
	Loss on foreign exchange transactions	-	54,127
	Operating lease rentals		
	- Plant and machinery	52,984	43,057
	- Other assets	232,751	211,941
	Fees payable to the group's auditor for the audit of the group's annual accounts (company £7,000, 2010 £10,450)	7,000	19,050
	Other services provided by auditors	6,000	-
	and after crediting		
	Profit on foreign exchange transactions	(31,809)	-
		<u><u>          </u></u>	<u><u>          </u></u>
<b>4</b>	<b>Interest payable</b>	<b>2011</b>	<b>2010</b>
		<b>£</b>	<b>£</b>
	On bank loans and overdrafts	108	186
	On other loans wholly repayable within five years	59,370	80,364
	Other interest	12,645	11,005
		<u><u>          </u></u>	<u><u>          </u></u>
		<b>72,123</b>	<b>91,555</b>

# BAINBRIDGE INTERNATIONAL LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 DECEMBER 2011

5	Taxation	2011 £	2010 £
	<b>Domestic current year tax</b>		
	U K corporation tax	17,296	4,089
	Adjustment for prior years	(6)	-
	<b>Total current tax</b>	<u>17,290</u>	<u>4,089</u>
	<b>Deferred tax</b>		
	Origination and reversal of timing differences	1,724	7,146
		<u>19,014</u>	<u>11,235</u>
	<b>Factors affecting the tax charge for the year</b>		
	Profit on ordinary activities before taxation	<u>49,939</u>	<u>28,557</u>
	Profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 20.96% (2010 - 21.00%)	<u>10,467</u>	<u>5,997</u>
	Effects of		
	Non deductible expenses	419	723
	Depreciation add back	22,035	15,378
	Capital allowances	(15,624)	(18,009)
	Adjustments to previous periods	(7)	-
		<u>6,823</u>	<u>(1,908)</u>
	<b>Current tax charge for the year</b>	<u>17,290</u>	<u>4,089</u>

### 6 Profit/(loss) for the financial year

As permitted by section 408 Companies Act 2006, the holding company's profit and loss account has not been included in these financial statements. The profit/(loss) for the financial year is made up as follows:

	2011 £	2010 £
Holding company's profit/(loss) for the financial year	<u>30,925</u>	<u>(453,068)</u>

# BAINBRIDGE INTERNATIONAL LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2011

### 7 Intangible fixed assets Group

	Patents £	Goodwill £	Total £
<b>Cost</b>			
At 1 January 2011 & at 31 December 2011	6,088	7,885	13,973
<b>Amortisation</b>			
At 1 January 2011	4,740	7,885	12,625
Charge for the year	493	-	493
At 31 December 2011	5,233	7,885	13,118
<b>Net book value</b>			
At 31 December 2011	855	-	855
At 31 December 2010	1,348	-	1,348

### Intangible fixed assets (continued) Company

	Patents £	Goodwill £	Total £
<b>Cost</b>			
At 1 January 2011 & at 31 December 2011	6,088	7,885	13,973
<b>Amortisation</b>			
At 1 January 2011	4,740	7,885	12,625
Charge for the year	493	-	493
At 31 December 2011	5,233	7,885	13,118
<b>Net book value</b>			
At 31 December 2011	855	-	855
At 31 December 2010	1,348	-	1,348



# BAINBRIDGE INTERNATIONAL LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2011

### 8 Tangible fixed assets

#### Group

	Plant and machinery	Fixtures, fittings & equipment	Motor vehicles	Total
	£	£	£	£
<b>Cost</b>				
At 1 January 2011	504,743	116,609	16,460	637,812
Additions	43,058	-	-	43,058
At 31 December 2011	547,801	116,609	16,460	680,870
<b>Depreciation</b>				
At 1 January 2011	277,710	54,564	3,111	335,385
Charge for the year	94,149	5,572	4,913	104,634
At 31 December 2011	371,859	60,136	8,024	440,019
<b>Net book value</b>				
At 31 December 2011	175,942	56,473	8,436	240,851
At 31 December 2010	227,033	62,045	13,349	302,427

# BAINBRIDGE INTERNATIONAL LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2011

### Tangible fixed assets (continued)

#### Company

	Plant and machinery	Fixtures, fittings & equipment	Motor vehicles	Total
	£	£	£	£
<b>Cost</b>				
At 1 January 2011	504,743	116,609	16,460	637,812
Additions	43,058	-	-	43,058
At 31 December 2011	547,801	116,609	16,460	680,870
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<b>Net book value</b>				
At 31 December 2011	175,942	56,473	8,436	240,851
At 31 December 2010	227,033	62,045	13,349	302,427

# BAINBRIDGE INTERNATIONAL LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2011

### 9 Fixed asset investments Group

	Shares in group undertakings £
<b>Cost</b>	
At 1 January 2011 & at 31 December 2011	100
<b>Net book value</b>	
At 31 December 2011	100
At 31 December 2010	100

In the opinion of the directors, the aggregate value of the company's investment in subsidiary undertakings is not less than the amount included in the balance sheet

### Company

	Shares in group undertakings £
<b>Cost</b>	
At 1 January 2011 & at 31 December 2011	86,783
<b>Net book value</b>	
At 31 December 2011	86,783
At 31 December 2010	86,783

In the opinion of the directors, the aggregate value of the company's investment in subsidiary undertakings is not less than the amount included in the balance sheet

### Holdings of more than 20%

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

Company	Country of registration or incorporation	Shares held	
		Class	%
<b>Subsidiary undertakings</b>			
Aqua-Marne International Limited	England and Wales	Ordinary	100
Bainbridge Marine Limited	England and Wales	Ordinary	100

# BAINBRIDGE INTERNATIONAL LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2011

### 9 Fixed asset investments (Continued)

The principal activity of these undertakings for the last relevant financial year was as follows

	Principal activity
Aqua-Marine International Limited	Dormant
Bainbridge Marine Limited	Dormant

Included within the consolidated financial statements are the results for Aqua-Marine International Limited, a 100% subsidiary under the Companies Act 2006. Bainbridge Marine Limited is excluded from the consolidation due to the company being immaterial to the group.

### 10 Stocks

	Group		Company	
	2011	2010	2011	2010
	£	£	£	£
Raw materials and consumables	10,798	67,236	10,798	67,236
Finished goods and goods for resale	2,855,610	2,772,928	2,855,610	2,772,928
	<u>2,866,408</u>	<u>2,840,164</u>	<u>2,866,408</u>	<u>2,840,164</u>

### 11 Debtors

	Group		Company	
	2011	2010	2011	2010
	£	£	£	£
Trade debtors	1,751,246	1,933,842	1,751,246	1,933,843
Other debtors	729	2,818	729	2,818
Prepayments and accrued income	140,929	122,321	140,929	122,322
	<u>1,892,904</u>	<u>2,058,981</u>	<u>1,892,904</u>	<u>2,058,983</u>

# BAINBRIDGE INTERNATIONAL LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2011

### 12 Creditors : amounts falling due within one year

	Group		Company	
	2011	2010	2011	2010
	£	£	£	£
Bank loans and overdrafts	1,355,649	1,490,255	1,355,649	1,490,255
Trade creditors	677,201	1,126,137	677,201	1,126,137
Amounts owed to group undertakings	98,383	68,427	185,066	155,110
Corporation tax	17,296	4,089	17,296	4,089
Taxes and social security costs	48,181	36,524	48,181	36,526
Other creditors	25,000	25,000	25,000	25,000
Accruals and deferred income	40,063	92,336	40,063	92,336
	<u>2,261,773</u>	<u>2,842,768</u>	<u>2,348,456</u>	<u>2,929,453</u>

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

Included within bank loans and overdrafts is an amount of £454,095 (2010 £290,255) relating to an invoice discounting agreement and is secured on the trade debtors of the company

# BAINBRIDGE INTERNATIONAL LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2011

### 13 Provisions for liabilities

#### Group

	Deferred taxation £
Balance at 1 January 2011	30,452
Profit and loss account	1,724
	<hr/>
Balance at 31 December 2011	32,176
	<hr/> <hr/>

#### Company

Balance at 1 January 2011	30,452
Profit and loss account	1,724
	<hr/>
Balance at 31 December 2011	32,176
	<hr/> <hr/>

The deferred tax liability is made up as follows:

	Group		Company	
	2011	2010	2011	2010
	£	£	£	£
Accelerated capital allowances	32,176	30,452	32,176	30,452
	<hr/>	<hr/>	<hr/>	<hr/>

### 14 Pension and other post-retirement benefit commitments

#### Defined contribution

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund. At the balance sheet date there were £nil contributions outstanding (2010: £nil).

	2011	2010
	£	£
Contributions payable by the group for the year	25,206	22,215
	<hr/>	<hr/>

# BAINBRIDGE INTERNATIONAL LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2011

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15 Share capital	2011	2010
	£	£
Allotted, called up and fully paid		
2,343,447 Ordinary shares of £1 each	2,343,447	2,160,241

During the year 183,206 £1 ordinary shares were issued at par

### 16 Statement of movements on profit and loss account Group

	Profit and loss account £
Balance at 1 January 2011	725,272
Profit for the year	30,925
Balance at 31 December 2011	<u>756,197</u>

### Company

	Profit and loss account £
Balance at 1 January 2011	725,272
Profit for the year	30,925
Balance at 31 December 2011	<u>756,197</u>

# BAINBRIDGE INTERNATIONAL LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2011

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<b>17 Reconciliation of movements in shareholders' funds</b>	<b>2011</b>	<b>2010</b>
<b>Group</b>	<b>£</b>	<b>£</b>
Profit for the financial year	30,925	17,322
Proceeds from issue of shares	183,206	-
	<hr/>	<hr/>
Net addition to shareholders' funds	214,131	17,322
Opening shareholders' funds	2,885,513	2,868,191
	<hr/>	<hr/>
Closing shareholders' funds	3,099,644	2,885,513
	<hr/> <hr/>	<hr/> <hr/>
	<b>2011</b>	<b>2010</b>
<b>Company</b>	<b>£</b>	<b>£</b>
Profit/(Loss) for the financial year	30,925	(453,068)
Proceeds from issue of shares	183,206	-
	<hr/>	<hr/>
Net addition to/(depletion in) shareholders' funds	214,131	(453,068)
Opening shareholders' funds	2,885,513	3,338,581
	<hr/>	<hr/>
Closing shareholders' funds	3,099,644	2,885,513
	<hr/> <hr/>	<hr/> <hr/>



# BAINBRIDGE INTERNATIONAL LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2011

### 18 Financial commitments

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

	Land and buildings		Other	
	2011	2010	2011	2010
	£	£	£	£
Expiry date				
Within one year	43,000	43,000	660	2,392
Between two and five years	-	-	15,811	15,650
In over five years	164,500	164,500	6,569	6,569
	<u>207,500</u>	<u>207,500</u>	<u>23,040</u>	<u>24,611</u>

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

	Land and buildings		Other	
	2011	2010	2011	2010
	£	£	£	£
Expiry date				
Within one year	43,000	43,000	660	2,392
Between two and five years	-	-	15,811	15,650
In over five years	164,500	164,500	6,569	6,569
	<u>207,500</u>	<u>207,500</u>	<u>23,040</u>	<u>24,611</u>

### 19 Directors' remuneration

	2011	2010
	£	£
Remuneration for qualifying services	92,887	104,023
Company pension contributions to defined contribution schemes	4,582	8,211
	<u>97,469</u>	<u>112,234</u>

The number of directors for whom retirement benefits are accruing under defined contribution schemes amounted to 1 (2010 - 1)

# BAINBRIDGE INTERNATIONAL LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2011

### 20 Employees

#### Number of employees

The average monthly number of employees (including directors) during the year was

	2011 Number	2010 Number
Office management staff	9	9
Manufacturing, sales and distribution staff	42	42
	51	51

#### Employment costs

	2011 £	2010 £
Wages and salaries	1,336,169	1,353,038
Social security costs	116,684	90,563
Other pension costs	25,206	22,215
	1,478,059	1,465,816

### 21 Control

The company is a wholly owned subsidiary of Bainbridge International Inc, a company incorporated in the United States of America. A copy of the parent company accounts can be obtained from 225 Revere Street, Canton, Massachusetts, USA. These accounts do not consolidate the results of Bainbridge International Limited and its subsidiaries.

The directors regard Meadowcrest Finance Limited, a company incorporated in the British Virgin Islands as the ultimate holding company.

# BAINBRIDGE INTERNATIONAL LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2011

### 22 Related party relationships and transactions

#### Group and company

The company has taken advantage of the exemption available in accordance with FRS 8 'Related party disclosures' not to disclose transactions entered into between two or more members of a group, as the company is a wholly owned subsidiary undertaking of the group to which it is party to the transactions

The following transactions took place during the year with other non-consolidated group members

	2011 £	2010 £
<u>Sales ledger</u>		
Bainbridge International Inc	416,836	351,785
Bainbridge International Pty	45,736	93,249
	<u>462,572</u>	<u>445,034</u>
 <u>Purchase ledger</u>		
Bainbridge International Inc	1,128,628	1,091,937
Bainbridge International Pty	-	-
	<u>1,128,628</u>	<u>1,091,937</u>

At 31 December 2011 the following balances were owed from/owed to other non-consolidated group members

	Owed from £	Owed to £
Bainbridge International Inc	-	36,427
Bainbridge International Pty	3,718	-

At 31 December 2010 the following balances were owed from/owed to other non-consolidated group members

	Owed from £	Owed to £
Bainbridge International Inc	-	85,342
Bainbridge International Pty	16,934	-

# BAINBRIDGE INTERNATIONAL LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2011

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### 22 Related party relationships and transactions (Continued)

The group paid management fees of £36,000 and £25,000 (2010 £36,000 and £24,000) to Parkwood Management Limited and Van Lynn Trust Co Limited respectively. These companies share some common shareholders with the company.

In addition, the company has a short-term interest-free loan from Van Lynn Trust Co Limited. At the balance sheet date this amounted to £25,000 (2010 £25,000).