Financial Statements LaserPerformance (Europe) Limited

For the year ended 31 December 2012



Company information

Company registration number:

922893

Registered office:

Station Works
Station Road
Long Buckby
Northamptonshire

NN6 7PF

Director:

K Jahanshad

Auditor:

Sturgess Hutchinson (Leicester) Limited

Chartered Certified Accountants and Registered Auditors

21 New Walk Leicester LE1 6TE

Index to the financial statements

	PAGE
Report of the director	3 - 7
Report of the independent auditor	8 - 9
Principal accounting policies	10 - 12
Profit and loss account	13
Balance sheet	14
Notes to the financial statements	15 - 22

Report of the director

The director presents his report together with the financial statements for the year ended 31 December 2012

Principal activity

The principal activities of the company are the supply, distribution and sale of sailing dinghies, products and related services

New boats are developed on a regular basis to maintain the company's competitive position

Results and dividends

The trading results for the year and the company's financial position at the end of the year are shown in the attached financial statements and are discussed further in the business review below

The company has paid no dividends during the year

Business review

The company is a significant trading subsidiary of Full Moon Holdings Limited, selling sailing boats, spares and accessories within the UK and Europe

Financial performance

Financial performance for the year has been analysed as follows

	Year to	Year to		
	31 December	31 December		
	2012	2011	Change	Change
	£'000	£000	£000	%
Turnover	8,025	11,294	-3,269	(28 9)
Gross profit	2,723	3,526	-803	(22 8)
Other operating charges	1,998	3,204	-1,206	(37 6)
Profit/(loss) before tax	724	311	419	134 7

Strategy

The strategy of the company remains to develop the business in existing and new markets with new products and services complementing the existing range

Turnover

In a testing economic climate, turnover has decreased by 29%

Gross profit

In the current economic climate, the company improved its gross profit margin from 31% to 34%

Operating costs

Other operating charges have decreased by £1,206,000 reflecting success in tightly controlling costs

Summary of key performance indicators

The company monitors sales, stock, debtors, creditors and cash on a weekly basis and compares to annual budgets and revised forecasts as appropriate

Future outlook

The director is hopeful that 2013 will be a stable year, with steady performance. New routes to market are to be explored and where possible exploited

Principal risk and uncertainties

The management of the business and the nature of the company's strategy are subject to a number of risks

The director has set out below the principal risks facing the business

The director is of the opinion that a thorough risk management process is adopted which involves the formal review of all the risks identified below. Where possible, processes are in place to monitor and mitigate such risks

High proportion of fixed costs and variable revenues

The company will continue to review the overhead base required to further develop the business. There is a formal expenditure review process which takes account of sales and margin forecasts and matches overhead expenditure accordingly.

Competition

The company faces competition in all of its product areas and markets. These range from large established and reputable brands to smaller, local manufacturers. The company benefits from being one of the leaders in its sector but it must ensure that it develops and supports the products and services demanded by its customers.

Product obsolescence

Many of the Company's products are well established and, given the significant costs of developing new products and tooling, there tends to be limited obsolescence risk in key product areas. Stocks of spare parts and accessories relating to boats no longer sold are regularly reviewed and appropriate provisions are maintained.

Fluctuation in exchange rates

Most of the purchases are Sterling denominated The company regularly reviews its exposure to foreign currency transactions and, if appropriate, covers this exposure with the use of forward currency contracts

Financial risk management objectives and policies

The company uses various financial instruments including loans, cash, and various items such as trade debtors and trade creditors that arise from its operations. The main purpose of these financial instruments is to raise finance for the company's operations.

The existence of these financial instruments exposes the company to a number of financial risks which are described in more detail below

The main risks arising from the company's financial instruments are market risk, cash flow interest rate risk, credit risk and liquidity risk. The director reviews and agrees policies for managing each of these risks and they are summarised below. These policies have remained unchanged from previous years.

Market risk

Market risk encompasses three types of risk, being currency risk, fair value interest rate risk and price risk. In this instance, price risk has been ignored as it is not considered a material risk to the business. The company's policies for managing fair value interest rate risk are considered along with those for managing cash flow interest rate risk and are set out in the subsection entitled "interest rate risk" below

Currency risk

The company is exposed to translation and transaction foreign exchange risk. In relation to translation risk, as far as possible, the assets held in the foreign currency are matched to an appropriate level of borrowings in the same currency. Transaction exposures, including those associated to forecast transactions, are hedged as appropriate, principally using forward currency contracts

At the end of 2012 there were no forward currency contracts in place

Liquidity risk

The company seeks to manage financial risk by ensuring sufficient liquidity is available to meet foreseeable needs and to invest cash assets safely and profitably

The company arranges its borrowings to meet expected operational liquidity requirements. This is achieved through a mixture of long and short term borrowings

Interest rate risk

The company finances its operations through a mixture of retained profits, bank and other borrowings. The company's exposure to interest rate fluctuations on its borrowings is managed by the use of floating facilities.

Financial risk management objectives and policies (continued)

The interest rate exposure of the company as at 31 December 2012 is shown in the table below

		Interest rate	
	Fixed £'000	Floating £'000	Zero £'000
Financial assets Trade debtors	-	-	672
Financial liabilities Group creditors Trade creditors	<u>-</u>	- -	2,356 1,479

Credit risk

The company's principal financial asset is trade debtors
The principal credit risk therefore arises from the company's trade debtors

In order to manage credit risk the director sets limits for customers based on a combination of payment history and third party credit references. Credit limits are reviewed by the financial controller on a regular basis in conjunction with debt ageing and collection history.

The director

Mr K Jahanshad is the sole director of the company and served throughout the year

Qualifying third party indemnity provision

During the financial year, a qualifying third party indemnity provision for the benefit of the director was in force

Statement of director's responsibilities

The director is responsible for preparing the Report of the Director and the financial statements in accordance with applicable law and regulations

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare financial statements in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice). 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 these financial statements, the director is required to

- select suitable accounting policies and then apply them consistently
- make judgments and 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

Statement of director's responsibilities (continued)

The director is responsible for keeping adequate accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable him to ensure that the financial statements comply with the Companies Act 2006. He is 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.

In so far as the director is aware

• there is no relevant audit information of which the company's auditor is unaware, and

21/9/2013

• the director has taken all steps that he ought to have taken to make himself aware of any relevant audit information and to establish that the auditor is aware of that information

Auditor

Sturgess Hutchinson, having expressed their willingness to continue in office, will be deemed reappointed for the next financial year in accordance with section 487(2) of the Companies Act 2006 unless the company receives notice under section 488(1) of the Companies Act 2006

On behalf of the board

K Jahanshad

Director

Independent Auditor's Report to the Members of Laser Performance (Europe) Limited (registered number 922893)

We have audited the financial statements of Laser Performance (Europe) Limited for the year ended 31 December 2012 which comprise the Profit and Loss Account, the Balance Sheet, the Reconciliation of Movements in Shareholders' Funds 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 auditor

As explained more fully in the Directors' Responsibilities Statement set out on pages 6 and 7, 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

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements.

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 2012, and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Independent Auditor's Report to the Members of Laser Performance (Europe) Limited (registered number 922893)

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- · we have not received all of the information and explanations we require for our audit

Sturgess Hutchinson

Mr Jagdish Petha FCCA (Senior Statutory Auditor)
Sturgess Hutchinson (Leicester) Limited
Charterted and Certified Accountants and Registered Auditors
21 New Walk
Leicester
LE1 6TE

Date 30 September 2013

Principal accounting policies

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with the Companies Act 2006 and applicable UK accounting standards (United Kingdom Generally Accepted Accounting Practice) Certain items included in the financial statements have been reclassified to conform with the current years presentation

The company's accounting policies are unchanged compared with the prior year

Basis of preparing the financial statements-going concern

The financial statements have been prepared on a going concern basis, which assumes that the company will continue to trade for foreseeable future

Turnover

Turnover is the revenue arising from the sales of goods and services. It is stated at the fair value of the consideration receivable, net of value added tax, rebates and discounts

Revenue from the sale of goods is recognised when the significant risks and benefits of ownership of the product have transferred to the buyer, which may be upon shipment, completion of the product or the product being ready for delivery, based on specific contract terms

Revenue from services provided by the company is recognised when the company has performed its obligations and in exchange obtained the right to consideration

Tangible assets and depreciation

Tangible fixed assets are stated at cost, net of depreciation and any provision for impairment

Depreciation is calculated to write down the cost less estimated residual value of all tangible fixed assets by equal annual instalments over their estimated useful economic lives. The periods generally applicable are

Plant and machinery

Fixtures, fittings, tools and office equipment

Motor vehicles and boats

3 - 7 years

3 - 10 years

3 - 5 years

Research and development

Research and development expenditure is charged to profits in the period in which it is incurred Development costs incurred on specific projects are capitalised when recoverability can be assessed with reasonable certainty and amortised in line with the expected sales arising from the projects. All other development costs are written off in the year of expenditure

Stocks

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

Current tax

The current tax charge is based on the profit for the year and is measured at the amounts expected to be paid based on the tax rates and laws substantively enacted by the balance sheet date

Deferred taxation

Deferred tax is recognised on all timing differences where the transactions or events that give the company an obligation to pay more tax in the future, or a right to pay less tax in the future, have occurred by the balance sheet date. Deferred tax assets are recognised when it is more likely than not that they will be recovered. Deferred tax is measured using rates of tax that have been enacted or substantively enacted by the balance date.

Foreign currencies

Transactions in foreign currencies are translated at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities in foreign currencies are translated at the rates of exchange ruling at the balance sheet date.

Foreign exchange gains and losses are credited or charged to the profit and loss account as they arise

Retirement benefits

Defined contribution pension scheme

It is the policy of the company to provide for pension liabilities by payments to trusts or insurance companies independent from the finances of the company. For the company's defined contribution pension schemes, contributions are charged to the profit and loss account in the year in respect of which they became payable

Company as lessee

Finance lease and hire purchase agreements

Where the company enters into a lease that transfers substantially all the risks and rewards of ownership of an asset to the lessee, the lease is treated as a finance lease. The asset is recorded in the balance sheet as a tangible fixed asset at the present value of the minimum lease payments and is depreciated over the shorter of the lease term and the asset's useful economic life. Future instalments under such leases, net of finance charges, are included in creditors. Rentals payable are apportioned between the finance element, which is charged to the profit and loss account at a constant rate of charge on the balance of capital repayments outstanding, and the capital element, which reduces the outstanding obligation.

Hire purchase contracts which are of a financing nature are accounted for on a basis similar to finance leases. Other hire purchase contracts are accounted for on a basis similar to operating leases.

Operating lease agreements

Leases where substantially all of the risks and rewards of ownership are not transferred to the company are treated as operating leases. Rentals under operating leases are charged against profits on a straight-line basis over the period of the lease.

Provisions for liabilities and charges

Provisions (other than provisions for post retirement benefits and deferred taxation) are recognised when the company has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation and the amount can be estimated reliably

A contingent liability arises where the company has a possible obligation as a result of past events, or where the company has a present obligation as a result of past events, but where the transfer of economic benefit to settle the obligation is not probable, or the amount of the liability cannot be measured with sufficient reliability. Contingent liabilities are disclosed in the notes to the financial statements

Financial instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities.

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the balance sheet. Finance costs and gains or losses relating to financial liabilities are included in the profit and loss account. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity

Profit and loss account

	Note	2012 £	2011 £
Turnover	1	8,024,627	11,293,824
Cost of sales	2	(5,302,100)	(7,767,583)
Gross profit		2,722,527	3,526,241
Other operating income and charges	2	(1,998,394)	(3,204,541)
Operating profit		724,133	321,700
Net interest	3		(11,062)
Profit on ordinary activities before taxation	1	724,133	310,638
Tax on profit on ordinary activities	5	(5,504)	
Transfer to reserves	14	718,629	310,638

All of the activities of the company are classed as continuing

There were no recognised gains or losses other than the result for the financial year

Balance sheet

	Note		2012 £		2011 £
Fixed assets					
Tangible assets	6		41,793		75,422
Current assets					
Stocks	7	672,377		1,430,520	
Debtors	8	3,248,217		6,644,359	
Cash at bank and in hand		282,987		229,898	
		4,203,581		8,304,777	
Creditors amounts falling due within one year	9	(1,836,187)		(3,233,453)	
Net current assets			2,367,394		5,071,324
Total assets less current liabilities			2,409,187		5,146,746
Creditors amounts falling due					
after more than one year	10		(2,355,697)		(5,811,885)
Provisions for liabilities and charges	11		(59,188)		(59,188)
			(5,698)		(724,327)
Capital and reserves					
Called up share capital	13		50,000		50,000
Profit and loss account	14		(55,698)		(774,327)
Shareholders' funds	15		(5,698)		(724,327)

These financial statements were approved and authorised for issue by the director on

Director

21/9/2013

Company registration number 922893

Notes to the financial statements

1 Turnover and profit on ordinary activities before taxation

2

The turnover is attributable to the exploitation of the Laser and Dart trademarks and the distribution and sale of Laser and Dart sailing boats together with related spares and accessories

An analysis of turnover by geographical market is given below		
The analysis of them over by goog-up months in the best of the or	2012	2011
	£	£
United Kingdom	2,772,874	3,349,373
Europe	4,732,604	6,548,673
Others	297,187	791,018
USA	221,962	604,760
	8,024,627	11,293,824
In arriving at the profit on ordinary activities the following items have been c	harged to the 1	orofit and
loss account	-	
	2012	2011
	£	£
Auditor's remuneration		
Audit services	16,000	30,082
Non-audit services	· -	11,880
Depreciation		
Tangible fixed assets, owned	33,629	79,378
Operating leases		
Land and buildings	84,397	230,000
Other operating leases	-	-
Foreign exchange loss/(gain)	67,543	(44,140)
Cost of sales and other operating income and charges		
	2012	2011
	£	£
Cost of sales	5,302,100	7,767,583
Other operating income and charges	1,998,394	3,204,541
Other operating income and charges		

3 Net interest

	2012 £	2011 £
On bank loans and overdrafts	-	11,062
4 Director and employees		
	2012 £	2011 £
Wages and salaries Social security costs Other pension costs	353,823 47,840 12,475	619,924 86,035 20,435
	414,138	726,394
The average number of employees of the company during the year was		
	2012	2011
By category Office and management Distribution and selling	8 8	12 13
	16	25
Remuneration in respect of directors was as follows		
	2012 £	2011 £
Emoluments Pension contributions to money purchase pension schemes	- -	-
	_	

Payments amounting of £15,860 (2011 - to £21,350) were made to Blue Creek Enterprises LLC for the services of Mr K Jahanshad

5 Taxation on (loss)/profit on ordinary activities

The tax charge repr	esents
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	2012 £	2011 £
Corporation tax @ 24% (2011-26%)		
Origination/reversal of timing differences	5,504	<u> </u>
	5,504	-

Factors affecting the tax charge for the year

The tax assessed for the year differs from the standard rate of corporation tax in the UK of 24% (2011 26%) The differences are explained as follows

	2012	2011
	£	£
Profit on ordinary activities before tax	724,133	310,638
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 24 50% (2011-26%)	177,413	82,298
Effect of Expenses not deductible for tax purposes Differences between capital allowances and depreciation Other timing differences Utilisation of tax losses Group relief surrendered/(claimed)	4,410 (16,214) 6,660 (10,965) (161,304)	7,444 (21,914) 21,875 - (89,703)
Current tax charge for the year		-

6 Tangible fixed assets

	Motor Vehicles and boats	Plant and machinery	Fixtures, fittings, tools and Equipment	Total £
Cost At 1 January 2012	119,279	298,103	3,112,908	3,530,290
At 31 December 2012	119,279	298,103	3,112,908	3,530,290
Depreciation At 1 January 2012 Provided in the year	117,377 986	297,754 349	3,039,737 32,294	3,454,868 33,629
At 31 December 2012	118,363	298,103	3,072,031	3,488,497
Net book amount at 31 December 2012	916		40,877	41,793
Net book amount at 31 December 2011	1,902	349	73,171	75,422

Included within the net book value of fixtures, fittings, tools and equipment is an amount of £Nil (2011 - £12,808) which has not been subject to depreciation since the asset is in the course of construction

7 Stocks

	2012	2011
	£	£
Finished goods and goods for resale	672,377	1,430,520

8 Debtors

	2012 £	2011 £
Trade debtors	672,273	651,346
Amounts owed by group undertakings	2,481,676	5,824,441
Other debtors	-	11,569
Prepayments and accrued income	15,407	72,638
Deferred tax asset (Note 12)	78,861	84,365
	3,248,217	6,644,359
	2012 £	2011 £
	£	£
	-	232,249
Bank loans and overdrafts	1 470 040	
	1,479,040	1,868,238
Trade creditors	1,479,040	1,868,238 525,000
Trade creditors Corporation tax	1,479,040 - 14,818	
Trade creditors Corporation tax Other tax and social security	-	525,000
Bank loans and overdrafts Trade creditors Corporation tax Other tax and social security Accruals and deferred income Amounts owed to associates	- 14,818	525,000 17,474

Other creditors include outstanding pension contributions of £nil (2011 -£nil)

10 Creditors: amounts falling due after more than one year

	2012 £	2011 £
Amounts owed to group undertakings	2,355,697	5,811,885

11 Provisions for liabilities and charges

		Warranty £
At 1 January 2012		59,188
Provided during the year		13,293
Utilised during the year	_	(13,293)
At 31 December 2012	=	59,188
The warranty provision is the company's best estimate of the cost of fulfills the underlying claims rate by product line	ing this obligatio	n, based on
Deferred taxation		
Deferred tax assets are recognised as set out below		
	2012	2011
	£	£
Differences between capital allowances and depreciation	54,086	70,306
Other timing differences	24,775	14,059
	78,861	84,365
Chara parital		
Share capital		
	2012	2011
	£	£
Authorised, allotted, called up and fully paid		
50,000 ordinary shares of £1 each	50,000	50,000
Profit and loss account		
	2012	2011
	£	£
At 1 January 2012	(774,327)	(1,084,965)
Retained profit/(loss) for the year	718,629	310,638

15 Reconciliation of movements in shareholders' funds

	2012 £	2011 £
Profit for financial year and net increase in shareholders' funds Opening shareholders' funds	718,629 (724,327)	310,638 (1,034,965)
Closing shareholders' funds	(5,698)	(724,327)

16 Capital commitments

The company had no capital commitments at 31 December 2012

17 Contingent liabilities

The company has executed an unlimited guarantee in respect of its holding company, Full Moon Holdings Limited, and its fellow subsidiaries Saillaser Limited, Quarter Moon Acquisitions Inc, Laser Sailboats Limited and Dart Catamarans International Limited, as security for the group loan held in Quarter Moon Acquisitions Inc and Full Moon Holdings Limited At 31 December 2012 this amounted to £777,778 (2011 - £1,111,840)

18 Leasing commitments

Operating lease payments amounting to £245,076 (2011 - £245,076) are due within one year. The leases to which these amounts relate expire as follows

	2012 Land and		Land and	2011
	buildings	Other	buildings	Other
	£	£	£	£
Within one year	-	-	-	-
Between one and five years	-	15,076	-	15,076
More than five years	230,000		230,000	
	230,000	15,076	230,000	15,076

19 Pension schemes

The company operates two defined contribution pension schemes covering those employees who wish to take part. The pension costs represent the contributions payable to the pension schemes in respect of the accounting period.

The total pension cost to the company was f, 12,475 (2011 - f,20,435)

20 Interest rate swap

A five- year interest rate swap agreement terminated on 31 March 2012. The interest rate swap had been set up to transfer the risk of the floating interest rate taken out on a £7,500,000 loan with Barclays Bank plc by the company's parent, Full Moon Holdings Limited, and swapping it for a fixed rate of 5.99%

21 Transactions with related parties

The company received service charges from Acela Limited that amounted to £197,441 (2011 – 410,576) At the year end an amount of £19,888 (2011 - £539,422) was due to Acela Limited Acela Limited is a member of the group headed by Sina Holdco Limited

As a wholly owned subsidiary of Sina Holdco Limited, the company is exempt from the requirements of FRS 8 to disclose other transactions with members of the group headed by that company

22 Ultimate parent undertaking

The director considers that Full Moon Holdings Limited is the intermediate holding company and the controlling related party by virtue of its shareholding in LaserPerformance (Europe) Limited The ultimate parent undertaking is Spring Meadow Holdings Limited, a company registered in the British Virgin Islands

The largest group of undertakings for which group accounts are drawn up is at the Sina Holdco Limited level