

Honeywell Aftermarket Europe Limited

Report and accounts 2007

Company registration: 1085502



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Directors' report

for the year ended 31 December 2007

The directors of Honeywell Aftermarket Europe Limited present their report and the audited financial statements for the year ended 31 December 2007

This report has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies

Principal activities

The principal activity of the company was the distribution of automotive parts. With effect from 1 February 2004 distribution ceased. The directors anticipate that this non-trading position will continue for the foreseeable future.

Review of business and future developments

As at 31 December 2007, the company's remaining cash, and third party liabilities were transferred to Holt Lloyd International Limited.

Results

The company's profit for the financial year was £132,000 (2006: loss £16,000) which has been transferred to reserves. The results for the year are shown on page 4.

Directors

The directors of the company who held office during the year and up to the date of signing these accounts were:

P Bernard (resigned 18 June 2007)
S Buckhout (resigned 27 April 2007)
G Norman (resigned 18 April 2008)
D Norris (appointed 18 June 2007)
L Bentley (appointed 18 April 2008)

Directors' indemnities

Pursuant to the Company's articles of association, the directors were throughout the year to 31 December 2007 and are at the date of this report entitled to qualifying indemnity provision as defined in section 236 of the Companies Act 2006.

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. The directors have elected to prepare the financial statements in accordance with the United Kingdom Generally Accepted Accounting Practice (United Kingdom accounting standards and applicable law). The financial statements are required by law to give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing those financial statements, the directors are required to:

- select suitable accounting policies and apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors confirm that they have complied with the above requirements in preparing the financial statements.

The directors are responsible for keeping proper accounting records that 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 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Directors' report (continued)

for the year ended 31 December 2007

Disclosure of information to auditors

Each of the persons who is a director at the date of approval of this report confirms that

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- the director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of s234ZA of the Companies Act 1985

Auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office, and a resolution concerning their reappointment will be proposed at the Annual General Meeting

By order of the board



D Norris
Director

19th JUNE 2008

Independent auditors' report

to the members of Honeywell Aftermarket Europe Limited

We have audited the financial statements of Honeywell Aftermarket Europe Limited for the year ended 31 December 2007 which comprise the profit and loss account, the balance sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of directors and auditors

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

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether, in our opinion, the information given in the Directors' Report is consistent with the financial statements.

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

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

Basis of audit opinion

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

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

Opinion

In our opinion:

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



PricewaterhouseCoopers LLP

Chartered Accountants and Registered Auditors
Manchester

19 Dec 2008

Profit and loss account

for the year ended 31 December 2007

	<u>Notes</u>	<u>2007</u> <u>£000</u>	<u>2006</u> <u>£000</u>
Other operating expenses		(18)	(133)
Operating loss		<u>(18)</u>	<u>(133)</u>
Interest receivable and similar income	5	150	117
Profit/(loss) on ordinary activities before taxation		<u>132</u>	<u>(16)</u>
Taxation on profit on ordinary activities	6	-	-
Profit/(loss) for the financial year	12	<u>132</u>	<u>(16)</u>

The company has no recognised gains and losses other than the profit above and therefore no separate statement of total recognised gains and losses has been presented

There is no material difference between the profit on ordinary activities before taxation and the profit for the year stated above and their historical cost equivalents

Balance sheet

As at 31 December 2007

	Notes	2007 £000	2006 £000
Current assets			
Debtors	7	2,635	25
Cash at bank and in hand		-	3,264
		<u>2,635</u>	<u>3,289</u>
Creditors: amounts falling due within one year	8	-	(139)
Net current assets		<u>2,635</u>	<u>3,149</u>
Creditors : amounts falling due after more than one year	9	-	(646)
Net assets		<u>2,635</u>	<u>2,503</u>
Capital and reserves			
Called up share capital	10	70	70
Share premium account	11	6,465	6,465
Profit and loss account	11	(3,900)	(4,032)
Equity shareholders' funds	12	<u>2,635</u>	<u>2,503</u>

The financial statements were approved by the board of directors on
on its behalf by

19th JUNE

2008 and signed



D Norris
Director

Notes to the financial statements

for the year ended 31 December 2007

1. Accounting policies

These financial statements are prepared on a going concern basis, under the historical cost convention and in accordance with the Companies Act 1985 and applicable accounting standards in the United Kingdom. The principal accounting policies, which have been applied consistently throughout the year, are set out below.

Operating leases

The rental cost of assets held under operating leases are charged against profits as incurred.

Taxation

Taxation is calculated on profits chargeable to UK corporation tax at the current rate applicable.

Deferred taxation

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

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantially enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

2. Cash flow statement and related party transactions

The company is a wholly owned subsidiary company of a group headed by Honeywell International Inc, and is included in the consolidated accounts of that company, which are publicly available. Consequently, the company has taken advantage of the exemption within FRS1 "Cash flow statements" (revised 1996) from preparing a cash flow statement.

In accordance with the exemptions available under FRS8 "Related party disclosures", transactions with other undertakings within the Honeywell group or with undertakings which the group has invested in are not required to be disclosed in these financial statements, on the grounds that this company is a wholly owned subsidiary of Honeywell International Inc, whose accounts are publicly available.

3. Employees and directors

None of the directors received any emoluments in respect of their services as directors of the company (2006 £nil) and the company has no other employees (2006 nil).

4. Profit/(loss) on ordinary activities before taxation

	2007	2006
<i>Profit/(loss) on ordinary activities before taxation is stated after charging/(crediting)</i>	<u>£ 000</u>	<u>£ 000</u>
Rental income	(5)	(15)
Rental expense	5	15
Auditors' remuneration for Audit services	<u>12</u>	<u>9</u>

5. Interest receivable and similar income

Interest receivable on bank balances	<u>150</u>	<u>117</u>
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Notes to the financial statements (continued)

for the year ended 31 December 2007

6. Taxation on profit/(loss) on ordinary activities	2007	2006
<i>Current tax</i>	<u>£ 000</u>	<u>£ 000</u>
UK corporation tax at 30% (2006 30%)	-	-

The tax assessed for the year is lower (2006 lower) than the UK corporation tax rate of 30% (2006 30%) and the differences are explained below

	2007	2006
	<u>£ 000</u>	<u>£ 000</u>
Profit/(loss) on ordinary activities before taxation	132	(16)
Profit/(loss) on ordinary activities multiplied by standard rate of corporation tax in the UK of 30% (2006 30%)	40	(5)
<i>Effects of</i>		
Expenses not deductible for tax purposes and other permanent differences	18	-
Group relief (claimed)/surrendered for no payment	(58)	5
Total current tax credit for the year	-	-

7. Debtors

Amounts owed by group undertakings	2,635	-
Other debtors	-	25
	<u>2,635</u>	<u>25</u>

Amounts owed by group undertakings consist of a non interest bearing loan of £2,782,000 (2006 nil) and intercompany creditors totalling £147,000 (2006 £nil)

8. Creditors - amounts falling due within one year	2007	2006
	<u>£ 000</u>	<u>£ 000</u>
Trade creditors	-	4
Accruals and deferred income	-	135
	<u>-</u>	<u>139</u>
9. Creditors - amounts falling due after more than one year		
Amounts owed to group undertaking	-	646

Amounts owed to group undertaking are also unsecured and repayable on demand but bear no interest

10. Called up share capital	2007	2006
<i>Allotted and fully paid</i>	<u>£ 000</u>	<u>£ 000</u>
70,000 ordinary shares of £1 each	70	70

11. Reserves

	Capital reserve	Profit & loss account
	<u>£ 000</u>	<u>£ 000</u>
At 1 January 2007	6,465	(4,032)
Profit for the year	-	132
At 31 December 2007	<u>6,465</u>	<u>(3,900)</u>

12. Reconciliation of equity shareholder's funds

	2007	2006
	<u>£ 000</u>	<u>£ 000</u>
Profit/(loss) for the year	132	(16)
Profit for the year	2,503	2,519
At 31 December	<u>2,635</u>	<u>2 503</u>

Notes to the financial statements (continued)

for the year ended 31 December 2007

13. Ultimate parent undertakings

Financière Honeywell SA, a company incorporated in France, is the immediate parent undertaking

The ultimate parent undertaking and controlling party is Honeywell International Inc , a company incorporated in the USA, which is the smallest and largest group to consolidate these accounts. Copies of these accounts are publicly available and can be obtained from Corporate Publications, PO Box 2245, Morristown, New Jersey 07962-2245, USA or from the Internet at www.honeywell.com