

Peterson Spring Europe Limited

**Annual report and financial
statements**

Registered number 1363153

For the year ended 31 December 2014

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Strategic report

The Company continues to benefit from the improved trading conditions in the global automotive industry. However it has been adversely impacted by the weakening of the Euro during the period under review. Given these factors the Company's performance is considered satisfactory.

The directors are also pleased to report that new business continues to be awarded to the Company and as a result, expect an improving trend of performance and profitability throughout 2015.

Key performance indicators

The key performance indicators for the Company remain as turnover and gross profit. Turnover amounted to £6,776,633 (2013: £5,967,463). Gross profit amounting to £1,650,520 (2013: £1,558,891) has increased by £91,629 from the prior year.

Risks and uncertainties

The main risks to the Company are the industry sector in which it trades and the exposure to foreign exchange fluctuations. The Company has maintained its position with its customers, under the current trading conditions and limited the currency exposure when possible.

Overall, the directors consider the Company to be in a strong position and well placed to grow in 2015.

By order of the board



RG Bray
Director

12 May 2015

Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 December 2014.

Principal activities and business review

The principal activity of the Company during the year was the manufacture and sale of springs and metal pressings. A review of the business is included in the Strategic report on page 1 which is incorporated into this report by reference.

Results and dividends

The profit before tax for the year amounted to £194,260 (2013: £439,462). The directors do not recommend the payment of any dividends on preference or ordinary shares (2013: £Nil).

Directors

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

RG Bray
DE Sceli
EC Peterson

Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Auditor

Pursuant to Section 487 of Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

By order of the board



R G Bray
Director

Heath House
Hewell Road
Enfield
Redditch
B97 6AY

12 May 2015

Statement of directors' responsibilities in respect of the Strategic report, the Directors' report and the financial statements

The directors are responsible for preparing the Strategic report, 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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

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 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; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping 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 its financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



KPMG LLP
One Snowhill
Snow Hill Queensway
Birmingham
B4 6GH

Independent auditor's report to the members of Peterson Spring Europe Limited

We have audited the financial statements of Peterson Spring Europe Limited for the year ended 31 December 2014 set out on pages 6 to 17. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK 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 page 3, 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

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

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 2014 and of its profit for the year then ended;
- have been properly prepared in accordance with UK 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 Strategic report and Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent auditor's report to the members of Peterson Spring Europe Limited *(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.



Stuart Smith (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants

12 May 2015

Profit and loss account
for the year ended 31 December 2014

	<i>Note</i>	2014 £	2013 £
Turnover	2	6,776,633	5,967,463
Cost of sales		(5,126,113)	(4,408,572)
Gross profit		1,650,520	1,558,891
Distribution costs		(390,916)	(239,838)
Administrative expenses		(1,047,755)	(868,314)
Operating profit		211,849	450,739
Interest payable and similar charges	6	(17,589)	(11,277)
Profit on ordinary activities before taxation	3	194,260	439,462
Tax on profit on ordinary activities	7	(40,900)	103,584
Profit for the financial year	16	153,360	543,046

There were no recognised gains or losses in either the current or preceding year other than the result disclosed in the profit and loss account.

All of the company's operations are classified as continuing.

Balance sheet
at 31 December 2014

	<i>Note</i>	2014 £	£	2013 £	£
Fixed assets					
Tangible assets	9		1,456,348		1,271,218
Investments	10		74,250		2,232,066
			<u>1,530,598</u>		<u>3,503,284</u>
Current assets					
Stocks	11	1,229,908		1,185,597	
Debtors	12	1,843,787		1,835,853	
Cash at bank and in hand		139,791		41,968	
		<u>3,213,486</u>		<u>3,063,418</u>	
Creditors: Amounts falling due within one year	13	<u>(1,356,174)</u>		<u>(1,369,265)</u>	
Net current assets			1,657,307		1,694,153
Total assets less current liabilities			3,187,905		5,197,437
Creditors: Amounts falling due after more than one year	14		<u>(335,159)</u>		<u>(2,498,051)</u>
Net assets			<u>2,852,746</u>		<u>2,699,386</u>
Capital and reserves					
Called up share capital	15	4,022,250		4,022,250	
Capital redemption reserve	16	35,376		35,376	
Profit and loss account	16	(1,204,880)		(1,358,240)	
Shareholders' funds	17	<u>2,852,746</u>		<u>2,699,386</u>	

These financial statements were approved by the board of directors on 12 May 2015 and were signed on its behalf by:



R G Bray
Director

Company number: 1363153

Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's financial statements.

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with applicable Accounting Standards.

The financial statements have been prepared on the going concern basis which the directors believe is appropriate for the following reasons. The Company has prepared cash flow forecasts for future periods which show the Company is able to operate within its existing overdraft facility to enable the Company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment.

Based on this, the directors believe that it is appropriate to prepare the financial statements on a going concern basis. The financial statements do not include any adjustments that would result from the basis of preparation being inappropriate.

The Company is exempt by virtue of the small companies' regime of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

Under FRS 1, the Company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the Company in its own published consolidated financial statements.

As the Company is a wholly owned subsidiary of Peterson American Corporation Inc, the company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities which form part of the group. The consolidated financial statements of Peterson American Corporation Inc, within which the Company is included, can be obtained from the address given in note 22.

Fixed assets and depreciation

Depreciation is provided to write off the cost less the estimated residual value of tangible fixed assets by equal instalments over their estimated useful lives as follows:

Freehold property	50 years
Plant and machinery	5-10 years
Fixtures and fittings	3-10 years
Motor vehicles	3-5 years
Leasehold property	Over period of lease

No depreciation is provided on freehold land.

Depreciation is charged from the month of acquisition and none in the year of disposal, except for leasehold property.

Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

Notes (continued)

1 Accounting policies (continued)

Classification of financial instruments issued by the Company

Following the adoption of FRS 25, financial instruments issued by the Company are treated as equity (i.e. forming part of shareholders' funds) only to the extent that they meet the following two conditions:

- a) they include no contractual obligations upon the Company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Company; and
- b) where the instrument will or may be settled in the Company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the Company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

Where a financial instrument that contains both equity and financial liability components exists these components are separated and accounted for individually under the above policy. The finance cost on the financial liability component is correspondingly higher over the life of the instrument.

Finance payments associated with financial liabilities are dealt with as part of interest payable and similar charges. Finance payments associated with financial instruments that are classified as part of shareholders' funds (see dividends policy), are dealt with as appropriations in the reconciliation of movements in shareholders' funds.

Leases

Assets acquired under finance leases where substantially all of the risks and rewards of ownership are transferred to the Company are capitalised and the outstanding future lease obligations are shown in creditors. Operating leases are all other leases and lease rentals are charged to the profit and loss account on a straight line basis over the period of the lease.

Dividend income

A dividend of £2,157,816 was received from Peterson Spring UK Limited. It has been offset against the cost of the investment to reflect the reduction in the net assets of Peterson UK Limited.

Post retirement benefits

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 amount charged to the profit and loss account represents the contributions payable in accordance with the rules of the scheme in respect of the accounting period.

Stocks

Stocks are stated at the lower of cost and net realisable value. In determining the cost of raw materials, consumables and goods purchased for resale, the purchase price is used on a first-in, first-out basis. For work in progress and finished goods, cost is taken as production cost, which includes an appropriate proportion of attributable overheads based on normal production levels.

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

Notes (continued)

1 Accounting policies (continued)

Taxation

The charge for taxation is based on the result for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred tax is recognised without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19.

2 Turnover

Turnover comprises the invoiced value of sales exclusive of value added tax and discounts, all of which relates to the one principal activity of the Company, the manufacture and sale of springs.

The analysis of turnover by geographical market is given below:

	2014 £	2013 £
United Kingdom	2,298,589	2,174,631
Europe	2,561,924	1,892,891
USA	483,526	448,743
Rest of world	1,432,594	1,451,198
	<u>6,776,633</u>	<u>5,967,463</u>

3 Notes to the profit and loss account

	2014 £	2013 Restated £
<i>Profit on ordinary activities before taxation is stated after charging/(crediting)</i>		
Depreciation and other amounts written off tangible fixed assets:		
Owned	98,558	82,825
Leased	61,844	40,596
Hire of other assets – operating leases	74,977	77,891
Hire of plant and machinery – rentals payable under operating leases	17,404	15,004
Net loss/(gain) on foreign currency translation	51,454	(12,708)
<i>Auditor's remuneration</i>		
Audit of these financial statements	23,000	22,000
Taxation services	3,800	3,700
	<u>26,800</u>	<u>25,700</u>

Notes (continued)

4 Remuneration of directors

	2014 £	2013 £
Directors' emoluments	64,066	60,195
Company contributions to money purchase pension schemes	2,487	2,355
	<u>66,553</u>	<u>62,550</u>

Two directors waived their rights to remuneration (2013: two).

Retirement benefits are accruing to the following number of directors:

	Number of directors	
Money purchase schemes	1	1
	<u>1</u>	<u>1</u>

5 Staff numbers and costs

The average number of persons employed by the Company (including directors) during the year, analysed by category, was as follows:

	Number of employees	
	2014	2013
Production staff	56	47
Administrative staff	11	11
	<u>67</u>	<u>58</u>

The aggregate payroll costs of these persons were as follows:

	£	£
Wages and salaries	1,680,774	1,424,017
Social security costs	145,492	127,160
Other pension costs	34,398	31,108
	<u>1,860,664</u>	<u>1,582,285</u>

6 Interest payable and similar charges

	2014 £	2013 £
On bank loans and overdrafts	5,889	3,315
On hire purchase contracts	11,700	7,962
	<u>17,589</u>	<u>11,277</u>

Notes (continued)

7 Taxation

(i) Analysis of charge in year

	2014 £	2013 £
<i>UK corporation tax</i>		
Current tax on income for the year	-	-
Deferred tax (see note 14)	40,900	(103,584)
	<hr/>	<hr/>
Tax on profit on ordinary activities	40,900	(103,584)
	<hr/>	<hr/>

(ii) Factors affecting the tax charge for the current year

The current tax charge for the year is lower (2013: lower) than the standard rate of corporation tax in the UK of 21.49% (2013: 23.25%). The differences are explained below:

	2014 £	2013 £
<i>Current tax reconciliation</i>		
Profit on ordinary activities before tax	194,260	439,462
	<hr/>	<hr/>
Current tax at 21.49% (2013: 23.25%)	41,753	102,160
	<hr/>	<hr/>
<i>Effects of:</i>		
Expenses not deductible for tax purposes	2,712	8,058
Capital allowances in excess of depreciation	(62,125)	(68,532)
(Utilisation)/unrelieved tax losses	17,660	(41,686)
	<hr/>	<hr/>
Total current tax charge (see above)	-	-
	<hr/>	<hr/>

(iii) Factors that may affect future current and total tax charges

The company has unutilised tax losses of £974,791 (2013: £890,241) offset against accelerated capital allowances of £661,369 (2013: £372,322).

The resulting net deferred tax asset is £62,684 (2013: £103,584) (see note 14).

Reductions in the UK corporation tax rate from 21% to 20% (effective from 1 April 2015) were substantively enacted on 2 July 2013. This will reduce the Company's future current tax charge accordingly. The deferred tax asset at 31 December 2014 has been calculated based on the rates of 20% substantively enacted at the balance sheet date.

Notes (continued)

8 Tangible fixed assets

	Leasehold property	Freehold land and buildings	Plant and machinery	Fixtures and fittings	Motor vehicles	Total
	£	£	£	£	£	£
Cost						
At beginning of year	15,310	517,168	4,297,233	166,878	19,030	5,015,619
Additions	-	19,110	319,109	7,313	-	345,532
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
At end of year	15,310	536,278	4,616,342	174,191	19,030	5,361,151
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
Depreciation						
At beginning of year	15,310	203,867	3,369,796	150,036	5,392	3,744,401
Charge for the year	-	8,989	139,711	7,896	3,806	160,402
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
At end of year	15,310	212,856	3,509,507	157,932	9,198	3,904,803
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
Net book value						
At 31 December 2014	-	323,422	1,106,835	16,259	9,832	1,456,348
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
At 31 December 2013	-	313,301	927,437	16,842	13,638	1,271,218
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>

The amount included above in respect of land which is not depreciated is £84,000 (2013: £84,000).

Included in the total net book value of plant and machinery and motor vehicles is £555,647 (2013: £457,619) in respect of assets held under finance leases. Depreciation for the year on these assets was £61,844 (2013: £40,596).

9 Investments

	Shares in group undertakings £
Cost	
At beginning of year	2,232,066
Reduction in value of investment	(2,157,816)
	<hr/>
At end of year	74,250
	<hr/>

The Company holds 100% of the ordinary share capital of Peterson Spring UK Limited, a non-trading company registered in England and Wales.

During the year a dividend of £2,157,816 was received from Peterson Spring UK Limited. The dividend has been offset against the cost of investment to reflect the reduction in the net assets of Peterson Spring UK Limited. This treatment has been applied to reflect the substance of the dividend receipt being a return of part of the company's cost of investment in Peterson Spring UK Limited.

After the payment of the dividend to the Company, the only remaining assets held by the subsidiary is a debtor of £74,250 due from this parent company.

The subsidiary undertaking has no assets other than amounts of £74,250 due from the Company.

Notes (continued)

10 Stocks

	2014 £	2013 £
Raw materials and consumables	292,090	228,047
Work in progress	435,456	340,438
Finished goods and goods for resale	502,362	617,112
	<u>1,229,908</u>	<u>1,185,597</u>

11 Debtors

	2014 £	2013 £
Trade debtors	1,376,969	1,479,104
Other debtors	78,142	59,212
Deferred taxation	62,684	103,584
Amounts due from group undertakings	118,698	-
Prepayments and accrued income	207,294	193,953
	<u>1,843,787</u>	<u>1,835,853</u>

12 Creditors: Amounts falling due within one year

	2014 £	2013 £
Bank overdraft (secured)	263,222	265,840
Trade creditors	1,078,629	920,785
Obligations under finance leases and hire purchase contracts (secured) (see note 13)	123,255	94,556
Amounts owed to group undertakings	-	14,185
Social security	39,507	31,842
Other creditors	14,877	11,091
Accruals and deferred income	36,689	30,966
	<u>1,556,179</u>	<u>1,369,265</u>

The bank overdraft facility is repayable on demand and is secured by a first legal charge on the property Heath House, Hewell Road, Enfield, Redditch B97 6BA.

Notes (continued)

13 Creditors: Amounts falling due after more than one year

	2014 £	2013 £
Amounts owed to group undertakings	74,250	2,232,066
Obligations under finance leases and hire purchase contracts (due in 2-5 years) (secured)	260,909	265,985
	<u>335,159</u>	<u>2,498,051</u>

Assets held under finance leases are secured on the assets to which they relate.

The maturity of obligations under finance leases and hire purchase contracts was as follows:

	£	£
Within one year	123,255	94,556
Within two to five years	260,909	265,985
	<u>384,164</u>	<u>360,541</u>

14 Deferred taxation

	£000
At beginning of year	103,584
Charge for the year	(40,900)
At end of year	<u>62,684</u>

There are no unrecognised deferred tax amounts.

The asset recognised for deferred taxation is set out below:

	2014 Provided £	2013 Provided £
Difference between accumulated depreciation and amortisation and capital allowances	(132,274)	(74,464)
Tax losses	194,958	178,048
Deferred tax asset	<u>62,684</u>	<u>103,584</u>

Notes (continued)

15 Share capital

	2014 £	2013 £
<i>Allotted, called up and fully paid:</i>		
1,329,331 ordinary shares of £1 each	1,329,331	1,329,331
2,692,919 preference shares of £1 each	2,692,919	2,692,919
	<u>4,022,250</u>	<u>4,022,250</u>

The non-interest bearing redeemable preference shares have the same rights and privileges as the ordinary shares and rank pari passu in all respects except:

- they are only redeemable at the discretion of the Company;
- in the event of a winding up, they will be repaid in preference to ordinary shares.

16 Reserves

	Capital redemption reserve £	Profit and loss account £
At beginning of year	35,376	(1,358,240)
Profit for year	-	153,360
At end of year	<u>35,376</u>	<u>(1,204,880)</u>

17 Commitments

(a) Operating leases

At the year end, the Company had annual commitments under non-cancellable operating leases as follows:

	2014 Land and buildings £	Other £	2013 Restated Land and buildings £	Other £
Operating leases which expire:				
Within one year	-	-	-	-
In the second to fifth years inclusive	80,000	11,976	77,891	15,004

(b) Guarantees

The company has made a guarantee to HM Revenue & Customs in relation to deferment of VAT of £20,000 (2013: £20,000).

18 Capital commitments

There were no capital commitments at 31 December 2014 (2013: £25,742).

19 Pension scheme

The company operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the Company to the scheme and amounted to £34,398 (2013: £31,108).

There were no outstanding or prepaid contributions at either the beginning or end of the financial year.

Notes (continued)

20 Reconciliation of movements in shareholders' funds

	2014 £	2013 £
Profit for the financial year	153,360	543,046
Net increase in shareholders' funds	153,360	543,046
Opening shareholders' funds	2,699,386	2,156,340
Closing shareholders' funds	2,852,746	2,699,386

21 Parent companies

The parent of the Company is Peterson American Corporation Inc, incorporated in the United States of America. The group financial statements are available from:

Peterson American Corporation Inc
21200 Telegraph Road
P O Box 5059
Southfield
MI 48086-5059
USA

The ultimate parent company is the Garden Street Group Inc incorporated in the United States of America which does not prepare consolidated financial statements.

22 Post balance sheet event

On 27th March 2015 the Company completed the purchase of freehold land and buildings located at Windsor Road, Redditch. The land has an area of approximately 1.3 acres and is adjacent to the Company's existing freehold property in Hewell Road, Redditch. This acquisition will allow for the future expansion of this site thus ensuring that the company is able to continue to expand and grow its business.