

Planet Overseas Holdings Limited

**Annual report and financial statements for the year ended
31 December 2012**

Registered number 1747198

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A17	22/08/2013	#309
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A35	14/08/2013	#77
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Planet Overseas Holdings Limited

Registered No 1747198

Company information

Directors

R G A Barr
M J Richards
M S Wild

Secretary

M S Wild

Auditors

Ernst & Young LLP
1 Bridgewater Place (4th Floor)
Water Lane
Leeds
LS1 5QR

Registered Office

Premier Way
Lowfields Business Park
Elland
West Yorkshire
HX5 9HF

Directors' report

The Directors present their annual report and financial statements for the year ended 31 December 2012

Principal activities and review of the business

The principal activity of the Company continues to be that of an intermediate holding company

The Company has been dormant for the current and prior year and is expected to remain so for the foreseeable future

Events since the balance sheet date

On 14 June 2013, the Company's ultimate parent Arran Isle Ltd successfully completed a comprehensive refinancing of the Group, the key points of which are

- The Group has entered into a £45m global asset-based funding agreement with Burdale Financial, part of Wells Fargo Bank, which runs until 30 September 2016,
- As a result of the refinancing the Group has a stronger balance sheet with significantly reduced bank debt. As part of the refinancing, the previous UK lenders entered into a debt for equity swap in respect of £22.9m of debt and other amounts owing to the UK lenders totalling £1.6m were waived such that, after costs of £4m, the Group's bank borrowings were reduced by £20m,
- The Group's Executive Directors, led by the Group CEO Robert Barr and in-coming Non-Executive Chairman Mike McTighe, purchased the majority of the UK lenders' equity holdings such that Arran Isle Ltd is now owned by the Executive Directors and Chairman, the Group's employment benefit trust and 2.5% has been retained by National Australia Bank. In addition, the investing directors have also provided £0.5m of loan finance to the Group,
- The 2011 actuarial valuation of the UK defined benefit pension scheme has been finalised and a related deficit recovery plan agreed with the trustee of the scheme

Results and dividends

The Company did not trade and has therefore made neither a profit nor a loss (2011: £nil)

Key performance indicators

Given that the Company is not trading, the Directors consider that there are no key performance indicators

Directors

The Directors who served the company during the year are listed on page 1

By order of the Board



M S Wild
Secretary
19 August 2013

Statement of Directors' responsibilities in respect of the financial statements

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 group and the company and of the profit or loss of the group for that period.

In preparing those financial statements, the Directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent, and
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Balance sheet

at 31 December 2012

	Note	2012 £'000	2011 £'000
Creditors: amounts falling due within one year	3	(5,013)	(5,013)
Net current liabilities		(5,013)	(5,013)
Net liabilities		(5,013)	(5,013)
Capital and reserves			
Called up equity share capital	4	-	-
Profit and loss account	5	(5,013)	(5,013)
Shareholders' deficit		(5,013)	(5,013)

The Company has not traded in the year and has therefore neither made a profit or a loss (2011 £nil)

For the year ending 31 December 2012 the Company was entitled to exemption from audit under Section 480 of the Companies Act 2006 relating to dormant companies

The members have not required the Company to obtain an audit in accordance with Section 476 of the Companies Act 2006

The Directors acknowledge their responsibility for complying with the requirements of the Act with respect to accounting records and the preparation of accounts

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies regime

These financial statements were approved by the Directors on 19 August 2013 and are signed on their behalf by


M J Richards
Director

19 August 2013


M S Wild
Director

Notes to the financial statements

at 31 December 2012

1. Accounting policies

Basis of preparation

The accounts are prepared under the historical cost convention modified to include the revaluation of land and buildings

The financial statements are prepared in accordance with applicable United Kingdom accounting standards. The accounting policies of the Company have been consistently applied over both the current and preceding period.

The Company is dependent upon the continued financial support of its parent undertaking. The Directors have an assurance that this support will continue and believe that it is therefore appropriate to prepare the accounts on a going concern basis. However, should continuing support not be available, the going concern basis would be invalid and adjustments would have to provide for further liabilities which may arise.

Profit and loss account

The Company has not traded in the current or prior year, accordingly a profit or loss account has not been prepared. The Directors received no emoluments in respect of their services.

Group accounts

In accordance with s405 of the Companies Act 2006, the Company is exempt from the requirements to prepare group accounts. This exemption applies as the Company is a wholly owned subsidiary of Arran Isle Limited, a company incorporated under the law of a member state of the EC and which prepares group accounts including the Company. These financial statements therefore reflect information about the company and not of the group.

Foreign currencies

The presentation and functional currency of the Company is Sterling.

Assets and liabilities expressed in overseas currencies are translated into Sterling at the exchange rates ruling at the balance sheet date and trading results at average rates during the year.

Exchange gains or losses of a trading nature are dealt with in the profit and loss account.

Investments

Fixed asset investments in subsidiaries are held at cost less provision for impairment. Gains and losses are recognised in the profit and loss account as and when the investments are impaired.

Notes to the financial statements continued
at 31 December 2012

2 Investments

	Subsidiary undertakings £'000
Cost	
At 1 January and 31 December 2012	47,674
Provisions	
At 1 January and 31 December 2012	47,674
Net book value	
At 1 January and 31 December 2012	-

At the balance sheet date the subsidiary undertaking, which is wholly owned and incorporated in the United States of America is Heywood Williams Corporation, an intermediate holding company

3. Creditors' amounts falling due within one year

	2012 £'000	2011 £'000
Amounts owed to group undertakings	5,013	5,013

Amounts due to Group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand

4 Allotted, called up and fully paid share capital

	2012 £	2011 £
Ordinary shares of £1 each	2	2

5. Reconciliation of movements in shareholders' deficit

	Profit and loss account £'000	Total shareholders' funds £'000
At 1 January 2012 and 31 December 2012	(5,013)	(5,013)

Notes to the financial statements continued

at 31 December 2012

6. Other commitments and guarantees

At the balance sheet date the Company was party to and cross guarantor to Arran Isle Limited's £45.0 million committed borrowing facility with a UK banking syndicate (2011: £45.0 million)

In addition to committed facilities the Company was party to and cross guarantor to £2.0 million of the Group's uncommitted, short term overdraft facilities (2011: £2.0 million)

The total amount undrawn on the above facilities at 31 December 2012 was £9.1 million (2011: £7.3 million). These facilities were secured by fixed and floating charges over the Group's operating assets.

As noted in the Directors' report and note 9, on 14 June 2013, the Group has entered into a £45.0 million global asset-based funding agreement with Burdale Financial, part of Wells Fargo Bank, which runs until 30 September 2016. This facility replaced all the facilities noted above and is fully secured on the bulk of the Group's assets and has normal trading cash flow and net worth covenants.

7. Related party transactions

The Company has taken advantage of the exemption in FRS 8 not to disclose transactions with fellow subsidiary undertakings where 100 per cent of the voting rights are controlled within the Group. There were no other related party transactions in 2012 (2011: £nil).

8. Ultimate parent company

The parent undertaking of the smallest group of undertakings for which group accounts are drawn up and of which the Company is a member is Arran Isle Holdings Limited, which is registered in England and Wales. The parent undertaking of the largest group of undertakings for which group accounts are drawn up and of which the company is a member is Arran Isle Limited, which is registered in England and Wales. Copies of Arran Isle Limited accounts can be obtained from the company's registered office.

9. Post balance sheet events

On 14 June 2013, the Group successfully completed a comprehensive refinancing of the Group, the key points of which are:

- The Group has entered into a £45.0 million global asset-based funding agreement with Burdale Financial, part of Wells Fargo Bank, which runs until 30 September 2016,
- As a result of the refinancing the Group has a stronger balance sheet with significantly reduced bank debt. As part of the refinancing, the previous UK lenders entered into a debt for equity swap in respect of £22.9 million of debt and other amounts owing to the UK lenders totalling £1.6 million were waived such that, after costs of £4 million, the Group's bank borrowings were reduced by £20 million,
- HMRC clearance was obtained in relation to the debt for equity swap which confirmed that the swap would not result in a taxable benefit arising in the Company,
- The Group's Executive Directors, led by the Group CEO Robert Barr and in-coming Non-Executive Chairman Mike McTighe, purchased the majority of the UK lenders' equity holdings such that the ultimate parent company Arran Isle Limited is now owned by the Executive Directors and Chairman, the Group's employment benefit trust and 2.5% has been retained by National Australia Bank. In addition, the investing directors have also provided £0.5 million of loan finance to the Group,
- The 2011 actuarial valuation of the UK defined benefit pension scheme has been finalised and a related deficit recovery plan agreed with the trustee of the scheme.