

Rycar Limited

Annual report and financial statements

Registered number 2590871

31 December 2015



Contents

Directors' report	1
Profit and loss account and Other Comprehensive Income	2
Balance sheet	3
Statement of Changes in Equity	4
Notes	5

Directors' report

The directors present their annual report and financial statements, for the year ended 31 December 2015.

Principal activity and business review

The company is dormant and did not trade during the current or prior year.

Results and dividends

The company's profit/(loss) before tax for the year was £Nil (2014: £2,895,000). Further details with regard to the trading results for the year and the amount transferred to reserves are set out on page 2.

An interim dividend of £Nil (2014: £Nil) was paid during the year, the directors do not recommend the payment of a final dividend (2014: £Nil).

Directors

The directors who served during the year and subsequently are shown below:

GE Nieuwenhuys
A Collinson

Auditors

In accordance with Section 249AA (1) and 249B (2) of the Companies Act 1985, the company was entitled to exemption from the requirement to have its financial statements for the year ended 31 December 2015 audited.

By order of the board



A Collinson
Director

2 Penman Way
Grove Park
Leicester
Leicestershire
LE19 1ST

30 September 2016

Profit and Loss Account and Other Comprehensive Income
for the year ended 31 December 2015

	2015			2014		
	Continuing £000	Discontinued £000	Total £000	Continuing £000	Discontinued £000	Total £000
Total turnover	-	-	-	-	-	-
Cost of sales	-	-	-	-	-	-
Gross profit	-	-	-	-	-	-
Distribution costs	-	-	-	-	-	-
Administrative expenses	-	-	-	2,895	-	2,895
Operating profit/(loss)	-	-	-	2,895	-	2,895
Profit/(loss) on disposal of operations	-	-	-	-	-	-
Amounts written off investments	-	-	-	-	-	-
Profit on sale of fixed assets	-	-	-	-	-	-
Profit/(loss) before finance charges	-	-	-	2,895	-	2,895
Other interest receivable and similar income	-	-	-	-	-	-
Interest payable and similar charges	-	-	-	-	-	-
Profit/(loss) on ordinary activities before taxation	-	-	-	2,895	-	2,895
Tax on profit/(loss) on ordinary activities	-	-	-	-	-	-
Profit/(loss) for the financial year	-	-	-	2,895	-	2,895
Other comprehensive income						
Revaluation of tangible fixed assets			-			-
Remeasurement of net defined benefit liability/(asset)			-			-
Income tax on other comprehensive income			-			-
Other comprehensive income for the year, net of income tax			-			-
Total comprehensive income for the year			-			2,895

Notes from pages 5 to 11 form part of the financial statements.

Balance sheet
at 31 December 2015

	Note	2015 £000	£000	2014 £000	£000
Fixed assets					
Goodwill		-		-	
Other intangibles		-		-	
		_____	-	_____	-
Tangible assets					
Investments	4	-		-	
		_____		_____	
			-		-
Current assets					
Stocks		-		-	
Debtors	5	-		-	
Cash at bank and in hand		-		-	
		_____		_____	
			-		-
Creditors: amounts falling due within one year	6	-		-	
		_____		_____	
Net current assets/(liabilities)			-		-
Total assets less current liabilities			_____		_____
Creditors: amounts falling due after more than one year			-		-
Provisions for liabilities and charges			-		-
Net assets			_____		_____
			-		-
			_____		_____
Capital and reserves					
Called up share capital	7		350		350
Share premium			-		-
Revaluation reserve			-		-
Other reserves			-		-
Profit and loss account			(350)		(350)
			_____		_____
Shareholders' funds			-		-
			_____		_____

For the year ended 31 December 2015 the company was entitled to exemption under section 480 of the Companies Act 2006.

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:

- a) ensuring the company keeps accounting records which comply with Section 386; and
- b) preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the financial year, and of its profit or loss for the financial year, in accordance with the requirements of section 393, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as is applicable to the company.

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 board of directors on 30 September 2016 and were signed on its behalf by:



A. Collinson
Director

Registered number 2590871

Notes from pages 5 to 11 form part of the financial statements.

Statement of Changes in Equity
at 31 December 2015

	Called up Share Capital £000	Share Premium Account £000	Revaluation Reserve £000	Other reserves £000	Profit and loss account £000	Total Equity £000
Balance at 1 January 2014	350	-	-	-	(3,245)	(2,895)
Effect of changes in accounting policy	-	-	-	-	-	-
Balance at 1 January 2014 restated	350	-	-	-	(3,245)	(2,895)
Total Comprehensive income for the period ended 31 December 2014						
Profit or loss					2,895	2,895
Issue of shares	-	-	-	-	-	-
Equity-settled share based payment transactions	-	-	-	-	-	-
Dividends	-	-	-	-	-	-
Total contributions by and distributions to owners	-	-	-	-	-	-
Balance at 31 December 2014	350	-	-	-	(350)	-
Total Comprehensive income for the period ended 31 December 2015						
Profit or loss	-	-	-	-	-	-
Issue of shares	-	-	-	-	-	-
Equity-settled share based payment transactions	-	-	-	-	-	-
Dividends	-	-	-	-	-	-
Total contributions by and distributions to owners	-	-	-	-	-	-
Balance at 31 December 2015	350	-	-	-	(350)	-

Notes from pages 5 to 11 form part of the financial statements.

Notes

1 Accounting policies

Rycar Limited, (the "Company") is a company limited by shares and incorporated and domiciled in the UK.

The Company is exempt by virtue 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.

These financial statements were prepared in accordance with Financial Reporting Standard 102 *The Financial Reporting Standard* applicable in the UK and Republic of Ireland ("FRS 102") as issued in August 2014. The presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £1,000.

In the transition to FRS 102 from old UK GAAP the Company has made no measurement and recognition adjustments. An explanation of how the transition to FRS 102 has affected financial position and financial performance of the Company is provided in note 23.

FRS 102 grants certain first-time adoption exemptions from the full requirements of FRS 102. The following exemptions have been taken in these financial statements:

- Business combinations – Business combinations that took place prior to 1 January 2014 have not been restated.
- The fair value/ previous GAAP revaluation at transition date has been used as the deemed cost for relevant specific tangible fixed assets.
- Separate financial instruments – the carrying amount of the Company's cost of investment in subsidiaries is its deemed cost at 1 January 2014.
- Lease arrangements – in order to determine whether an arrangement contains a lease, the Company has analysed facts and circumstances existing at 1 January 2014 rather than commencement date of the arrangement.

The Company's ultimate parent undertaking, Penske Automotive Group Inc includes the Company in its consolidated financial statements. The consolidated financial statements of Penske Automotive Group Inc are prepared in accordance with US GAAP and are available to the public and may be obtained from www.penskeautomotive.com. In these financial statements, the company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Reconciliation of the number of shares outstanding from the beginning to end of the period;
- Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

As the consolidated financial statements of Penske Automotive Group Inc include the equivalent disclosures, the Company has also taken the exemptions under FRS 102 available in respect of the following disclosures:

- Certain disclosures required by FRS 102.26 *Share Based Payments*.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

1.1 Change in accounting policy/prior period adjustment

In these financial statements the Company has changed its accounting policies in the following areas:

Goodwill in old UK GAAP was amortised over twenty years. The Company will, with the adoption of FRS102, amortise goodwill over ten years.

The Company will, for any acquisitions after the transition date, recognise an element of goodwill on acquisition as franchise value.

Management calculate the value attributable to the franchise by estimating the future value of cashflows, discounted over the life of the franchise agreement into perpetuity.

1.2 Measurement convention

The financial statements are prepared on the historical cost basis except that the following assets and liabilities are stated at their fair value: Financial instruments classified at fair value through the profit or loss.

1.3 Going concern

The company's business activities, together with the factors likely to affect its future development, performance and position are set out in the Directors report on page 1. The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

1.4 Foreign currency

Transactions in foreign currencies are translated to the Company's functional currency at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are retranslated to the functional currency at foreign exchange rates ruling at the dates the fair value was determined. Foreign exchange differences arising on translation are recognised in the profit and loss account.

Notes

1.5 *Classification of financial instruments issued by the Company*

In accordance with FRS 102.22, financial instruments issued by the Company are treated as equity 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.

1.6 *Basic financial instruments*

Trade and other debtors / creditors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

Interest-bearing borrowings classified as basic financial instruments

Interest-bearing borrowings are recognised initially at the present value of future payments discounted at a market rate of interest. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

Investments in preference and ordinary shares

Investments in equity instruments are measured initially at fair value, which is normally the transaction price. Transaction costs are excluded if the investments are subsequently measured at fair value through profit and loss. Subsequent to initial recognition investments that can be measured reliably are measured at fair value with changes recognised in profit or loss. Other investments are measured at cost less impairment in profit or loss.

Investments in subsidiaries, jointly controlled entities and associates

Investments in subsidiaries, jointly controlled entities and associates are carried at cost less impairment changes recognised in other comprehensive income in accordance with FRS 102.17.15.

1.7 *Tangible fixed assets*

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses.

Where parts of an item of tangible fixed assets have different useful lives, they are accounted for as separate items of tangible fixed assets, for example land is treated separately from buildings.

Leases in which the Company assumes substantially all the risks and rewards of ownership of the leased asset are classified as finance leases. All other leases are classified as operating leases. Leased assets acquired by way of finance lease are stated on initial recognition at an amount equal to the lower of their fair value and the present value of the minimum lease payments at inception of the lease, including any incremental costs directly attributable to negotiating and arranging the lease. At initial recognition a finance lease liability is recognised equal to the fair value of the leased asset or, if lower, the present value of the minimum lease payments. The present value of the minimum lease payments is calculated using the interest rate implicit in the lease. Lease payments are accounted for as described at 1.17 below.

The company assesses at each reporting date whether tangible fixed assets (including those leased under a finance lease) are impaired.

Depreciation is charged to the profit and loss account on a straight-line basis over the estimated useful lives of each part of an item of tangible fixed assets. Leased assets are depreciated over the shorter of the lease term and their useful lives. Land is not depreciated.

The estimated useful lives are as follows:

Freehold land and buildings	-	50 years
Short leasehold land and buildings	-	over lease term
Fixtures and equipment and motor vehicles	-	between 3 and 10 years
Courtesy Vehicles	-	4 years

Depreciation methods, useful lives and residual values are reviewed if there is an indication of a significant change since last annual reporting date in the pattern by which the company expects to consume an asset's future economic benefits.

Notes

1.8 Business combinations

Business combinations are accounted for using the purchase method as at the acquisition date, which is the date on which control is transferred to the company.

At the acquisition date, the company recognises goodwill at the acquisition date as:

- the fair value of the consideration (excluding contingent consideration) transferred; plus
- estimated amount of contingent consideration (see below); plus
- the fair value of the equity instruments issued; plus
- directly attributable transaction costs; less
- the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities and contingent liabilities assumed.

When the excess is negative, this is recognised and separately disclosed on the face of the balance sheet as negative goodwill.

Consideration which is contingent on future events is recognised based on the estimated amount if the contingent consideration is probable and can be measured reliably. Any subsequent changes to the amount are treated as an adjustment to the cost of the acquisition.

FRS 102 section 27 grants certain exemptions from the full requirements of FRS 102 in the transition period. The Company elected not to restate business combinations that took place prior to 1 January 2014. In respect of acquisitions prior to 1 January 2014, goodwill is included on the basis of its deemed cost, which represents the amount recorded under old UK GAAP. Intangible assets previously included in goodwill, are not recognised separately.

1.9 Intangible assets, goodwill and negative goodwill

Goodwill

Goodwill is stated at cost less any accumulated amortisation and accumulated impairment losses. Goodwill is allocated to cash-generating units or group of cash-generating units that are expected to benefit from the synergies of the business combination from which it arose.

Negative goodwill

Negative goodwill arising on business combinations in respect of acquisitions is included on the balance sheet immediately below any positive goodwill and released to the profit and loss account in the periods in which the non-monetary assets arising on the same acquisition are recovered. Any excess exceeding the fair value of non-monetary assets acquired shall be recognised in profit or loss in the periods expected to benefit.

Franchise Value

Franchise value is calculated as the net present value of future revenue generated from holding a franchise including the gross profit on new cars, warranty repairs and franchise parts.

Amortisation

Amortisation is charged to the profit or loss on a straight-line basis over the estimated useful lives of intangible assets. Intangible assets

Franchise value	-	10 years
Goodwill	-	10 years

Goodwill and other intangible assets are tested for impairment in accordance with Section 27 Impairment of assets when there is an indication that goodwill or an intangible asset may be impaired.

1.10 Discontinued operations

Discontinued operations are components of the company that have been disposed of at the reporting date and previously represented a separate major line of business or geographical area of operation.

They are included in the profit and loss account in a separate column for the current and comparative periods, including the gain or loss on sale or impairment loss on abandonment.

1.11 Investment property

Investment properties are properties which are held either to earn rental income or for capital appreciation or for both. Investment properties are recognised initially recognised at cost and subsequently measured at fair value through profit and loss.

The company does not currently hold any investment property.

1.12 Stocks

Stocks are stated at the lower of cost and net realisable value. Cost incurred in bringing each product to its present location and condition is based on purchase price less trade discounts. Net realisable value is based on estimated selling price less further costs expected to be incurred to disposal. Provision is made for obsolete, slow-moving or defective items where appropriate.

Notes

1.13 Impairment excluding stocks and deferred tax assets

Financial assets (including trade and other debtors)

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the Company would receive for the asset if it were to be sold at the reporting date. Interest on the impaired asset continues to be recognised through the unwinding of the discount. Impairment losses are recognised in profit or loss. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

Non-financial assets

The carrying amounts of the Company's non-financial assets, other than stocks and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of an asset is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of goodwill impairment testing, the impairment of goodwill is determined using the recoverable amount of the acquired entity in its entirety.

An impairment loss is recognised if the carrying amount of an asset exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss.

An impairment loss is reversed if and only if the reasons for the impairment have ceased to apply.

Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

1.14 Employee benefits

Defined contribution plans and other long term employee benefits

A defined contribution plan is a post-employment benefit plan under which the company pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an expense in the profit and loss account in the periods during which services are rendered by employees.

Defined benefit plans

The company does not currently hold any defined benefit pension plans.

1.15 Provisions

A provision is recognised in the balance sheet when the Company has a present legal or constructive obligation as a result of a past event, that can be reliably measured and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the amount required to settle the obligation at the reporting date.

Where the Company enters into financial guarantee contracts to guarantee the indebtedness of other companies within its group, the company treats the guarantee contract as a contingent liability until such time as it becomes probable that the company will be required to make a payment under the guarantee.

1.16 Turnover

Turnover, which arises wholly in the United Kingdom from the company's principal activity, is the amount derived from the provision of goods and services falling within the company's ordinary activities after deduction of trade discounts and value added tax.

Notes

1.17 Expenses

Operating lease

Payments (excluding costs for services and insurance) made under operating leases are recognised in the profit and loss account on a straight-line basis over the term of the lease unless the payments to the lessor are structured to increase in line with expected general inflation; in which case the payments related to the structured increases are recognised as incurred. Lease incentives received are recognised in profit and loss over the term of the lease as an integral part of the total lease expense.

Finance lease

Minimum lease payments are apportioned between the finance charge and the reduction of the outstanding liability using the rate implicit in the lease. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability. Contingent rents are charged as expenses in the periods in which they are incurred.

Interest receivable and Interest payable

Interest payable and similar charges include interest payable, finance charges on shares classified as liabilities and finance leases recognised in profit or loss using the effective interest method, unwinding of the discount on provisions, and net foreign exchange losses that are recognised in the profit and loss account (see foreign currency accounting policy). Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that takes a substantial time to be prepared for use, are capitalised as part of the cost of that asset/are expensed as incurred.

Other interest receivable and similar income include interest receivable on funds invested and net foreign exchange gains. Interest income and interest payable are recognised in profit or loss as they accrue, using the effective interest method. Dividend income is recognised in the profit and loss account on the date the company's right to receive payments is established. Foreign currency gains and losses are reported on a net basis.

1.18 Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. The following timing differences are not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met; and differences relating to investments in subsidiaries, associates, joint ventures to the extent that it is not probable that they will reverse in the foreseeable future and the reporting entity is able to control the reversal of the timing difference. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is provided in respect of the additional tax that will be paid or avoided on differences between the amount at which an asset (other than goodwill) or liability is recognised in a business combination and the corresponding amount that can be deducted or assessed for tax. Goodwill is adjusted by the amount of such deferred tax.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

1.19 Related Party Disclosures

The company has taken advantage of the exemption available in FRS102 Section 33.1A from disclosing intercompany transactions between two or more members of a group, provided that any subsidiary party to the transaction is a wholly owned member of the group.

Notes

2 Acquisitions of businesses

Acquisitions in the current period

The Company made no acquisitions in the year.

Acquisitions in the prior period

The Company made no acquisitions in the prior year.

Disposal of businesses in the current period

Discontinued operation

No Businesses have been disposed of in the current or comparative year.

3 Directors' remuneration

The directors who served during the year are all directors of an intermediate parent company, Sytner Group Limited and are remunerated by that company. It is not practicable to allocate their remuneration to individual companies in the group. The remuneration has, therefore, been disclosed in the financial statements of Sytner Group Limited. The same is true for the prior year.

4 Fixed asset investments

The Company has no investments in subsidiaries, associates or jointly controlled entities.

5 Debtors

	2015 £000	2014 £000
Amounts owed by group undertakings	-	-
	-	-

6 Creditors: amounts falling due within one year

	2015 £000	2014 £000
Amounts owed to group undertakings	-	-
	-	-

Amounts owed to group undertakings are interest free and are repayable on demand.

7 Called up share capital

	2015 £000	2014 £000
<i>Allotted, called up and fully paid:</i>		
350,000 ordinary shares of £1 each	350	350

Notes

8 Commitments

Capital commitments

The company had capital commitments of £Nil (2014:£Nil).

Contingent liabilities

As at 31 December 2015 the gross borrowings outstanding under the Group's bank facilities in aggregate were £52,456,000. (2014: £92,716,000).

9 Ultimate parent company and parent company of larger group

The company is a subsidiary undertaking of Penske Automotive Group, Inc., incorporated in Michigan, USA. Penske Automotive Group, Inc. is also the largest group in which the results of the company are consolidated. The consolidated financial statements are available from 2555 Telegraph Road, Bloomfield Hills, Detroit, MI 48302-0954, USA.

The smallest group in which the results are consolidated is that headed by Sytner Group Limited incorporated in England and Wales. The consolidated financial statements are available to the public from the registrar of companies.

10 Explanation of transition to FRS 102 from old UK GAAP

As stated in note 1, these are the Company's first financial statements prepared in accordance with FRS 102.

The accounting policies set out in the notes above have been applied in preparing the financial statements for the year ended 31 December 2015 and comparative period ending 31 December 2014.

In preparing its FRS 102 balance sheet and profit and loss account, the Company has not amended any previously reported results in the financial statements prepared in accordance with its old basis of accounting (UK GAAP).