

**ACDTRIDON (HOLDINGS) LIMITED**

**ANNUAL REPORT AND  
FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED  
31 DECEMBER 2010**

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The Directors present their report and the unaudited financial statements of ACDTridon (Holdings) Limited ('the Company') for the year ended 31 December 2010

#### **ULTIMATE PARENT UNDERTAKING**

Until 24 September 2010, the Company's ultimate parent undertaking was Tomkins Limited (formerly Tomkins plc), a company incorporated in England and Wales. On 24 September 2010, Tomkins plc was acquired by a consortium representing the interests of Onex Corporation, a Canadian private equity investor, Onex Partners III and various syndication participants, and the Canada Pension Plan Investment Board. As a consequence of the acquisition of Tomkins plc, the Company's ultimate parent undertaking is now Pinafore Cooperatief U A, a co-operative that is registered in the Netherlands.

In this annual report, the term 'the Group' refers, in the period prior to the acquisition of Tomkins plc, to Tomkins plc and its subsidiaries, and, in the period subsequent to the acquisition, to Pinafore Cooperatief U A and its subsidiaries.

#### **PRINCIPAL ACTIVITIES**

The Company did not trade during the year or the previous year and was dormant as defined in section 1169 of the Companies Act 2006.

The Directors do not expect that the Company will trade during the next twelve months.

#### **THE DIRECTORS**

The Directors of the Company, who were in office throughout the year, are as follows:

D P Burton (resigned on 1 January 2011)

P E Flanagan (resigned on 8 April 2011)

M J Hopster

E H Lewzey (appointed on 8 April 2011)

T C Reeve (appointed on 1 July 2011)

N P Wilkinson (appointed on 1 July 2011)

#### **BASIS OF PREPARATION**

The Directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption under section 415A of the Companies Act 2006.

Approved by the Directors on 9 September 2011 and signed on their behalf by



**M J HOPSTER**  
Director

**ACDTridon (Holdings) Limited**  
**Balance sheet**  
**As at 31 December 2010**

	Note	As at 31 December 2010 £000	As at 2 January 2010 £000
<b>CURRENT ASSETS</b>			
Investments	4	–	–
<b>CURRENT ASSETS</b>			
Debtors due after more than one year	5	4,551	4,551
<b>NET ASSETS</b>		<b>4,551</b>	<b>4,551</b>
<b>CAPITAL AND RESERVES</b>			
Ordinary share capital	6	6,649	6,649
Share premium account	6	15,952	15,952
Profit and loss account reserve		(18,050)	(18,050)
<b>SHAREHOLDER'S FUNDS</b>		<b>4,551</b>	<b>4,551</b>

For the year ended 31 December 2010, the Company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies and its shareholders did not require the Company to obtain an audit of its accounts in accordance with section 476 of the Companies Act 2006. Accordingly, the Company's financial statements for the year ended 31 December 2010 are unaudited.

The Directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of accounts.

Approved by the Directors on 9 September 2011 and signed on their behalf by



**M J HOPSTER**  
Director

## 1 BASIS OF PREPARATION

The financial statements have been prepared under the historical cost convention and in accordance with applicable law and United Kingdom accounting standards

The Company's principal accounting policies are unchanged compared with the year ended 2 January 2010

In previous years, the Company's annual financial statements were drawn up to the Saturday nearest 31 December. As a consequence of the change of ultimate ownership of the Company, its annual financial statements are now drawn up to 31 December. Accordingly, these financial statements cover the financial year from 3 January 2010 to 31 December 2010 with comparative figures for the financial year from 4 January 2009 to 2 January 2010

### Investments in subsidiaries

A subsidiary is an entity controlled, either directly or indirectly, by the Company, where control is the power to govern the financial and operating policies of the entity so as to obtain benefit from its activities. Investments in subsidiaries represent interests in the Company's subsidiaries that are directly owned by the Company and are stated at cost less any provision for impairment.

As permitted by section 400 of the Companies Act 2006, the Company has not prepared consolidated financial statements.

## 2 PROFIT AND LOSS ACCOUNT

The Company did not trade during the year or the previous year and has made neither a profit nor a loss nor any other recognised gain or loss. Accordingly, neither a profit and loss account nor a statement of total recognised gains and losses is presented in these financial statements.

## 3 DIRECTORS AND EMPLOYEES

There were no employees during the year or the previous year and no part of the Directors' remuneration during either year was specifically attributable to their services to the Company.

## 4 INVESTMENTS

	Subsidiary undertakings £000
<b>COST</b>	
As at 2 January 2010 and 31 December 2010	28,712
<b>AMOUNTS WRITTEN OFF</b>	
As at 2 January 2010 and 31 December 2010	28,712
<b>NET BOOK VALUE</b>	
As at 2 January 2010 and 31 December 2010	—

The principal subsidiary undertakings at 31 December 2010 were as follows:

Name of company	Country of incorporation	Holding	Nature of business
Trico Products (Dunstable) Limited	England & Wales	100%	Non-trader
Fister S r l	Italy	100%	Non-trader
Tridon Europe Limited	England & Wales	100%	Non-trader
Trico Products GmbH	Germany	100%	Automotive components
ACDTridon European Clamp Division Limited	England & Wales	100%	Dormant

**5 DEBTORS**

	As at 31 December 2010 £000	As at 2 January 2010 £000
<b>Due after more than one year</b>		
Amounts owed by group undertakings	4,551	4,551

Amounts owed by group undertakings classified as falling due after more than one year are interest free and have no specified terms of repayment but the Company has given an undertaking to the counterparty that it will not require settlement within one year of the balance sheet date

**6 ORDINARY SHARE CAPITAL**

				Nominal value £000
<b>Authorised share capital</b>				
As at 2 January 2010 and 31 December 2010				
10,000,000 Ordinary shares of £1 each				10,000
	Number of shares	Share capital £000	Share premium account £000	Total £000
<b>Allotted and fully paid</b>				
As at 2 January 2010 and 31 December 2010				
Ordinary shares of £1 each	6,649,014	6,649	15,952	22,601

**7 ULTIMATE PARENT COMPANY**

Tomkins Automotive Company S a r l , which is incorporated in Luxembourg, is the Company's immediate parent undertaking

Until 24 September 2010, the Company's ultimate parent undertaking was Tomkins Limited (formerly Tomkins plc), a company incorporated in England and Wales. On 24 September 2010, Tomkins Limited was acquired by a consortium representing the interests of Onex Corporation, a Canadian private equity investor, Onex Partners III and various syndication participants, and the Canada Pension Plan Investment Board. As a consequence of the acquisition of Tomkins Limited, the Company's ultimate parent undertaking is Pinafore Coöperatief U A , a co-operative that is registered in the Netherlands. The consolidated financial statements of Pinafore Coöperatief U A will be filed with the Dutch Chamber of Commerce (Kamer van Koophandel en Fabrieken) and will be available for inspection on their website, [www.kvk.nl](http://www.kvk.nl)

**8. RELATED PARTY TRANSACTIONS**

As a wholly-owned subsidiary of Pinafore Holdings B V , a subsidiary of Pinafore Coöperatief U A , whose consolidated financial statements are available for inspection on Tomkins Limited's website, [www.tomkins.co.uk](http://www.tomkins.co.uk), the Company is exempt under FRS 8 'Related Party Disclosures', from disclosing transactions with entities that are part of the group headed by Pinafore Holdings B V or are investees of that group qualifying as related parties.

During both the year and the previous year, there were no transactions or outstanding balances with other related parties.