

Ceesail Limited

Annual report and financial statements
for the year ended 31 December 2011

Company Number 04644389



Ceesail Limited

Annual report and financial statements for the year ended 31 December 2011

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Ceesail Limited

Directors' report for the year ended 31 December 2011

The directors present their annual report and the audited financial statements of the company for the year ended 31 December 2011. This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

Principal activities

The company is an investment holding company. The subsidiary companies' activities comprise the manufacture, installation and servicing of lifts and escalators, the marketing, distribution and servicing of air conditioning and refrigeration equipment, the overhaul and repair of aircraft engines and the manufacture of parts and components for the aerospace industry, the design, integration, installation and servicing of access control, intruder alarm and fire detection systems.

Business review and future outlook

The directors consider the results for the year to be in line with expectation. The directors expect the company to continue as an investment holding company for the foreseeable future.

At 31 December 2011 the company had net current liabilities of £373,154,000 (2010: £501,768,000). The company is dependent upon the continued support of its parent undertaking, Latin American Holdings Incorporation, which has expressed its willingness to support the company for the foreseeable future. On this basis the directors consider it appropriate that these financial statements have been prepared on a going concern basis.

Results and dividends

The Profit for the financial year is set out in the profit and loss statement on page 6.

The Company has not paid a dividend nor are the directors proposing to pay a dividend for the year ended 31 December 2011 (2010: £nil).

Key performance indicators

As the company's principal activity is that of an investment holding company, the directors therefore believe that analysis using key performance indicators for the company is not necessary or appropriate.

Principal risks and uncertainties

The management of the business and the execution of the company's strategy are subject to group activities. Discussion of these risks and uncertainties, in the context of the group as a whole, is provided in the United Technologies Corporation group's annual report, which can be obtained from the address in note 15.

Financial Risk Management

The directors have not disclosed the company's financial risk management objectives and policies, nor the company's exposure to price risk, credit risk, liquidity risk and cash flow risk as such information is not material for assessment of the company's assets, liabilities, financial position, and profit for the financial year.

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Directors' report for the year ended 31 December 2011 (continued)

Directors

The directors who held office during the year and up to the date of signing the financial statements are given below

E Smith
R Kullar
C Idczak
J Laurence
K A Percy (resigned 05 January 2012)
MP Ryan (appointed 06 January 2012)

Directors' indemnity

The directors have the benefit of an indemnity (provided on a group wide basis via United Technologies Corporation) which is a qualifying third party indemnity provision. The indemnity was in force throughout the last financial year and also at the date of approval of the financial statements.

Statement of directors' responsibilities

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 prepared 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 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 judgements and accounting 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,
- 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 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.

Ceesail Limited

Directors' report for the year ended 31 December 2011 (continued)

Statement of disclosure of information to auditors

In the case of each persons who are directors at the time the report is approved, the following applies

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- he has taken all the steps that he ought to have taken as a director 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 section 418 of the Companies Act 2006

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006

On behalf of the board



R Kullar
Director
26 June 2012

Independent Auditors' Report to the Members of Ceesail Limited

We have audited the financial statements of Ceesail Limited for the year ended 31 December 2011, which comprise the Profit and Loss account, the Balance Sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Respective responsibilities of directors and auditors

As explained more fully in the statement of directors' responsibilities, set out on page 2, 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.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, 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.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 2011 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom 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

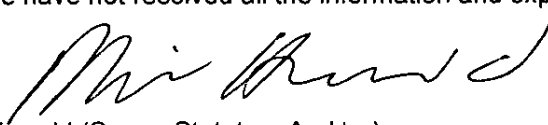
In our opinion the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent Auditors' Report to the Members of Ceesail 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



Phil Harrold (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
East Midlands
26 June 2012

Ceesail Limited

Profit and loss account for the year ended 31 December 2011

	Note	2011 £'000	2010 £'000
Administrative expenses		(469)	(414)
Operating loss	2	(469)	(414)
Income from shares in group undertakings		134,702	-
Interest receivable and similar income	3	470	477
Interest payable and similar charges	4	(6,089)	(6,860)
Profit on ordinary activities before taxation		128,614	(6,797)
Tax on profit on ordinary activities	7	-	-
Profit for the financial year	13	128,614	(6,797)

All of the above results arose from continuing operations

The company has no recognised gains or losses other than its profit for the financial years ended 31 December 2011 and 2010, and hence no separate statement of total recognised gains and losses has been presented

There are no differences between the profit on ordinary activities before taxation and the profit for the financial year stated above and their historical cost equivalents

Ceesail Limited

Balance Sheet as at 31 December 2011

Company number. 04644389

	Note	2011 £'000	2010 £'000
Fixed assets			
Investments	8	1,492,511	1,492,511
Current assets			
Debtors	9	16,019	96,182
Cash at Bank and in hand		40	64
		16,059	96,246
Creditors amounts falling due within one year	10	(389,213)	(598,014)
Net current liabilities		(373,154)	(501,768)
Total assets less current liabilities		1,119,357	990,743
Net assets		1,119,357	990,743
Capital and reserves			
Called up share capital	11	1,311,741	1,311,741
Share premium account	12	14,281	14,281
Profit and loss account	13	(206,665)	(335,279)
Total shareholders' funds	14	1,119,357	990,743

The financial statements on pages 6 to 14 were approved by the board of directors on 26 June 2012 and signed on its behalf by



R Kullar
Director

Ceesail Limited

Notes to the financial statements for the year ended 31 December 2011

1 Accounting Policies

The financial statements are prepared on the going concern basis, under the historical cost convention, in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. Where a choice of treatment is available the directors apply the most appropriate policy and estimation technique in accordance with Financial Reporting Standard ("FRS") 18 (Accounting Policies). The principal accounting policies which are consistently applied are set out below.

Basis of accounting

The financial statements contain information about Ceesail Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under section 401 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its ultimate parent, United Technologies Corporation, a company incorporated in the United States of America.

The company is a wholly owned subsidiary of the ultimate parent undertaking, United Technologies Corporation incorporated in the United States of America. The company is exempt under Financial Reporting Standard 8 from disclosure of transactions with entities that are part of the group headed by United Technologies Corporation on the grounds that 100% of voting rights are controlled within the group.

Fixed asset investments

The company's fixed asset investments in subsidiaries are stated at cost unless in the opinion of the directors there has been a permanent impairment in value, in which case an appropriate adjustment is made.

Cash flow statement

The company is a wholly owned subsidiary of United Technologies Corporation. United Technologies Corporation produces consolidated financial statements which include the financial statements of the company and those consolidated financial statements are publicly available.

Accordingly the company has taken advantage of the exemption available in FRS 1 (Revised 1996) and not produced a cashflow statement.

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 recognised 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.

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Notes to the financial statements for the year ended 31 December 2011 (continued)

Deferred taxation (continued)

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 substantively enacted by the balance sheet date. Deferred tax is measured on an undiscounted basis.

Foreign currency

Monetary assets and liabilities in foreign currencies are translated into sterling at rates of exchange ruling at the year end. Differences arising from changes in exchange rates are accounted for in the profit and loss account where they relate to items of trading nature.

Income from shares in group undertakings

Income from shares in group undertakings comprises dividends received on investments in other group companies.

2 Operating loss

The operating loss is stated after charging

	2011	2010
	£'000	£'000
Fees payable for the audit	(36)	(35)

3 Interest receivable and similar income

	2011	2010
	£'000	£'000
Interest receivable from group undertakings	470	477

4 Interest payable and similar charges

	2011	2010
	£'000	£'000
Interest payable to group undertakings	(6,089)	(6,860)

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Notes to the financial statements for the year ended 31 December 2011 (continued)

5 Employee information

The company had no employees during the year (2010 none)

6 Directors' emoluments

None of the statutory officers received remuneration in respect of their services to the company during the year (2010 none)

7 Tax on Profit/(loss) on ordinary activities

	2011	2010
	£'000	£'000
Current Tax:		
UK Corporation tax on profit for the year	-	-
Expenses not deductible for tax purposes	-	-
Adjustments in respect of previous year	-	-
Tax on profit/(loss) on ordinary activities	-	-

The tax credit for the year is lower (2010 higher) than standard rate of corporation tax in the UK 26.5% (2010 28%). The differences are explained below

	2011	2010
	£'000	£'000
Profit/(loss) on ordinary activities before taxation	128,614	(6,797)
Profit/(loss) on ordinary activities multiplied by standard rate of corporation tax in the UK of 26.5% (2010 28%)	34,083	(1,903)
Impact of deemed interest on intercompany balances	(36)	(42)
Expenses not deductible for tax purposes	721	560
Income not taxable for tax purposes	(35,696)	-
UK Group relief given for nil consideration	928	1,385
Tax (credit)/charge for the current year	-	-

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Notes to the financial statements for the year ended 31 December 2011 (continued)

7 Tax on profit on ordinary activities (continued)

In addition to the changes in rates of Corporation tax disclosed above a number of further changes to the UK Corporation tax system were announced in the March 2012 UK Budget Statement. A resolution passed by Parliament on 26 March 2012 reduced the main rate of corporation tax to 24% from 1 April 2012. Legislation to reduce the main rate of corporation tax from 24% to 23% from 1 April 2013 is expected to be included in the Finance Act 2012. A further reduction to the main rate is also proposed to reduce the rate to 22% from 1 April 2014.

The proposed reduction of the main rate of corporation tax to 22% from 1 April 2014 is expected to be enacted separately.

8 Investments

	Share in Group undertakings
	£'000
Cost	
At 1 January 2011	1,694,292
Additions	-
At 31 December 2011	1,694,292
Provision for impairment	
At 1 January 2011	(201,781)
Provision for the year	-
At 31 December 2011	(201,781)
Net book value	
At 31 December 2011	1,492,511
At 31 December 2010	1,492,511

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Notes to the financial statements for the year ended 31 December 2011 (continued)

8 Investments (continued)

At 31 December 2011, the Company held investments listed below. The country of both incorporation and principal operation is also shown. The principal activity of all the companies is as a holding company for other group subsidiary investments or trading companies. All shareholdings are of ordinary voting shares.

The directors believe that the book value of investments is supported by their underlying assets.

Subsidiary	Incorporation	Ownership
Carrier Rental Systems Limited	UK	100%
Chubb Limited	UK	99.99%
Kaysail Limited	UK	100%
United Technologies Holdings Limited	UK	100%

9 Debtors

	2011	2010
	£'000	£'000
Amounts owed by group undertakings	15,978	96,153
Other debtors	41	29
	16,019	96,182

Amounts owed by group undertakings bear interest based on LIBOR/GBPF (deposit rate) and are considered by management to be repayable on demand.

10 Creditors: Amounts falling due within one year

	2011	2010
	£'000	£'000
Trade creditors	80	-
Amounts owed to group undertakings	388,908	597,860
Accruals	225	154
	389,213	598,014

Amounts due to group undertakings are unsecured, bear interest based on LIBOR/GBPF (deposit rate) and repayable on demand.

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Notes to the financial statements for the year ended 31 December 2011 (continued)

11 Called up share capital

	2011	2010
	£'000	£'000
Authorised		
1,311,741,216 ordinary shares of £1 each	1,311,741	1,311,741
Allotted and fully paid		
1,311,741,216 ordinary shares of £1 each	1,311,741	1,311,741

12 Share premium account

	£'000
At 1 Jan 2011 and 31 December 2011	14,281

13 Profit and loss account

	£'000
At 1 January 2011	(335,279)
Profit for the financial year	128,614
At 31 December 2011	(206,665)

14 Reconciliation of movements in shareholders' funds

	2011	2010
	£'000	£'000
Profit/(loss) for the financial year	128,614	(6,797)
Net addition/(reduction) to shareholders' funds	128,614	(6,797)
Opening shareholders' funds	990,743	997,540
Closing shareholders' funds	1,119,357	990,743

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Notes to the financial statements for the year ended 31 December 2011 (continued)

15 Ultimate parent undertaking

United Technologies Corporation, a company incorporated in the State of Delaware, USA, is regarded by the directors of the company as being the company's ultimate parent company and controlling party, and is the smallest and largest group which consolidates these financial statements. Copies of the annual report of United Technologies Corporation are available from

The Company Secretary
United Technologies Corporation
One Financial Plaza
Hartford
Connecticut 06101
USA

The immediate parent undertaking is Ceesail Limited, which is incorporated in the United Kingdom. Copies of the annual report of Ceesail Limited are available from the company secretary, Kidde Gravinier Building, Mathisen Way, Colnbrook, Berkshire, SL3 0HB.