

Redline Worldwide Limited

Annual report and financial statements

Registered number 09510974

For the year ended 31 January 2022

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Company information

Directors	P Mason C A Harrison M A Briffa P E Rollason
Company number	09510974
Registered office	2 City Place Beehive Ring Road Gatwick West Sussex United Kingdom RH6 0PA

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Directors' report

The Directors present their annual report on the affairs of Redline Worldwide Limited (the "Company"), together with the financial statements, for the year ended 31 January 2022.

The Directors' report has been prepared in accordance with the provision applicable to companies entitled to the small companies exemption under Section 415A of the Companies Act 2006 and Section 414B that states no strategic report is required.

Principal activities

The Company is a holding company and carries out no trading activities. The only activity during the year was for dividends received from its subsidiary and administrative costs. There was no activity in the profit and loss account during the prior year. The balance sheet has seen an increase in net of £356,981 due to the profit in the year (2021: increase of £nil).

Proposed dividend

A dividend of £nil was paid during the year (2021: £nil). The Directors do not recommend the payment of a final dividend.

Future prospects

The Company will continue to be a holding company.

Financial risk management objectives and policies

The Company is not exposed to financial risks as all debtors and creditors are intercompany, it holds no cash and is not a trading company. The financial risk management objectives and policies followed by Air Partner Limited (formerly Air Partner plc), the parent undertaking, are shown in that company's financial statements.

Going Concern

Whilst the Company has net liabilities, the Directors have a reasonable expectation that the Company and the group have adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis in preparing the annual financial statements. Further disclosure is shown in note 1.2 – Going concern.

Post balance sheet events

On 27 January 2022, the Board of Directors of Air Partner plc ('Air Partner' – the Company's ultimate parent company at that date) and the Board of Directors of Wheels Up UK Limited ('BidCo') announced that they had reached agreement on the terms and conditions of a recommended all-cash acquisition of Air Partner by BidCo, a newly-incorporated company indirectly owned by Wheels Up Experience Inc. ('Wheels Up'), to be effected by means of a Scheme of Arrangement ('Scheme') under Part 26 of the Companies Act 2006. Under the terms of the acquisition, each Air Partner shareholder was entitled to receive 125p in cash for each Air Partner share, valuing Air Partner's entire issued, and to be issued, ordinary share capital at approximately £84.8m.

On 8 March 2022, the Scheme was approved by the requisite majority of Scheme Shareholders at the Court Meeting and the Resolution in connection with the implementation of the Scheme was passed by the requisite majority of Air Partner Shareholders at the General Meeting. On 29 March 2022, the High Court of Justice in England and Wales made an order sanctioning the Scheme under section 899 of the Companies Act, and the Scheme became effective on 1 April 2022, following delivery of the Court Order to the Registrar of Companies. The listing of Air Partner plc shares on the premium listing segment of the Official List and the admission to trading of Air Partner Shares on the London Stock Exchange's Main Market for listed securities were cancelled with effect from 8:00 (London time) on 4 April 2022. As a result of the delisting from the London stock exchange, Air Partner plc changed its name to Air Partner Limited.

The combination has a compelling strategic rationale, bringing together two businesses with complementary offerings and values for the benefit of their customers. For more information, refer to the Air Partner Limited consolidated financial statements which may be obtained from its registered office (2 City Place, Beehive Ring Road, Gatwick, RH6 0PA, United Kingdom) and from Companies House.

Directors

The Directors of the Company who were in office during the year and up to the date of signing the financial statements were as follows:

P Mason

C A Harrison

M A Briffa

J E Estell (resigned 1 August 2022)

P E Rollason (appointed 1 August 2022)

Directors' report (continued)

Directors' indemnities and insurance

The Company has made qualifying third-party indemnity provisions for the benefit of its directors during the financial year that remain in force at the date of approval of the financial statements. In certain circumstances the Company can indemnify directors, in accordance with its Articles of Association, against costs incurred in the defence of legal proceedings brought against them by virtue of their Office. Directors' and Officers' liability insurance cover remains in place to protect all directors and senior managers.

Employees

The Company had no employees during the year (2021: nil).

Political contributions

The Company made no political or charitable donations during the year (2021: £nil).

Statement of directors' responsibilities in respect of the financial statements

The Directors are responsible for preparing the Annual report and financial statements and the financial statements in accordance with applicable law and regulation.

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, comprising FRS 101 "Reduced Disclosure Framework", and applicable law).

Under company law, 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 the financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101 have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; 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 safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are also 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.

Exemption from audit

For the year ending 31 January 2022 the Company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies. The members have not required the Company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Companies Act 2006. The Directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

On behalf of the Board on 10 October 2022.



M A Briffa
Director

Income Statement
for year ended 31 January 2022

	<i>Note</i>	Year to 31 January 2022 £	Year to 31 January 2021 £
Gross result		-	-
Administrative expenses		(2,307)	-
Operating loss		(2,307)	-
Investment income	4	358,850	-
Profit before taxation		356,543	-
Tax on profit	6	438	-
Profit for the financial year		<u>356,981</u>	<u>-</u>

There was no other comprehensive income or expense during the current year and prior period other than the results shown above, and therefore no separate Statement of Comprehensive Income has been presented.

All the Company's activities are classified as continuing.

The notes on pages 6 to 11 form part of these financial statements.

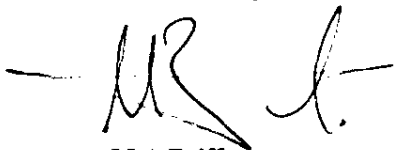
Statement of Financial Position
As at 31 January 2022

	<i>Note</i>	31 January 2022 £	31 January 2021 £
Fixed assets			
Investments	7	<u>3,148,316</u>	<u>3,148,316</u>
		3,148,316	3,148,316
Current assets			
Debtors	8	<u>1,399</u>	<u>500</u>
		1,399	500
Creditors: amounts falling due within one year	9	<u>(5,788)</u>	<u>(361,870)</u>
Net current liabilities		(5,788)	(361,870)
Total assets less current liabilities		(4,389)	(361,370)
Net assets		<u>3,143,927</u>	<u>2,786,946</u>
Capital and reserves			
Called up share capital	10	6,958	6,958
Share premium reserve		1,651,834	1,651,834
Capital contributions		3,525,000	3,525,000
Other reserves		62,000	62,000
Accumulated losses		(2,101,865)	(2,458,846)
Total shareholders' funds		<u>3,143,927</u>	<u>2,786,946</u>

The notes on pages 6 to 11 form part of these financial statements.

For the year ended 31 January 2022 the Company was entitled to exemption from audit under 479a of the Companies Act 2006 relating to subsidiary companies. The members have not required the Company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Companies Act 2006. The Directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

The financial statements on pages 3 to 11 were approved by the Board of Directors on 10 October 2022 and were signed on their behalf by:



M A Briffa
Director

Company registered number: 09510974

Statement of changes in equity
For the year ended 31 January 2022

	Called up share capital £	Share premium £	Capital contributions £	Other Reserves £	Accumulated losses £	Total equity £
Balance at 1 February 2020	6,958	1,651,834	3,525,000	62,000	(2,458,846)	2,786,946
Result for the year	-	-	-	-	-	-
Balance at 31 January 2021	<u>6,958</u>	<u>1,651,834</u>	<u>3,525,000</u>	<u>62,000</u>	<u>(2,458,846)</u>	<u>2,786,946</u>

	Called up share capital £	Share premium £	Capital contributions £	Other Reserves £	Accumulated losses £	Total equity £
Balance at 1 February 2021	6,958	1,651,834	3,525,000	62,000	(2,458,846)	2,786,946
Profit for the year	-	-	-	-	356,981	356,981
Balance at 31 January 2022	<u>6,958</u>	<u>1,651,834</u>	<u>3,525,000</u>	<u>62,000</u>	<u>(2,101,865)</u>	<u>3,143,927</u>

Notes to the financial statements

For the year ended 31 January 2022

1 Accounting policies

Redline Worldwide Limited (the “Company”) is incorporated and domiciled in United Kingdom. It is a private company, limited by shares. The Company is registered in England and Wales and its registered office address is 2 City Place, Beehive Ring Road, Gatwick, West Sussex, RH6 0PA.

The financial statements of the Company have been prepared in accordance with Financial Reporting Standard 101, ‘Reduced Disclosure Framework’ (FRS 101). The financial statements have been prepared under the historical cost convention and in accordance with the Companies Act 2006.

The Company’s ultimate parent undertaking at yearend, Air Partner Limited (formerly Air Partner plc) includes the Company in its consolidated financial statements. The consolidated financial statements of Air Partner Limited are prepared in accordance with UK-adopted international accounting standards and in conformity with the requirements of the Companies Act 2006 (International Financial Reporting Standards – ‘IFRS’) and the applicable legal requirements of the Companies Act 2006 for companies reporting under those standards, and are available to the public and may be obtained from 2 City Place, Beehive Ring Road, Gatwick, West Sussex, RH6 0PA. Therefore, the Company is exempt, by virtue of section 400 of the Companies Act 2006, from the requirement to prepare consolidated financial statements.

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to financial instruments, capital management, presentation of a cash flow statement, standards not yet effective, related party transactions.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements. No new standards or interpretations adopted in the current year or issued but not yet adopted will, in the opinion of the Directors, have a material effect on the reported profit or net assets of the Company.

1.1 Measurement convention

The financial statements are prepared on the historical cost basis.

1.2 Going concern

Whilst the Company has net current liabilities, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future.

The Company’s former ultimate parent company, Air Partner Limited, has agreed to support the Company to meet its working capital requirements and provide additional funds to meet liabilities as and when they fall due. Air Partner Limited is a connected party, as it is owned by the same ultimate parent company, Wheels Up Experience, Inc.. See note 11 - Post balance sheet events, for more information.

The Directors have a reasonable expectation that both Air Partner Limited and Wheels Up Experience, Inc. have adequate resources to continue in operational existence for the foreseeable future based on their own going concern assessment. Thus they continue to adopt the going concern basis in preparing the annual financial statements.

1.3 Foreign currency

The financial statements are presented in GB Pounds (£), which is the Company’s functional and presentation currency

Transactions in foreign currencies are translated to the Company’s functional currencies 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.

1.4 Non-derivative financial instruments

Non-derivative financial instruments comprise trade and other debtors, cash and cash equivalents and trade and other creditors.

Trade and other debtors

Trade and other debtors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses.

Notes to the financial statements (continued)

For the year ended 31 January 2022

1 Accounting policies (continued)

1.4 Non-derivative financial instruments (continued)

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits with an original maturity of three months or less. The carrying amount of these assets approximates their fair value.

Trade and other creditors

Trade and other creditors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

1.5 Investments

Investment in subsidiaries are stated at cost less, where appropriate, provisions for impairment.

1.6 Impairment

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. 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 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.

1.7 Dividend income

Dividend income is recognised when the right to receive payment is established.

1.8 Expenses

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. Other interest receivable and similar income include interest receivable on funds invested and net foreign exchange gains.

Interest income and interest payable is recognised in profit or loss as it accrues, using the effective interest method. Dividend income is recognised in the profit and loss account on the date the entity's right to receive payments is established. Foreign currency gains and losses are reported on a net basis.

1.8 Taxation

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

Current tax

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

Notes to the financial statements (continued)

For the year ended 31 January 2022

1 Accounting policies (continued)

1.9 Dividend distribution

Final dividends on ordinary shares are recognised as a liability in the period in which the dividends are approved by the Company's shareholders. Dividends are recognised as a liability in the period in which they are approved.

2 Critical accounting estimates and judgements

The preparation of financial statements requires management to make estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. These estimates and associated assumptions are based on historical experience and various other factors believed to be reasonable under the circumstances. Actual results could differ from these estimates. These underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if these are also affected. Management also needs to exercise judgement in applying the Company's accounting policies.

There are no critical accounting judgements or sources of estimation uncertainty that will have a material impact on the financial statements.

3 Staff numbers and costs

During the year ended 31 January 2022 no staff were employed by the Company (2021: nil).

4 Investment income

	Year ended 31 January 2022 £	Year ended 31 January 2021 £
Income from shares in subsidiaries ¹	<u>358,850</u>	<u>-</u>

¹ The Company received dividends of £358,850 from its subsidiaries during the year (2021: £nil).

5 Directors' remuneration

During the year ended 31 January 2022 the Directors received remuneration of £nil (2021: £nil) for their services to this company. No director received benefits under money purchase pension schemes (2021: nil).

The Directors are also directors of Air Partner Limited (formerly Air Partner plc) and / or other Redline Aviation Security Limited, related companies owned by the same ultimate parent, Wheels Up Experience Inc.. The remuneration paid to the Directors by these companies is shown in that company's financial statements. The services provided to the Company are not considered significant to determine the reallocation of their costs.

6 Tax on profit

Recognised in the profit and loss account

	Year ended 31 January 2022 £	Year ended 31 January 2021 £
Current tax		
UK corporation tax	(438)	-
Income tax credit	<u>(438)</u>	<u>-</u>

Notes to the financial statements (continued)
For the year ended 31 January 2022

6 Tax on profit (continued)

The tax credit for the year is the lower as (2021: lower than) the standard rate of corporation tax in the UK of 19.0% (2021: 19.0%). The differences are explained below:

Reconciliation of effective tax rate

	Year ended 31 January 2022	Year ended 31 January 2021
	£	£
Profit for the year	356,981	-
Total tax credit	(438)	-
Profit before taxation	356,543	-
Tax using the UK corporation tax rate of 19.0% (2020: 19.0%)	67,743	-
Tax effect of items that are not recognised in determining taxable profit	(68,181)	-
Total tax credit	(438)	-

In the Spring Budget 2021, the government announced that from 1 April 2023 the corporation tax rate will increase to 25.0%. The Company recognised a deferred tax charge of £nil due to the change in rates.

7 Investments

	£
Cost	
At 1 February 2020, 31 January 2021 and 31 January 2022	3,148,316
Provisions	
At 1 February 2020, 31 January 2021 and 31 January 2022	-
Net book value	
At 1 February 2020, 31 January 2021 and 31 January 2022	3,148,316

The Company's sole direct investment comprises a 100.0% holding in Redline Aviation Security Limited. This is a trading company registered in the UK with the principal activity provision of security training and solutions. The registered address is: 2 City Place, Beehive Ring Road, Gatwick, West Sussex, United Kingdom, RH6 0PA.

The Company has indirect investments in the following companies, all of the above are 100% owned by the Redline Aviation Security Limited:

Name	Principal activity	Country of incorporation	Company number
Redline Assured Security Limited	Dormant	England and Wales	09802270
Redline Assured Security SARL	Dormant	France	878435114

The registered address of Redlined Assured Security Limited is 2 City Place, Beehive Ring Road, Gatwick, West Sussex RH6 0PA, UK. The registered address of Redline Assured Security SARL is 27 Boulevard Saint-Martin, 75003 Paris, France.

All of the above are 100% owned by the Redline Aviation Security Limited.

Investments are accounted for at cost less any impairments.

8 Debtors

	31 January 2022	31 January 2021
	£	£
Debtors due within one year:		
Other taxation and social security	461	-
Current tax receivable	438	
Other debtors	500	500
	1,399	500

Notes to the financial statements (continued)

For the year ended 31 January 2022

9 Creditors

	31 January 2022 £	31 January 2021 £
Amounts falling due within one year		
Trade creditors	2,768	-
Amount owed to group undertakings ¹	-	358,850
Other payables	3,020	3,020
	5,788	361,870

¹ Amounts owed to group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

10 Called up share Capital

Share capital

	31 January 2021 Number	31 January 2021 £	31 January 2020 Number	31 January 2020 £
Allotted, called up and fully paid				
Ordinary shares of £0.01 each	695,792	6,958	-	-
Ordinary 'A' shares of £0.01 each	-	-	187,500	1,875
Ordinary 'B1' shares of £0.01 each	-	-	387,500	3,875
Ordinary 'B2' shares of £0.01 each	-	-	50,000	500
Ordinary 'C' shares of £0.01 each	-	-	70,792	708
	695,792	6,958	695,792	6,958

The holders of ordinary shares have full voting, dividend and distribution rights; they do not confer any right of redemption.

The holders of ordinary 'A' shares have full voting, dividend and distribution rights; they do not confer any right of redemption.

The holders of ordinary 'B1' shares have full voting, dividend and distribution rights; they do not confer any right of redemption.

The holders of ordinary 'B2' shares have limited voting rights; they carry a right to participate in dividends and distributions; they do not confer any right of redemption.

The holders of ordinary 'C' shares have no voting, dividend and distribution rights; they confer a right of redemption of £0.01.

Capital contribution

Air Partner plc, the Company's parent undertaking, made a capital contribution of £3,525,000 as part of the acquisition of the Company on 12 December 2019 to repay balances due to the previous owners.

11 Related parties

The Company is wholly owned by Air Partner plc whose financial statements are publicly available. The Company has therefore taken advantage of the exemptions provided by FRS101 and has not disclosed transactions with other group entities.

The Directors are the only key management personnel for the Company. Their remuneration is disclosed in note 4 – Directors' remuneration.

There are no other related party transactions during the year to report.

Notes to the financial statements (continued)

For the year ended 31 January 2022

12 Ultimate parent company and parent company of larger group

At the yearend, the Directors regarded Air Partner Limited (formerly Air Partner plc) as the immediate and ultimate parent undertaking and controlling party, incorporated in England and Wales. This was the only group which consolidated the results of this company. Air Partner Limited was a publicly listed company limited by shares. Copies of the consolidated financial statements of Air Partner Limited which incorporate the results of the Company may be obtained from the company's registered office (2 City Place, Beehive Ring Road, Gatwick, RH6 0PA, United Kingdom) and from Companies House.

On 1 April 2022, Wheels Up UK Limited acquired 100.0% of the share capital in the Air Partner Limited (see note 13). Wheels Up UK Limited is incorporated in the United Kingdom and registered in England and Wales. Air Partner Limited remains the Company's immediate parent company.

The Directors view Wheels Up Experience Inc. as the ultimate parent company, incorporated in the United States. This is the largest Group which consolidates the results of this company. Wheels Up Experience Inc. is a publicly listed company limited by shares. Copies of the consolidated financial statements of Wheels Up Experience Inc., which incorporate the results of the Company, may be obtained from the parent company's registered office (220 West 42nd Street New York, NY 10036 United States) and on its website (<https://investors.wheelsup.com/financials/quarterly-results/default.aspx>).

13 Post balance sheet events

On 1 April 2022, Wheels Up Experience Inc. ('Wheels Up') became the ultimate parent company of the Company following purchase of 100.0% of the share capital in the Air Partner plc and its subsidiaries (the "Group") through its subsidiary, Wheels Up UK Limited, for £1.25 a share.

Following the acquisition:

- Air Partner plc was de-listed from the London stock exchange and will now operate as a limited company (Air Partner Limited);
- Kenneth Dichter, CEO of Wheels Up, was appointed as a director of Air Partner Limited;
- All of the Group's Non-executive Directors resigned;
- the Group's revolving credit facility was cancelled; and
- the Group's US subsidiaries, Air Partner Inc. and Kenyon International Emergency Services Inc., (including its subsidiary, Kenyon International Emergency Services Limited), were transferred to Wheels Up UK Limited and ultimately transferred to Wheels Up Partners Holdings LLC (a subsidiary of Wheels Up).

The Group will continue to trade as normal under the Air Partner brand for the immediate future. For more information, refer to the Air Partner Limited consolidated financial statements which may be obtained from its registered office (2 City Place, Beehive Ring Road, Gatwick, RH6 0PA, United Kingdom) and from Companies House.