

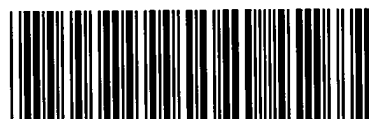
Registered No : 00492855

Seddon Atkinson Vehicles Limited

Report and Financial Statements

31 December 2017

FRIDAY



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03/08/2018
COMPANIES HOUSE

Directors

S McCarthy
P Hunter

Secretary

S McCarthy

Auditors

Ernst & Young LLP,
400 Capability Green,
Luton LU1 3LU

Bankers

Barclays Bank PLC
1 Churchill Place
London E14 5HP

Registered Office

Cranes Farm Road
Basildon
Essex
SS14 3AD

Registered No. 00492855

Strategic Report

The Company ceased trading in October 2006. The Company's principal activity had been the sale of new and used commercial vehicles, together with spare parts.

The Directors are in receipt of a letter of support from the ultimate parent company whereby the ultimate parent agrees to guarantee all financial commitments of the company.

On behalf of the Board



P Hunter

Director

18th June 2018

Registered No. 00492855

Directors' Report

The directors present their report and financial statements for the year ended 31 December 2017.

Results and dividends

The loss for the year, after taxation, amounted to £1,567,000 (2016 – loss of £1,267,000). The directors do not recommend a final dividend (2016 – £nil).

Going concern

The Company is in a net liabilities position at year-end, however it has obtained in writing the guaranteed financial support from its parent company confirming that they will support the operational needs of Seddon Atkinson Vehicles Limited for twelve months following the date of signing these financial statements in order to allow it to meet its liabilities as and when they fall due unless circumstances change in a manner such as it would or might no longer be open for them to provide such financial support. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

Directors

The directors who served the company during the year were as follows:

S McCarthy
P Hunter

Disclosure of information to the auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the company's auditor, each director has taken all the steps that he is obliged to take as a director in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information.

Auditors

In accordance with s485 of the Companies Act 2006 a resolution to reappoint Ernst & Young LLP as auditors will be put to the members at the Annual General Meeting.

On behalf of the Board



P Hunter
Director

18th June 2018

Statement of directors' responsibilities

The directors are responsible for preparing the Strategic report, 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 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 judgments and 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; 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 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.

Independent auditors' report

to the members of Seddon Atkinson Vehicles Limited

Opinion

We have audited the financial statements of Seddon Atkinson Vehicles Limited for the year ended 31 December 2017 which comprise the profit and loss account or other comprehensive income, the statement of financial position, the statement of changes in equity, the statement of changes in equity and the related notes 1 to 19, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 101 "The Financial Reporting Standard applicable in the UK (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 31 December 2017 and of its loss 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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report below. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial

Independent auditors' report

to the members of Seddon Atkinson Vehicles Limited

statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or directors' report.

We have nothing to report in respect of the following matters in relation to which 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.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 6, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the

Independent auditors' report

to the members of Seddon Atkinson Vehicles Limited

Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed

ERNST & YOUNG LLP

Chris Nobbs

(Senior statutory auditor)

for and on behalf of Ernst & Young LLP, Statutory Auditor

Luton

22 June 2018

For the year ended 31 December 2017

Profit and loss account and Other Comprehensive Income

For the year ended 31 December 2017

		2017 £000	2016 £000
	Notes		
Turnover	3	–	–
Cost of sales		–	–
Gross profit		–	–
Operating expenses	4	(221)	(92)
Operating Loss		(221)	(92)
Interest payable and similar charges	8	(1,459)	(1,448)
Loss on ordinary activities before taxation	5	(1,680)	(1,540)
Tax	9	113	273
Loss for the financial year	15, 16	(1,567)	(1,267)

All amounts relate to discontinued activities.

Other Comprehensive Income

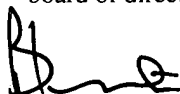
Loss on ordinary activities after taxation		(1,567)	(1,267)
Other gains or losses		–	–
Total Comprehensive Income	16	(1,567)	(1,267)

Balance sheet

at 31 December 2017

	Notes	2017 £000	2016 £000
Current assets			
Debtors	10	113	544
Current liabilities			
Creditors: amounts falling due within one year	11	(48,506)	(47,370)
Net current liabilities		(48,393)	(46,826)
Total assets less current liabilities		(48,393)	(46,826)
Creditors: amounts falling due after more than one year	12	(100)	(100)
Net liabilities		(48,493)	(46,926)
Capital and reserves			
Called up share capital	13	41,600	41,600
Share premium account	14	1,999	1,999
Profit and loss account	15	(92,092)	(90,525)
Shareholders' Deficit	16	(48,493)	(46,926)

The accounts of Seddon Atkinson Vehicles Limited, registration number 00492855 were approved by the board of directors on 18th June 2018 and signed its behalf by:



P Hunter

Director

Statement of changes in equity

For the year ended 31 December 2017

	Share capital £000	Share premium £000	Profit And loss account £000	Total Equity £000
At 1 January 2016	41,600	1,999	(89,258)	(45,659)
Loss for the financial year	-	-	(1,267)	(1,267)
Other comprehensive income	-	-	-	-
Total comprehensive income for the year	-	-	(1,267)	(1,267)
At 31 December 2016	41,600	1,999	(90,525)	(46,926)
Loss for the financial year	-	-	(1,567)	(1,567)
Other comprehensive income	-	-	-	-
Total comprehensive income for the year	-	-	(1,567)	(1,567)
At 31 December 2017	41,600	1,999	(92,092)	(48,493)

Notes to the financial statements

at 31 December 2017

1. Authorisation of financial statements and statement of compliance with FRS 101

The financial statements of Seddon Atkinson Vehicles Limited for the year ended 31 December 2017 were authorised for issue by the board of directors on the 18th June 2018 and the Statement of Financial position was signed on the board's behalf by Paul Hunter on the 18th June 2018. Seddon Atkinson Vehicles Limited is incorporated and domiciled in England and Wales. These financial statements were prepared in accordance with Financial Reporting Standards 101 Reduced Disclosures Framework (FRS 101) under the historical cost convention and in accordance with applicable accounting standards.

The company's financial statements are prepared in pounds sterling and all values are rounded to the nearest thousand pounds (£'000) except otherwise indicated.

2. Accounting policies

The principal accounting policies applied in preparation of these financial statements are set out below. These policies have been consistently applied to all years presented, unless otherwise stated.

Basis of preparation

The financial statements were prepared in accordance with Financial Reporting Standards 101 Reduced Disclosures Framework (FRS 101) and the companies Act 2006 (The Act) FRS 101 sets out a reduced disclosure framework for a "qualifying entity" as defined in the standard which addresses the financial reporting requirements and disclosure exemptions in the individual financial statements of the qualifying entities that otherwise apply the recognition, measurement and disclosure requirements of EU-adopted IFRS.

The company is a qualifying entity for the purposes of FRS 101. Note 19 gives details of the Companies ultimate parent and from where it's consolidated financial statements prepared in accordance with IFRS may be obtained. The disclosure exemptions adopted by the Company in accordance with FRS 101 are:

- the requirements of IFRS 7 Financial Instruments disclosures;
- the requirements of paragraphs 10(d), 10(f), 111, 38(a), 38(b), 38(c), 38(d), 40(a), 40(b), 40(c) 40(d), 134 of IAS 1 presentation of Financial Statements;
- the requirements of paragraphs 7, 17-27 of IAS 24 Related Party disclosures;
- the requirements of paragraphs 30 and 31 of IAS 8;
- the requirements of paragraphs 91 to 99 of IFRS 13; and
- the requirements of IAS 7 Statement of Cash Flows.

Going concern

The company ceased trading in October 2006. The Company is in a net liabilities position at year-end, however it has obtained in writing the guaranteed financial support from its parent company confirming that they will support the operational needs of Seddon Atkinson Vehicles Limited for twelve months following the date of signing these financial statements in order to allow it to meet its liabilities as and when they fall due unless circumstances change in a manner such as it would or might no longer be open for them to provide such financial support. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

Statement of cash flows

Under the provisions and exemptions of FRS 101 Reduced Disclosures Framework the Company has not produced a statement of cash flows on the grounds that its ultimate parent undertaking, of CNH Industrial N.V., has produced group financial statements including a group statement of cash flows. Group financial statements of CNH Industrial N.V., may be obtained from CNH Industrial N.V., 25 St James's Street London SW1A 1HA.

Notes to the financial statements

at 31 December 2017

2. Accounting policies (Continued)

Taxation

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted by the balance sheet date.

Deferred income tax is recognised on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred income tax assets are recognised only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carried forward tax credits or tax losses can be utilised.

Deferred income tax assets and liabilities are measured on an undiscounted basis at the tax rates that are expected to apply when the related asset is realised or liability is settled, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date. Deferred income tax assets and liabilities are offset, only if a legally enforcement right exists to set off current tax assets against current tax liabilities, the deferred income taxes relate to the same taxation authority and that authority permits the company to make a single net payment.

Income tax is charged or credited to other comprehensive income if it relates to items that are charged or credited to other comprehensive income. Similarly, income tax is charged or credited directly to equity if it relates to items that are credited or charged directly to equity. Otherwise income tax is recognised in the profit or loss account.

Foreign currencies

Monetary assets and liabilities in foreign currencies are translated into sterling at rates of exchange ruling at the end of the financial period. Transactions in foreign currencies have been converted to sterling using the rates of exchange ruling at the dates of the transactions. All foreign exchange differences are taken to the profit and loss account in the period in which they arise. The company's functional currency is British pounds.

Operating leases

The determination of whether an arrangement is, or contains a lease is based on the substance of the arrangement inception date whether fulfilment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset. Leases where the lessor retains substantially all the risks and benefits of ownership of the asset are classified as operating leases and rentals payable, net of incentives, are charged in the income statement on a straight line basis over the lease term. The company stipulated a number of sublease for commercial premises and these are accounted as an operating lease.

Notes to the financial statements

at 31 December 2017

3. Turnover

The company ceased trading in October 2006 and thus has no turnover in the current or preceding year.

4. Other operating expenses

	2017 £000	2016 £000
Administrative expenses	(221)	(92)
	<u>(221)</u>	<u>(92)</u>

5. Operating loss

This is stated after charging:

	2017 £000	2016 £000
Auditors' remuneration – Audit services	<u>6</u>	<u>5</u>

6. Directors' remuneration

The directors did not receive remuneration for their services to the company. The remuneration paid by other group companies for their services as directors of this company has been apportioned as £nil (2016 – £nil) as the services of these directors in their capacity as directors did not occupy a significant amount of their time.

7. Staff costs

The company had no employees in the year (2016 – nil).

8. Interest payable and similar charges

	2017 £000	2016 £000
Group interest payable	<u>(1,459)</u>	<u>(1,448)</u>

Interest payable is derived from financial payables due to CNH Industrial Finance Europe S.A., another group company, and is accrued at a variable rate of LIBOR +2.75 % and EURIBOR +2.75 % on Euro balances.

Notes to the financial statements

at 31 December 2017

9. Tax

Tax on loss on ordinary activities

The tax credit is made up as follows:

	2017 £000	2016 £000
Current tax:		
Current year 19.25% (2016 – 20%)	(113)	(308)
In respect of prior years	-	35
Total current tax	(113)	(273)

Factors affecting the current tax credit for the year

The tax assessed for the year differs from the standard rate of corporation tax in the UK of 19.25% (2016 – 20%). The differences are explained below:

	2017 £000	2016 £000
Loss on ordinary activities before tax	(1,680)	(1,540)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19.25% (2016 – 20%)	(323)	(308)
<i>Effects of:</i>		
Valuation allowance temporary timing difference	210	-
Adjustment to tax charge in respect of previous periods	-	35
Current tax for the year (note 8(a))	(113)	(273)

Deferred tax

There is no deferred tax liability arising at 31 December 2017 or 31 December 2016.

10. Debtors

	2017 £000	2016 £000
Amounts falling due within one year:		
Amounts owed by group companies	113	544

Amounts owed by group companies are interest free, unsecured and repayable on demand.

Notes to the financial statements

at 31 December 2017

11. Creditors: amounts falling due within one year

	2017	2016
	£000	£000
Trade creditors	38	26
Amounts owed to group companies	48,468	47,344
	<u>48,506</u>	<u>47,370</u>

Amounts owed to group companies relate to financial payables due to CNH Industrial Finance Europe S.A., another group company, and carried interest at a variable rate of LIBOR +2.75 % and EURIBOR +2.75 % on Euro balances.

12. Creditors: amounts falling after more than one year

	2017	2016
	£000	£000
100,000 Preference shares of £ 1 each	<u>100</u>	<u>100</u>

Cumulative irredeemable preference shares carry an entitlement to dividend at the rate of 6% per annum payable annually. Holders of the preference shares have the right on a winding-up to receive the capital paid up on the preference shares, together with a sum equal to any arrears of the fixed dividend thereon.

Iveco Limited have waived their rights to the cumulative dividend.

13. Issued share capital

		2017		2016
	No.	£000	No.	£000
<i>Allotted, called up and fully paid</i>				
Ordinary shares of £1 each	41,600,000	<u>41,600</u>	41,600,000	<u>41,600</u>

14. Share premium account

	£000
At 1 January 2017 and 31 December 2017	<u>1,999</u>

15. Movements on reserves

	£000
At 1 January 2017	(90,525)
Loss for the year	<u>(1,567)</u>
At 31 December 2017	<u>(92,092)</u>

Notes to the financial statements

at 31 December 2017

16. Reconciliation of shareholders' deficit

	2017	2016
	£000	£000
At 1 January	(46,926)	(45,659)
Loss for the year	(1,567)	(1,267)
At 31 December	<u>(48,493)</u>	<u>(46,926)</u>

17. Guarantees

The Company has entered into a cross guarantee arrangement with other United Kingdom CNH Industrial Group companies within the CNH Industrial central cash management system whereby each Company guarantees all financial obligations of the participating companies to their bankers and vice versa.

18. Related party transactions

During the year the Company entered into transactions, in the ordinary course of business, with other related parties. Those transactions with directors are disclosed in note 5. The Company has taken advantage of the exemption under paragraph 8(k) of FRS101 not to disclose transactions with fellow wholly owned subsidiaries.

19. Ultimate parent undertaking and controlling party

For the year ended 31 December 2017, the directors regard CNH Industrial N.V., a company incorporated in the Netherlands, as the ultimate parent undertaking and controlling party.

CNH Industrial N.V. is the parent undertaking of the largest and smallest group of which the company is a member and for which group accounts are drawn up.

Once signed and approved, copies of the 2017 financial statements of CNH Industrial Group will be available at the Corporate Offices of CNH Industrial N.V., 25 St James Street, London SW1A 1HA and also on the CNH Industrial Company website cnhindustrial.com.