Annual Report and Financial Statements for the Year Ended 31 December 2016

Registration number: 497098

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# **Company Information**

**Directors** 

E McCrorie

M Seabrook S Stratton

Company secretary

M Seabrook

Registered office

350 Longwater Avenue

Green Park Reading RG2 6GF

Company Registration

No

497098

**Auditors** 

Ernst & Young LLP

1 More London Place,

London SEI 2AF

# **Directors' Report**

The directors present their annual report and the financial statements, together with the auditor's report, for Thales Electronics Limited for the year ended 31 December 2016.

#### Dividends

The directors do not recommend the payment of a dividend (2015 - £nil).

#### Going concern

After making enquiries, the Directors have a reasonable expectation that the Company has sufficient resources to continue in operational existence for the foreseeable future and therefore they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

#### **Environmental information**

The Thales Group in the UK has implemented an Environmental Policy to conduct our current and future business in a way that protects the environment. This is achieved through development and implementation of Environmental Management Systems against which we report environmental performance regularly to the Thales Holding UK plc board. It is a Thales requirement that operating companies are certified to the International Standard for Environmental Management Systems ISO 14001 to which we have been certified. Current Environmental Programmes include reducing our carbon footprint and implementing a Green Purchasing programme.

#### Directors of the company

The directors who served during the year were as follows:

E McCrorie

M Seabrook

Company secretary and director

S Stratton

#### **Directors' liabilities**

The Company has not granted any indemnity against liability to its Directors during the year or at the date of approving the Directors' Report.

#### **Donations**

During the period to 31 December 2016 no political donations were made (2015-£nil)

## Disclosure of information to the auditor

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 the auditor, the Directors have taken all the steps they are obliged to take as Directors in order to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

# **Directors' Report**

# Auditors

Ernst & Young LLP have indicated their willingness to continue in office and a resolution proposing their reappointment will be submitted at the Annual General Meeting.

Approved by the Board on 1.9.1.6/1.7... and signed on its behalf by:

M Sealmook

Compan) secretary and director

350 Longwater Avenue

Green Park

Reading

RG2 6GF

# Strategic Report for the Year Ended 31 December 2016

#### Principal activity

The principal activity of the Company is a holding company which acts as a non-trading, intermediate, parent company within the Thales group of companies.

#### **Business review**

The Company acts as a non-trading, intermediate holding company within the Thales group of companies based in the UK.

The subsidiary undertakings held by the Company are listed in note 8 to the financial statements.

The audited financial statements for the year ended 31 December 2016 are set out on pages 9 to 21. The Company made a profit after taxation for the year of £731,000 (2015 - £21,078,000).

During the year, the Company has reviewed its investment values and concluded that there is no impairment to its investments.

#### Financial risk management objectives and policies

The Company has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

It is, and has been throughout the year under review, the Company's policy that no trading in financial instruments shall be undertaken.

The main risks arising from the Company's financial instruments are credit risk and liquidity risk. The board reviews and agrees policies for managing each of these risks and they are summarised below.

#### Credit risk

The Company's principal financial assets are trade and other receivables. The Company trades exclusively with fellow subsidiaries and associates.

With respect to credit risk arising from the other financial assets of the Company, which comprise cash and cash equivalents, the Company's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments.

The Company has no significant concentration of credit risk due to the financial status of its counterparties.

# Strategic Report for the Year Ended 31 December 2016

## Liquidity risk

The Company does not operate a bank account and any cash transactions are now transacted by a fellow subsidiary via a single UK bank account with the transactions treated as inter-company balances. Because of the nature of the Company's business its exposure to liquidity risk is minimal.

M Seabrook

Company secretary and director

350 Longwater Avenue

Green Park Reading

RG2 6GF

# Statement of Directors' Responsibilities

The directors are responsible for preparing the Annual 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 International Financial Reporting Standards (IFRSs) as adopted by the European Union. 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 apply them consistently;
- · make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- provide additional disclosures when compliance with specific requirements in IFRS is insufficient to enable
  users to understand the impact of particular transactions, other events and conditions on the Company's
  financial position and financial performance;
- 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 Auditor's Report to the shareholders of Thales Electronics Limited

We have audited the financial statements of Thales Electronics Limited for the year ended 31 December 2016 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity, the Statement of Cash Flow, and the related notes 1 to 14. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

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.

#### Respective responsibilities of directors and auditor

As explained more fully in the Statement of Directors' Responsibilities (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.

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 (APB's) Ethical Standards for Auditors.

#### 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 and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

## Opinion on the 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 2016 and of its profit for the year then ended;
- · have been properly prepared in accordance with IFRSs as adopted by the European Union; 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, based on the work undertaken in the course of the audit:

- The information given in the Strategic Report and Directors' Report for the principal year for which the financial statements are prepared in consistent with the financial statements
- The Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

# Independent Auditor's Report to the shareholders of Thales Electronics Limited

## Matters on which we are required to report by exception

In light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have identified no material misstatements in the strategic report or Directors' Report.

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

Lind & Young LLP
J I Gordon (Senior Statutory Auditor)

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

London

19 June 2017

(Registration number: 497098)

# Statement of Comprehensive Income for the Year Ended 31 December 2016

Continuing operations	Note	2016 £ 000	2015 £ 000
Finance income	4	731	717
Other operating income		-	861
Reversal of impairment		<u> </u>	19,500
Profit before tax from continuing operations	•	731	21,078
Income tax charge	7	<u> </u>	
Total comprehensive income for the year net of tax		731	21,078

The accompanying notes are an integral part of this statement of comprehensive income.

(Registration number: 497098)

Statement of Financial Position as at 31 December 2016

	Note	2016 £ 000	2015 £ 000
Assets			
Non-current assets			
Investment in subsidiaries	8	573,517	573,517
Current assets			
Trade and other receivables	9	258,449	257,732
		258,449	257,732
Total assets	_	831,966	831,249
LIABILITIES			
Current liabilities			
Trade and other payables	10 _	147,623	147,637
Net current assets	<del>-</del>	110,826	110,095
Total Liabilities	_	147,623	147,637
Net assets	_	684,343	683,612
Equity			
Share capital	13	74,613	74,613
Share premium		212,215	212,215
Capital redemption reserve		279,325	279,325
Retained earnings		118,190	117,459
Total equity	=	684,343	683,612

The accompanying notes are an integral part of this statement of financial position.

The financial statements on pages 9 to 21 were approved by the board of directors and authorised for issue on  $\frac{19}{6}$ 

They were signed on its behalf by:

M Seabrook

Company secretary and director

(Registration number: 497098) Statement of Changes in Equity for the Year Ended 31 December 2016

	Share Capital £ 000 ( Note 13)	Share premium account £000	Capital redemption reserve £000	Retained Earnings £000	Total Equity £000
At 31 December 2014	74,613	212,215	279,325	96,381	662,534
Profit for the year	<u> </u>		<u> </u>	21,078	21,078
At 31 December 2015	74,613	212,215	279,325	117,459	683,612
Profit for the year			<u> </u>	731	731
At 31 December 2016	74,613	212,215	279,325	118,190	684,343

# (Registration number: 497098) Statement of Cash Flows for the Year Ended 31 December 2016

·	Note	2016 £ 000	2015 £ 000
OPERATING ACTIVITIES			
Profit from continuing operations		731	21,078
Non operating items:			
Finance Income		(731)	(717)
Less impairment reversal		-	(19,500)
Reduction in provisions		· -	(861)
Net cash flow from operating activities			
FINANCING ACTIVITIES			
Finance income			<u> </u>
Net cash flows from financing activities			<u> </u>
Net increase/(decrease) in cash and cash equivalents			

# Notes to the Financial Statements for the Year Ended 31 December 2016

## 1 Corporate information

The financial statements for the year ended 31 December 2016 were authorised for issue in accordance with a resolution of the Directors on the 19th June 2017.

The Company is a limited Company incorporated and domiciled in England & Wales. The address of the registered office is given on page 1. The nature of the Company's operations and principal activities are set out in the Strategic Report. Information on its ultimate parent is presented in note 14.

# 2 Accounting policies

#### **Basis of preparation**

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS's) adopted for use in the European Union. The financial statements are presented in pounds sterling, the currency in which the Company's transactions are denominated, and all values are rounded to the nearest thousand, (£000), except when otherwise indicated.

The principal accounting policies adopted are set out below:

These financial statements contain information about Thales Electronics Limited as an individual Company and do not contain consolidated financial information as the parent of a group. The Company has taken advantage of the exemption from preparing consolidated accounts afforded by Section 400 of the Companies Act 2006 because it is a wholly owned subsidiary of Thales SA, which prepares consolidated accounts which are publicly available.

## **Financial Instruments**

Financial assets and liabilities are recognised on the Company's statement of financial position when the Company becomes a party to the contractual provisions of the instrument.

#### Trade receivables

Trade receivables are carried at fair value (in the majority of cases this will equate to original invoice amount less an estimate made for doubtful receivables based on a review of all outstanding amounts at the year-end). Bad debts are written off when identified.

## Notes to the Financial Statements for the Year Ended 31 December 2016

#### 2. Accounting policies (continued)

#### Investments

At each reporting date the Company reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a post-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

#### Financial liabilities and equity

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

# Trade payables

Trade payables are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method.

#### **Taxation**

The tax credit comprises current tax. Income tax credit is recognised in the income statement except to the extent that it relates to items recognised directly in equity in which case it is recognised in equity. Current tax is the expected tax receivable on the loss for the year and any adjustments in respect of previous years using tax rates enacted or substantively enacted at the reporting date.

#### Revenue recognition

Interest income is recognised as interest accrues, by reference to the principal outstanding and at the interest rate applicable.

Dividend income from investments is recognised when the shareholders' rights to receive payments have been established.

#### **Provisions**

Provisions are recognised when the Company has a present obligation as a result of a past event, and it is probable that the Company will be required to settle that obligation. Provisions are measured at the Directors' best estimate of the expenditure required to settle the obligation at the reporting date, and are discounted to present value where the effect is material.

# Notes to the Financial Statements for the Year Ended 31 December 2016

#### 2. Accounting policies (continued)

#### Significant accounting judgements, estimates and assumptions

The preparation of financial statements requires the Company to make estimates and assumptions that affect the application of policies and reported amounts. Estimates and judgements are continually evaluated and are based on historical experience and other factors including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. The estimates and judgements which have a significant risk of causing a material adjustment to the carrying amount of assets recognised in the financial statements are listed below:

#### Impairment of investments

The impairment review of certain investments are based on future cash flows at a pre-tax discount rate.

# 3 Application of new and revised International Financial Reporting Standards (IFRS's)

#### New and amended standards and interpretations

The accounting policies adopted are consistent with those of the previous financial year except for the following new and amended International Financial Reporting Standards (IFRS's) and International Financial Reporting Interpretations Committee (IFRIC) interpretations effective as of 1 January 2016.

#### New standards issued but not yet effective

The Company has not applied the following IFRS and IFRIC that are applicable to the Company and that have been issued but are not yet effective.

# New/revised international financial reporting standards

#### Effective date

IFRS 9 Financial Instruments

Annual Periods beginning on or after 1 January 2018

The Directors do not expect that the adoption of the above pronouncements will have a material impact to the financial statements in the period of initial application other than disclosure.

### 4 Revenue

An analysis of the company's revenue is as follows:

	2016	2015
	£ 000	£ 000
Finance income	<u>731</u>	717

#### 5 Auditors' remuneration

For the year ended 31 December 2016 and the preceding year, the auditor's remuneration of £9,000 (2015 - £9,000) non audit services has been borne by a fellow subsidiary.

## 6 Director's remuneration

The Directors received no remuneration for their services in respect of the Company in the current and preceding year.

# Notes to the Financial Statements for the Year Ended 31 December 2016

# 7 Income tax charge

5	2016 £ 000	2015 £ 000
The tax charge for the year can be reconciled to the Statement of Comprehensive Income as follows:		
Current tax		
Current income tax charge	<u>-</u>	<u>-</u>
Total current tax	<u> </u>	
Total Tax charge	<u> </u>	
The tax credit for the year can be reconciled to the statement of comprehe	ensive income as follows:	
	2016 £ 000	2015 £ 000
Profit before tax	731	717
Profit multiplied by standard rate of corporation tax in the UK of 20% (2015: 20.25%)	146	145
Tax effect of:		
Imputed interest under UK to UK transfer pricing legislation	(412)	(447)
Goup relief surrendered for nil payment	266	302
Total tax charge	•	_

The rate of corporation tax remained unchanged at 20% on 1 April 2016. Reductions to 19% and 18%, effective from 1 April 2017 and 1 April 2020 respectively, were included in the Finance Act (No.2) 2015 which was enacted on 18 November 2015, and a further reduction to 17% effective 1 April 2020 was included in the Finance Act 2016 which was substantively enacted on 6 September 2016.

# Notes to the Financial Statements for the Year Ended 31 December 2016

## 8 Investments in subsidiaries

The Company has investments in the following subsidiary undertakings all of which are wholly owned and incorporated in England & Wales except where stated.

	Holding	Principal Activity	
Decca Limited	Ordinary shares	Holding company	
Controls and Communications Limited	Ordinary shares	Holding company	
Racal Radio Limited	Ordinary shares	Non-trading company	•
Thales IT&S Holdings Limited	Ordinary shares	Holding company	
Sterling Flying Training Services Limited	Ordinary shares	Non-trading company	
Thales Overseas Holdings Limited	Ordinary shares	Holding company	
Thales (Wigmore Street) Limited	Ordinary shares	Holding company	
Racal Executive Trustees Limited	Ordinary shares	Non-trading company	
Racal SMD Electronics (Pty) Limited	Ordinary shares	Non-trading company	
Subsidiaries		2016 £000	2015 £ 000
Cost or valuation			
At 1 January		921,367	921,367
Additions during the year		<u> </u>	
At 31 December		921,367	921,367
Amounts written off			
At 1 January		(347,850)	(367,350)
Written-off during the year		-	-
Reversal of impairment			19,500
At 31 December		(347,850)	(347,850)
Net book value			
At 1 January		573,517	573,517
At 31 December		573,517	573,517

# Notes to the Financial Statements for the Year Ended 31 December 2016

## 9 Trade and other receivables

	2016	2015
	£ 000	£ 000
Amounts owed by group undertakings	258,449	257,732

The Directors consider that an allowance for estimated irrecoverable amounts, determined by reference to past default experience, is not necessary.

The carrying amount above represents the Company's maximum exposure to credit risk. The Directors consider that the carrying amount of trade and other receivables approximates their fair value.

# At 31 December the aged trade receivables analysis is as follows:

	Total £ 000	Neither past due or impaired £ 000	Overdue less than 3 months £ 000	Overdue 3 to 6 months £ 000	Overdue more than 6 months £ 000
2016	258,449	258,449		<u> </u>	
2015	257,732	257,732		<u>-</u>	
10 Trade and other payables					
				2016 £ 000	2015 £ 000
Trade and other payables				147,266	147,280
Other creditors				178	178
Accruals and deferred income				179	179
				147,623	147,637

The Directors consider that the carrying amount of trade payables approximates their fair value.

#### 11 Provisions

	2016 £ 000	2015 £ 000
At 1 January	-	861
Reversal of provision in year	<u> </u>	(861)
At 31 December		

# Notes to the Financial Statements for the Year Ended 31 December 2016

#### 12 Financial instruments

#### Categories of financial instruments

	Loans and receivables £000	Amortised cost £000	Total £ 000
31 December 2016 Assets Trade and other receivables	258,449		258,449
Liabilities Trade and other payables		147,623	147,623
31 December 2015 Assets Trade and other receivables	257,732		257,732
<b>Liabilities</b> Trade and other payables		147,637	147,637

Information concerning the risks arising from financial instruments that the Company is exposed to can be located in the Strategic Report, along with the Company's policies for managing those risks.

Set out below is a comparison of the carrying amounts and fair value of all of the Company's financial instruments, that are carried in the financial statements.

As at 31 December 2016 the Company held the following financial instruments measured at fair value:

	2016 Carrying amount £000	2016 Fair value £ 000	2015 Carrying amount £ 000	2015 Fair value £000
Financial assets: Trade and other receivables	258,449	258,449	257,732	257,732
Financial liabilities: Trade and other payables	147,623	147,623	147,637	147,637

The carrying amount of the assets above represents the Company's maximum exposure to credit risk.

## Maturity of financial assets

The contractual maturity of the Company's non-derivative financial assets is as follows:

# Notes to the Financial Statements for the Year Ended 31 December 2016

	Between one Between two					
	Within one year £000	and two years £000	and five years £000	More than five years £000	Total £000	
At 31 December 2016 Trade and other receivables	258,449		<u> </u>	<u> </u>	258,449	
At 31 December 2015 Trade and other receivables	257,732	<u>-</u>	<u>-</u>		257,732	

The Company's funding strategy is to ensure a mix of funding sources offering flexibility and cost effectiveness to match its requirements.

## Maturity of financial liabilities

The contractual maturity of the Company's non-derivative financial assets is as follows:

	Between Between two				
	Within one year £000	one and two years £000	and five years £000	More than five years £000	Total £000
At 31 December 2016 Trade and other payables	147,623	<u>.</u>	<u>-</u>	<u>-</u> .	147,623
At 31 December 2015 Trade and other payables	147,637	<u> </u>	<u>-</u>		147,637

The Company's funding strategy is to ensure a mix of funding sources offering flexibility and cost effectiveness to match its requirements.

# Sensitivity analysis - Interest Rates

As a result of the historically very low interest rates that have prevailed in the UK over the last three years, any movement in interest rate will have minimal impact on the statement of comprehensive income and equity.

# Notes to the Financial Statements for the Year Ended 31 December 2016

#### 13 Share capital

Authorised	No. 000	2016 £ 000	No. 000	2015 £ 000
1,600,000,000 ordinary shares of £0.25 each	1,600,000	400,000	1,600,000	400,000
Allotted, called up and fully paid shares				
	No. 000	2016 £ 000	No. 000	2015 £ 000
298,452,708 ordinary shares of 0.25				
each	298,453	74,613	298,453	74,613

#### Capital management

The primary objective of the Company's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder value. The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the years end 31 December 2016 and 31 December 2015.

#### 14 Related party transactions

The immediate parent company is Thales Holdings UK Plc, a company incorporated in the United Kingdom. The ultimate parent company is Thales SA, a company incorporated in France. This is also both the largest and smallest group which includes the company and for which consolidated accounts are prepared. Copies of the group accounts of Thales SA are available from Tour Carpe Diem, 31 place des Corolles, 92098 Paris La Défense, France.

# **Trading transactions**

During the year, the Company entered into the following transactions with related parties:

		Amounts owed by related parties		
	2016 £ 000			
Parent company	143,329	143,329	-	-
Fellow subsidiaries	115,120	114,403	-	-
Fellow subsidiaries	-	-	147,266	147,280

The amounts outstanding are unsecured. No guarantees have been given or received. No expense has been recognised in the year for bad or doubtful debts in respect of the amounts owed by related parties.