Lennox Industries

Directors' report and financial statements Registered number 671868 31 December 2011

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Lennox Industries
Directors' report and financial statements
31 December 2011

Contents

Directors' report	1
Statement of directors' responsibilities in respect of the Directors' report and the financial statements	2
Independent auditor's report to the members of Lennox Industries	3
Profit and loss account	5
Balance sheet	6
Statement of total recognised gains and losses	7
Notes	8

Directors' report

The directors present their report and audited financial statements for the year ended 31 December 2011

Principal activities

The principal activity of the Company is that of a sales and marketing agency in the United Kingdom for commercial heating and air conditioning equipment, service, spares and maintenance

Business review

The Company recorded a loss before taxation for the year ended 31 December 2011 of £143,833 (2010 £58,405)

Dividend

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No dividend is proposed for either the ordinary or preference shares for the year (2010 Enil)

Directors

The directors who held office during and subsequent to the year end were as follows

H J Bizios LGL Holland BV J H Peeraer

Political and charitable contributions

The Company made no disclosable political or charitable donations or incurred any disclosable political expenditure during the year (2010 Enil)

Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware, and each director 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 auditor is aware of that information

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office

By order of the board

51116

2/ September 2012

Oakley House
Headway Business Park
3 Saxon Way West
Corby
Northamptonshire
NN18 9EZ

Statement of directors' responsibilities in respect of the Directors' Report and the financial statements

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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice)

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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.



Altius House

One North Fourth Street Milton Keynes MK9 1NE United Kingdom

Independent auditor's report to the members of Lennox Industries

We have audited the financial statements of Lennox Industries for the year ended 31 December 2011 set out on pages 5 to 18 The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accounting Practice)

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 Directors' Responsibilities Statement 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 (APB's) Ethical Standards for Auditors

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's website at www frc org uk/apb/scope/private cfm

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 loss for the year then ended,
- have been properly prepared in accordance with UK 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 auditor's report to the members of Lennox Industries *(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

B J. Stapleton

B J Stapleton (Senior Statutory Auditor) for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants
Altius House
One North Fourth Street
Milton Keynes
MK9 1NE

Date 24 September 2012

Profit and loss account for the year ended 31 December 2011

	Note	2011	2010 Restated
		£	£
Turnover	2	969,889	962,266
Cost of sales		•	(82,934)
G		240.000	
Gross profit		969,889	879,332
Administrative expenses		(865,650)	(630,893)
			
Operating profit		104,239	248,439
Interest payable and similar charges	6	(248,072)	(306,844)
Loss on ordinary activities before taxation	3	(143,833)	(58,405)
Tax on loss on ordinary activities	7	-	-
Loss for the financial year	14	(143,833)	(58,405)

All results arise from continuing operations

The notes on pages 8 to 18 form part of these financial statements

Balance sheet at 31 December 2011

	Note	2011 £	2010 £
Fixed assets Investments	8	_	32,765
			
Current assets Debtors Cash at bank and in hand	9	166,109 37,384	1,533,614 7,946
		203,493	1,541,560
Creditors amounts falling due within one year	10	(88,825)	(2,628,751)
Net current assets/(liabilities)		114,668	(1,087,191)
Total assets less current liabilities		114,668	(1,054,426)
Creditors amounts falling due after more than one year		(1,699,927)	-
Net liabilities excluding pension liabilities		(1,582,259)	(1,054,426)
Pension liabilities	17	(3,744,000)	(2,717,000)
Net liabilities including pension liabilities		(5,329,259)	(3,771,426)
Capital and reserves			<u> </u>
Called up share capital	13	314,040	314,040
Capital contribution account	14	5,898,734	5,898,734
Share premium account	14 14	2,520,760 (14,062,793)	2,520,760 (12,504,960)
Profit and loss account	14	(14,002,793)	(12,307,700)
Shareholders' deficit	14	(5,329,259)	(3,771,426)

These financial statements were approved bothe board of directors on its behalf by

21 September 2012 and were signed on

J H Peeraer Director

Company registered number 671868

The notes on pages 8 to 18 form part of these financial statements

Statement of total recognised gains and losses for the year ended 31 December 2011

	2011 £	2010 £
Loss for the financial year	(143,833)	(58,405)
Actuarial (losses)/gains recognised in the defined benefit pension schemes	(1,414,000)	621,000
Total recognised (losses)/gains relating to the financial year	(1,557,833)	562,595

Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements

Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards, and under the historical cost accounting rules

The Company is exempt by virtue of Section 400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

Under FRS 1 the Company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the Company in its own published consolidated financial statements

As the Company is a wholly owned subsidiary of HCF-Lennox Limited which in turn is a wholly owned subsidiary of LGL Netherlands BV, incorporated in the Netherlands, the Company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with wholly owned subsidiaries which form part of the group

Going concern

The accounts have been prepared on a going concern basis notwithstanding net habilities of £5,298,083 at the year end and the Company's reliance on Lennox Benelux BV's continued employment of the Company in the sale of commercial heating and air conditioning equipment and servicing. In order to assess the going concern of the Company, the directors have therefore considered the likelihood of the Company remaining as a local sales office and are confident that this will continue for at least 12 months from the date of approving these financial statements. The directors have also received written confirmation from its ultimate parent company, Lennox International Inc., that it will continue to any provide financial support required by the Company to enable it to meet its financial obligations arising in the ordinary course of business for foreseeable future and for a period of not less than twelve months from the date of approval of these financial statements.

Taxation

The charge for taxation is based on the profit or loss for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19

Post-retirement benefits

The Company operates a defined contribution pension scheme and a defined benefit pension schemes

The assets of the defined contribution pension scheme are held separately from those of the Company in an independently administered fund. The amount charged to the profit and loss account represents the contributions payable to the scheme in respect of the accounting period.

The assets of the defined benefit pension scheme are held separately from those of the Company Pension scheme assets are measured using market values. For quoted securities the current bid price is taken as market value. Pension scheme liabilities are measured using a projected unit method and discounted at the current rate of return on a high quality corporate bond of equivalent term and currency to the liability.

The pension scheme surplus (to the extent that it is recoverable) or deficit is recognised in full. The movement in the scheme surplus/deficit is split between operating charges, finance items and, in the statement of total recognised gains and losses, actuarial gains and losses

1 Accounting policies (continued)

Foreign currency

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction or, if hedged forward, at the rate of exchange under the related forward currency contract Monetary assets and liabilities denominated in foreign currencies are translated using the contracted rate or the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account

Turnover

Turnover for the year represents commission earned on equipment sales generated by Lennox Industries on behalf of Lennox BV and other related income being the reimbursement by Lennox BV for its costs incurred

Leases

Operating lease rentals are charged to the profit and loss account on a straight line basis over the period of the lease

Investments

Fixed asset investments are shown at cost less provisions for impairment

2 Turnover

All turnover was derived from the Company's principal activity as set out in note 1. Turnover recognised in the year has been presented net of the reimbursement of external sales agents' commission. In the previous year a gross presentation was adopted and the related costs were recognised in cost of sales. The profit and loss account for the 2010 has therefore been restated to make the results comparable.

3 Loss on ordinary activities before taxation

	2011 £	2010 £
Loss on ordinary activities before taxation is stated after charging		
Hire of plant and machinery under operating leases	31,696	22,301
Other operating lease rentals	2,078	5,111
Other exchange losses	7,541	25,027
Auditor's remuneration	•	
Audit of these financial statements	19,000	19,000
Other services relating to taxation	7,135	7,000
All other services	1,000	1,250

4 Remuneration of directors

All directors are remunerated by other group companies

There are no retirement benefits accruing for any of the directors under money purchase or defined benefit schemes

5 Staff numbers and costs

The average number of persons employed by the Company (including directors) during the year, analysed by category, was as follows

	Number of employees	
	2011	2010
Sales and distribution	8	7
	8	7
The aggregate payroll costs of these persons were as follows		1
	2011	2010
	£	£
Wages and salaries	353,089	301,848
Social security costs	40,603	30,778
Other pension costs (see below)	287,658	327,555
		
	681,350	660,181

'Other pension costs' comprise of amounts payable to defined contribution scheme amounting to £27,658 (2010 £15,555), service costs in respect of the defined benefit schemes amounting to £21,000 (2010 £14,000) and net finance costs (see note 6) in respect of the defined benefit scheme of £239,000 (2010 £298,000)

6 Interest payable and similar charges

	2011 £	2010 £
On loans from group undertakings Finance costs on pension deficit (See note 17)	9,072 239,000	8,844 298,000
	248,072	306,844

7 Taxation on ordinary activities

Analysis of charge in period		
	2011 £	2010 £
Current tax	x.	
Current tax on income for the period	-	-
Defermed con		
Deferred tax Origination/(reversal) of timing differences in year	-	-
Total deferred tax	-	-
Tax on ordinary activities		

Factors affecting the tax charge for the current period

The current tax credit for the period is lower (2010 lower) than the standard rate of corporation tax in the UK of 26 49% The differences are explained below

	2011 £	2010 £
Loss on ordinary activities before tax	(143,833)	(58,405)
Tax on loss on ordinary activities at 26 49% (2010 28%) Effects of	(38,101)	(16,353)
Expenses not deductible for tax purposes	457	6,483
Other short term timing differences	-	(88,415)
Timing differences on pension deficit	(96,750)	(100,710)
Impact of rate differences between deferred and current tax	2,122	(1,542)
Losses relieved outside the period	•	53,039
Unutilised tax losses	132,272	147,498
Total current tax charge (see above)	•	-

Factors that may affect future tax charges

The 2012 Budget on 23 March 2012 announced that the UK corporation tax rate will reduce to 22% by 2014 A reduction in the rate from 26% to 25% (effective from 1 April 2012) was substantively enacted on 5 July 2011, and further reductions to 24% (effective from 1 April 2012) and 23% (effective from 1 April 2013) were substantively enacted on 26 March 2012 and 3 July 2012 respectively. This will reduce the company's future current tax charge

11

8	Fixed	asset	investments

	2011 £	2010 £
Cost At beginning of year	32,765	32,765
Dissolution of Environheat Limited	(32,765)	-
At end of year		32,765

On 1 November 2011 Environheat Limited, a dormant company registered in England and Wales, was voluntarily struck off Environheat Limited was a wholly owned subsidiary of Lennox Industries

9 Debtors

		2011 £	2010 £
	Trade debtors	•	21,754
	Amounts owed by group undertakings	163,639	1,501,306
	Other debtors	700	700
	Prepayments and accrued income	1,770	9,854
		166,109	1,533,614
		 	
10	Creditors: amounts falling due within one year		
		2011	2010
		£	£
	Trade creditors	12,976	9,923
	Amounts owed to group undertakings	-	2,407,633
	Taxation and social security	473	117,861
	Other creditors	10,796	9,696
	Accruals and deferred income	64,580	83,638
		88,825	2,628,751
11	Creditors amounts falling due after more than one year		
		2011	2010
		£	£
	Amounts owed to group undertakings	1,699,927	-

Amounts owed to group undertakings include loans from LGL Holland B V, a company incorporated in the Netherlands, of £1,699,927 (2010 £nil) The loan from LGL Holland B V has been drawn from an available facility of £10,000,000, bears interest at Euro LIBOR and is due for repayment on 3 April 2014

12 Deferred taxation

The elements of deferred taxation are as follows

	Unpr	Unprovided	
	2011	2010	
	£	£	
Other short term timing differences	-	-	
Tax losses carned forward	269,094	147,498	
			
	269,094	147,498	
			

The 2012 Budget on 23 March 2012 announced that the UK corporation tax rate will reduce to 22% by 2014 A reduction in the rate from 26% to 25% (effective from 1 April 2012) was substantively enacted on 5 July 2011, and further reductions to 24% (effective from 1 April 2012) and 23% (effective from 1 April 2013) were substantively enacted on 26 March 2012 and 3 July 2012 respectively. The closing deferred tax balance has been calculated at 26% in accordance with FRS19, with the effect of the change in rate taken to the profit and loss account this year

The directors have assessed the likelihood of the deferred tax balances reversing in the near future. In accordance with FRS19 they have not recognised a deferred tax asset which is unlikely to be able to be utilised in the near future.

13 Called up share capital

	2011	2010
	£	£
Allotted, called up and fully paid		
14,040 ordinary shares of £1 each	14,040	14,040
300,000 redeemable non-cumulative preference shares of £1each	300,000	300,000
	314,040	314,040

Non-cumulative preference shares entitled to 6% of profits available for distribution These shares may, at the Company's option, be redeemed at par either wholly or in part at any time. They also carry the right to priority of capital on winding up, but no voting rights are attached

14 Reserves

	Capital contribution account	Share premium account	Profit and loss account
	£	£	£
At beginning of year	5,898,734	2,520,760	(12,504,960)
Loss for the year	-	-	(143,833)
Actuarial losses recognised in the pension schemes	-	-	(1,414,000)
	•		-
At end of year	5,898,734	2,520,760	(14,062,793)

The capital contribution account arose from the conversion of certain loans and accrued interest payable to the ultimate parent company and is not considered by the directors to be distributable

15 Reconciliation of movements in shareholders' deficit

	2011 £	2010 £
Opening shareholders' deficit Loss for the financial year Other recognised (losses)/gains in the year	(3,771,426) (143,833) (1,414,000)	(4,334,021) (58,405) 621,000
Closing shareholders' deficit	(5,329,259)	(3,771,426)

16 Commitments

(a) Capital commitments

The Company had no capital commitments at either year end

(b) Lease commitments

Annual commitments under non-cancellable operating leases are as follows

	2011	2010
	Other	Other
	£	£
Operating leases which expire		
Within one year	•	6,105
In the second to fifth years inclusive	18,293	18,293
Over five years	•	-
	18,293	24,398

17 Pension scheme

Defined contribution pension scheme

The Company operates a defined contribution pension scheme. The pension cost charge for the period represents contributions payable by the Company to the scheme and amounted to £27,658 (2010 £15,555)

Defined benefit scheme

The Company operates two defined benefit pension schemes. The contribution to the defined benefit schemes is determined by a qualified actuary

Full actuarial valuations were carried out at 1 January 2010 and updated for FRS 17 purposes to 31 December 2011 by a qualified independent actuary

16 Pension scheme (continued)

The information disclosed below is in respect of the whole of the plans for which the Company is either the sponsoring employer or has been allocated a share of cost under an agreed group policy throughout the periods shown

periods shown	2011 £	2010 £
Present value of funded defined benefit obligations		
Fair value of plan assets	7,782,000	7,481,000
Present value of unfunded defined benefit obligations	(11,526,000)	(10,198,000)
Net hability	(3,744,000)	(2,717,000)
Unprovided deferred tax asset (at 25%)	936,000	733,590
Movements in present value of defined benefit obligation		
	2011	2010
	£	£
At 1 January	10,198,000	10,229,000
Current service cost	21,000	14,000
Interest cost	555,000	567,000
Actuarial losses/(gains)	1,071,000	(323,000)
Contributions by members	2,000	2,000
Benefits paid	(321,000)	(291,000)
At 31 December	11,526,000	10,198,000
Movements in fair value of plan assets		
,	2011	2010
	£	£
At 1 January	7,481,000	6,517,000
Expected return on plan assets	316,000	269,000
Actuarial (losses)/gains	(343,000)	298,000
Contributions by employer	647,000	686,000
Contributions by members Benefits paid	2,000 (321,000)	2,000 (291,000)
At 31 December	7,782,000	7,481,000

16 Pension scheme (continued)

Expense recognised in the profit and loss account		
	2011 £	2010 £
Current service cost	(21,000)	(14,000)
Interest on defined benefit pension plan obligation Expected return on defined benefit pension plan assets	(555,000) 316,000	(567,000) 269,000
Total	(260,000)	(312,000)
The expense is recognised in the following line items in the profit and loss ac	count	
The expense is recognised in the jollowing tine tiems in the projutand loss do	2011 £	2010 £
Administrative expenses	(21,000)	(14,000)
Net finance costs on pension deficit		
Interest on defined benefit pension plan obligation Expected return on defined benefit pension plan assets	(555,000) 316,000	(567,000) 269,000
	(239,000)	(298,000)
Total	(260,000)	(312,000)
The amounts recognised in the statement of total recognised gains and losse	es in respect of	actuarial gains
and losses are as follows	2011 £	2010 £
Actuanal (losses)/gains	(1,414,000)	621,000
Cumulative amount of actuarial losses	(2,571,000)	(1,157,000)
The fair value of the plan assets and the return on those assets were as follows	S	
	2011 £	2010 £
Equities	4,254,000	4,393,000
Corporate bonds Other	3,067,000 461,000	2,605,000 483,000
	7,782,000	7,481,000
Actual return on plan assets	(26,000)	567,000

16 Pension scheme (continued)

Principal actuarial assumptions (expressed as weighted averages) at the year end were as follows

	2011	2010
	%	%
Discount rate	48%	5 5%
Expected rate of return on plan assets	5 6%	3 9%
Expected return on plan assets at beginning of the period	3.9%	4 0%
Future salary increases	4.0%	4 5%
Future pension increases	30%	3 5%
Inflation - RPI	3.0%	3 5%
Inflation - CPI	2.3%	2 9%

The assumptions relating to longevity underlying the pension liabilities at the balance sheet date are based on standard actuarial mortality tables and include an allowance for future improvements in longevity. The assumptions are equivalent to expecting a 65-year old to live for a number of years as follows.

- Current pensioner aged 65 21 3 years
- Future retiree upon reaching 65 23 2 years

History of plans

The history of the plans for the current and prior periods is as follows *Balance sheet*

	2011	2010	2009	2008	2007
	£	£	£	£	£
Present value of scheme liabilities Fair value of scheme assets	(11,526,000)	(10,198,000)	(10,229,000)	(9,252,000)	(8,576,000)
	7,782,000	7,481,000	6,517,000	6,145,000	6,102,000
Deficit	(3,744,000)	(2,717,000)	(3,712,000)	(3,107,000)	(2,474,000)
Experience adjustments	2011	2010	2009	2008	2007
Difference between expected and actual return on plan assets - amount (£) - percentage of scheme assets	343,000	(298,000)	(196,000)	(173,000)	(130,000)
	4 <i>%</i>	(4%)	(3%)	(3%)	(2%)
Experience gains and losses on scheme liabilities - amount (£) - percentage of scheme liabilities	115, 000 1%	9,000 0%	0%	794,000 9%	- 0%

The Company expects to contribute approximately £673,000 to its defined benefit plans in the next financial year

17 Contingent liabilities

There were no contingent liabilities at 31 December 2011 (2010 £nil)

18 Transactions with related parties

The Company has taken advantage of the exemption in FRS 8 not to disclose related party transactions within the group as it is a wholly owned subsidiary of a company whose financial statements, in which the Company is included, are available to the public. There were no other related party transactions

19 Ultimate parent company and controlling party

Lennox Industries is a subsidiary of HCF-Lennox Limited, a company registered in England and Wales

The results of Lennox Industries are consolidated within the results of LGL Netherlands BV. The financial statements of LGL Netherlands BV are available to the public from LGL Netherlands BV, Watergoorweg 87, PO Box 128, 3860 BA Nisker, The Netherlands

The ultimate group of which Lennox Industries is a member and for which group financial statements are drawn up is that headed by Lennox International Inc, the ultimate parent undertaking, a company registered in Delaware, USA. The financial statements of Lennox International Inc are available to the public from 2140 Lake Park Boulevard, Richardson, TX, 75080, USA.

Lennox International Inc is a public company registered with the U.S. Securities and Exchange Commission and traded on the New York Stock Exchange. It is controlled by a diverse group of shareholders