Registered number: 00875534

STANLEY SECURITY SOLUTIONS - EUROPE LTD

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2014

TUESDAY



A10

21/07/2015 COMPANIES HOUSE

#143

CONTENTS

	Page
Directors and advisors	1
Directors' report	2
Statement of directors' responsibilities	3
Strategic report	4
Independent auditor's report to the members of Stanley Security Solutions - Europe Limited	5 - 6
Profit and loss account	7
Statement of total recognised gains and losses	7
Balance sheet	8
Notes to the financial statements	9 - 17

DIRECTORS AND ADVISORS

DIRECTORS A Sood

S Stubbs

M Smiley (appointed 8 January 2015) AS Lord (appointed 29 January 2015) J Cowley (resigned 8 January 2015) B Ginnever (resigned 24 July 2014) M Cogzell (resigned 28 February 2014)

COMPANY SECRETARY S Costello

COMPANY NUMBER 00875534

REGISTERED OFFICE Stanley House

Bramble Road Swindon Wiltshire SN2 8ER

INDEPENDENT AUDITORS Ernst & Young LLP

The Paragon Counterslip Bristol BS1 6BX

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2014

The Directors present their report and the audited financial statements for the year ended 31 December 2014.

RESULTS AND DIVIDENDS

The loss for the year, after taxation, amounted to £735,000 (2013 - £1,347,000). The directors do not recommend the payment of any dividends (2013: £nil) and the directors consider the financial position of the company at the year end to be satisfactory.

DIRECTORS

The Directors who served during the year and to the date of signing were:

A Sood

S Stubbs

M Smiley (appointed 8 January 2015)

A Lord (appointed 29 January 2015)

J Cowley (resigned 8 January 2015)

M Cogzell (resigned 28 February 2014)

B Ginnever (resigned 24 July 2014)

DISCLOSURE OF INFORMATION TO 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. Each director has taken all the steps that he/she is obliged to take as a director in order to make himself/herself aware of any relevant audit information and to establish that the auditor is aware of that information.

On behalf of the Board

A Sood Director

Date: 9 July 2015

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2014

The Directors are responsible for preparing the Strategic report, the Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the directors have 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 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 accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2014

PRINCIPAL ACTIVITIES AND REVIEW OF THE BUSINESS

The principal activity of the company continues to be a holding company for the Stanley Security Solutions - Europe group of companies.

PRINCIPAL RISKS AND UNCERTAINTIES

The company's principal financial instruments comprise cash and loans between fellow group undertakings, the main purpose of which is to provide finance for its normal operations. The main risks arising from the company's financial instruments are interest rate risk and liquidity risk.

INTEREST RATE AND LIQUIDITY RISK

The company's exposure to interest rate risk is low and the company does not contract into any financial instruments to manage the effect of movements in interest rates. The company's policy is to maintain sufficient cash and borrowing facilities as required to support the operating activities of the business.

GOING CONCERN

Due to the principal activity of this company being a holding company, the fact that there are no significant principal risks and uncertainties and after receiving a letter of support from the ultimate parent and controlling party, Stanley Black & Decker Inc., the directors believe that the company will continue in operational existence for the foreseeable future. Accordingly, the directors continue to adopt the going concern basis when preparing the annual financial statements.

This report was approved by the board on 9 July 2015 and signed on its behalf.

A Sood Director

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF STANLEY SECURITY SOLUTIONS - EUROPE LTD

We have audited the financial statements of Stanley Security Solutions - Europe Ltd for the year ended 31 December 2014, which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet and the related notes 1 to 15. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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 AUDITORS

As explained more fully in the Directors' responsibilities statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

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 Strategic report and the Directors' 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 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 2014 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.

OPINION ON OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion 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.

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF STANLEY SECURITY SOLUTIONS - EUROPE LTD (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.

Emit & Your Lus

Ken Griffin (Senior Statutory Auditor)

for and on behalf of Ernst & Young LLP

Statutory Auditor, Bristol 15 July 2015

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2014

	Note	2014 £000	2013 £000
Administrative expense		(3)	(81)
OPERATING LOSS	4	(3)	(81)
Interest receivable and similar income	5	-	1
Impairment of investments		-	(530)
Interest payable and similar charges	6	(732)	(736)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(735)	(1,346)
Tax on loss on ordinary activities	7	•	(1)
LOSS FOR THE FINANCIAL YEAR	13	(735)	(1,347)

All of the company's results for the year were from continuing activities.

There is no material difference between the loss on ordinary activities before taxation and the loss for the year stated above and their historical cost equivalents.

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

There were no recognised gains and losses for 2014 or 2013 other than those included in the Profit and Loss Account.

STANLEY SECURITY SOLUTIONS - EUROPE LTD REGISTERED NUMBER: 00875534

BALANCE SHEET AS AT 31 DECEMBER 2014

	Note	£000	2014 £000	£000	2013 £000
FIXED ASSETS					
Tangible assets	8		2,081		2,148
Investments	9		45,104		45,105
		-	47,185	_	47,253
CURRENT ASSETS					
Debtors	10	4,338		4,337	
CREDITORS: amounts falling due within one year	11	(19,881)		(19,213)	
NET CURRENT LIABILITIES	_		(15,543)	·•	(14,876)
TOTAL ASSETS LESS CURRENT LIABILI	TIES	_	31,642	_	32,377
CAPITAL AND RESERVES		_		_	
Called up share capital	12		1,582		1,582
Share premium account	13		3,450		3,450
Revaluation reserve	13		543		554
Other reserves	13		27,617		27,617
Profit and loss account	13	_	(1,550)		(826)
SHAREHOLDERS' FUNDS	14	=	31,642	=	32,377

The financial statements were approved and authorised for issue by the board and signed on its behalf by:

A Sood Director

Date: 9 July 2015

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

1. ACCOUNTING POLICIES

1.1 Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with law and applicable accounting standards in the United Kingdom (United Kingdom Generally Accepted Accounting Practice). The principal accounting policies which have been continually followed are set out below.

Due to the principal activity of this company being a holding company, the fact that there are no principal risks and uncertainties and after receiving a letter of support from the ultimate parent and controlling party, Stanley Black & Decker Inc., the directors believe that the company will continue in operational existence for the foreseeable future. Accordingly, the directors continue to adopt the going concern basis when preparing the annual financial statements.

1.2 Group accounts, cash flow statement and related party disclosures

During the year the company was a wholly owned subsidiary of Stanley Black and Decker, Inc. The company is included in the consolidated financial statements of Stanley Black and Decker, Inc. which are publicly available (see note 15). Consequently, the company is exempt in accordance with section 401 of Companies Act 2006 from the requirement to prepare group accounts. These financial statements therefore contain information about the company only.

The company has also taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard 1 (Revised). The company is also exempt under the terms of Financial Reporting Standard 8 from disclosing related party transactions with entities that during the year were wholly owned and part of the Stanley Black and Decker, Inc Group or investees of the Stanley Black and Decker, Inc Group.

1.3 Tangible fixed assets and depreciation

The company's freehold land and buildings were valued on the basis of open market value for existing use in 1982 and 1986. The company has followed the transitional provision of FRS15 'Tangible Fixed Assets' to retain the book value of revalued property but not to adopt a policy of revaluation for the future. These values are retained subject to the requirement to test assets for impairment in accordance with FRS11.

Depreciation is calculated so as to write down the cost of tangible fixed assets to their residual values, on a straight line basis over the expected useful economic lives of the assets concerned. The principal annual rates used for this purpose are:

Freehold buildings

2%

1.4 Investments

Investments in subsidiary undertakings are shown at cost less provision for any impairment in value.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

1. ACCOUNTING POLICIES (continued)

1.5 Taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax, with the following exceptions:

- provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold;
- deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

2. ACCOUNTING PERIOD

The financial period, referred to in the financial statements as 'the year', is taken to end on the nearest Saturday to 31 December.

3. DIRECTORS EMOLUMENTS

The directors of the company are also directors of the holding company and fellow subsidiaries. All of the directors' remuneration was paid by other group companies. Although the directors did carry out qualifying services for the company, they do not believe that it is practical to apportion any of their remuneration to the company. The aggregate directors emoluments in respect of qualifying services for the year was £885,000 (2013: £878,000).

The directors are the only employees of the company.

4. OPERATING LOSS

is stated after charging:

	2014 £000	2013 £000
Depreciation of owned tangible fixed assets Exchange loss arising from foreign currency transactions	67	67 77
exchange loss ansing from foreign currency transactions	-	

The company has no employees. Audit fees for the year were borne by Stanley Security Solutions Limited, a wholly owned subsidiary within the Stanley Black & Decker Group.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

5. INTEREST RECEIVABLE AND SIMILAR INCOME

٥.	MILICEST RESERVABLE AND SIMILAR INCOME		
		2014 £000	2013 £000
	Interest receivable from group undertakings	<u>-</u>	1
6.	INTEREST PAYABLE AND SIMILAR CHARGES		
		2014 £000	2013 £000
	Interest payable to group undertakings	732	736
7.	TAXATION ON LOSS ON ORDINARY ACTIVITIES		
	(a) Tax charge for the period		
	The tax charge is made up as follows:	2014 £000	2013 £000
	Analysis of tax credit in the year		
	Deferred tax		
	Origination and reversal of timing differences	<u>-</u>	1
	Tax on loss on ordinary activities	-	1

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

7. TAXATION ON LOSS ON ORDINARY ACTIVITIES (continued)

(b) Tax reconciliation

The tax assessed on the loss on ordinary activities before taxation for the year is higher than (2013 - higher than) the standard rate of corporation tax in the UK of 21.5% (2013 - 23.25%). The differences are reconciled below:

	2014 £000	2013 £000
Loss on ordinary activities before tax	(735)	(1,346)
Loss on ordinary activities multiplied by rate of corporation tax of 21.5% (2013: 23.25%)	(158)	(313)
Effects of:		
Non-tax deductible impairment	-	123
Expenses not deductible for tax purposes	14	34
Group relief surrendered for nil payment	166	147
Transfer pricing adjustments	(22)	9
Current tax charge for the year	-	-
	2014	2013
(c) Deferred tax asset	£000	£000
Decelerated capital allowances	7	7
Deferred tax asset (note 10)	7	7

The company has an unrecognised deferred tax asset of £169,401 (2013: £nil) relating to non-trading losses and £131,326 (2013: £131,326) relating to capital losses. This has been calculated at the 20% corporation tax rate that was substantively enacted at the balance sheet date (2013: 20%). A deferred tax asset has not been recognised in respect of these losses as its recoverability is dependent on future capital gains arising in the group.

(d) Factors that may affect future tax charges

During the prior year changes to the corporation tax rates were enacted which will have an impact on the future tax charge of the company. The corporation tax rate was reduced from 21% to 20% from 1 April 2015.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

8. TANGIBLE FIXED ASSETS

	Freehold land and buildings £000
Cost or valuation	
At 1 January 2014 and 31 December 2014	3,643
Depreciation	
At 1 January 2014	1,495
Charge for the year	67
At 31 December 2014	1,562
Net book value	
At 31 December 2014	2,081
At 31 December 2013	2,148

There were no capital commitments contracted for but not provided for at 31 December 2014 (2013: £nil).

Charas in

9. INVESTMENTS

	subsidiary undertakings £000
Cost or valuation	
At 1 January 2014 Disposals	45,961 (1)
At 31 December 2014	45,960
Impairment At 1 January 2014 and 31 December 2014	856
Net book value	
At 31 December 2014	45,104
At 31 December 2013	45,105

A list of all the investments in subsidiaries at 31 December 2014, including name and country of incorporation, is given below. All subsidiaries are 100% owned.

The investments represent the net book value of ordinary shares in the following wholly owned subsidiaries:

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

9. INVESTMENTS (continued)

Name of company	Country of Incorporation	Class of shares held	% held	Nature of business
Directly owned Stanley Healthcare Solutions France SARL	France	Ordinary €100 share	100%	Communications solutions
Blick Telefusion Communications Limited	England and Wales	Ordinary £1 shares	100%	Dormant
Stanley Security Solutions Operations Limited	England and Wales	Ordinary 10p shares and Prefered 10p Shares	100%	Dormant
Blick Software Systems Limited	England and Wales	Ordinary £1 shares	100%	Dormant
Amano Blick International (Europe) Limited	England and Wales	Ordinary £1 shares	100%	Dormant
Blick Group Management Services Limited	England and Wales	Ordinary £1 share	100%	Dormant
Blick Dormants Limited	England and Wales	Ordinary £1 share	100%	Dormant
Held by subsidaries PAC International Limited	England and Wales	Ordinary £1 share	100%	Dormant
GDX International Limited	England and Wales	Ordinary £1 share	100%	Dormant
Audax Sound Systems Limited	England and Wales	Ordinary £1 share	100%	Dormant
British Time Limited Blick Engineering Limited	England and Wales England and Wales	Ordinary £1 share Ordinary £1 share	100% 100%	Dormant Dormant
ITR International Time Limited	England and Wales	Ordinary £1 share	100%	Dormant
Blick International Limited	England and Wales	Ordinary £1 share	100%	Dormant
Programs At Work Limited	England and Wales	Ordinary £1 share and £1 Preference Shares	100%	Dormant
Cybershift Limited National Time Recorder Company Limited	England and Wales England and Wales	Ordinary £1 share Ordinary £1 share and £1 Preference Shares	100% 100%	Dormant Dormant
Blick Maintenance Limite	England and Wales	Ordinary £1 share	100%	Dormant
Thomson & Kelly Limited	England and Wales	Ordinary £1 share	100%	Dormant
Blick National Systems Limited	England and Wales	Ordinary £1 share	100%	Dormant
Trusound Installation Limited	England and Wales	Ordinary £1 share	100%	Dormant
Blick Properties Limited	England and Wales	Ordinary £1 share	100%	Dormant
Trusound Limited	England and Wales	Ordinary £1 share and £1 Preference Shares	100%	Dormant
Blick Tannoy Limited	England and Wales	Ordinary £1 share	100%	Dormant

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

9. INVESTMENTS (continued)

	Trusound Manufacturing	England and Wales	Ordinary £1 share	100%	Dormant	
	Limited Blick Time Recorders Limited	England and Wales	Ordinary £1 share	100%	Dormant	
	Trusound Rentals Limited	England and Wales	Ordinary £1 share	100%	Dormant	
	Blick Time Systems Limited	England and Wales	Ordinary £1 share	100%	Dormant	
	Blick International Systems Limited	England and Wales	Ordinary £1 share	100%	Dormant	
	Sneddon Limited Blick Telefusion (Scotland) Limited	England and Wales England and Wales	Ordinary £1 share Ordinary £1 share	100% 100%	Dormant Dormant	
	Telefusion Communications	England and Wales	Ordinary 5p share and £1 Preference	100%	Dormant	
	Limited Visionhire Cables	England and Wales	Shares Ordinary £1 share	100%	Dormant	
	Limited Wolsey Television (Scotland) Limited	England and Wales	Ordinary £1 share and £1 Defered Ordinary Shares	100%	Dormant	
10.	DEBTORS DUE WITH	IIN ONE YEAR				•
					2014 £000	2013 £000
	Amounts owed by grou Deferred tax	up undertakings			4,331 7	4,330 7
					4,338	4,337
	Deferred tax asset				2014 £000	2013 £000
	At 1 January Origination and revers	al of timing differences			7	8 (1)
	At 31 December				7	7
11.	CREDITORS: Amounts falling due	within one year				
					2014 £000	2013 £000
	Amounts owed to grou	p undertakings			19,881	19,213

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

12. SHARE CAPITAL

12.	SHARE CAPITAL				
				2014	2013
				£000	£000
	Allotted, called up and fully paid				
	31,637,692 Ordinary shares of £0.05 each			1,582	1,582
13.	RESERVES				
		Share		0.0	D. 64
		premium account	Revaluation reserve	Other reserves	Profit and loss account
		£000	£000	£000	£000
	At 1 January 2014	3,450	554	27,617	(826)
	Loss for the year		-	-	(735)
	Revaluation surplus realised	-	(11)	-	11
	At 31 December 2014	3,450	543	27,617	(1,550)
					
14.	RECONCILIATION OF MOVEMENT IN SHAF	REHOLDERS' I	FUNDS		
				2014	2013
				£000	£000
	Opening shareholders' funds			32,377	33,724
	Loss for the year			(735) ———	(1,347)
	Closing shareholders' funds			31,642	32,377

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

15. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The company's immediate parent undertaking is SWK (UK) Limited, which is incorporated in the England and Wales.

The ultimate holding company and the ultimate controlling party of the group of undertakings for which group financial statements are drawn up and of which the company is a member is Stanley Black & Decker, Inc., incorporated in the United States of America. Stanley Black & Decker Inc. is the parent undertaking of the largest and smallest group of which the company is a member and for which group financial statements are drawn up. Copies of the financial statements of Stanley Black & Decker, Inc may be obtained from Stanley Black & Decker, Inc, 1000 Stanley Drive, New Britain, Connecticut 06053, USA.