

Registered Number 3636755

**Sabroe (UK) Holdings Limited
Directors' report and financial statements
for the year ended 30 September 2009**

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Sabroe (UK) Holdings Limited

Directors' report and financial statements for the year ended 30 September 2009

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Sabroe (UK) Holdings Limited

Directors' report for the year ended 30 September 2009

The directors present their report and the audited financial statements of the company for the year ended 30 September 2009

Principal activity

The company acts as a holding company for a group of companies

Results

The company has not traded during the year and there are no plans to do so in the foreseeable future

Directors

The following served as directors during the year and up to the date of this report, unless otherwise stated

J Okarma

M Ayre

R Dunk

Resigned 14 October 2008

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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to 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 year.

In preparing those financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements 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,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business, in which case there should be supporting assumptions or qualifications as necessary

The directors confirm that they have complied with the above requirements in preparing the financial statements

The directors are responsible for keeping proper accounting records that 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

On behalf of the Board



M Ayre
Director

Sabroe (UK) Holdings Limited

Profit and loss account for the year ended 30 September

	Note	2009 £'000	2008 £'000
Impairment of fixed asset investments		-	(100)
Income from shares in group undertakings		-	4,449
Profit on ordinary activities before taxation		-	4,349
Tax on profit on ordinary activities	2	-	-
Profit for the financial year	7	-	4,349

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

The Company has no recognised gains or losses other than those included in the results above, therefore no separate statement of total recognised gains and losses has been presented

Sabroe (UK) Holdings Limited

Balance sheet as at 30 September

	Note	2009 £'000	2008 £'000
Fixed assets			
Investments	3	2,842	2,842
Current assets			
Debtors	4	4,449	4,449
Creditors – amounts falling due within one year	5	(4,350)	(4,350)
Net current assets		99	99
Total assets less current liabilities		2,941	2,941
Capital and reserves			
Called up share capital	6	1,512	1,512
Share premium	7	5,455	5,455
Profit and loss account	7	(4,026)	(4,026)
Total shareholders' funds	8	2,941	2,941

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime

The directors hereby confirms that

- the company is exempt from audit as a dormant company under section 480 of the Companies Act 2006 (Companies Act 2006, section 475(2)), and
- the members have not required the company to obtain an audit of its accounts in accordance with section 476 of the Companies Act 2006, and that the directors acknowledge their responsibility for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of accounts (Companies Act 2006, section 475 (3))

The directors acknowledge their responsibility for

- complying with the requirements of the Act with respect to accounting records and the preparation of the financial statements

The members have not required the company to obtain an audit of its financial statements for the year in question in accordance with section 476

The financial statements on pages 2 to 7 were approved by the board of directors on 15 February 2010 and were signed on its behalf by



M Ayre
Director
Sabroe (UK) Holdings Limited
Registered Number 3636755

Sabroe (UK) Holdings Limited

Notes to the financial statements for the year ended 30 September 2009

1 Accounting policies

Accounting convention

These financial statements have been prepared on the going concern basis, under the historic cost convention and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The principle accounting standards, which have been applied consistently throughout the year, are set out below.

Consolidated financial statements

The company is included in the full consolidation of the financial statements of its ultimate parent, Johnson Controls, Inc which are publicly available from the address in note 8. In accordance with the provision of S228A of the Companies Act 1985, group financial statements have not been prepared.

Investments

Investments are stated at cost less provisions for impairment in value. The company evaluates the carrying value of investments in each financial year to determine if there has been an impairment in value, which would result in the inability to recover the carrying amount. When it is determined that the carrying value exceeds the recoverable amount, the excess is written off to the profit and loss account.

Cash flow statement and related party disclosures

The company has taken advantage of the provisions of Financial Reporting Standard ("FRS") 1 (Revised 1996) 'Cash Flow Statements' and has not presented a cash flow statement, as the company's results and cash flows are included in consolidated financial statements of the ultimate parent company Johnson Controls, Inc which are publicly available and can be obtained from the address given in note 9.

The company is also exempt under the terms of paragraph 3(c) of FRS8 'related party disclosure' from disclosing related party transactions with entities that are part of the Johnson Controls, Inc group of companies or investees of the Johnson Controls, Inc group.

Sabroe (UK) Holdings Limited

Notes to the financial statements for the year ended 30 September 2009 (cont'd)

2 Tax on profit on ordinary activities

	2009 £'000	2008 £'000
Current tax		
UK Corporation tax at 29% (2008 29%)	-	-

Factors affecting the current tax charge for the year

The tax assessed for the year is lower (2008 higher) than the standard higher rate of corporation tax in the United Kingdom 29% (2008 29%). The differences are explained below

	2009 £'000	2008 £'000
Profit on ordinary activities before taxation	-	4,349
Profit on ordinary activities before taxation multiplied by standard rate of corporation tax in the United Kingdom of 29% (2008 29%)	-	1,261
Effects of		
Disallowable expenditure	-	29
Dividend income	-	(1,290)
Total current tax charge	-	-

3 Investments

	Total £'000
Shares in subsidiary undertakings	
Cost	
At 1 October 2008 and 30 September 2009	2,942
Impairment	
At 1 October 2008 and 30 September 2009	100
Net book amount	
At 30 September 2008 and 30 September 2009	2,842

The directors consider that the value of the investments in these companies is supported by their underlying assets

Sabroe (UK) Holdings Limited

Notes to the financial statements for the year ended 30 September 2009 (cont'd)

3 Investments (cont'd)

Details of the major subsidiaries of the company are given below

Activity	Class of shares	Proportion of nominal value of shares issued held by		Aggregate capital & reserves £'000	Result for the year £'000	Country of incorporation
		The company	Other group co's			
York Refrigeration Ltd	Non trading	Ordinary	100%	2,842	-	England and Wales
Sabroe Ltd	Non trading	Ordinary	100%	100	-	England and Wales

4 Debtors

	2009 £'000	2008 £'000
Amounts owed by group undertakings	4,449	4,449
	4,449	4,449

Amounts owed to group undertakings are unsecured, interest free and repayable on demand

5 Creditors – amounts falling due within one year

	2009 £'000	2008 £'000
Amounts owed to group undertakings	4,350	4,350
	4,350	4,350

Amounts owed to group undertakings are unsecured, interest free and repayable on demand

6 Called up share capital

Authorised, Allotted, called up and fully paid	2009 £'000	2008 £'000
1,512,000 (2008 1,512,000) ordinary shares of £1 each	1,512	1,512

Sabroe (UK) Holdings Limited

Notes to the financial statements for the year ended 30 September 2009 (cont'd)

7 Reserves

	Share premium account £'000	Profit and loss account £'000
At 1 October 2008 and 30 September 2009	5,455	(4,026)

8 Reconciliation of movements in shareholders' funds

	2009 £'000	2008 £'000
Retained profit for the financial year	-	4,349
Net addition in shareholders' funds	-	4,349
Opening shareholders' funds	2,941	(1,408)
Closing shareholders' funds	2,941	2,941

9 Ultimate and immediate parent companies and controlling party

The company's immediate parent undertaking is York International Limited, a company incorporated in the United Kingdom and registered in England and Wales

The company's ultimate parent company and ultimate controlling party is Johnson Controls, Inc, a company incorporated in the State of Wisconsin, United States of America. Johnson Controls, Inc is the parent company of the largest and the smallest group to consolidate these financial statements. Copies of the group financial statements may be obtained from

Johnson Controls, Inc
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