

**Registered Number 3636755**

**Sabroe (UK) Holdings Limited  
Directors' report and financial statements  
for the year ended 30 September 2010**

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# **Sabroe (UK) Holdings Limited**

## **Directors' report and financial statements for the year ended 30 September 2010**

<b>Contents</b>	<b>Page(s)</b>
Directors' report	1
Profit and loss account	2
Balance sheet	3
Notes to the financial statements	4 - 6

# **Sabroe (UK) Holdings Limited**

## **Directors' report for the year ended 30 September 2010**

The directors present their report and the audited financial statements of the company for the year ended 30 September 2010

### **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

### **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**

During the current financial year and the preceding financial period the company did not trade and received no income and incurred no expenditure. Consequently, during those periods the company made neither a profit nor a loss.

There were no recognised gains or losses in either the current or preceding period other than those which would be disclosed in the profit and loss account.

# Sabroe (UK) Holdings Limited

## Balance sheet as at 30 September

	Note	2010 £'000	2009 £'000
<b>Fixed assets</b>			
Investments	2	2,842	2,842
<b>Current assets</b>			
Debtors	3	4,449	4,449
<b>Creditors – amounts falling due within one year</b>	4	(4,350)	(4,350)
<b>Net current assets</b>		99	99
<b>Total assets less current liabilities</b>		2,941	2,941
<b>Capital and reserves</b>			
Called up share capital	5	1,512	1,512
Share premium	6	5,455	5,455
Profit and loss account	6	(4,026)	(4,026)
<b>Total shareholders' funds</b>	7	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 6 were approved by the board of directors on 28 January 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 2010

### 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 8.

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.

### 2 Investments

	Total £'000
<b>Shares in subsidiary undertakings</b>	
<b>Cost</b>	
At 1 October 2009 and 30 September 2010	2,942
<b>Impairment</b>	
At 1 October 2009 and 30 September 2010	100
<b>Net book amount</b>	
At 1 October 2009 and 30 September 2010	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 2010 (cont'd)

### 2 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

### 3 Debtors

	2010	2009
	£'000	£'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

### 4 Creditors – amounts falling due within one year

	2010	2009
	£'000	£'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

### 5 Called up share capital

	2010	2009
	£'000	£'000
Authorised, Allotted, called up and fully paid		
1,512,000 (2009 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 2010 (cont'd)

#### 6 Reserves

	Share premium account £'000	Profit and loss account £'000
At 1 October 2009 and 30 September 2010	5,455	(4,026)

#### 7 Reconciliation of movements in shareholders' funds

	2010 £'000	2009 £'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

#### 8 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  
5757 N Green Bay Avenue  
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WI 53201  
United States of America