Registered number: 08653616

ROMANS 3 LIMITED

UNAUDITED ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021



COMPANY INFORMATION

Directors P L Aitchison

P Kavanagh T Shelford

Company secretary P L Aitchison

Registered number 08653616

Registered office Crowthorne House

Nine Mile Ride Wokingham Berkshire RG40 3GZ

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STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2021

The directors present their report together with the financial statements for the year ended 31 December 2021. The comparatives are for the year ended 31 December 2020.

Principal activities

The principal activity of the company is that of a holding company. There have been no changes in the activities of the company in the year under review.

Business review

The company is the parent of the Romans group of companies. The Romans group is involved in the provision of property services. The carrying value of the company's investments at 31 December 2021 was £56,212,250 (year ended 31 December 2020 - £56,212,250) and the Romans group has performed in line with the directors' expectations during the year to 31 December 2021. The company's net loss before taxation for the year ended 31 December 2021 was £5,675,553 (year ended 31 December 2020 - loss £5,204,239). The company had net liabilities of £33,230,345 at 31 December 2021 (31 December 2020 - £27,554,792).

Key performance indicators

The company's key performance indicator is the comparison between the carrying value of its investments against the position and performance of those investments.

The directors' assessment of the recoverability of the company's investments, based on its subsidiaries' position and current projected performance, resulted in no impairment during the year.

Principal risks and uncertainties

As an intermediate parent company, the principal risk the company faces is that the carrying value of its investments in its subsidiaries is not fully recoverable.

The directors regularly monitor the carrying value of the company's investments against the position and performance of its subsidiaries to ascertain whether there are any indicators of potential impairment.

The activity levels of the group's businesses are closely related to that in the housing marketplace. Though we face risks associated with the housing marketplace, the directors feel that our diversity of operations in second hand sales, lettings, new homes, planning, residential surveys, mortgages and auctions and our strength of a large core managed lettings portfolio reduces the risks to the group of variations in the housing market. The board of directors monitor work levels on a monthly basis to ensure that sufficient resources are in place.

The company's credit risk is primarily attributable to its intercompany loan debtors and the recoverability of those amounts. Should the amounts owed by Group undertakings not be recoverable in full the Company would seek support from its parent undertaking.

The group monitors cash flow as part of its daily control activities. Cash flow projections are prepared on a regular basis to ensure that the appropriate cash reserves are available to fund the future operation of the group's businesses. Cash flow projections are reviewed by the Board every month.

Should the carrying value of certain investments not be recoverable in full, the company may be unable to pay amounts due to its immediate parent undertaking. In these circumstances, the company would seek support from its ultimate parent company.

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2021

This report was approved by the board on 25 May 2022 and signed on its behalf.

P L Aitchison

Director

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2021

The Directors present their report and the financial statements for the year ended 31 December 2021.

Business review

A review of the business and its principal risks and uncertainties is set out in the strategic report on pages 1 - 2 of these financial statements.

Results and dividends

The loss for the year, after taxation, amounted to £5,675,553 (2020 - loss £5,204,239).

No dividends were paid during the year. The directors do not recommend the payment of a dividend (year ended 31 December 2020 - £Nil).

Disclosures relating to information which is strategically important to the company are made within the strategic report.

Directors

The Directors who served during the year were:

P L Aitchison

P Kavanagh

T Shelford

At 31 December 2021, third party indemnity provision for the benefit of the company's directors was in force.

Employment of disabled persons

The company is committed to a policy of recruitment and promotion on the basis of aptitude and ability without discrimination of any kind. Management actively pursues both the employment of disabled persons whenever a suitable vacancy arises and the continued employment and retraining of employees who become disabled whilst employed by the company. Particular attention is given to the training, career development and promotion of disabled employees with a view to encouraging them to play an active role in the development of the company.

Employee involvement

Employees are encouraged to discuss with management any matters about which they are concerned and factors affecting the company. In addition, the management take account of employees' interests when making decisions and the employees are informed of the company's performance on a regular basis. Suggestions from employees aimed at improving the company's performance are welcome.

Post balance sheet events

On 28 February 2022, the Leaders Romans Group was acquired by certain investment vehicles advised by Platinum Equity Advisors, LLC. As part of this transaction, the group's bank debt was refinanced, with existing facilities being repaid and replaced with new facilities which have repayments dates between 2027 and 2029.

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2021

Directors' responsibilities statement

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, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'). 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 for the Company's financial statements and then apply them consistently;
- make judgements 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 to 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.

This report was approved by the board on 25 May 2022 and signed on its behalf.

P L Aitchison Director

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2021

	Note	2021 £	2020 £
Administrative expenses		(5,882)	(2,713)
Operating loss		(5,882)	(2,713)
Interest payable and similar expenses		(5,669,671)	(5,201,526)
Loss before tax		(5,675,553)	(5,204,239)
Loss for the financial year		(5,675,553)	(5,204,239)

The notes on pages 8 to 16 form part of these financial statements.

REGISTERED NUMBER: 08653616

BALANCE SHEET

AS AT 31 DECEMBER 2021

Note		2021 £		2020 £
8		56,212,250		56,212,250
		56,212,250		56,212,250
9	5,478,066		5,478,066	
	5,478,066		5,478,066	
10	(94,920,661)		(89,245,108)	
		(89,442,595)		(83,767,042)
		(33,230,345)		(27,554,792)
		(33,230,345)		(27,554,792)
11		1		1
		(33,230,346)		(27,554,793)
		(33,230,345)		(27,554,792)
	9	9	Note £ 8	Note £ 8

The Directors considers that the Company is entitled to exemption from the requirement to have an audit under the provisions of section 479A of the Companies Act 2006.

The members have not required the Company to obtain an audit for the year in question in accordance with section 476 of the Companies Act 2006.

The Directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 25 May 2022.

P L Aitchison

Director

The notes on pages 8 to 16 form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2021

	Share capital	Profit and loss account reserve	Total
	£	£	£
At 1 January 2020	1	(22,350,554)	(22,350,553)
Loss for the year	-	(5,204,239)	(5,204,239)
Total comprehensive income for the year	-	(5,204,239)	(5,204,239)
At 1 January 2021	1	(27,554,793)	(27,554,792)
Loss for the year	-	(5,675,553)	(5,675,553)
Total comprehensive income for the year		(5,675,553)	(5,675,553)
At 31 December 2021	1	(33,230,346)	(33,230,345)

The notes on pages 8 to 16 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

1. Nature of operations and general information

Romans 3 Limited is a private company limited by shares incorporated in England & Wales. The address of the registered office is given on the company information page and the nature of the company's operations and its principal activities are set out in the strategic report and the directors' report.

2. Accounting policies

2.1 Basis of preparation

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The following principal accounting policies have been applied:

2.2 Financial Reporting Standard 102 - reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of The Leaders Romans Group Limited as at 31 December 2021 and these financial statements may be obtained from Crowthorne House, Nine Mile Ride, Wokingham, Berkshire RG40 3GZ.

2.3 Exemption from preparing consolidated financial statements

The Company is a parent company that is also a subsidiary included in the consolidated financial statements of a larger group by a parent undertaking established under the law of any part of the United Kingdom and is therefore exempt from the requirement to prepare consolidated financial statements under section 400 of the Companies Act 2006.

2.4 Going concern

The financial statements have been prepared on a going concern basis. The company made a loss before tax of £5,675,553 for the year ended 31 December 2021 (year ended 31 December 2020 - loss £5,204,239) and had net liabilities of £33,230,345 at the reporting date (31 December 2020 - £27,554,792).

The directors consider it appropriate to use the going concern basis in preparing the financial statements on the basis of on-going support from The Leaders Romans Group Limited, its ultimate parent company, to provide adequate funds to enable the company to meet its liabilities as and when they fall due. The company has received a letter of support from the parent company, The Leaders Romans Group Limited, confirming that it will support the company for a year of at least twelve months from the date of approval of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

2. Accounting policies (continued)

2.5 Interest income and costs

Interest income and expense is recognised using the effective interest method which calculates the amortised cost of a financial asset or liability and allocates the interest income or expense over the relevant year. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability to the net carrying amount of the financial asset or liability.

2.6 Investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.7 Impairment of non-financial assets

At each balance sheet date the Directors review the carrying amounts of the Company's non-current 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. Where the asset does not generate cash flows that are independent from other assets, the Directors estimate the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount.

An impairment loss is recognised as an expense immediately.

Where an impairment loss on other non-financial assets subsequently reverses, the carrying amount of the asset or cash-generating unit 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 or cash-generating unit in prior years. A reversal of an impairment loss is recognised in the profit and loss account immediately.

2.8 Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or in case of an out-right short-term loan that is not at market rate, the financial asset or liability is measured, initially at the present value of future cash flows discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost, unless it qualifies as a loan from a director in the case of a small company, or a public benefit entity concessionary loan.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

2. Accounting policies (continued)

2.8 Financial instruments (continued)

Investments in non-derivative instruments that are equity to the issuer are measured:

- at fair value with changes recognised in the Profit and Loss Account if the shares are publicly traded or their fair value can otherwise be measured reliably;
- at cost less impairment for all other investments.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Profit and Loss Account.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the balance sheet date.

Financial assets and liabilities are offset and the net amount reported in the Balance Sheet when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

2.9 Taxation

Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits;
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met; and
- Where they relate to timing differences in respect of interests in subsidiaries, associates, branches and joint ventures and the Company can control the reversal of the timing differences and such reversal is not considered probable in the foreseeable future.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

2. Accounting policies (continued)

2.10 Equity

Equity comprises the following:

- "Share capital" represents the nominal value of equity shares issued.
- "Profit and loss account reserve" represents the accumulated profits and losses attributable to equity shareholders.

3. Judgements in applying accounting policies and key sources of estimation uncertainty

In preparing these financial statements, the directors have had to make the following judgement:

Impairment of fixed asset investments

Determine whether there are indicators of impairment of the company's fixed asset investments. Factors taken into consideration include the economic viability and expected future financial performance of the asset and, where it is a component of a larger cash-generating unit, the viability and expected performance of that unit.

4. Employees

The Company had no employees in the current or prior year.

5. Directors' remuneration

The emoluments of all Directors both during the year and the prior year were paid by other Group companies for services to the Group as a whole, and the Directors did not receive separate emoluments for their services to the Company, which are considered to be incidental. No recharge for any of these services was made to the Company.

6. Interest payable and similar charges

	2021 £	2020 £
Interest payable on intercompany balances	5,669,671	5,201,526
	5,669,671	5,201,526

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

7. Taxation

	2021 £	2020 £
Current tax on profits for the year		
	-	-
Total current tax		-

Factors affecting tax charge for the year

The tax assessed for the year is higher than (2020 - higher than) the standard rate of corporation tax in the UK of 19% (2020 - 19%). The differences are explained below:

	2021 £	2020 £
Loss on ordinary activities before tax	(5,675,553)	(5,204,239)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2020 - 19%) Effects of:	(1,078,355)	(988,805)
Group relief surrendered	1,078,355	988,805
Total tax charge for the year	-	_

A deferred tax asset of £206,515 (year ended 31 December 2020: £156,951) on the company's unutilised tax losses of £826,058 (year ended 31 December 2020: £826,058) has not been recognised at the balance sheet date as the company is not expected to be able to utilise these losses for the foreseeable future.

Factors that may affect future tax charges

On 3 March 2021, the Chancellor of the Exchequer announced that the main rate of corporation tax in the United Kingdom will rise to 25% with effect from 1 April 2023 for companies earning annual taxable profits in excess of £250,000. Companies earning annual taxable profits of £250,000 or less will continue to pay corporation tax at 19% with a marginal rate adjustment for companies earning taxable profits between the two levels.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

8. Fixed asset investments

Shares in subsidiary undertakings £
56,212,250
50 040 050

Cost At 1 January 2021

At 31 December 2021

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

8. Fixed asset investments (continued)

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Registered office	Principal activity	Holding
The Romans Group (UK) Limited (*)	England & Wales	Estate agency	100%
LRG Financial Services Limited	England & Wales	Mortgage Advisers	100%
Romans Professional Services Limited	England & Wales	Chartered Surveyors	100%
Boyer Planning Limited	England & Wales	Planning Consultants	100%
Atkinson & Keene Limited	England & Wales	Dormant	100%
JM Lettings Limited	England & Wales	Dormant	100%
Romans Sales and Lettings Limited	England & Wales	Dormant	100%
Jacksons Residential Limited	England & Wales	Dormant	100%
Caroline Clark & Associates Limited	England & Wales	Dormant	100%
Sherriff Mountford Limited	England & Wales	Dormant	100%
Drummonds Property Rentals Limited	England & Wales	Dormant	100%
Campsie Lettings Limited	England & Wales	Dormant	100%
James Griffin Lettings Limited	England & Wales	Dormant	100%
Amethyst Lettings Holdings Limited	England & Wales	Dormant	100%
Amethyst Lettings Limited	England & Wales	Dormant	100%
The Brampton Partnership (Estate Agents)	England & Wales	Dormant	100%
Limited	_		
Brampton Sales and Lettings Limited	England & Wales	Dormant	100%
Bennett Residential Limited	England & Wales	Dormant	100%
Romans Commercial Limited	England & Wales	Dormant	100%
Harmers Limited	England & Wales	Dormant	100%
Handovers (Lettings) Limited	England & Wales	Dormant	100%
Lets Rent Limited	England & Wales	Dormant	100%
Bath Property Letting Limited	England & Wales	Dormant	100%
First Contact Limited	England & Wales	Dormant	100%
Penyards Property Management Holdings Limited	England & Wales	Dormant	100%
Penyards Property Management Limited	England & Wales	Dormant	100%
CF Lettings (Bath) Limited	England & Wales	Dormant	100%
Marlows Lettings & Property Management Limited	England & Wales	Dormant	100%
Property Concept Limited	England & Wales	Dormant	100%
Moginie James Limited	England & Wales	Dormant	100%
Moginie James Financial Services Limited	England & Wales	Dormant	100%
Hello Ted Limited	England & Wales	Lettings	100%
Gibbs Gillespie Lettings Limited	England & Wales	Dormant	100%
Gibbs Gillespie Sales Limited	England & Wales	Dormant	100%
Mortgage & Insurance Bureau Limited	England & Wales	Dormant	100%
Dewhurst Holdings Limited	England & Wales	Dormant	100%
Dewhurst Lettings Limited	England & Wales	Dormant	100%
Orchards of London Limited	England & Wales	Dormant	100%
Thorgills Property Group Limited	England & Wales	Dormant	100%
The Part of Series Princes			/ 3

^(*) denotes a direct subsidiary, all others are indirect subsidiaries.

All undertakings' registered office is Crowthorne House, Nine Mile Ride, Wokingham, Berkshire, RG40 3GZ.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

9. Debtors

		2021 £	2020 £
	Amounts owed by group undertakings	5,478,066	5,478,066
		5,478,066	5,478,066
10.	Creditors: Amounts falling due within one year	2021 £	2020 £
	Amounts owed to group undertakings	94,914,661	89,242,277
	Accruals and deferred income	6,000	2,831
		94,920,661	89,245,108

Included within amounts owed to group undertakings above are creditors amounting to £37,441,961 (2020 - £37,441,961) on which interest is charged at a rate of 9% per annum. All other intercompany balances are interest free.

11. Share capital

	2021	2020
	£	£
Allotted, issued and fully paid		
1 <i>(2020 - 1)</i> Ordinary share of £1.00	1	1

12. Contingent liabilities

The Company has guaranteed the borrowings of The Leaders Romans Bidco Limited, a fellow subsidiary of the Leaders Romans Group Limited. The borrowings subject to guarantee at 31 December 2021 were £177,079,206 (31 December 2020: £158,829,829).

13. Related party transactions

The company is a wholly owned subsidiary within the group headed by The Leaders Romans Group Limited and has taken advantage of the exemption conferred by FRS 102 'Related Party Disclosures' not to disclose related party transactions with The Leaders Romans Group Limited or other wholly owned subsidiaries within the group.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

14. Post balance sheet events

On 28 February 2022, the Leaders Romans Group was acquired by certain investment vehicles advised by Platinum Equity Advisors, LLC. As part of this transaction, the group's bank debt was refinanced, with existing facilities being repaid and replaced with new facilities which have repayments dates between 2027 and 2029.

15. Controlling party

The company is a subsidiary of Romans 2 Limited. At 31 December 2021, the company's ultimate parent company was The Leaders Romans Group Limited. Both companies are registered at Crowthorne House, Nine Mile Ride, Wokingham, Berkshire RG40 3GZ or Companies House.

The Leaders Romans Midco 2 Limited is the smallest group in which the results of the company are consolidated.

The Leaders Romans Group Limited is the largest group in which the results of the company are consolidated.

Both of the consolidated accounts which include the results of this company are available to the public and may be obtained from Romans 3 Limited, Crowthorne House, Nine Mile Ride, Wokingham, Berkshire RG40 3GZ or Companies House.

At 31 December 2021, the company was ultimately controlled by funds managed by Bowmark Capital LLP. On 28 February 2022, the Leaders Romans Group was sold and is now indirectly owned and controlled by certain investment vehicles advised by Platinum Equity Advisors, LLC.