Annual Report and

Financial Statements for the Year Ended 31 December 2013

PFW Aerospace UK Limited

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Company Information for the Year Ended 31 December 2013

DIRECTOR: A Dixey

REGISTERED OFFICE: Units 1 & 2 Teal Way

Hemdale Business Park

Nuneaton Warwickshire CV11 6GZ

REGISTERED NUMBER: 02494419 (England and Wales)

AUDITOR: KPMG LLP

100 Temple Street

Bristol BS1 6AG

Strategic Report for the Year Ended 31 December 2013

The director presents his Strategic Report on PFW Aerospace UK Limited for the year ended 31 December 2013.

Review of the Business

The Company is in the process of rationalising its operation and does not intend to continue to trade. For the last two years the focus has been on selling off business no longer required whilst also creating new PFW group companies to take forward specific elements of what had been the PFW Aerospace UK company. This process is complete and we are now in a position to complete this project of rationalisation and closure.

Results and performance

The results of the Company for the year, as set out on page 8, show a loss in the year of £797,626 (2012: Loss of £8,772,489). The shareholders' funds for the Company show a deficit of £27,491,278 (2012: deficit £26,693,652).

Future developments

The business is no longer trading, and we are finalising the rationalisation of the Balance Sheet prior to closure.

ON BEHALF OF THE BOARD:

2.9.14

Director's Report for the Year Ended 31 December 2013

The director presents his report and the financial statements of the Company for the year ended 31 December 2013.

PRINCIPAL ACTIVITY

Whilst the principal activity of the Company is the manufacture of precision tube and duct assemblies and metal fabrication for the Aerospace Industry and the provision of related services, it did not trade during this year.

REVIEW OF BUSINESS

The Company did not trade during the year to 31 December 2013.

GOING CONCERN

The Company has net current liabilities of £27,491,278 at 31 December 2013. The Company is funded primarily through short-term balances due to a parent company, PFW Aerospace GmbH, and other subsidiaries of the PFW group.

In previous years, the financial statements have been prepared on a going concern basis. However, between July and December 2012, as part of a UK group reorganisation, the Company's trade and assets were transferred to fellow subsidiary undertakings and disposed of to third parties at market value. From December 2012, the Company ceased to trade, and the director has not sought a replacement trade. It is the intention of the director to liquidate the Company in the near future.

As a result, the financial statements have not been prepared on a going concern basis.

DIVIDENDS

The director does not recommend the payment of a dividend (2012: £nil).

DIRECTORS

A Dixey held office during the whole of the period from 1 January 2013 to the date of this report. There were no changes in directors holding office.

POLITICAL CONTRIBUTIONS

Donations of £Nil (2012: £Nil) were made during the year.

DISCLOSURE OF INFORMATION TO AUDITOR

So far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware, and he has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Director's Report for the Year Ended 31 December 2013 (continued)

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.

ON BEHALF OF THE BOARD:

A Dix Director

Date: 2.3.14

Statement of Director's Responsibilities for the Year Ended 31 December 2013

The director is responsible for preparing the Strategic Report, the Director's Report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with UK Generally Accepted Accounting Practice (UK Accounting Standards and applicable law). Under company law the director must not approve the financial statements unless he is 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 director is required to:

- select suitable accounting policies 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 the company will continue in business. As explained in note 1, the director does not believe that it is appropriate to prepare these financial statements on a going concern basis.

The director is 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 him to ensure that the financial statements comply with the Companies Act 2006. He is also responsible for taking such steps as are reasonably open to him to safeguard the assets of the Company and prevent and detect fraud and other irregularities.



Independent auditor's report to the members of PFW Aerospace UK Limited

We have audited the financial statements of PFW Aerospace UK Limited for the year ended 31 December 2013 set out on pages 8 to 17. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice). These financial statements have not been prepared on a going concern basis for the reasons set out in note 1 to the financial statements.

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 5, 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

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

Basis for qualified opinion on financial statements

Following the transfer of the Company's finance function from Farnbourgh to Broughton during April 2013, the Company no longer has access to certain books and records for the period 1 January 2013 to 30 April 2013. In particular, the accounting records and supporting documentation available in respect of certain journals recorded in the profit and loss account in respect of that period as either a cost of sale or an administrative expense was limited.

Owing to the incompleteness of the Company's records, we were unable to obtain sufficient appropriate audit evidence regarding the allocation of debits included in cost of sales with an aggregate value of £60,098, credits included in other income with an aggregate value of £27,000, and debits and credits included in administrative expenses with an aggregate net credit value of £4,828 by using other audit procedures. Any adjustments in respect of these debits and credits may change the presentation of the Company's profit and loss account for the current year but would have a nil effect on the Company's loss for the year ended 31 December 2013.

Qualified 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 2013.

In our opinion, except for the possible effect of the matter described in the basis for qualified opinion on financial statements paragraph, the financial statements:

- give a true and fair view of the Company's profit for the year ended 31 December 2013;
- 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.

Independent Auditor's Report to the Members of PFW Aerospace UK Limited (continued)

Emphasis of matter - non-going concern basis of preparation

In forming our opinion on the financial statements we have considered the adequacy of the disclosure made in Note 1 to the financial statements which explains that the financial statements are now not prepared on the going concern basis for the reason set out in that note. The modification of our opinion is not related to this matter.

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.

Matters on which we are required to report by exception

In respect solely of the limitation on our work relating to the allocation of costs in the profit and loss account:

- we have not obtained all of the information and explanations that we consider necessary for the purpose of our audit; and
- adequate accounting records have not been kept by the Company.

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:

- 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.

Philip botton (Senior Statutory Auditor)

for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants
100 Temple Street

Bristol

BS1 6AG

Date: 4 9 14

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Profit and Loss Account for the Year Ended 31 December 2013

	Notes	2013 £	2012 £
TURNOVER	2	-	17,682,790
Cost of sales		(87,850)	(10,559,371)
GROSS (LOSS)/PROFIT		(87,850)	7,123,419
Other operating income	3	434,486	-
Administrative expenses		(111,910)	(13,731,335)
OPERATING PROFIT/(LOSS)	6	234,726	(6,607,916)
Loss on sale of operations	7	-	(1,380,568)
Interest receivable and similar income		283	-
Interest payable and similar charges	8	(1,170,699)	(1,345,005)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(935,690)	(9,333,489)
Tax on loss on ordinary activities	9	138,064	561,000
LOSS FOR THE FINANCIAL YEAR	•	<u>(797,626)</u>	(8,772,489)

As explained in note 1, following a UK group reorganisation, the Company ceased to trade from December 2012. The amounts above therefore relate to discontinued operations.

TOTAL RECOGNISED GAINS AND LOSSES

The Company has no recognised gains or losses other than the losses for the current year or previous year.

Balance Sheet at 31 December 2013

		2013	2012
	Notes	£	£
CURRENT ASSETS			
Debtors	10	830,413	2,079,139
Cash at bank and in hand		90,918	478,377
		921,331	2,557,516
CREDITORS			
Amounts falling due within one year	11	(28,412,609)	(29,251,168)
NET CURRENT LIABILITIES		(27,491,278)	(26,693,652)
NET LIABILITIES		(27,491,278)	(26,693,652)
CAPITAL AND RESERVES			
Called up share capital	12	1,000,000	1,000,000
Profit and loss account	13	(28,491,278)	(27,693,652)
SHAREHOLDERS' DEFICIT	16	(27,491,278)	(26,693,652)

The financial statements were approved by the director on 2.9.4 and were signed by:



The notes on pages 10 to 17 form part of these financial statements

Notes to the Financial Statements for the Year Ended 31 December 2013

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 preparing the financial statements

The financial statements have been prepared under historical cost convention and in accordance with applicable accounting standards.

Following the closure of the Company's finance function in Farnbourgh during April 2013, the Company no longer has access to complete books and records for the period 1 January 2013 to 30 April 2013. The directors have prepared these financial statements based upon the limited financial information available for that period, together with the complete financial information available for the period 1 May 2013 to 31 December 2013.

The directors have reviewed the Balance Sheet as at 31 December 2013 and confirm that this accurately represents the financial position of the Company at that time. In the opinion of the directors, any adjustment arising as a result of the incomplete books and records would have a nil effect on the Company's loss for the year ended 31 December 2013.

Going concern

The Company has net current liabilities of £27,491,278 at 31 December 2013. The Company is funded primarily through short-term balances due to a parent company, PFW Aerospace GmbH, and other subsidiaries of the PFW group.

In previous years, the financial statements have been prepared on a going concern basis. However, between July and December 2012, as part of a UK group reorganisation, the Company's trade and assets were transferred to fellow subsidiary undertakings and disposed of to third parties at market value. From December 2012, the Company ceased to trade, and the director has not sought a replacement trade. Third party trade creditors outstanding as at 31 December 2013 were settled in March 2014.

It is the intention of the director to liquidate the Company in the near future. As a result, the financial statements have not been prepared on a going concern basis. Therefore, amounts owed to group undertakings were reclassified in the previous year from creditors due after one year to creditors due within one year. The carrying value of assets and liabilities are not modified.

Cash flow statement

The director has taken advantage of the exemption in FRS 1 (revised) from including a cash flow statement in the financial statements on the grounds that the Company is wholly owned and its parent publishes consolidated financial statements.

Related party transactions

The Company is a wholly owned subsidiary of PFW Aerospace GmbH, the consolidated accounts of which are publicly available. Accordingly, the Company has taken advantage of the exemption in FRS 8 from disclosing transactions with wholly owned group undertakings of the PFW Aerospace group.

Tangible fixed assets

Tangible fixed assets are stated at cost net of depreciation and any provision for impairment.

Notes to the Financial Statements - continued for the Year Ended 31 December 2013

1. ACCOUNTING POLICIES - continued

Taxation

The charge for taxation is based on the result 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 reorganised 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 exception.

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.

Research and development

Research and development expenditure is written off as incurred, except that development expenditure incurred on an individual project is carried forward when its future recoverability can reasonably be regarded as assured. Any expenditure carried forward is amortised in line with the expected future sales from the related project.

Foreign currencies

Monetary assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken to the profit and loss account.

Hire purchase and leasing commitments

Assets held under finance leases, which are leases where substantially all the risks and rewards of ownership of the asset have been passed to the company, are capitalised in the balance sheet and are depreciated over their useful lives. The capital elements of future obligations under the leases are included as liabilities in the balance sheet. The interest element of the rental obligation is charged to the profit and loss account over the period of the lease and represents a constant proportion of the balance of capital repayments outstanding.

Operating lease agreements

Rentals payable under operating leases are charged in the profit and loss account on a straight line basis over the lease term.

Revenue recognition

Revenue is recognised to the extent that the company obtains the right to consideration in exchange for its performance. Revenue is measured at the fair value of the consideration received, excluding discounts, rebates, VAT and other sales taxes or duty. Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on dispatch of the goods.

Notes to the Financial Statements - continued for the Year Ended 31 December 2013

2. TURNOVER

There was no turnover in the year (2012: £17,682,790). An analysis of turnover by geographical market is given below:

	2013	2012
	£	£
United Kingdom	•	16,810,634
Europe	_	872,156
		17,682,790

Turnover which is stated net of value added tax and discounts, represents amounts invoiced to third parties. The turnover and loss before tax are wholly attributable to discontinued operations.

3. OTHER INCOME

Other operating income of £123,325 was received in the current year (2012: £nil) in respect of administrative services provided to a third party.

Also included in other operating income is a credit of £311,161 (2012: £nil), comprising a release of over-accrued liabilities of £624,989, net of a write-off of an intercompany receivable of £313,828. The directors have reviewed the Balance Sheet as at 31 December 2013 and confirm that this accurately represents the financial position of the Company at this time.

4. STAFF COSTS

Wages and salaries Social security costs Other pension costs	2013 £	2012 £ 7,628,031 720,006 57,078 8,405,115
The average monthly number of employees during the year was as follows:	2013	2012
Production	-	200
Administration	-	45
Management		15
	-	260

Notes to the Financial Statements - continued for the Year Ended 31 December 2013

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5	DIRECTORS	EMOLUMENTS

	2013	2012
·	£	£
Director's remuneration	-	403,680
Director's long term incentive schemes	-	16,284
_		

There were no directors to whom retirement benefits were accruing (2012: None).

The director receives no remuneration for his services to the Company.

6. **OPERATING PROFIT/(LOSS)**

The operating profit/(loss) is stated after charging/(crediting):

	2013	2012
	£	£
Hire of plant and machinery	-	62,668
Other operating leases	-	449,346
Depreciation - owned assets	-	405,158
Loss on disposal of fixed assets	-	124,292
Foreign exchange differences	-	(85,556)
Auditor's remuneration:		
Auditor 5 remuneration.	2013	2012
	£	£
Audit of these financial statements	4,750	34,755
Taxation compliance services	9,987	11,240

Notes to the Financial Statements - continued for the Year Ended 31 December 2013

7. LOSS ON SALE OF OPERATIONS

During the prior year, the Company made a loss of £1,380,568 from the sale of five main operations, and other smaller items.

The Nuneaton site was sold to Rolls Royce plc on 13 July 2012 for a market value consideration of £6,401,827, creating a profit on disposal of £1,771,284.

Certain creditors were transferred to PFW Aerospace Engineering Limited, a fellow subsidiary undertaking, on 31 August 2012, with net liabilities of £805,303 transferred for a market value consideration of £1, creating a profit on disposal of £805,304. This transfer was made at market value.

Other creditors were transferred to PFW (HPL) Limited on 31 August 2012, with net liabilities of £29,047 transferred for a market value consideration of £1, creating a profit on disposal of £29,408.

The Farnborough operations were sold to Avingtrans Limited on 3 December 2012 for a market value consideration of £1,786,841, creating a loss on disposal of £1,598,530.

The Machine Shop trade and assets were transferred to PFW UK Machining Limited, a newly incorporated fellow group undertaking, on 3 December 2012. The transfer comprised assets with a carrying value of £2,234,803 for a market value consideration of £1, resulting in a loss on disposal of £2,234,802.

There were other items sold in addition to those detailed above, creating a loss on disposal of £153,232.

8. INTEREST PAYABLE AND SIMILAR CHARGES

	2013 f	2012 f
Group interest payable	1,167,571	1,253,278
Bank interest payable	-	13,842
Finance charges in respect of hire purchase contracts	3,128	77,885
•	1,170,699	1,345,005

Notes to the Financial Statements - continued for the Year Ended 31 December 2013

9. TAXATION

Analysis of the tax charge

The tax credit on the loss on ordinary activities for the year was as follows:

	2013 £	2012 £
Tax credit relating to current year	-	(198,000)
Tax credit paid	-	(363,000)
Adjustment in respect of prior year	(138,064)	
Tax credit on loss on ordinary activities	(138,064)	(561,000)

Factors affecting the tax charge

The tax credit assessed for the year is lower than the standard rate of corporation tax in the UK. The difference is explained below:

explained below:	2013 £	2012 £
Loss on ordinary activities before tax	(935,690)	(9,333,489)
Loss on ordinary activities multiplied by the standard rate of Corporation tax in the UK of 23.25% (2012: 24.5%)	(217,548)	(2,286,705)
Effects of: Disallowed expenses	<u>.</u>	1,527,705
Unrelieved tax losses Group relief surrendered	217,548	198,000
Adjustment in respect of prior year	(138,064)	
Current tax credit	(138,064)	(561,000)

Factors that may affect future tax charges

Reductions in the UK corporation tax rate from 26% to 24% (effective from 1 April 2012) and to 23% (effective 1 April 2013) were substantively enacted on 26 March 2012 and 3 July 2012 respectively. Further reductions to 21% (effective from 1 April 2014) and 20% (effective from 1 April 2015) were substantively enacted on 2 July 2013. This will reduce the company's future current tax charge accordingly.

Deferred tax

In accordance with FRS 19, deferred tax assets are only recognised to the extent that they are regarded as recoverable. Accordingly a deferred tax asset of £217,548 (2012: £nil) in respect of tax losses has not been recognised on the grounds that there is currently insufficient evidence that the asset will be recoverable against suitable taxable profits in the short term.

Notes to the Financial Statements - continued for the Year Ended 31 December 2013

10.	DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		2013	2012
		£	£
	Trade debtors	-	35,140
	Amounts owed by group undertakings	690,745	1,488,218
	Other debtors	139,668	555,781
		<u>830,413</u>	2,079,139
11.	CREDITORS		
		2013	2012
		£	£

 Trade creditors
 £
 £

 Amounts owed to group undertakings
 28,323,222
 28,039,553

 Social security and other taxes
 316,141

 Other creditors
 320,380

 Accrued expenses
 14,000
 575,094

28,412,609 29,251,168

The amounts owed to group undertakings above relate to inter-group loan balances on which interest is charged at a fixed rate of 5.65% (2012: 5.65%).

12. CALLED UP SHARE CAPITAL

Allotted, issu	ed and fully paid:			
Number:	Class:	Nominal	2013	2012
		value:	£	£
1,000,000	Ordinary Shares	£1	1,000,000	1,000,000

13. RESERVES

Profit and loss account £

 At beginning of year
 (27,693,652)

 Loss for the year
 (797,626)

At end of year (28,491,278)

Notes to the Financial Statements - continued for the Year Ended 31 December 2013

14. PENSION COMMITMENTS

The company operated a defined contribution pension scheme. The pension cost for the period represents contributions payable by the company to the scheme and amounted to £Nil (2012: £57,078). There were no outstanding contributions payable to the scheme at the year end (2012: £Nil).

15. ULTIMATE PARENT COMPANY

The immediate parent company is PFW UK Holdings Limited, a company incorporated in the UK.

The ultimate and controlling party is Airbus Group N.V. (formerly EADS N.V.), by virtue of its 74.9% controlling interest in PFW Aerospace GmbH (a company incorporated in Germany). The consolidated financial statements of Airbus Group N.V., a company incorporated and registered in The Netherlands, within which this company is included, can be obtained from Mendelweg 30, 2333 CS Leiden, The Netherlands.

16. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' DEFICIT

Loss for the financial year	2013 £ (797,626)	2012 £ (8,772,489)
Net increase in shareholders' deficit Opening shareholders' deficit	(797,626) (26,693,652)	(8,772,489) (17,921,163)
Closing shareholders' deficit	(27,491,278)	(26,693,652)