

Company Registration No. 10012282

**TGA UK HOLDINGS LIMITED**

**Report and Financial Statements**

**31 December 2017**

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# **TGA UK HOLDINGS LIMITED**

## **REPORT AND FINANCIAL STATEMENTS 2017**

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# **TGA UK HOLDINGS LIMITED**

## **REPORT AND FINANCIAL STATEMENTS 2017**

### **OFFICERS AND PROFESSIONAL ADVISERS**

#### **DIRECTORS**

T M Sinkinson  
D A J Rodgers  
R S Yadava

#### **REGISTERED OFFICE**

Crompton Close  
Basildon  
Essex  
SS14 3BA

#### **BANKERS**

HSBC Bank plc  
27<sup>th</sup> Floor  
8 Canada Square  
London  
E14 5HQ

#### **AUDITORS**

Ernst & Young LLP  
400 Capability Green  
Luton  
LU1 3LU

# **TGA UK HOLDINGS LIMITED**

## **STRATEGIC REPORT**

### **REVIEW OF BUSINESS**

The principal activity of the company is that of an investment company. The company expects to continue current activities.

The profit on ordinary activities after taxation for the period was \$nil (2016: \$nil). No dividend was paid during the period.

The Fortive Group manages its Key Performance Indicators (KPIs) at a segmental and geographical level. As this is an investment company, there are no relevant KPIs in respect of this entity.

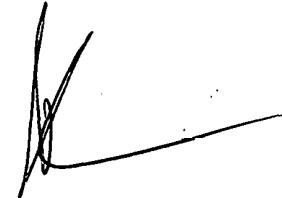
### **PRINCIPAL RISKS AND UNCERTAINTIES**

Risk management is integrated into the process of planning and performance management at a Group level and is monitored by Fortive Group through quarterly performance reviews. Company level risks have been considered and classified as liquidity risk and investment risk.

Liquidity risk is the risk that the company encounters difficulty in meeting its obligations as they fall due. This risk is mitigated by the availability of subsidiary entities to distribute dividends as and when required and access, though the support of another group entity, to the Fortive UK cash pool arrangements which provides significant levels of funding for the UK group entities within the cash pool which will cover temporary liquidity restraints if the need should arise.

Investment risk is the risk that the value of the company's investments could be adversely affected by changes in the underlying business of the companies. The company actively monitors the performance and underlying value of its investments, which are also monitored by the Fortive group, and where any impairment indicators occur will consider whether an impairment is required.

On behalf of the Board



T M Sinkinson

Director

Date: 26 June 2018

# **TGA UK HOLDINGS LIMITED**

## **DIRECTORS' REPORT**

The directors present their annual report and the audited financial statements for the year to 31 December 2017.

### **DIRECTORS**

The directors who served during the year were as follows:

T M Sinkinson	
S P Flowerday	(resigned 03 May 2017)
E A Weaver	(resigned 10 May 2017)
D A J Rodgers	(appointed 03 May 2017)
R S Yadava	(appointed 10 May 2017)

### **GOING CONCERN**

The company is in a sound financial position as is indicated by the level of its net assets. The company is capable of declaring dividends in its subsidiaries in order to meet its short term liabilities if necessary.

The directors therefore have reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, the company continues to adopt the going concern basis in preparing the financial statements.

### **FINANCIAL INSTRUMENTS**

The primary treasury objectives of the company are to identify and manage the financial risks that arise in relation to underlying business needs and to provide secure funding for the activities of the company. If appropriate, the company uses financial instruments to manage these risks.

The company has access, via the support of another group entity, to a group notional cash pooling facility to satisfy short term cash flow requirements. No speculative trading in derivative financial instruments is undertaken.

Details of the risks and uncertainties on the use of financial instruments are set out in the Strategic Report and notes to the financial statements.

### **THIRD PARTY INDEMNITIES**

Fortive Corporation has provided to all directors limited indemnities in respect of the cost of defending claims against them and third party liabilities. These are all third party indemnity provisions for the purpose of the Companies Act 2006 and are all currently in force.

### **DISCLOSURE OF INFORMATION TO AUDITORS**

So far as the directors at the date of approving this report are aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditors are unaware. Having made enquiries of the company's auditor, the directors have taken all the steps that they are obliged to take as directors in order to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

# **TGA UK HOLDINGS LIMITED**

## **DIRECTORS' REPORT**

### **POST BALANCE SHEET EVENTS**

On 11 May 2018 the company received a dividend of \$24,681,516 from its subsidiary, TGA UK Finance Ltd.

On 11 May 2018, the company paid a dividend of \$24,681,516 to its parent company, Veeder-Root Company.

There are no other significant post balance sheet events to report.

On behalf of the Board

A handwritten signature in black ink, appearing to be 'T M Sinkinson', with a long horizontal stroke extending to the right.

T M Sinkinson

Director

Date: 26 June 2018

## **TGA UK HOLDINGS LIMITED**

### **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The directors are responsible for preparing the Strategic Report, Director's 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 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 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; and
- 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.

## **TGA UK HOLDINGS LIMITED**

### **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TGA UK HOLDINGS LIMITED**

#### **Opinion**

We have audited the financial statements of TGA UK Holdings Limited for the year ended 31 December 2017 which comprise the Balance Sheet, the Statement of Changes in Equity and the related notes 1 to 8, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 101 "Reduced Disclosure Framework (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 31 December 2017 and of its result 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.

#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report below. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Conclusions relating to going concern**

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

#### **Other information**

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.



# **TGA UK HOLDINGS LIMITED**

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TGA UK HOLDINGS LIMITED**

### **Opinions on other matters prescribed by the Companies Act 2006**

In our opinion, based on the work undertaken in the course of the audit:

- 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; and
- the strategic report and directors' report have been prepared in accordance with applicable legal requirements.

### **Matters on which we are required to report by exception**

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or directors' report.

We have nothing to report in respect of the following matters in relation to which 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.

### **Responsibilities of directors**

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, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

### **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

## TGA UK HOLDINGS LIMITED

### INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TGA UK HOLDINGS LIMITED

#### Use of our report

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.

Handwritten signature of Fraser Bull in black ink.

Fraser Bull (Senior Statutory Auditor)  
for and on behalf of Ernst & Young LLP, Statutory Auditor  
Luton

28 June 2018

# TGA UK HOLDINGS LIMITED

Registered number 10012282

## BALANCE SHEET At 31 December 2017

	Note	2017 \$000	2016 \$000
<b>FIXED ASSETS</b>			
Investments	3	<u>156,289</u>	<u>156,289</u>
<b>NET ASSETS</b>		<u>156,289</u>	<u>156,289</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	4	<u>156,289</u>	<u>156,289</u>
<b>TOTAL SHAREHOLDERS' FUNDS</b>		<u>156,289</u>	<u>156,289</u>

These financial statements have been approved by the board on 26 June 2018 and signed on its behalf by



T Sinkinson  
Director

The accompanying notes are an integral part of this balance sheet.

**TGA UK HOLDINGS LIMITED**

**STATEMENT OF CHANGES IN EQUITY**  
**For the year ended 31 December 2017**

	Ordinary share capital \$000	Profit and loss account \$000	Total Shareholders funds \$000
At 18 February 2016	-	-	-
Shares issued	156,289	-	156,289
At 31 December 2016	156,289	-	156,289
Profit and total comprehensive income for the year	-	-	-
At 31 December 2017	156,289	-	156,289

The accompanying notes are an integral part of this statement of changes in equity.

# **TGA UK HOLDINGS LIMITED**

## **NOTES TO THE ACCOUNTS**

**For the period ended 31 December 2017**

### **1. AUTHORISATION OF FINANCIAL STATEMENTS AND STATEMENT OF COMPLIANCE WITH FRS101**

The financial statements of TGA UK Holdings Limited (the "Company") for the year ended 31 December 2017 were authorised for issue by the board of directors on 26 June 2018 and the balance sheet was signed on the board's behalf by Trevor Sinkinson. TGA UK Holdings Limited is a private company limited by shares and incorporated and domiciled in England and Wales. These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101) and in accordance with applicable accounting standards.

The Company's financial statements are presented in US Dollars, which is also the functional currency, and all values are rounded to the nearest thousand dollars (\$000) except when otherwise indicated.

The Company has taken advantage of the exemption under s401 of the Companies Act 2006 not to prepare group accounts as it is a wholly owned subsidiary of Fortive Corporation.

The results of TGA UK Holdings Limited are included in the consolidated financial statements of Fortive Corporation which are available from 6920 Seaway Boulevard, Everett, WA 98203, USA.

The principal accounting policies adopted by the Company are set out in note 2.

### **2. ACCOUNTING POLICIES**

#### **2.1 BASIS OF PREPARATION**

The accounting policies which follow set out those policies which apply in preparing the financial statements for the period ended 31 December 2017.

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- (a) the requirements of IFRS 7 *Financial Instruments: Disclosures*, (b) the requirements of paragraphs 91-99 of IFRS 13 *Fair Value Measurement*,
- (c) the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of paragraph 79(a)(iv) of IAS 1;
- (d) the requirements of paragraphs 10(d), 10(f), 38A, 38B, 38C, 38D, 111, and 134-136 of IAS 1 *Presentation of Financial Statements*;
- (e) the requirements of IAS 7 *Statement of Cash Flows*;
- (f) the requirements of paragraphs 30 and 31 of IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors*;
- (g) the requirements of paragraph 17 of IAS 24 *Related Party Disclosures*;
- (h) the requirements in IAS 24 *Related Party Disclosures* to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member ; and
- (i) the requirements of paragraphs 130(f)(ii)-130(f)(iii) of IAS 36 *Impairment of Assets*

# TGA UK HOLDINGS LIMITED

## NOTES TO THE ACCOUNTS

For the period ended 31 December 2017

### 2.2 JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates.

The following judgements, including estimates, have had the most significant effect on amounts recognised in the financial statements:

#### ***Impairment of investments***

Where there are indicators of impairment management performs impairment tests based on fair value less cost to sell or value in use. Such tests will include estimates such as forecast profits, market valuations and discount rates. Changes in these estimates can have a significant impact on the impairment test assessment outcome.

### 2.3 SIGNIFICANT ACCOUNTING POLICIES

#### **Foreign currencies**

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date. All differences are taken to the Statement of Comprehensive Income.

#### **Investments**

Investments are stated at cost less provision for impairment.

#### **Investment impairment**

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Company makes an estimate of the asset's recoverable amount in order to determine the extent of the impairment loss. An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. Impairment losses on continuing operations are recognised in the income statement in those expense categories consistent with the function of the impaired asset.

For assets where an impairment loss subsequently reverses, the carrying amount of the asset or cash generating unit is increased to the revised estimate of its recoverable amount, not to exceed the carrying amount that would have been determined, net of depreciation, had no impairment losses been recognised for the asset or cash generating unit in prior years. A reversal of impairment loss is recognised immediately in the income statement.

#### **Financial instruments**

##### ***Financial assets***

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire; or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

Financial assets, other than those at fair value through profit or loss (FVTPL), are assessed for indicators of impairment at each balance sheet date. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cashflows of the investment have been impacted. The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets

# TGA UK HOLDINGS LIMITED

## NOTES TO THE ACCOUNTS

For the period ended 31 December 2017

### 3. FIXED ASSET INVESTMENTS

	Subsidiary undertakings	Total
	\$000	\$000
<b>Cost</b>		
At 1 January 2017	156,289	156,289
Additions	-	-
Disposals	-	-
At 31 December 2017	156,289	156,289
<b>Impairment</b>		
At 1 January 2017	-	-
Charge for the year	-	-
Disposals	-	-
At 31 December 2017	-	-
<b>Carrying value</b>		
At 31 December 2017	156,289	156,289
At 1 January 2017	-	-

Company Name	Holding	Registered Office	%
<b>Subsidiary Undertakings</b>			
TGA UK Finance Ltd	Ordinary Shares	Crompton Close, Basildon, Essex SS14 3BA	62
TGA Industries Ltd *	Ordinary Shares	Crompton Close, Basildon, Essex SS14 3BA	100
Gilbarco Veeder Root Nigeria Ltd *	Ordinary Shares	1 Kingsway Road, 7 <sup>th</sup> Floor, Marble House, Lagos, Nigeria	100
Datapaq Ltd *	Ordinary Shares	52 Hurricane Way, Norwich, Norfolk NR6 6JB	100
DH Saudi Arabia Ltd *	Ordinary Shares	Office No 101, First Floor, Rehab Building, King Fahad Road, Riyadh, Saudi Arabia	90
Diagnostic Monitoring Systems Limited *	Ordinary Shares	74 Black Street, Glasgow, G4 0EF	100
Eurowatch Central Limited *	Ordinary Shares	K1 First Floor, Kents Hill Business Park, Milton Keynes, Buckinghamshire MK7 6BZ	100
Fluke Precision Measurement Ltd *	Ordinary Shares	52 Hurricane Way, Norwich, Norfolk NR6 6JB	100
Fluke UK Ltd *	Ordinary Shares	52 Hurricane Way, Norwich, Norfolk NR6 6JB	100
Gems Sensors Pension Trustees Ltd *	Ordinary Shares	Lennox Road, Basingstoke, Hampshire RG22 4AW	100
Gems Sensors Ltd *	Ordinary Shares	Crompton Close, Basildon, Essex SS14 3BA	100
Gilbarco Latin America Andina Limited *	Ordinary Shares	3020 Pte. Eduardo Frei Montalva Avenue, Comuna de Renca, Santiago de Chile, Metropolitana 8640516, Chile	99
Gilbarco Latin America SRL *	Ordinary Shares	Avenida Congreso 3450, Buenos Aires, C1403 AZD, Argentina	100

# TGA UK HOLDINGS LIMITED

## NOTES TO THE ACCOUNTS

For the period ended 31 December 2017

### 3. FIXED ASSET INVESTMENTS (CONTINUED)

Company Name	Holding	Registered Office	%
Infrared Integrated Systems Ltd*	Ordinary Shares	One Thames Valley, Wokingham Rd, Bracknell, Berkshire RG42 1NG	100
Intervest SRL *	Ordinary Shares	Superi 2880, 1430 Capital Federal, Buenos Aires, Argentina	100
Logitron International SARL *	Ordinary Shares	5 Rue Guillaume Kroll, L-1882, Luxembourg	100
Moonsilk Ltd *	Ordinary Shares	Crompton Close, Basildon, Essex SS14 3BA	100
Navman Wireless UK Limited *	Ordinary Shares	Innovation Centre 2, Keele University Science Park, Keele, Staffordshire ST5 5NH	100
Teletrac Navman (UK) Limited *	Ordinary Shares	K1 First Floor, Kents Hill Business Park, Milton Keynes, Buckinghamshire MK7 6BZ	100
Trafficmaster Traffic Services Limited *	Ordinary Shares	K1 First Floor, Kents Hill Business Park, Milton Keynes, Buckinghamshire MK7 6BZ	100
Tektronix UK Ltd *	Ordinary Shares	One Thames Valley, Wokingham Rd, Bracknell, Berkshire RG42 1NG	100
Held indirectly*			

### 4. CALLED UP SHARE CAPITAL

	2017 \$000	2016 \$000
<b>Authorised, called up, allotted and fully paid</b>		
156,288,768 ordinary shares of \$1 each	156,289	156,289
	<u>156,289</u>	<u>156,289</u>

The ordinary shares have full voting, dividend and capital distribution rights; they do not confer any rights of redemption.

### 5. GUARANTEES

An unlimited multi-lateral guarantee exists between all the United Kingdom based subsidiaries of Fortive Corporation and HSBC Bank plc. The guarantee is to a maximum amount of £10,000,000 (2016: £10,000,000).

### 6. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The company's immediate parent undertaking is Veeder Root Company, a company registered in the USA. The ultimate parent undertaking and controlling party is Fortive Corporation, a company incorporated in the USA.

The largest and smallest group in which the results of the company are consolidated is Fortive Corporation, a company incorporated in the USA. The consolidated financial statements of this group are available to the public and may be obtained from 6,920 Seaway Boulevard, Everett, WA 98203, USA.



## **TGA UK HOLDINGS LIMITED**

### **NOTES TO THE ACCOUNTS**

**For the period ended 31 December 2017**

#### **7. RELATED PARTY DISCLOSURES**

The Company has taken advantage of the exemption under paragraph 8(k) of FRS 101 not to disclose transactions with fellow wholly owned subsidiaries.

#### **8. POST BALANCE SHEET EVENTS**

On 11 May 2018 the company received a dividend of \$24,681,516 from its subsidiary, TGA UK Finance Ltd.

On 11 May 2018, the company paid a dividend of \$24,681,516 to its parent company, Veeder-Root Company.

There are no other significant post balance sheet events to report.