Registered number
07061421

BCA Osprey IV Limited

Report and Financial Statements

For the year ended 31 December 2012

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BCA Osprey IV Limited
Report and financial statements
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BCA Osprey IV Limited
Company Information

Directors
J R Olsen
S C D Hosking

Company secretary
D Cunningham

Independent auditors
PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors
First Point
Buckingham Gate
Gatwick
West Sussex
RH6 0NT

Principal bankers
HSBC PLC
8 Canada Square
London
E14 5HQ

Registered office
Headway House
Crosby Way
Farnham
Surrey
England
GU9 7XG

Registered number
07061421

BCA Osprey IV Limited
Registered number: 07061421
Directors' Report

The directors present their report and audited financial statements of BCA Osprey IV Limited (the Company) for the year ended 31 December 2012

Business review and principal activities
The Company's principal activity during the year was that of an intermediate parent company The Company holds an investment in the BCA Holdings Limited group of companies The principal activity of the group, through its subsidiaries, is that of used vehicle remarketing in the United Kingdom and Europe by the operation of physical and electronic vehicle auctions, together with a significant range of e-commerce and other related services The directors anticipate that the Company will continue as an intermediate holding company for the foreseeable future

Results and dividends
The Company made a loss for the year of £19,700,000 (2011 loss £19,175,000) No dividends were paid in the year and the directors have not declared a dividend for the year (2011 £nil)

Going concern
The directors believe that preparing the financial statements on a going concern basis is appropriate due to the continued financial support of the immediate parent undertaking, BCA Remarketing Group Limited The directors have received confirmation that BCA Remarketing Group Limited intend to support the company for at least one year after these financial statements are signed

Principal risks and uncertainties

Financial instrument risk
The Company's operations expose it to a variety of financial risks that include liquidity risk The Company does not directly manage these risks BCA Osprey I Limited, the ultimate United Kingdom parent company, manages financial risks on a group basis as described in the Directors' Report of the BCA Osprey I Limited Annual Report

Key performance indicators
Key performance indicators are undertaken at the group level as described in the Directors' Report of the BCA Osprey I Limited Annual Report

Directors
The following persons served as directors during the year and up to the date of signing the financial statements

J R Olsen
S C D Hosking

BCA Osprey IV Limited
Registered number: 07061421
Directors' Report

Directors' responsibilities statement
The Directors are responsible for preparing the Directors' Report and the audited 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 prepared 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 year In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- state whether applicable United Kingdom 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 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

Disclosure of information to auditors
Each person who was a director at the time this report was approved confirms that

- so far as he 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

The report was approved by the board on 24 June 2013 and signed on its behalf

D Cunningham
Company Secretary

BCA Osprey IV Limited
Independent auditors' report
to the members of BCA Osprey IV Limited

We have audited the financial statements of BCA Osprey IV Limited for the year ended 31 December 2012 which comprise the Profit and Loss Account, the Balance Sheet and the related notes The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

Respective responsibilities of directors and auditors
As explained more fully in the Directors' Responsibilities Statement set out on page 3, 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 (United Kingdom and Ireland) Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing

Scope of the audit
An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error This includes an assessment of whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report

Opinion on the 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 2012 and of its loss 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

Opinion on other matters prescribed by the Companies Act 2006
In our opinion the information given in 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
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

- 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

Alan Kinnear
(Senior Statutory Auditor)
for and on behalf of
PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Gatwick
26 June 2013

BCA Osprey IV Limited
Profit and Loss Account
for the year ended 31 December 2012

	Notes	2012 £000	2011 £000
Turnover		-	-
Administrative expenses		714	803
Operating profit	2	714	803
Interest receivable and similar income	5	26,277	23,349
Interest payable and similar charges	6	(47,972)	(43,327)
Loss on ordinary activities before taxation		(20,981)	(19,175)
Tax on loss on ordinary activities	7	-	-
Loss for the financial year		(20,981)	(19,175)

Continuing operations
None of the Company's activities were acquired or discontinued during the above years

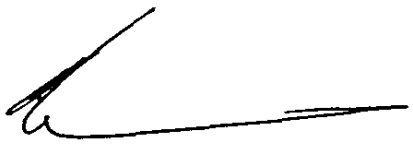
Statement of total recognised gains and losses
The Company has no recognised gains or losses other than those included in the results above and, therefore, no separate statement of total recognised gains and losses has been presented

Historical cost
There is no material difference between the loss on ordinary activities before taxation and the retained loss for the financial years stated above, and their historical cost equivalents

BCA Osprey IV Limited
Balance Sheet
as at 31 December 2012

	Notes		2012 £000		2011 £000
Fixed assets					
Investments	8		**214,827**		214,827
Current assets					
Debtors	9	**226,835**		202,272	
Creditors amounts falling due within one year	10	**(405,801)**		(346,348)	
Net current liabilities			**(178,966)**		(144,076)
Total assets less current liabilities			**35,861**		70,751
Creditors amounts falling due after more than one year	11		**(94,025)**		(107,934)
Net liabilities			**(58,164)**		(37,183)
Capital and reserves					
Called up share capital	13		**4,000**		4,000
Profit and loss account	14		**(62,164)**		(41,183)
Total shareholder's deficit	15		**(58,164)**		(37,183)

The financial statements on pages 5 to 13 were approved by the board on 24 June 2013 and were signed on its behalf by



S C D Hosking
Director

2 Operating profit

	2012 £000	2011 £000
This is stated after charging/(crediting)		
Gain on foreign currency transactions	**(759)**	(303)
Professional fee relating to the Senior Facility Agreement	**45**	-

The audit fee of £4,000 (2011 £4,000) was borne by a group undertaking

3 Directors' emoluments

	2012 £000	2011 £000
Aggregate emoluments	557	310
Highest paid director Aggregate emoluments	334	310
Highest paid director Accrued retirement benefits from defined benefit pension schemes	54	23

The emoluments of 2 (2011 2) directors are paid by a fellow subsidary company which makes no recharge to the company Accordingly, the above details include the emoluments in respect of these directors which are also included in the financial statements of the subsidary company

4 Employees

The Company had no employees (2011 nil)

5 Interest receivable and similar income

	2012 £000	2011 £000
Interest on loans to group undertakings	**26,277**	23,349
	26,277	23,349

6 Interest payable and similar charges

	2012 £000	2011 £000
Bank loans and overdrafts	**12,299**	14,174
Interest on loans from group undertakings	**35,673**	29,153
	47,972	43,327

BCA Osprey IV Limited
Notes to the Financial Statements
for the year ended 31 December 2012

1 Accounting policies

Basis of preparation
These financial statements have been prepared on the going concern basis, under the historical cost convention, and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom The principal accounting policies, which have been applied consistently, are set out below

Under section 400 of the Companies Act 2006, the Company is exempt from the obligation to prepare and deliver group financial statements as it is a wholly owned subsidiary of a larger group drawing up consolidated financial statements to the same date, as detailed in Note 19 As a consequence, these financial statements present information about the Company as an individual undertaking and not about its group

Turnover
Turnover represents the value, net of value added tax and discounts, of goods provided to customers and work provided in respect of services provided to customers

Going concern
Given the performance of the business, current budget and long term business plans and support from the parent company, the directors believe that it is appropriate to prepare the financial statements on the going concern basis

Deferred taxation
Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date

A net deferred tax asset is recognised as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date Deferred tax is measured on an undiscounted basis

Fixed asset investments
Fixed asset investments in the group undertakings are stated at cost less any provision required for impairment in value

Capitalisation of finance costs
Direct costs incurred in connection with the issue of capital instruments are deducted from the proceeds from their issue Finance costs associated with debt are allocated to periods at a constant rate based on the carrying amount

Financial Instruments
The Company makes use of financial instruments to fix the interest rate on borrowings These instruments are not recorded at market value in the financial statements but are disclosed in note 12

7 Tax on loss on ordinary activities

	2012 £000	2011 £000
Analysis of charge in year		
Current tax		
UK corporation tax on losses of the year	-	-
Adjustments in respect of previous year	-	-
Current tax on loss on ordinary activities	-	-

The standard rate of Corporation Tax in the UK changed from 26% to 24% with effect from 1 April 2012 Accordingly, the results of the Company for this accounting year are taxed at an effective rate of 24 5%

Factors affecting tax charge for year

The differences between the tax assessed for the year and the standard rate of corporation tax are explained as follows

	2012 £000	2011 £000
Loss on ordinary activities before taxation	(20,981)	(19,175)
Standard rate of corporation tax in the UK	24 5%	26 5%
Loss on ordinary activities multiplied by the standard rate of corporation tax	(5,140)	(5,081)
Effects of		
Expenses not deductible for tax purposes	507	226
Group relief surrendered to group undertaking	4,633	4,855
Total current tax charge	-	-

No payment is made for the surrender of losses to a group undertaking

8 Fixed asset investments

	Investment in subsidiary undertakings £000
At 1 January and 31 December - carrying value	**214,827**

The following information relates to those subsidiary undertakings, which, in the opinion of the directors, are the principal subsidiaries of the group Except for BCA Holdings Limited all shares in principal group undertakings are held by subsidiaries

Company	Country of Incorporation	Shares held Class	% of equity held	Activity
BCA Holdings Limited	England	Ordinary	100	Intermediate parent
BCA Group Europe Limited	England	Ordinary	100	Intermediate parent
BCA Europe Limited	England	Ordinary	100	Intermediate parent
The British Car Auction Group Limited	England	Ordinary	100	Intermediate parent
BCA Trading Limited	England	Ordinary	100	Intermediate parent
British Car Auctions Limited	England	Ordinary	100	Motor vehicle remarketing
BCA Logistics Limited	England	Ordinary	100	Motor vehicle distribution
BCA Autoauktion A/S	Denmark	Ordinary	100	Motor vehicle remarketing
BCA Autoveiling BV	Netherla	Ordinary	100	Motor vehicle remarketing
BCA Autoauktionen GmbH	Germany	Ordinary	100	Motor vehicle remarketing
BCA Espana Qutosubastas de Vehiculos SL	Spain	Ordinary	100	Motor vehicle remarketing
BCAuto Encheres SA	France	Ordinary	100	Motor vehicle remarketing
BCAuctions SA	France	Ordinary	100	Motor vehicle remarketing
SPLA-Sociedade Portuguesa de Leilos de Automoveis, SA	Portugal	Ordinary	100	Motor vehicle remarketing

The directors believe that the carrying value of the investments are supported by their prospective earnings

12 Loans

	2012 £000	2011 £000
Analysis of maturity of debt		
Within one year or on demand	**16,489**	13,882
Between one and two years	**24,597**	8,030
Between two and five years	**69,427**	32,644
After five years - by installments	**-**	67,260
	110,513	121,816

In February 2010 the Company entered into a seven year committed £217,000,000 multi-currency term and revolving facility of which £157,000,000 was drawn down and used as part of the financing for the acquisition of the BCA Holdings group The Company incurred issue costs of £19,950,000 in respect of the new facility These costs, together with the interest expense, are allocated to the profit and loss account over the term of the facility at a constant rate on the carrying amount Bank loans are stated net of unamortised issue costs of £9,908,000 (2011 13,232,000)

The Company's principal bank loans are denominated in sterling and euros, and bear interest based on LIBOR and EURIBOR They are secured by a fixed and floating charge over the group's present and future assets as disclosed in note 16 At the end of the year £92,237,000 of the Company's bank borrowings were subject to interest rate swap agreements These swap agreements terminated in March 2013 At 31 December 2012 the fixed rate for the sterling swap was 1 965% per annum and floating rate was 0 62125% per annum (3 month LIBOR) The fixed rate for the Euro swap was 1 6675% per annum and the floating rate was 0 233% per annum (3 month EURIBOR)

13 Called up share capital

	Nominal value	Number	2012 £000	2011 £000
Allotted, issued and fully paid				
Ordinary shares	**£1 each**	**4,000,001**	**4,000**	4,000

14 Profit and loss account

	2012 £000
At 1 January	**(41,183)**
Loss for the financial year	**(20,981)**
At 31 December	**(62,164)**

15 Reconciliation of movement in shareholder's deficit

	2012 £000	2011 £000
At 1 January	**(37,183)**	(18,008)
Loss for the financial year	**(20,981)**	(19,175)
At 31 December	**(58,164)**	(37,183)

9 Debtors

	2012 £000	2011 £000
Amounts owed by group undertakings	**226,826**	202,192
Prepayments and accrued income	**9**	80
	226,835	202,272

Amounts owed by group undertakings are unsecured, repayable on demand and bear interest at 12 094% per annum

10 Creditors: amounts falling due within one year

	2012 £000	2011 £000
Bank loans and overdrafts	**71,816**	48,696
Amounts owed to group undertakings	**331,637**	296,036
Accruals and deferred income	**2,348**	1,616
	405,801	346,348

Amounts owed to group undertakings are unsecured, repayable on demand and bear interest at 12 094% per annum

The bank overdraft is included in the group offset arrangement and no interest is payable The bank overdraft is guaranteed by group undertakings

11 Creditors: amounts falling due after more than one year

	2012 £000	2011 £000
Bank loans	**94,025**	107,934

16 Contingent liabilities

The Company has entered into an agreement to guarantee the bank overdrafts of certain group undertakings and has granted as security a fixed and floating charge over all its present and future assets and undertakings in respect of group bank loans At the end of the year the loans totalled £120,422,000 (2011 £135,051,000)

17 Cash flow statements

The Company is a wholly owned subsidiary of BCA Osprey I Limited, and the cash flows of the Company are included in the consolidated group cash flow statement of BCA Osprey I Limited Consequently, the Company is exempt under the terms of FRS 1 (Revised 1996) "Cash Flow Statements" from publishing a cash flow statement

18 Related party transactions

The Company is a wholly owned indirect subsidiary of BCA Osprey I Limited and, as permitted by FRS 8 "Related Party Disclosures", transactions with other entities in the group are not disclosed

19 Ultimate controlling party

The Company's ultimate United Kingdom parent company is BCA Osprey I Limited, which is the parent undertaking of the largest group to consolidate these financial statements The parent undertaking of the smallest group to consolidate these financial statements is BCA Remarketing Group Limited

The Company's immediate parent undertaking is BCA Remarketing Group Limited

At 31 December 2012, in the opinion of the directors, the ultimate parent and controlling party of the BCA Osprey I Limited group was CD&R Osprey Investments S a r l , a company registered in Luxembourg

Copies of the consolidated financial statements of BCA Osprey I Limited and BCA Remarketing Group Limited are available from the company secretary, BCA Osprey I Limited, Headway House, Crosby Way, Farnham, Surrey, GU9 7XG, England