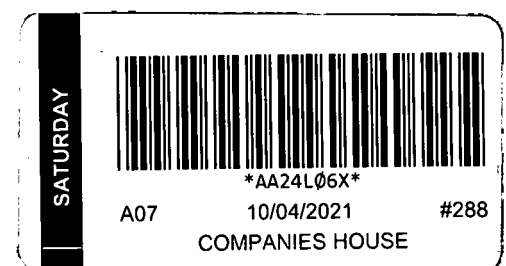


REGISTERED NUMBER: 00830036 (England and Wales)

**REPORT OF THE DIRECTORS AND
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 AUGUST 2020
FOR
FAIRHOLME ESTATES (HOLDINGS) LIMITED**



FAIRHOLME ESTATES (HOLDINGS) LIMITED (REGISTERED NUMBER: 00830036)

**CONTENTS OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 AUGUST 2020**

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FAIRHOLME ESTATES (HOLDINGS) LIMITED

**COMPANY INFORMATION
FOR THE YEAR ENDED 31 AUGUST 2020**

DIRECTORS:

S S Potel
G Potel
B Barbarash
O H Hermes
M D Paisner
D Potel

SECRETARY:

G Potel

REGISTERED OFFICE:

Suite 8
58 Acacia Road
St John's Wood
London
NW8 6AG

REGISTERED NUMBER:

00830036 (England and Wales)

AUDITORS:

Crowe U.K. LLP
55 Ludgate Hill
London
EC4M 7JW

BANKERS:

HSBC UK Bank Plc
Private Banking
8 Cork Street
London
W1S 3LJ

SOLICITORS:

Payne Hicks Beach
10 New Square
Lincoln's Inn
London
WC2A 3QG

**REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 31 AUGUST 2020**

The directors present their report with the financial statements of the company for the year ended 31 August 2020.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of investors.

REVIEW OF BUSINESS

The results for the year and financial position of the company are as shown in the annexed financial statements.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 September 2019 to the date of this report.

S S Potel
G Potel
B Barbarash
M D Paisner
D Potel

Other changes in directors holding office are as follows:

O H Hermes - appointed 1 October 2019

CHARITABLE DONATIONS AND EXPENDITURE

During the year, the company made charitable donations totalling £100,000 (2019 - nil)

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Report of the Directors 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 judgements and accounting estimates that are reasonable and prudent;
- 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.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

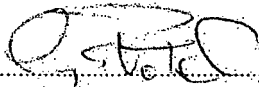
So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

FAIRHOLME ESTATES (HOLDINGS) LIMITED (REGISTERED NUMBER: 00830036)

**REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 31 AUGUST 2020**

This report has been prepared in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

ON BEHALF OF THE BOARD:



G Potel - Secretary

Date: 1ST APRIL 2021

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF FAIRHOLME ESTATES (HOLDINGS) LIMITED

Opinion

We have audited the financial statements of Fairholme Estates (Holdings) Limited (the 'company') for the year ended 31 August 2020 which comprise the Statement of Income and Retained Earnings, Statement of Financial Position and Notes to the Financial Statements, 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 Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 August 2020 and of its profit 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 Auditors' responsibilities for the audit of the financial statements section of our report. 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 directors are responsible for the other information. The other information comprises the information in the Report of the Directors, but does not include the financial statements and our Report of the Auditors thereon.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our 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 this other information, we are required to report that fact. We have nothing to report in this regard.

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 Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Report of the Directors has been prepared in accordance with applicable legal requirements.

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF FAIRHOLME ESTATES (HOLDINGS) LIMITED

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 Report of the Directors.

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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption from the requirement to prepare a Strategic Report or in preparing the Report of the Directors.

Responsibilities of directors

As explained more fully in the Statement of Directors' Responsibilities set out on page two, 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 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.

Auditors' 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 a Report of the Auditors 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 www.frc.org.uk/auditorsresponsibilities. This description forms part of our Report of the Auditors.

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 a Report of the Auditors 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.



Stephen Bullock (Senior Statutory Auditor)
for and on behalf of Crowe U.K. LLP
55 Ludgate Hill
London
EC4M 7JW

Date: 7 April 2021.....

FAIRHOLME ESTATES (HOLDINGS) LIMITED (REGISTERED NUMBER: 00830036)

**STATEMENT OF INCOME AND RETAINED EARNINGS
FOR THE YEAR ENDED 31 AUGUST 2020**

	Notes	31.8.20 £	31.8.19 £
TURNOVER		1,834,897	2,174,983
Administrative expenses		(1,029,985)	(787,498)
		804,912	1,387,485
Other operating income		104,797	-
OPERATING PROFIT		909,709	1,387,485
Interest receivable and similar income		1,992	2,027
		911,701	1,389,512
Gain/loss on revaluation of assets		341,951	2,351,276
		1,253,652	3,740,788
Interest payable and similar expenses		(82,137)	(97,029)
PROFIT BEFORE TAXATION		1,171,515	3,643,759
Tax on profit	4	(553,139)	(428,650)
PROFIT FOR THE FINANCIAL YEAR		618,376	3,215,109
Retained earnings at beginning of year		85,003,403	82,606,294
Dividends		(409,000)	(818,000)
RETAINED EARNINGS AT END OF YEAR		85,212,779	85,003,403

The notes form part of these financial statements.

FAIRHOLME ESTATES (HOLDINGS) LIMITED (REGISTERED NUMBER: 00830036)

STATEMENT OF FINANCIAL POSITION
31 AUGUST 2020

	Notes	31.8.20 £	31.8.19 £
FIXED ASSETS			
Tangible assets	5	5,563	8,032
Investments	6	73,159,232	79,126,228
Investment property	7	4,200,000	4,600,000
		<u>77,364,795</u>	<u>83,734,260</u>
CURRENT ASSETS			
Debtors	8	353,666	437,795
Cash at bank and in hand		10,482,807	4,356,694
		<u>10,836,473</u>	<u>4,794,489</u>
CREDITORS			
Amounts falling due within one year	9	(263,106)	(261,198)
NET CURRENT ASSETS		<u>10,573,367</u>	<u>4,533,291</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>87,938,162</u>	<u>88,267,551</u>
CREDITORS			
Amounts falling due after more than one year	10	(1,966,000)	(2,849,000)
PROVISIONS FOR LIABILITIES	11	<u>(344,235)</u>	<u>-</u>
NET ASSETS		<u><u>85,627,927</u></u>	<u><u>85,418,551</u></u>
CAPITAL AND RESERVES			
Called up share capital	12	409,000	409,000
Share premium		6,148	6,148
Retained earnings		85,212,779	85,003,403
SHAREHOLDERS' FUNDS		<u><u>85,627,927</u></u>	<u><u>85,418,551</u></u>

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved by the Board of Directors and authorised for issue on 1st April 2021 and were signed on its behalf by:



S. S. Potel - Director

The notes form part of these financial statements

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 AUGUST 2020**

1. STATUTORY INFORMATION

Fairholme Estates (Holdings) Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

2. ACCOUNTING POLICIES

Basis of preparing the financial statements

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" including the provisions of Section 1A "Small Entities" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention as modified by the revaluation of certain assets.

The financial statements are prepared under the historical cost basis except investment properties and listed investments that have been measured at their fair value. The financial statements are prepared in sterling which is the functional currency and no rounding has been applied.

Preparation of consolidated financial statements

The financial statements contain information about Fairholme Estates (Holdings) Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under Section 399(2A) of the Companies Act 2006 from the requirements to prepare consolidated financial statements.

Turnover

Rental income is recognised on a straight-line basis over the period of the rental agreement. Incentives for tenants to sign an operating lease are recognised as a reduction to income over the lease term on a straight line basis, unless another systematic basis is representative of the time pattern over which the company's benefit from the leased asset is diminished.

Interest is recognised on an effective interest basis.

Dividend income is recognised when the company has a legal entitlement to the income.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off the cost less estimated residual value of each asset over its estimated useful life.

Fixtures and fittings - 20% on cost

Investments in subsidiaries

Investments in subsidiary undertakings are recognised at cost.

Investment property

The company carries its investment property at fair value, with changes in fair value being recognised in profit or loss.

Investments

Investments are stated at fair value with changes in fair value recognised in profit or loss. Losses and gains on investments are included within changes in fair value.

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 AUGUST 2020

2. ACCOUNTING POLICIES - continued

Taxation

Taxation for the year comprises current and deferred tax. Tax is recognised in the Statement of Income and Retained Earnings, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the statement of financial position date.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the statement of financial position date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Pension costs and other post-retirement benefits

The company operates a defined contribution pension scheme. Contributions payable to the company's pension scheme are charged to profit or loss in the period to which they relate.

Going concern

The financial statements have been prepared on a going concern basis. The directors consider this to be appropriate as they have a reasonable expectation that the company has adequate resources to continue in operational existence for the twelve months from the date the financial statements have been approved. This assessment has also paid due regard to the ongoing global Covid-19 pandemic and its impact on the company.

3. EMPLOYEES AND DIRECTORS

The average number of employees during the year was 4 (2019 - 3).

4. TAXATION

Analysis of the tax charge

The tax charge on the profit for the year was as follows:

	31.8.20	31.8.19
	£	£
Deferred tax	553,139	428,650
Tax on profit	<u>553,139</u>	<u>428,650</u>

UK corporation tax has been charged at 19% (2019 - 19%).

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 AUGUST 2020

5. TANGIBLE FIXED ASSETS

	Fixtures and fittings £
COST	
At 1 September 2019 and 31 August 2020	41,906
DEPRECIATION	
At 1 September 2019	33,874
Charge for year	2,469
At 31 August 2020	36,343
NET BOOK VALUE	
At 31 August 2020	5,563
At 31 August 2019	8,032

6. FIXED ASSET INVESTMENTS

	Shares in group undertakings £	Listed investments £	Totals £
COST			
At 1 September 2019	1,652	79,124,576	79,126,228
Reclassification/transfer	-	(5,966,996)	(5,966,996)
At 31 August 2020	1,652	73,157,580	73,159,232
NET BOOK VALUE			
At 31 August 2020	1,652	73,157,580	73,159,232
At 31 August 2019	1,652	79,124,576	79,126,228

Market value of listed investments at 31 August 2020 - £73,157,580 (2019 - £79,124,576).

The company's investments at the Statement of Financial Position date in the share capital of companies include the following:

Fairholme Estates Limited

Registered office: England and Wales

Nature of business: non-trading

Class of shares:

Ordinary and Preference

%
holding
100.00

31.8.20
£

31.8.19
£

Aggregate capital and reserves

1

1

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 AUGUST 2020

6. FIXED ASSET INVESTMENTS - continued

Fairholme Management Limited
Registered office: England and Wales
Nature of business: Investment.

	% holding		
Class of shares:			
Ordinary	100.00	31.8.20	31.8.19
		£	£
Aggregate capital and reserves:		<u>1,650</u>	<u>1,650</u>

7. INVESTMENT PROPERTY

	Total £
FAIR VALUE	
At 1 September 2019	4,600,000
Revaluations:	(400,000)
	<u>4,200,000</u>
At 31 August 2020	<u>4,200,000</u>
NET BOOK VALUE	
At 31 August 2020	<u>4,200,000</u>
At 31 August 2019	<u>4,600,000</u>

The Company's freehold property was valued as at 31 August 2020 by the directors. The valuation of the property was on the basis of Market Value taking account of the income stream and yield profile of the tenants.

Fair value at 31 August 2020 is represented by:

	£
Valuation in 2018	4,600,000
Valuation in 2020	(400,000)
	<u>4,200,000</u>

If the freehold investment had not been revalued it would have been included at the following historical cost:

	31.8.20	31.8.19
	£	£
Cost	<u>3,368,303</u>	<u>3,368,303</u>

Freehold investment property was valued on an open market basis on 31 August 2020 by the directors.

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 AUGUST 2020

8. DEBTORS

	31.8.20	31.8.19
	£	£
Amounts falling due within one year:		
Trade debtors	1,868	941
Other debtors	4,224	204
Tax	50,182	50,182
Deferred tax asset	-	208,904
Prepayments and accrued income	220,212	127,884
	<u>276,486</u>	<u>388,115</u>
Amounts falling due after more than one year:		
Withholding tax	<u>77,180</u>	<u>49,680</u>
Aggregate amounts	<u>353,666</u>	<u>437,795</u>

9. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31.8.20	31.8.19
	£	£
Trade creditors	33,943	1,200
Amounts owed to subsidiary undertakings	5,299	5,299
Taxation and social security	11,557	12,029
Other creditors	<u>212,307</u>	<u>242,670</u>
	<u>263,106</u>	<u>261,198</u>

10. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	31.8.20	31.8.19
	£	£
Other creditors	<u>1,966,000</u>	<u>2,849,000</u>

11. PROVISIONS FOR LIABILITIES

	31.8.20	
	£	
Deferred tax	<u>344,235</u>	
		Deferred tax
		£
Balance at 1 September 2019		(208,904)
Charge to Statement of Income and Retained Earnings during year		<u>553,139</u>
Balance at 31 August 2020		<u>344,235</u>

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 AUGUST 2020

11. PROVISIONS FOR LIABILITIES - continued

The deferred tax balance is made up as follows:

	2020	2019
	£	£
Decelerated capital allowances	583,385	539,548
Revaluation of investments less capital losses c/f	(1,027,637)	(543,318)
Trading losses c/f	100,017	212,674
	<u>(344,235)</u>	<u>208,904</u>

12. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	31.8.20	31.8.19
		£1	£	£
409,000	Ordinary		<u>409,000</u>	<u>409,000</u>

13. DIRECTORS' ADVANCES, CREDITS AND GUARANTEES

Included within Creditors: amounts falling due after 1 year:

	Loan repayments		Loan contributions		Year-end balance	
	£	£	£	£	£	£
	2020	2019	2020	2019	2020	2019
S S Potel	271,000	330,000	180,000	285,000	1,474,000	1,565,000
B Barbarash	428,000	130,000	-	100,000	7,000	435,000
D Potel	364,000	171,000	-	130,000	485,000	849,000
					<u>1,966,000</u>	<u>2,849,000</u>

Interest payable on the above loans:

	1.9.2019	Earned during the year	Paid during the year	31.08.20
	£	£	£	£
S S Potel	9,535	51,475	51,795	9,215
D Potel	5,027	23,079	24,465	3,641
B Barbarash	2,394	7,582	9,468	508
	<u>16,956</u>	<u>82,136</u>	<u>85,728</u>	<u>13,364</u>

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 AUGUST 2020

14. RELATED PARTY DISCLOSURES

During the year the company made charitable donations of £100,000 (2019 - nil) to The Potel Charitable Trust, a registered charity. The Potel Charitable Trust is related by virtue of S S Potel, G Potel, M D Paisner and D Potel being directors of the company and trustees of the charity.

15. ULTIMATE CONTROLLING PARTY

There is no single controlling party.