LONDON AND REGIONAL PROPERTIES LIMITED ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019



COMPANY INFORMATION

Directors

Mr R J Livingstone

Mr I M Livingstone Mr L Sebastian

Company number

02909660

Registered office

Quadrant House, Floor 6

4 Thomas More Square

London E1W 1YW

Independent Auditors

PricewaterhouseCoopers LLP

1 Embankment Place

London WC2N 6RH

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STRATEGIC REPORT

FOR THE YEAR ENDED 31 DECEMBER 2019

The directors present the strategic report for the year ended 31 December 2019.

In the current year the company's results are presented for the year from 1 January 2019 to 31 December 2019.

In the previous period the company's accounting reference date was changed from 30 September to 31 December. As a result the comparative results presented in these financial statements are for the 15 month period from 1 October 2017 to 31 December 2018.

Principal activities, fair review of the business and future developments

The company acts as a provider of a wide range of property asset management and development services as well as holding investments, interim financing and cash deposits. Turnover for the year was £11.4m (2018: £9.7m) and the company made a loss after taxation of £5.5m (2018: profit of £21.5m). Net assets were £605m at the year end (2018: £610m).

The directors consider the financial position and future prospects at 31 December 2019 to be satisfactory.

Principal risks and uncertainties

The key business risks and uncertainties affecting the company are considered to relate to the fact that the company operates within a highly fluctuating market place, which can result in large movements in foreign exchange and investment valuations. Further discussion of the risks and uncertainties, in the context of the group as a whole, are discussed in the company's ultimate parent's group annual report which does not form part of this report.

Financial risk management

The company's activities expose it to a number of financial risks including credit risk, cash flow risk and liquidity risk. Further discussion of the financial risk management objectives and policies, in the context of the group as a whole, are discussed in the company's ultimate parent's group annual report which does not form part of this report.

Key performance indicators

The company is managed by the directors in accordance with the group strategies of its ultimate parent company, London and Regional Group Properties Ltd, and for this reason, the directors believe that key performance indicators for the company are not necessary or appropriate for an understanding of the development, performance or position of the business. These strategies and key performance indicators are discussed in the company's ultimate parent's group annual report which does not form part of this report.

Subsequent events

Subsequent to the year end the impact of COVID-19 on the UK economy took hold towards the end of March 2020 and it has subsequently had a significant impact on the wider economy as well as the company's areas of operations.

COVID-19 is viewed as a non-adjusting event for the purposes of these financial statements however the directors have had to consider its potential impact on the business when considering the ability of the company to operate as a going concern.

On-behalf of the board

16/07/101

Mr L Sebasian

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2019

The directors present their report and audited financial statements for the year ended 31 December 2019.

Directors

The directors who held office during the year and/or up to the date of the signature of the financial statements were as follows:

Mr R J Livingstone Mr I M Livingstone Mr L Sebastian

Results and dividends

The results for the year are set out on page 7.

The business review, future developments and financial risk management are included in the strategic report.

No ordinary dividends were paid during the year (2018: £nil). The directors do not recommend the payment of a final dividend (2018: £nil).

Qualifying third party indemnity provisions

The company has made qualifying third party indemnity provisions for the benefit of its directors during the year. These provisions remain in force at the reporting date.

Independent Auditors

The Independent Auditors, PricewaterhouseCoopers LLP, are deemed to be reappointed under section 487(2) of the Companies Act 2006.

Statement of disclosure to Independent Auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information.

Op-behalf of the board

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DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2019

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

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, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; 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.

The directors 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.

On behalf of the board

Director

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF LONDON AND REGIONAL PROPERTIES LIMITED

Report on the audit of the financial statements

Opinion

In our opinion, London and Regional Properties Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2019 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Balance Sheet as at 31 December 2019; the Statement of Comprehensive Income, the Statement of Changes in Equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

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

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance 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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 based on these responsibilities.

With respect to the Strategic Report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

INDEPENDENT AUDITORS' REPORT (CONTINUED)

TO THE MEMBERS OF LONDON AND REGIONAL PROPERTIES LIMITED

Reporting on other information (continued)

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Strategic Report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the year ended 31 December 2019 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

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 in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they 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.

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 an auditors' 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 FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

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.

INDEPENDENT AUDITORS' REPORT (CONTINUED)

TO THE MEMBERS OF LONDON AND REGIONAL PROPERTIES LIMITED

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- · we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- · certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Andrew Latham (Senior Statutory Auditor) for and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

London

16 February 2021

STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2019

	Note	Year ended 31 December 2019 £	Period ended 31 December 2018 £
Turnover	3	11,367,687	9,694,092
Administrative expenses Foreign exchange losses Waiver on loans to fellow group undertakings		(17,109,342) (10,700,543) (669,423)	(30,265,443) 7,063,117 (1,810,168)
Operating loss	4	(17,111,621)	(15,318,402)
Interest receivable and similar income Interest payable and similar expenses Profit on disposal of investments	7 8 9	43,035,977 (33,353,051) -	37,667,569 (1,021,332) 2,070,440
(Loss)/profit on ordinary activities before taxation		(7,428,695)	23,398,275
Tax on (loss)/profit on ordinary activities	10	1,903,478	(1,903,478)
(Loss)/profit for the financial year/period		(5,525,217)	21,494,797
Other comprehensive income		-	
Total comprehensive (expense)/income for the year/period	-	(5,525,217)	21,494,797

The statement of comprehensive income has been prepared on the basis that all operations are continuing operations.

BALANCE SHEET

AS AT 31 DECEMBER 2019

		. 20	19		2018
	Note	£	£	£	£
Fixed assets					
Tangible assets Investment properties	11	•	543,701		730,525
investment properties	12		597,292		597,292
Investments	13	_	5,073,288		491,644
			6,214,281		1,819,461
Current assets					
Debtors	14	2,145,028,728		1,953,284,500	
Investments Cash at bank and in	15	10,859		7,038	
hand		37,870,149	_	227,520,032	
		2,182,909,736	_	2,180,811,570	
Creditors: amounts falling due within one					
year	16				
		(1,584,565,195)		(1,572,546,992) *	
Net current assets		_	598,344,541		608,264578
Total assets less curre liabilities	ent		604,558,822		610,084,039
Net assets		-	604,558,822		610,084,039
Capital and reserves Called up share capital	18		534,632,237		534,632,237
Canca up snare capital	10		JJ4,032,23 <i>1</i>		JJ4,UJ2,ZJ1
Retained earnings			69,926,585		75,451,802
Total equity			604,558,822		610,084,039
		-	· · · · · · · · · · · · · · · · · · ·		

^{*}Details of reclassifications are included in Note 16

The financial statements were approved by the board of directors and authorised for issue on $\frac{16}{C^2}$ $\frac{202}{200}$ and are signed on its behalf by:

Mr L Sebastian

Company Registration No. 02909660

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2019

		Called up share capital	Retained earnings	Total
	Note	£	£	£
Balance at 1 October 2017		60,000,008	(6,043,002)	53,957,006
Profit and total comprehensive income for the financial period		-	21,494,797	21,494,797
Issue of share capital Capital reduction	18 18	645,344,079 (170,711,850)	(110,711,843) 170,711,850	534,632,236
Balance at 31 December 2018		534,632,237	75,451,802	610,084,039
Loss and total comprehensive expense for the financial year		-	(5,525,217)	(5,525,217)
Balance at 31 December 2019		534,632,237	69,926,585	604,558,822

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2019

1 Accounting policies

General information

London and Regional Properties Limited is a private company limited by shares incorporated in England and Wales. The registered office is Quadrant House, Floor 6, 4 Thomas More Square, London, E1W 1YW.

The principal activities of London and Regional Properties Limited are to act as a provider of a wide range of property management and development services as well as holding investments and cash deposits.

1.1 Statement of compliance

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

1.2 Basis of preparation and summary of significant accounting policies

The financial statements have been prepared on a going concern basis and under the historical cost convention, modified to include certain financial instruments at fair value. The principal accounting policies adopted are set out below.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 2.

1.3 Exemptions for qualifying entities under FRS 102

FRS 102 allows a qualifying entity certain disclosure exemptions, subject to conditions.

As a qualifying entity, the company has taken advantage of the following exemptions:

- from the requirement to prepare a statement of cash flows as required by paragraph 3.17 (d) of FRS 102;
- from the requirement to present financial instruments disclosures, as required by FRS 102 paragraphs 11.39 to 11.48A, paragraph 12.26 and 12.29; and
- from the requirement to disclose transactions or balances with entities which form part of the group as required by paragraph 33.1A of FRS102.

1.4 Exemption from consolidation

The company has taken advantage of the exemption under section 400 of the Companies Act 2006 not to prepare consolidated financial statements. The financial statements present information about the company as an individual entity and not about its group.

London and Regional Properties Limited is a wholly owned subsidiary of London and Regional Group Property Holdings Ltd , a company incorporated in England and Wales, and the results of London and Regional Properties Limited are included in the consolidated financial statements of London and Regional Group Property Holdings Ltd which are available from Quadrant House, Floor 6, 4 Thomas More Square, London, E1W 1YW.

1.5 Turnover

Turnover comprises management charges receivable from group undertakings and other sundry turnover net of value added tax. The total turnover of the company for the year has been derived from its principal activity, wholly undertaken in the UK.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

1 Accounting policies

1.6 Tangible assets

Tangible assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Plant and equipment 20% per annum on a straight-line basis
Fixtures and fittings 20% per annum on a straight-line basis
Motor vehicles 20% per annum on a straight-line basis

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset and is credited or charged to profit or loss.

1.7 Investment properties

Investment property, which is property held to earn rentals and/or for capital appreciation, is initially recognised at cost, which includes the purchase cost and any directly attributable expenditure. Subsequently it is measured at fair value as at the reporting end date. The surplus or deficit on revaluation is recognised in profit or loss.

Where fair value cannot be determined without undue cost or effort, investment property is accounted for as tangible assets.

1.8 Investments

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

Other investments are stated at cost less any impairment provisions. Impairment reviews are performed by the directors when there has been an indication of potential impairment.

1.9 Impairment of assets

At each reporting period end date, the company reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

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

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

1 Accounting policies

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. 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, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

1.10 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

1.11 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Other financial assets

Other financial assets, including investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publicly traded and whose fair values cannot be measured reliably are measured at cost less impairment.

Impairment of financial assets

Financial assets, other than those held at fair value through profit or loss, are assessed for indicators of impairment at each reporting end 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 cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

1 Accounting policies

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Other financial liabilities

Derivatives, including interest rate swaps and forward foreign exchange contracts, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or finance income as appropriate, unless hedge accounting is applied and the hedge is a cash flow hedge.

Derecognition of financial liabilities

Financial liabilities are derecognised when the company's contractual obligations expire or are discharged or cancelled.

1.12 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recognised in profit or loss immediately, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk.

1.13 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

1 Accounting policies

Current tax

The tax currently payable is based on taxable profit for the period. Taxable profit differs from net profit as reported in the statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled, or the asset is realised. Deferred tax is charged or credited to the statement of comprehensive income, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1.14 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

1.15 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

1.16 Leases

Rentals payable under operating leases, including any lease incentives received, are charged to income on a straight-line basis over the term of the relevant lease.

1.17 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation are included in the statement of comprehensive income.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

2 Critical accounting judgements and estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

a) Critical judgements in applying the entity's accounting policies

The directors have not applied any judgements in applying the company's accounting policies.

b) Critical accounting estimates and assumptions

The company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

Impairment of investments

The company makes an estimate of the recoverable value of its investments. Where an indication of impairment is identified the estimation of the recoverable value is made by reference to the estimated future cash flows from the investment and also selection of appropriate discount rates in order to calculate the net present value of those cash flows.

Recoverability of debtors and amounts due from fellow group undertakings

The company makes an estimate of the recoverable value of its debtors and amounts due from fellow group undertakings. When carrying out the assessment the directors consider factors including the aging profile of the debtors, historic experience and performance of debtors' business.

3 Turnover

An analysis of the company's turnover is as follows:

Period ended 31 December 2018	31 December 2019
£ 9,694,092	£ 11,367,687

Provision of management services

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

4	Operating loss		Period ended 31 December 2018
	This is stated after charging/(crediting):	£	£
	Exchange losses/(gains)	10,700,543	(7,063,117)
	Fees payable to the company's auditors for the audit of the financial		
	statements of the company and those of group undertakings	305,000	304,798
	Depreciation of owned tangible assets	206,197	260,826
	Profit on disposal of unlisted investments	-	(2,070,440)
	Waiver of loans to fellow group undertakings	669,423	1,810,168
	Operating lease charges	592,315	735,948

5 Employees

The average monthly number of persons (including directors) employed by the company during the year/period was:

31 December 2019	Period ended 31 December 2018 Number
Mumber	Number
32	46
Year ended	Period ended
31 December	31 December
2019	2018
£	£
9,356,899	7,874,113
1,270,735	1,041,064
30,051	76,309
10,657,685	8,991,486
	31 December 2019 Number 32 Year ended 31 December 2019 £ 9,356,899 1,270,735 30,051

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

Directors' remuneration	Year ended 31 December 2019 £	
Remuneration below includes aggregate directors' emoluments as	follows:	
Remuneration for qualifying services	3,250,000	537,445
Benefits in kind	6,018	3,245
	3,256,018	540,690
Remuneration disclosed above include the following amounts paid t	o the highest paid director:	
Remuneration for qualifying services	3,250,000	333,341
Benefits in kind	1,615	529
	3,251,615	333,870

Directors

6

The aggregate emoluments paid to the Company's directors during the year amounted to £3.3m (2018: £0.5m). The aggregate pension contributions made to the directors' personal pension schemes amounted to £nil (2018: nil). None of the directors accrued any other benefits under long-term incentive schemes.

Emoluments of the highest paid director were £3.3m (2018: £0.3m). Company pension contributions of £nil (2018: £nil) were made to the directors' personal pension schemes. The remaining directors received no remuneration for their services as directors of the company during the year (2018: £nil).

7 Interest receivable and similar income

	Year ended 31 December 2019 £	Period ended 31 December 2018 £
Interest receivable from group companies	39,286,027	12,593,785
Interest on bank deposits	1,866,742	7,190,149
Other interest income	1,686,807	-
Income from other investments	-	499,667
Income from shares in group undertakings	-	16,968,107
Interest receivable from participating interests - associates	-	92,733
Interest receivable from participating interests - joint ventures	196,401	323,128
	43,035,977	37,667,569

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

8	Interest payable and similar expenses		
		Year ended	Period ended
		31 December	31 December
		2019	2018
		£	£
	Interest on bank overdrafts and loans	. 708,766	6,000
	Interest payable to group undertakings	32,644,250	13,044
	Interest on loans to related undertakings	35•	1,002,288
		33,353,051	1,021,332
9	Profit on disposal of investments		
		Year ended	Period ended
		31 December	31 December
		2019	2018
		£	£
	Profit on realisation of investments	-	2,070,440

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

Tax on (loss)/profit on ordinary activities

10

		*	•	 •
Period ended	Year ended			
31 December	31 December			
2018	2019			
£	- £			

	- £	£
UK corporation tax on (loss) / profits for the year/period	-	1,903,478
Adjustments in respect of previous periods	(1,903,478)	-
Total UK current tax (credit)/charge	(1,903,478)	1,903,478

The actual (credit)/charge for the year/period can be reconciled to the expected (credit)/charge for the year/period based on the profit or loss and the standard rate of tax as follows:

		Period ended 31 December 2018 £
(Loss)/profit on ordinary activities before taxation	(7,428,695)	23,398,275
Expected tax (credit)/charge based on the standard rate of corporation tax in the UK of 19% (2018:19%) Tax effect of expenses that are not deductible in determining taxable profit Tax effect of income not taxable in determining taxable profit	(1,411,452) - -	4,445,672 688,022 (3,223,940)
Adjustments in respect of previous periods Capital allowances in excess of depreciation Surrender of tax losses	(1,903,478) - 1,411,452	(6,276)
Tax (credit)/charge for the year/period	(1,903,478)	1,903,478

The company surrendered the benefit of tax losses amounting to £1,411,452 (2018: £nil) to fellow subsidiary undertakings. No payment was received for this surrender.

Factors that may affect future tax charges

In the Spring Budget 2020, the Government announced that from 1 April 2020 the corporation tax rate would remain at 19% (rather than reducing to 17%, as previously enacted). This new law was substantively enacted on 17 March 2020. As the proposal to keep the rate at 19% had not been substantively enacted at the balance sheet date, its effects are not included in these financial statements.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

11	Tangible assets				
		Plant and Fi		Motor	Total
		equipment	fittings	vehicles	_
		£	£	£	£
	Cost				
	At 1 January 2019	737,472	712,182	28,273	1,477,927
	Additions	19,373			19,373
	At 31 December 2019	756,845	712,182	28,273	1,497,300
	Accumulated depreciation				
	At 1 January 2019	497,700	224,682	25,020	747,402
	Depreciation charged in the year	72,944	130,000	3,253	206,197
	At 31 December 2019	570,644	354,682	28,273	953,599
	Carrying amount				
	At 31 December 2019	186,201	357,500	<u>-</u>	543,701
	At 31 December 2018	239,772	487,500	3,253	730,525
12	Investment properties				
					£
	Fair value	,			
	At 1 January 2019 and 31 December 2019				597,292

For the year ended 31 December 2019, the investment property was valued by the directors after taking advice from a professional valuer on an open market value. The valuation was made in accordance with the Appraisal and Valuation Manual of the Royal Institution of Chartered Surveyors in the United Kingdom.

13 Investments

		2019	2018
	Note	£	£
Investments in subsidiaries	22	4,888,750	307,106
Unlisted investments		184,538	184,538
		<u> </u>	
		5,073,288	491,644

The unlisted investments relate to a fund of leisure investments.

The directors believe that the carrying value of the investments is supported by their underlying net assets.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

13 Investments

Movements in investments			
	Investments in	Other investments	Total
	subsidiaries	other than Ioans	
	£	£	£
Cost or valuation			
At 1 January 2019	307,106	184,538	491,644
Additions	4,581,644	-	4,581,644
At 31 December 2019	4,888,750	184,538	5,073,288
Carrying amount			
At 31 December 2019	4,888,750	184,538	5,073,288
At 31 December 2018	307,106	184,538	491,644
			

During the year the company acquired 96% of the share capital of Malibu RD LR ZAV LLC for a consideration of £2,392,834 and acquired 100% of 737 L&R ZAV LLC for a consideration of £2,188,810.

14 Debtors

	2019	2018
	£	£
Trade debtors	7,844	1,027,335
Amounts recoverable on development projects	495,715	1,025,447
Amounts due from fellow group undertakings	1,773,009,759	1,724,869,285
Amounts due from joint ventures	17,248,168	19,059,733
Amounts due from associated undertakings	26,708,690	25,968,722
Amounts due from related undertakings	225,102,044	81,309,322
Other debtors	102,456,508	100,024,656
	2,145,028,728	1,953,284,500

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

14 Debtors

Trade debtors are stated after provision for impairment of £nil (2018: £nil).

Amounts due from fellow group undertakings are stated net of a provision for impairment of £51.7m (2018: £51.7m). Amounts due from fellow group undertakings are repayable on demand, unsecured and non-interest bearing with the exception of:

- £29,860,467 (2018: £29,860,467) which bears interest at a fixed rate of 3.5% per annum.
- USD 10,250,000 (2018: USD 10,250,000) which bears interest at 3 month USD LIBOR plus 6.35% per annum.

Amounts due from associated undertakings are unsecured, repayable on demand and bear interest at a fixed rate of 1.0% per annum.

Amounts due from joint ventures are unsecured, repayable on 15 October 2020 and bear interest at an effective rate of 1.448% per annum.

Amounts due from related undertakings are repayable on demand, unsecured and non-interest bearing with the exception of:

- £11,016,770 (2018: £10,375,665) which bears interest at a fixed rate of 6.179% per annum
- EUR nil (2018: EUR 29,312,021) which bears interest at a fixed rate of 2% per annum.

Other debtors are repayable on demand, unsecured and non-interest bearing with the exception of these loans which are repayable between June 2019 and February 2021:

- USD 9,306,259 (2018: USD 9,306,259) which bears interest at a fixed rate of 5.0% per annum.
- USD 10.987,167 (2018: USD 7,561,054) which bears interest at a fixed rate of 7.0% per annum.
- USD 17,041,915 (2018: USD 17,041,915) which bears interest at a fixed rate of 6.75% per annum.
- USD 5,183,988 (2018: USD 5,183,988) which bears interest at a fixed rate of 8.5% per annum.
- USD 31,199,441 (2018: USD 31,199,441) which bears interest at a fixed rate of 10.0% per annum.
- USD 2,112,384 (2018: USD 2,112,384) which bears interest at a fixed rate of 7.0% per annum.
- USD 26,395,499 (2018: USD 26,395,499) which bears interest at a fixed rate of 7.0% per annum.
- £nil (2018: £22,000,000) which bears interest at a fixed rate of 7.9% per annum.

15 Investments

	2019	2018
	£	£
Listed investments	10,859	7,038
Valuation:		
Listed investments - market value	10,859	8,817
	I and the second	

The directors believe that the carrying value of the investments is supported by their market value.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

	2019	2018
	£	£
Trade creditors	116,498	234,797
Other creditors	1,084,528	-
Amounts due to fellow group undertakings	1,380,331,179	1,234,551,696
Amounts due to ultimate controlling parties	54,913,399	56,152,018
Amounts owed to related undertakings	146,817,022	278,719,896
Corporation tax	· · · · · · · · · · · · · · · · · · ·	1,903,478
Other taxation and social security	707,934	208,249
Accruals and deferred income	594,635	776,858
	1,584,565,195	1,572,546,992

ń

Amounts due to fellow group undertakings are repayable on demand, unsecured and interest free with the exception of:

USD 579,897 (2018: USD 579,897) which bears interest at 1 month LIBOR + 0.75% per annum.

Amounts due to ultimate controlling parties are repayable on demand, unsecured and interest free.

Amounts owed to related undertakings are repayable on demand, unsecured and interest free with the exception of:

- £20,088,000 (2018: £19,385,286) which bears interest at 3.64% per annum.
- An unsecured loan which was transferred from a fellow group undertaking in the current year of EUR nil (2018; EUR 51,110,712), which bears interest at 4% per annum.

Reclassification

An amount of £4,499,080 wrongly included in the prior year financial statements as creditors falling due over more than one year has been reclassified to creditors amounts falling due within one year during the year.

17 Retired benefit schemes

•	2019	2018
Defined contribution schemes	£	£
Charge to profit or loss in respect of defined contribution schemes	30,051	76,309

The company operates a defined contribution pension scheme for all qualifying employees. The assets of the scheme are held separately from those of the company in an independently administered fund.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

18	Called	up share	capital
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2019 2018 £

£

Ordinary share capital

Issued and fully paid

534,632,237 (2018: 534,632,237) ordinary shares of £1 each

534,632,237 534,632,237

During the previous period the company issued additional share capital amounting to £645,344,079. The company then undertook a share capital reduction of £170,711,850 in accordance with section 642 of the Companies Act 2006.

> 2019 2018 £ £

Reconciliation of movements during the year/period:

At beginning of the year/period

534,632,237 60,000,008

- 645,344,079

Issue of shares Capital reduction

-(170,711,850)

At end of the year/period

534,632,237 534,632,237

Operating lease commitments 19

At the reporting end date, the company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

2019	2018
£	£
588,820	588,820
2,355,280	2,355,280
2,050,384	2,639,204
4,994,484	5,583,304
	588,820 2,355,280 2,050,384

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

20 Related party transactions

As the company is a wholly owned subsidiary of London and Regional Group Properties Ltd, it has taken advantage of the exemption under section 33.1A of FRS102 from disclosing transactions or balances with entities which form part of the group.

At 31 December 2019 the company owed a total of £54,913,399 (2018: £56,152,017) to the ultimate controlling parties of the company. The loan is included in creditors in note 16. The maximum amount owed to the company during the year was £nil (2018: £nil). The loan is interest free and repayable on demand.

At 31 December 2019 the company had the following balances owed by related parties, all of which are included in debtors in note 14:

- £13.7m (2018: £10.4m) owed from Gloucester Capital Limited a company ultimately controlled by ultimate controlling party 2, bearing interest at 6.18% per annum.
- EUR nil (2018: EUR 29.3m) owed from Columbus Monaco S.A a company ultimately controlled by the ultimate controlling parties and bearing interest at 2% per annum.

At 31 December 2019 the group had the following loans payable to related parties, all of which are included in amounts owed to related undertakings within creditors in note 16:

- £20.1m (2018: £19.4m) to Pike Investments Trust, a company ultimately controlled by the ultimate controlling parties, bearing interest at 3.64% per annum.
- £nil (2018: £4.5m) to CG Hotel Holding Ltd, a company ultimately controlled by the ultimate controlling parties bearing interest at 4% per annum.
- £4.7m (2018: £nil) to London and Regional Group Hotel Holdings Ltd, a company ultimately controlled by the ultimate controlling parties, bearing interest at 4% per annum.
- EUR nil (2018: EUR 51.1m) to Lorial Limited, a company ultimately controlled by ultimate controlling party 1, bearing interest at 4.0% per annum and repayable on demand.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

20 Related party transactions

At 31 December 2019, the company's overall position:

	2019	2018	Loans advanced/
	Balance	Balance	(repaid)
Counterparty	£	£	£
Dropmore Park Estate ****	38,828,647	38,356,687	471,960
Exhost ex L&R Bond St **	(1,174,922)	(1,174,922)	-
Columbus Monaco S.A *	-	26,314,769	(26,314,769)
Gloucester Capital Limited *	13,761,992	13,106,793	655,199
George Holdings (UK) **	14,390,728	(2,731,128)	17,121,856
Starlight Headlease Limited **	4,530	(9,270)	13,800
Global Belit (Esp) Interco *	-	84,534	(84,534)
Greenwich Wharf Limited *	1,318,390	473,641	844,749
Atlas (Bicester) Limited **	(153,989)	(153,989)	-
LR (Lygon) Limited *	•	1,021	(1,021)
Titan Financing Holdco Limited *	15,798,442	15,798,442	-
Atlas (Portsmouth) Limited	662	-	662
Atlas (Exeter Town Centre) Limited *	457,614	457,614	-
London & Regional (Green Park			
Hotel) Limited **	-	(707,891)	707,891
First Central Management Company			
Ltd *	6,094	6,094	-
Dape Services Limited **	(000,000)	(31,000)	31,000
LR Venice Lido Limited **	(938,620)	(569,498)	(369,122)
CG Hotel Holding Ltd (Forsand)***	9,840	(4,499,080)	4,508,920
10 Leake Street Limited **	-	(2,254,030)	2,254,030
Elizabeth House Limited Partnership	_	2,276,530	(2,276,530)
LR Carbonera Limited	4,535,555	2,210,000	4,535,555
Porters RPV Corp *	4,000,000	150	(150)
LR (SPH) Holding No 2 Ltd		-	(100)
LR (Cayman) Ltd **	_	(115,908)	115,908
London & Regional (Trafalgar		(110,000)	1,10,000
Square Hotel) Limited *	-	58,972	(58,972)
Boxtone *	475,112	439,599	35,513
LR (York) Limited *	512,746	156,144	356,602
Orly Holding B.V.*	16,669,994	21,493,945	(4,823,951)
Pike Investment Trust **	(20,088,000.0)	(19,385,285.9)	(702,714)
Strategic Investments Portfolio	, , , ,	, , , , ,	,
Limited**	(72,666,770)	(72,672,947)	6,177
London and Regional Group Hotel			
Holdings Ltd**	71,012,032	(126,744,105)	197,756,137
LR US Hotels Limited *	-	19,639	(19,639)
Lorial Limited**	-	(45,884,471)	45,884,471
Ultimate controlling party 1****	(41,955,805)	(40,452,372)	(1,503,433)
Ultimate controlling party 2****	(51,786,241)	(82,155,709)	30,369,468

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

20 Related party transactions

Amounts due from related undertakings due within one year *	£49.2m
Amounts owed to related undertakings due within one year**	(£4.4m)
Amounts owed to related undertakings due after one year***	£9m
Amounts due to ultimate controlling parties****	£54.9m

21 Controlling party

The immediate parent undertaking is London and Regional Group Property Holdings Ltd, a company incorporated and registered in England and Wales.

The ultimate parent undertaking is London and Regional Group Properties Ltd, a company incorporated in England and Wales.

London and Regional Group Property Holdings Ltd is the parent undertaking of the smallest group of undertakings to consolidate these financial statements as at 31 December 2019. London and Regional Group Properties Ltd is the parent undertaking of the largest group of undertakings to consolidate these financial statements at 31 December 2019. The consolidated financial statements of London and Regional Group Property Holdings Ltd and London and Regional Group Properties Ltd can be obtained from the company secretary at Quadrant House, Floor 6, 4 Thomas More Square, London E1W 1YW.

The ultimate controlling parties are I M Livingstone and R J Livingstone through their joint ownership of London and Regional Group Properties Limited.

22 Subsidiaries

These financial statements are separate company financial statements for London and Regional Properties Limited.

Details of the company's subsidiaries at 31 December 2019 are as follows:

Name of undertaking	Country of incorporation	Nature of business	Class of shareholding	% Held	
				Direct	Indirect
Mobyhold Ltd	England and Wales	Ownership and operation of a	Ordinary		
		corporate aircraft		100.00	
Panama Holding 1 BV	Netherlands	Holding company	Ordinary	100.00	
Panama Holding 2 BV	Netherlands	Holding company	Ordinary		100.00
Newgate Ventures Sarl	Luxembourg	Holding company	Ordinary	100.00	
LRP Ukraine LLC	Ukraine	Property	Ordinary		
	•	management	•	100.00	
LR Cuba (Hotel Management)	England and	Hotel management Ordinary			
Limited	Wales			100.00	
PL Management Services	England and	Property	Ordinary		
Limited	Wales	management	•	100.00	
Skylark (UK) LLC	United States of	Property	Ordinary		
	America	management		100.00	

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

22 Subsidiaries

Malibu RD LR ZV LLC

United States of Property

Ordinary

96.00

737 L&R ZAV LLC

United States of Property

management Property

Ordinary

37 LAR ZAV LLC

America

America

management

100.00

Panama Holding 1 BV and Panama Holding 2 BV have the registered address of Claude Debussylaan 10, 3rd Floor Office 1082MD, Amsterdam, The Netherlands.

Newgate Ventures Sarl has the registered address of 6, Rue Eugène Ruppert, L - 2453, Luxembourg.

LRP Ukraine LLC has the registered address of UTP No.1, Sector B, Maydan Nezalezhnosti, Kiev City, 01001, Ukraine.

All other subsidiaries have the registered address of Quadrant House, Floor 6 4 Thomas More Square, London, E1W 1YW.

23 Events after the reporting date

Subsequent to the year end the impact of COVID-19 on the UK economy took hold towards the end of March 2020 and it has subsequently had a significant impact on the wider economy as well as the company's areas of operations.

COVID-19 is viewed as a non-adjusting event for the purposes of these financial statements however the directors have had to consider its potential impact on the business when considering the ability of the company to operate as a going concern.