Urban Splash Group Limited
Financial Statements
For the year ended
30 September 2018



Financial Statements

Year ended 30 September 2018

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Strategic Report

Year ended 30 September 2018

Principal activities

The principal activity of the company is that of a holding company. During a previous financial period, the company was acquired by Urban Splash Holdings Limited and the majority of the head office functions previously carried out by Urban Splash Group Limited were transferred to another group company. Subsequent to the transfer of activities to another group company, the company continued to undertake some management activities for its trading subsidiaries. These activities ceased at 30 September 2018 and the company ceased to trade.

Strategic review

The profit for the year was £490 (2017: loss: £27,198). Net liabilities at the year end were £1,410,468 (2017: £1,410,958).

Key performance indicators

On the basis that the company solely acts as a holding company, it is not considered necessary to consider key performance indicators further. Key performance indicators are managed on a group wide basis and regularly monitored by the board.

Principal risks and uncertainties

The group monitors principal risks and uncertainties on a group wide basis. The principal risks for the company are as follows:

- Recoverability of amounts owed by group undertakings
- Ability of the subsidiaries to pay dividends to the company

The directors monitor the performance of the subsidiaries on a regular basis in order to manage these risks.

This report was approved by the board of directors on ...4 March. 1019, and signed on behalf of the board by:

Mr. J.P. Curnuck

Director

Registered office: Timber Wharf 16-22 Worsley Street Castlefield Manchester M15 4LD

Directors' Report

Year ended 30 September 2018

The directors present their report and the financial statements of the company for the year ended 30 September 2018.

Directors

The directors who served the company during the year were as follows:

Mr. T.P.R. Bloxham M.B.E. Mr. J. M. Falkingham Mr. J.P. Curnuck Mr. S.D. Gawthorpe

Dividends

The directors do not recommend the payment of a dividend.

Results

The profit for the year amounted to £490 (2017: loss: £27,198).

Basis other than going concern

As a consequence of the company's cessation of trade (further details to be found in the principal activity note in the Strategic Report), the financial statements are prepared on a basis other than going concern. This has no impact on the value of the assets or liabilities on the statement of the financial position at 30 September 2018.

Directors' responsibilities statement

The directors are responsible for preparing the strategic report, directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"). 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 the profit or loss of the company for that period.

In preparing these financial statements, the directors are required to:

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

Directors' Report (continued)

Year ended 30 September 2018

Auditor

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as they are aware, there is no relevant audit information of which the company's auditor is unaware; and
- they have taken all steps that they ought to have taken as a director to make themselves aware of any
 relevant audit information and to establish that the company's auditor is aware of that information
- this confirmation is given and should be interpreted in accordance with the provisions of S418 of the Companies Act.

The auditor is deemed to have been re-appointed in accordance with section 487 of the Companies Act 2006.

This report was approved by the board of directors on 4. Mar. W. 2019. and signed on behalf of the board by:

Mr. J.P. Curnuck

Director

Registered office: Timber Wharf 16-22 Worsley Street Castlefield Manchester

Mancheste M15 4LD

Independent Auditor's Report to the Members of Urban Splash Group Limited

Year ended 30 September 2018

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of Urban Splash Group Limited (the 'company'):

- give a true and fair view of the state of the company's affairs as at 30 September 2018 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- · the statement of income and retained earnings;
- the statement of financial position; and
- the notes to the financial statements numbered 1 to 15.

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).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

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.

Emphasis of matter - financial statements prepared other than on a going concern basis

We draw attention to note 3 in the financial statements, which indicates that the financial statements have been prepared on a basis other than that of a going concern. Our opinion is not modified in respect of this matter.

Independent Auditor's Report to the Members of Urban Splash Group Limited (continued)

Year ended 30 September 2018

Other information

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

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

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

Report on other legal and regulatory requirements

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 directors' report and the strategic report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report and the strategic report has been prepared in accordance with applicable legal requirements.

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 any material misstatements in the directors' report or the strategic report.

Independent Auditor's Report to the Members of Urban Splash Group Limited (continued)

Year ended 30 September 2018

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters 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.

We have nothing to report in respect of these matters.

Use of our report

This report is made solely to the company's members, as a body, in accordance with chapter 3 of part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Jonathan Dodworth (Senior Statutory Auditor)

For and on behalf of DELOITTE LLP Statutory auditor Birmingham United Kingdom

4th March 2019

Statement of Income and Retained Earnings

Year ended 30 September 2018

	Note	2018 £	2017 £
Administrative expenses		(36)	(27,407)
Operating loss		(36)	(27,407)
Other interest receivable and similar income Interest payable and similar expenses	5 6	532 (6)	209 -
Profit/(loss) before taxation		490	(27,198)
Tax on profit/(loss)	7	-	_
Profit/(loss) for the financial year and total comprehensive income		490	(27,198)
Retained losses at the start of the year		(6,381,144)	(6,353,946)
Retained losses at the end of the year		(6,380,654)	(6,381,144)

All the activities of the company are from discontinuing operations.

The accompanying notes are an integral part of this Statement of Income and Retained Earnings.

Statement of Financial Position

30 September 2018

	Note	2018 £	2017 £
Current assets Debtors	9	24,437,204	24,592,204
Cash at bank and in hand	9	128,151	142,661
		24,565,355	24,734,865
Creditors: amounts falling due within one year	10	(25,975,823)	(26,145,823)
Net current liabilities		(1,410,468)	(1,410,958)
Total assets less current liabilities		(1,410,468)	(1,410,958)
Capital and reserves			
Called up share capital	11	2,010,130	2,010,130
Share premium account	12	4,609,464	4,609,464
Capital redemption reserve	12	6,400	6,400
Other reserves, including the fair value reserve	12	(1,655,808)	(1,655,808)
Profit and loss account	12	(6,380,654)	(6,381,144)
Members' deficit		(1,410,468)	(1,410,958)

These financial statements were approved by the board of directors and authorised for issue on 4 Mource. 2019., and are signed on behalf of the board by:

Mr. J.P. Curnuck

Director

Company registration number: 03141013

Notes to the Financial Statements

Year ended 30 September 2018

1. General information

The company is a private company limited by shares, registered in England and Wales. The address of the registered office is Timber Wharf, 16-22 Worsley Street, Castlefield, Manchester, M15 4LD.

2. Statement of compliance

These financial statements have been prepared in compliance with FRS 102, 'The Financial Reporting Standard applicable in the UK and the Republic of Ireland'.

3. Accounting policies

Basis of accounting

The financial statements have been prepared on the historical cost basis, as modified by the revaluation of certain financial assets and liabilities and investment properties measured at fair value through profit or loss.

The financial statements are prepared in sterling, which is the functional currency of the entity.

Going concern

During a previous financial period, the company was acquired by Urban Splash Holdings Limited and the majority of the head office functions previously carried out by Urban Splash Group Limited were transferred to another group company. Subsequent to the transfer of activities to another group company, the company continued to undertake some management activities for its trading subsidiaries. These activities ceased at 30 September 2018 and the company ceased to trade.

As a consequence of the company's cessation of trade, the financial statements are prepared on a basis other than going concern. This has no impact on the value of the assets or liabilities on the Statement of Financial Position at 30 September 2018.

Disclosure exemptions

The entity satisfies the criteria of being a qualifying entity as defined in FRS 102. Its financial statements are consolidated into the financial statements of Urban Splash Holdings Limited which are publicly available. As such, advantage has been taken of the following disclosure exemptions available under paragraph 1.12 of FRS 102:

- (a) No cash flow statement has been presented for the company.
- (b) Disclosures in respect of financial instruments have not been presented.
- (c) Disclosures in respect of the fixed asset and investments movement prior year comparative have not been presented.

The company was, at the end of the year, a wholly-owned subsidiary of another company incorporated in the EEA and in accordance with Section 400 of the Companies Act 2006, is not required to produce, and has not published, consolidated accounts.

Judgements and key sources of estimation uncertainty

The preparation of the financial statement requires management to make judgements, estimates and assumptions that may affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. The directors do not consider any estimates or assumption to be "key" warranting disclosure.

Notes to the Financial Statements (continued)

Year ended 30 September 2018

3. Accounting policies (continued)

Taxation

Corporation tax is provided at amounts expected to be paid using the tax rates and laws that have been enacted or substantively enacted by the statement of financial position date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the statement of financial position 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 statement of financial position date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A net deferred tax asset is regarded 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 from which the future reversal of the underlying timing differences can be deducted. Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the statement of financial position date that are expected to apply to the reversal of the timing difference. Deferred tax relating to property, plant and equipment measured using the revaluation model and investment property measured at fair value is calculated using the tax rates and allowances that would apply to the disposal of such assets.

Where items recognised in other comprehensive income or equity are chargeable to or deductible for tax purposes, the resulting current or deferred tax expense or income is presented in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense or income.

Current tax assets and liabilities are offset only when there is a legally enforceable right to set off the amounts and the group intends either to settle on a net basis or to realise the asset and settle the liability simultaneously. Deferred tax assets and liabilities are offset only if: a) the company has a legally enforceable right to set off current tax assets against current tax liabilities; and b) the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Investments

Fixed asset investments are initially recorded at cost, and subsequently stated at cost less any accumulated impairment losses.

Notes to the Financial Statements (continued)

Year ended 30 September 2018

3. Accounting policies (continued)

Financial instruments

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 entity after deducting all of its financial liabilities.

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the statement of financial position. Finance costs and gains or losses relating to financial liabilities are included in the statement of comprehensive income. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity.

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future payment discounted at a market rate of interest.

Financial assets are derecognised only when the contractual rights to the cash flows from the financial asset expire or are settled or when the company transfers to another party the financial asset and substantially all of the risks and rewards of ownership of the financial asset.

Financial liabilities are derecognised only when the obligation specified on the contract is discharged, cancelled or expires.

4. Operating profit / (loss)

Audit fees of the company were borne by another group company, but if recharged, would have amounted to £512 (2017: £512).

There were no employees employed by the company during either year. The directors' remuneration was borne by another group company in both years.

5. Other interest receivable and similar income

	Interest on cash and cash equivalents	2018 £ 532	2017 £ 209
6.	Interest payable and similar expenses		
		2018 £	2017 £
	Other interest payable and similar charges	6	_

Notes to the Financial Statements (continued)

Year ended 30 September 2018

7. Tax on profit/(loss)

Reconciliation of tax income

The tax assessed on the profit/(loss) on ordinary activities for the year is lower than (2017: higher than) the standard rate of corporation tax in the UK of 19% (2017: 19.50%).

	2018	2017
	£	£
Profit/(loss) on ordinary activities before taxation	490	(27,198)
Profit/(loss) on ordinary activities by rate of tax	93	(5,304)
Effect of capital allowances and depreciation	(136,091)	_
Utilisation of tax losses	· –	5,304
Group relief (claimed) / surrendered	135,998	_
Toy on profit/(loca)		
Tax on profit/(loss)	-	

Factors that may affect future tax income

Finance Act 2016, which was substantively enacted in September 2016, included provisions to reduce the rate of UK corporation tax to 17% with effect from 1 April 2020. Accordingly, as this legislation was substantively enacted by 30 September 2018, unrecognised deferred tax balances have been revalued to the lower rate of 17% in these accounts.

The deferred tax asset has decreased to £127,519 (2017: £1,240,154) during the year and has not been recognised because, in the opinion of the directors, there will be no suitable taxable profits available in the foreseeable future.

Analysis of deferred tax asset:-

	30 Sep 18	30 Sep 17
	£	£
Fixed assets	-	121,766
Trading losses	-	990,869
Capital losses	127,519	127,519
	127,519	1,240,154

8. Investments

	Shares in group undertakings £
Cost At 1 October 2017 and 30 September 2018	6,036,613
Impairment	
At 1 October 2017 and 30 September 2018	6,036,613
Carrying amount At 30 September 2018	, -
At 30 September 2017	-
·	

Notes to the Financial Statements (continued)

Year ended 30 September 2018

Investments (continued)

Subsidiaries, associates and other investments

The company's investments are:

Name	Country of incorporation	Holding า	Proportion of voting rights	Principal activity
Subsidiary undertakings Urban Splash Limited	England	Ordinary shares	100%	Property development
Urban Splash Build Limited Urban Splash Work Limited	England England	Ordinary shares Ordinary shares	100% 100%	Property construction Property investment and lettings
Urban Splash Yorkshire Limited	England	Ordinary shares	100%	Property development
Urban Splash (South West) Limited	England	Ordinary shares	100%	Property development
Urban Splash (South West) Birnbeck Limited	England	Ordinary shares	100%*	Property development
Urban Splash Lakes Limited	England	Ordinary shares	100%	Property development
Urban Splash Director Limited New Islington Utilities Company Limited	England England	Ordinary shares Ordinary shares	100% 100%	Holding company Provision of utilities
Urban Splash Residential Management Limited	England	Ordinary shares	100%	Non-trading
Urban Splash Hotels Limited Urban Splash South West	England England	Ordinary shares Ordinary shares	100%* 100%*	Non-trading Non-trading
(Bridewell) Limited Urban Splash Midlands Limited Urban Splash Walsall Limited	England England	Ordinary shares Ordinary shares	100% 100%*	Non-trading Non-trading
Urban Splash Fight Limited Urban Splash Homes Limited	England England	Ordinary shares Ordinary shares	100% 100%	Non-trading Non-trading
Lease To Us 1 Limited Lease To Us 2 Limited	England England	Ordinary shares Ordinary shares	100%* 100%*	Dormant Dormant
Lease To Us 5 Limited Lease To Us 6 Limited	England England	Ordinary shares Ordinary shares	100%* 100%* 100%*	Dormant Dormant
New Islington Facilities Management Company Limited Lister Velvet Mill Management	England England	Ordinary shares Ordinary shares	100%	Dormant Dormant
Company Limited Chips Building Management	England	Ordinary shares	100%*	Dormant
Company Limited Irwell Riverside Developments Limited	England	Ordinary shares	100%*	Dormant

^{*} indirect holding

The registered office of the subsidiaries is Timber Wharf, 16-22 Worsley Street, Manchester, M15 4LD with the exception of Chips Building Management Company Limited and Lister Velvet Mill Management Company Limited, both of which are registered at RMG House, Essex Road, Hoddesdon, Essex, EN11 0DR and Irwell Riverside Developments Limited which is registered at Alliance House Westpoint Enterprise Park, Clarence Avenue, Trafford Park, Manchester, England, M17 1QS

Notes to the Financial Statements (continued)

Year ended 30 September 2018

9. Debtors

		2018 £	2017 £
	Amounts owed by group undertakings	24,437,204	24,592,204
10.	Creditors: amounts falling due within one year		
	•	2018 £	2017 £
	Amounts owed to group undertakings Amounts owed to related parties	21,307,235 4,668,588	21,477,235 4,668,588
		25,975,823	26,145,823

Amounts owed to related parties represents a loan from the shareholders of the ultimate parent company, further details are included in note 13. No interest is payable on the shareholder loan, which is secured through a fixed charge on the freehold properties of certain group companies, together with a floating charge over the company's assets.

11. Called up share capital

Issued, called up and fully paid

	2018		2017	
	No.	£	No.	£
Ordinary shares of £1 each	1,993,600	1,993,600	1,993,600	1,993,600
"A" Ordinary shares of £0.20 each	82,648	16,530	82,648	16,530
	2,076,248	2,010,130	2,076,248	2,010,130

12. Reserves

Share premium account - This reserve records the amount above the nominal value received for shares sold, less transaction costs.

Capital redemption reserve - This reserve records the nominal value of shares repurchased by the company.

Profit and loss account - This reserve records retained earnings and accumulated losses.

Other reserves - During the year ended 31 March 2009 the Urban Splash Employee Benefit Trust purchased 42,400 shares from a shareholder for a cash consideration of £1,655,808 resulting in the creation of the reserve for investment in own shares.

13. Contingencies

During a prior year, the ultimate parent company's shareholders purchased all debt and accrued interest due to HSBC plc. All terms and conditions of the facility agreements remain in place, and under these agreements, the company has provided unlimited multilateral guarantees in respect of certain of the group's loan balances. At the year end, the contingent liability in respect of the guarantees was £35,736,299 (2017: £35,736,299).

Notes to the Financial Statements (continued)

Year ended 30 September 2018

14. Related party transactions

As a subsidiary undertaking of Urban Splash Holdings Limited, the company has taken advantage of the exemption in section 33 of FRS102, from disclosing transactions with other members of the group headed by Urban Splash Holdings Limited.

Amounts owed to related parties less than one year includes a loan of £4,668,588 (2017: £4,668,588) to the shareholders of the ultimate parent company.

15. Controlling party

Urban Splash Holdings Limited, a company incorporated in England, was the ultimate parent company as at 30 September 2018. Subsequent to the year-end, a newly incorporated ultimate parent company (Urban Splash Newco 1 Limited) acquired 100% of the share capital of Urban Splash Holdings Limited via a share for share exchange. The directors still continue to regard T.P.R. Bloxham M.B.E. as the ultimate controlling party.

Urban Splash Holdings Limited is the parent company of the largest and smallest group of which the company is a member and for which financial statements are drawn up. Copies of the financial statements are available from Timber Wharf, 16-22 Worsley Street, Castlefield, Manchester, M15 4LD.