

**MOORGATE SERVICING LIMITED**

**Report and Financial Statements**

**Year ended 30 September 2013**

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## **STRATEGIC REPORT**

### **BUSINESS REVIEW AND PRINCIPAL ACTIVITIES**

Moorgate Servicing Limited ('the Company') is a subsidiary of The Paragon Group of Companies PLC ('the Group'). The Company acts as a holding company. The movements on fixed assets investments are as detailed in note 9 and these comprise the holdings in other group companies.

As shown in the Company's profit and loss account on page 5, profit on ordinary activities after taxation has increased from £2,975,000 to £9,110,000. This was principally due to higher dividends received in the Company from group undertakings and the sale of the share capital in Moorgate Loan Servicing.

The balance sheet on page 6 of the Financial Statements shows the value of investments the Company currently holds. Details of amounts owed from and to other group companies are shown in notes 10 and 13.

The directors recommend no final dividend (2012 £nil) which, given the interim dividend of £3,600,000 per share (2012 £1,450,000 per share), means a total dividend for the year of £3,600,000 per share (2012 £1,450,000 per share).

The Group manages its operations on a centralised basis. For this reason, the Company's directors believe that further key performance indicators for the Company are not necessary or appropriate for an understanding of the development, performance or position of the business.

### **PRINCIPAL RISKS AND UNCERTAINTIES**

The Company's primary financial assets and liabilities are with other group companies, therefore the directors do not consider that the Company is exposed to any significant cash flow, credit or liquidity risks.

After considering the above, the directors have a reasonable expectation that the Company will have adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the Financial Statements.

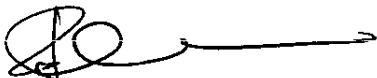
### **ENVIRONMENT**

The Group recognises the importance of its environmental responsibilities, monitors its impact on the environment, and designs and implements policies to reduce any damage that might be caused by the Group's activities. The Company operates in accordance with group policies, which are described in the Group's Annual Report, which does not form part of this Report.

### **EMPLOYEES**

The Company has no employees. All operational services are provided by employees of the Group. The Group's employment policies are described in its Annual Report, which does not form part of this Report.

Approved by the Board of Directors  
and signed on behalf of the Board



J G Gemmell  
Company Secretary,  
28 February 2014

**DIRECTORS' REPORT**

The directors present their Annual Report and the audited Financial Statements of Moorgate Servicing Limited, registration no 3303751, for the year ended 30 September 2013

**DIRECTORS**

The directors throughout the year and subsequently were

N Keen

R D Shelton

J G Gemmell

**AUDITOR**

The directors have taken all necessary steps to make themselves and the Company's auditor aware of any information needed in preparing the audit of the Annual Report and Financial Statements for the year, and, as far as each of the directors is aware, there is no relevant audit information of which the auditor are unaware

No notice from members under section 488 of the Companies Act 2006 having been received, the directors intend that the auditor, Deloitte LLP, shall be deemed to be reappointed in accordance with section 487(2) of the Act

**INFORMATION PRESENTED IN OTHER SECTIONS**

Certain information required to be included in a directors' report by Schedule 7 can be found in the other sections of the Annual Report, as described below. All of the information presented in these sections is incorporated by reference into this Directors' Report and is deemed to form part of this report

- A description of the Company's financial risk management objectives and policies, and its exposure to risks arising from its use of financial instruments are set out in note 2 to the accounts

Approved by the Board of Directors

and signed on behalf of the Board



J G Gemmell

Company Secretary,

28 February 2014

**STATEMENT OF DIRECTORS' RESPONSIBILITIES**  
**in relation to Financial Statements**

The directors are responsible for preparing the Annual 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). The financial statements are required by law to give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that year. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping proper accounting records that 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.

## INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MOORGATE SERVICING LIMITED

We have audited the Financial Statements of Moorgate Servicing Limited for the year ended 30 September 2013 which comprise the profit and loss account, the statement of movement in shareholder's funds, the balance sheet and the related notes 1 to 14. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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 auditors' 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.

### Respective responsibilities of directors and auditor

As explained more fully in the Statement of Directors' Responsibilities, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

### Scope of the audit of the financial statements

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

### Opinion on Financial Statements

In our opinion the Financial Statements

- give a true and fair view of the state of the company's affairs as at 30 September 2013 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.

### Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report and the Directors' Report for the financial year for which the Financial Statements are prepared is consistent with the Financial Statements.

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

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

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



Peter Birch (Senior Statutory Auditor)

for and on behalf of Deloitte LLP

Chartered Accountants and Statutory Auditor

Birmingham, United Kingdom

28 February 2014

**MOORGATE SERVICING LIMITED****PROFIT AND LOSS ACCOUNT****YEAR ENDED 30 SEPTEMBER 2013**

	Note	2013 £000	2012 £000
Interest receivable and similar income	3	155	42
Interest payable and similar charges	4	(311)	(209)
Net interest expense		(156)	(167)
Income from shares in group undertakings		7,200	3,100
Total operating income		7,044	2,933
Operating expenses		(2)	-
Profit on sale of investment		2,044	-
Provisions for losses	6	(13)	-
Operating profit, being profit on ordinary activities before taxation	7	9,073	2,933
Tax on profit on ordinary activities	8	37	42
Profit on ordinary activities after taxation	12	9,110	2,975

All activities derive from continuing operations

There are no recognised gains or losses, other than the profit for the current and preceding years, and consequently a separate statement of total recognised gains and losses has not been presented

**STATEMENT OF MOVEMENT IN SHAREHOLDER'S FUNDS****YEAR ENDED 30 SEPTEMBER 2013**

	2013 £000	2012 £000
Profit attributable to shareholders	9,110	2,975
Dividend paid	(7,200)	(2,900)
Net movement in shareholder's funds	1,910	75
Opening shareholder's funds	155	80
Closing shareholder's funds	2,065	155

# MOORGATE SERVICING LIMITED

## BALANCE SHEET

30 SEPTEMBER 2013

	Note	2013 £000	2013 £000	2012 £000	2012 £000
<b>ASSETS EMPLOYED</b>					
<b>FIXED ASSETS</b>					
Investments	9		1		3,014
<b>CURRENT ASSETS</b>					
Debtors falling due within one year	10		10,417		3,012
			<u>10,418</u>		<u>6,026</u>
<b>FINANCED BY</b>					
<b>SHAREHOLDER'S FUNDS</b>					
Called up share capital	11	-		-	
Profit and loss account	12	2,065		155	
			2,065		155
<b>CREDITORS</b>					
Amounts falling due within one year	13		8,353		5,871
			<u>10,418</u>		<u>6,026</u>

These Financial Statements were approved by the Board of Directors on 28 February 2014

Signed on behalf of the Board of Directors



R D Shelton

Director

# NOTES TO THE ACCOUNTS

## YEAR ENDED 30 SEPTEMBER 2013

### 1. ACCOUNTING POLICIES

The Financial Statements are prepared in accordance with applicable UK Accounting Standards. The particular accounting policies adopted are described below. They have been applied consistently throughout the current and preceding year. The Financial Statements have been prepared on a going concern basis as described in the Strategic Report.

#### Accounting convention

The Financial Statements are prepared under the historical cost convention.

#### Investment in subsidiaries

The Company's investments in subsidiary companies are valued by the directors at the Company's share of the book value of their underlying net assets.

#### Related party disclosures

The Company has taken advantage of the exemption granted by Financial Reporting Standard 8 - 'Related Party Disclosures' and does not therefore provide details of transactions with other group companies as it is a wholly owned subsidiary of The Paragon Group of Companies PLC, the accounts of which are publicly available.

#### Cash flow statement

The Company has taken advantage of the exemption granted by Financial Reporting Standard 1 - 'Cash Flow Statements' and does not therefore provide a cash flow statement as it is a wholly owned subsidiary of The Paragon Group of Companies PLC, the accounts of which are publicly available.

#### Consolidated accounts

The Company is exempt under Section 400 of the Companies Act 2006 from the obligation to prepare group financial statements, being a wholly-owned subsidiary undertaking of The Paragon Group of Companies PLC.

### 2. FINANCIAL RISK MANAGEMENT

The Company's primary financial assets and liabilities are with other group companies, therefore the directors do not consider that the Company is exposed to any significant cash flow, credit or liquidity risks.

### 3. INTEREST RECEIVABLE AND SIMILAR INCOME

	2013 £000	2012 £000
Interest receivable from group companies	155	42

### 4. INTEREST PAYABLE AND SIMILAR CHARGES

	2013 £000	2012 £000
Interest payable to group companies	311	209

NOTES TO THE ACCOUNTS

YEAR ENDED 30 SEPTEMBER 2013

5. DIRECTORS AND EMPLOYEES

Directors' received no remuneration for the services provided to the Company during either the current or the preceding year

The Company had no employees in the current year. All administration is performed by employees of the Group. The directors of the Company are all employed by Paragon Finance PLC, a fellow group company, and their remuneration is disclosed within the financial statements of that company, which do not form part of this Report.

6. PROVISIONS FOR LOSSES

	2013 £000	2012 £000
Impairment of financial assets		
Investments in group companies (note 9)	13	-

7. OPERATING PROFIT, BEING PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

	2013 £000	2012 £000
Operating profit is after (receiving) / charging		
Profit on sale of investment	(2,044)	-
Dividend income	(7,200)	(3,100)
Auditor remuneration - audit services	2	-

The Company's audit fee for the preceding year of £1,000 was paid by the ultimate parent company, The Paragon Group of Companies PLC. Non audit fees provided to the Group are disclosed in the accounts of the parent company and the exemption from disclosure of fees payable to the Company's auditor in respect to non-audit services in these financial statements has been taken.

NOTES TO THE ACCOUNTS

YEAR ENDED 30 SEPTEMBER 2013

8. TAX ON PROFIT ON ORDINARY ACTIVITIES

a) Tax credit for the year

	2013 £000	2012 £000
Current tax		
Group relief	(37)	(42)

b) Factors affecting the current tax credit

	2013 £000	2012 £000
Profit before tax	9,073	2,933
UK corporation tax at 23.5% (2012: 25%) based on the profit for the year	2,132	733
Effects of		
Provisions and expenses not deductible for tax purposes	3	-
Intragroup dividends	(1,692)	(775)
Profit on investment	(480)	-
	(37)	(42)

During the year ended 30 September 2012 the Government enacted provisions reducing the rate of corporation tax from 26.0% to 24.0% with effect from 1 April 2012 and 23.0% from 1 April 2013. During the year ended 30 September 2013 the Government enacted provisions further reducing the rate of corporation tax to 21.0% with effect from 1 April 2014 and 20.0% from 1 April 2015. Therefore the standard rate of corporation tax applicable to the Company for the year ended 30 September 2013 was 23.5%, the rate for the year ending 30 September 2014 is expected to be 22.0%, the rate for the year ending 30 September 2015 is expected to be 20.5% and the rate in subsequent years is expected to be 20.0%.

# MOORGATE SERVICING LIMITED

## NOTES TO THE ACCOUNTS

### YEAR ENDED 30 SEPTEMBER 2013

#### 9. INVESTMENTS

	2013 £000	2012 £000
<b>Shares in group companies</b>		
Cost		
Balance at 01 October 2012	3,014	3,014
Additions	-	-
Disposals	(3,000)	-
Provisions	(13)	-
Balance at 30 September 2013	<u>1</u>	<u>3,014</u>

During the year the Company sold its share capital in Moorgate Loan Servicing Limited to The Paragon Group of Companies PLC

The Company holds 100% of issued share capital of all of the following companies which consists wholly of ordinary shares

Redbrick Survey and Valuation Limited

First Resolution Limited

Moorgate Asset Administration Limited

All of the above companies are registered in England and Wales

In the opinion of the directors, the value of the above investments is not less than the amount shown above

#### 10. DEBTORS

	2013 £000	2012 £000
Amounts falling due within one year		
Amounts due from group companies	<u>10,417</u>	<u>3,012</u>

The fair value of the above items are not considered to be materially different to their carrying values

#### 11. CALLED UP SHARE CAPITAL

	2013 £	2012 £
Allotted		
2 ordinary shares of £1 each (fully paid)	<u>2</u>	<u>2</u>

**NOTES TO THE ACCOUNTS**

**YEAR ENDED 30 SEPTEMBER 2013**

**12. PROFIT AND LOSS ACCOUNT**

	<b>£000</b>
At 1 October 2011	80
Profit for the financial year	2,975
Dividend paid	(2,900)
At 30 September 2012	155
Profit for the financial year	9,110
Dividend paid	(7,200)
At 30 September 2013	2,065

An interim dividend of £3,600,000 per share was paid during the year (2012 £1,450,000 per share) No final dividend is proposed (2012 £nil)

**13. CREDITORS**

	<b>2013 £000</b>	<b>2012 £000</b>
Amounts falling due within one year		
Amounts due to group companies	8,351	5,871
Accruals and deferred income	2	-
Amounts due to group companies	8,353	5,871

**14. ULTIMATE PARENT COMPANY**

The smallest and largest group into which the Company is consolidated, and the Company's immediate and ultimate parent company and ultimate controlling party is The Paragon Group of Companies PLC, a company registered in England and Wales

Copies of the Group's financial statements are available from that company's registered office 51 Homer Road, Solihull, West Midlands, B91 3QJ