

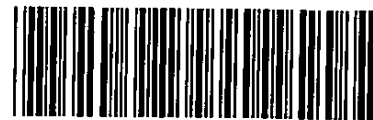
# GE Capital Corporation (Property Management) Limited

## Directors' report and financial statements

For the year ended 31 December 2010

Registered number 3406547

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# GE Capital Corporation (Property Management) Limited

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# GE Capital Corporation (Property Management) Limited

## Directors' report

The directors present their report and the financial statements for the year ended 31 December 2010

### Principal activities

The principal activity of the company is providing loan finance to fellow group companies

### Business review

On 8 November 2010 GE Capital Corporation (Property Company Investments) Limited transferred its 100% holding in the company to GE Capital Corporation (Investment Properties) Limited for a consideration of 100 million £1 share issued at a £1.01 premium

On 8 November 2010 the company acquired the entire share capital of GE Real Estate (Investment Property Company) Limited for a cash consideration of £1

On 13 December 2010 the company paid a capital contribution of £124,431,241 to GE Real Estate (Investment Property Company) Limited

On 14 December 2010 GE Real Estate (Investment Property Company) Limited issued 39,678 ordinary shares of £1 each to GE Capital Investments which reduces the ownership of GE Capital Corporation (Property Management) in GE Real Estate (Investment Property Company) to 15%

### Results and dividends

The loss for the year, after taxation, amounted to £96,691,000 (2009 profit £16,815,000)

The directors do not recommend the payment of a dividend (2009: £nil)

### Directors

The directors who served during the year were

T Marfleet  
I J del Beato  
M Uria Fernandez  
I W Gatiss (resigned 11 March 2011)  
B M Walker (resigned 11 March 2011)

### Provision of information to auditors

Each of the persons who are directors at the time when this directors' report is approved has confirmed that

- so far as that director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the company's auditors in connection with preparing their report and to establish that the company's auditors are aware of that information

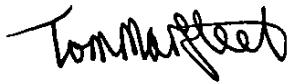
# GE Capital Corporation (Property Management) Limited

## Directors' report

### Auditors

Under section 487 of the Companies Act 2006, KPMG Audit Plc will be deemed to have been reappointed as auditors 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the financial statements with the registrar, whichever is earlier

This report was approved by the board and signed on its behalf



T. MACFLEET

Director

Date 29/6/11

The Ark  
201 Talgarth Road  
London  
W6 8BJ

# GE Capital Corporation (Property Management) Limited

## Statement of directors' responsibilities for the year ended 31 December 2010

The directors are responsible for preparing the 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). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make 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,
- 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.

# GE Capital Corporation (Property Management) Limited

## Independent auditors' report to the members of GE Capital Corporation (Property Management) Limited

We have audited the financial statements of GE Capital Corporation (Property Management) Limited for the year ended 31 December 2010, which comprise the profit and loss account, the balance sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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 auditors**

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.

### **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 31 December 2010 and of its loss for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### **Opinion on other matter prescribed by the Companies Act 2006**

In our opinion the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

# GE Capital Corporation (Property Management) Limited

## Independent auditors' report to the members of GE Capital Corporation (Property Management) Limited

### 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



W Meredith (Senior statutory auditor)

for and on behalf of  
**KPMG Audit Plc**

Statutory Auditor  
Chartered Accountants

15 Canada Square  
London  
E14 5GL  
United Kingdom

Date **29/6/11**

# GE Capital Corporation (Property Management) Limited

## Profit and loss account for the year ended 31 December 2010

	<b>Note</b>	<b>2010 £000</b>	<b>2009 £000</b>
Administrative expenses		<b>(68)</b>	-
Impairment of investments	8	<b>(103,692)</b>	-
<b>Operating loss</b>	2	<b>(103,760)</b>	-
Interest receivable and similar income	5	<b>6,388</b>	8,929
Interest payable and similar charges	6	<b>(48)</b>	(53)
<b>(Loss)/profit on ordinary activities before taxation</b>		<b>(97,420)</b>	8,876
Tax on (loss)/profit on ordinary activities	7	<b>729</b>	7,939
<b>(Loss)/profit for the financial year</b>	12	<b>(96,691)</b>	16,815

All amounts relate to continuing operations

There were no recognised gains and losses for 2010 or 2009 other than those included in the profit and loss account

The notes on pages 8 to 12 form part of these financial statements



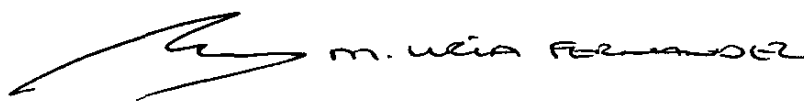
GE Capital Corporation (Property Management) Limited  
Registered number 3406547

Balance sheet  
as at 31 December 2010

	Note	£000	2010 £000	£000	2009 £000
<b>Fixed assets</b>					
Fixed asset investments	8		20,739		-
<b>Current assets</b>					
Debtors	9	181,332		304,492	
<b>Creditors</b> amounts falling due within one year	10	(63)		(5,793)	
<b>Net current assets</b>			181,269		298,699
<b>Net assets</b>			202,008		298,699
<b>Capital and reserves</b>					
Called up share capital	11		26		26
Share premium account	12		256,114		256,114
Profit and loss account	12		(54,132)		42,559
<b>Shareholders' funds</b>	13		202,008		298,699

The financial statements were approved and authorised for issue by the board and were signed on its behalf by

Director

 M. Uria Fernandez

Date

29.6.2011

The notes on pages 8 to 12 form part of these financial statements

# GE Capital Corporation (Property Management) Limited

## Notes to the financial statements

### **1 Accounting policies**

#### **1.1 Basis of preparation of financial statements**

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards

On the basis of their assessment of the company's financial position and resources, the directors believe that the company is well placed to manage its business risks. Therefore the company's directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements

#### **1.2 Cash flow**

The company, being a subsidiary undertaking where 90% or more of the voting rights are controlled within the group whose consolidated financial statements are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with FRS 1

#### **1.3 Investments**

Investments held as fixed assets are shown at cost less provision for impairment

#### **1.4 Taxation**

Taxation for the year is based on the (loss)/profit for the year

Full provision is made for deferred tax liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation

A net deferred tax asset is recognised only if 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 assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse

Deferred tax assets and liabilities are not discounted

#### **1.5 Foreign currencies**

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date

Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction

Exchange gains and losses are recognised in the profit and loss account

# GE Capital Corporation (Property Management) Limited

## Notes to the financial statements

### 1 Accounting policies (continued)

#### 1.6 Transactions with related parties

The company, as a wholly owned subsidiary undertaking of General Electric Company, has taken advantage of an exemption contained in FRS 8, "Related Party Disclosures", in preparing its financial statements. This exemption allows the company not to disclose details of transactions with other group companies or investees of the group qualifying as related parties, as the consolidated financial statements of General Electric Company, in which the company is included, are publicly available.

### 2 Operating (loss)/profit

The operating (loss)/profit is stated after charging

	2010 £000	2009 £000
Difference on foreign exchange	1	-

### 3 Auditors' remuneration

Remuneration of £2,604 (2009: £2,604) paid to the auditors for their services to the company was borne by a fellow group undertaking.

### 4 Staff costs

The company has no employees other than the directors, who did not receive any remuneration (2009: £nil).

### 5 Interest receivable and similar income

	2010 £000	2009 £000
Interest receivable from group companies	6,388	8,929

### 6 Interest payable and similar charges

	2010 £000	2009 £000
Interest payable to group companies	48	53

# GE Capital Corporation (Property Management) Limited

## Notes to the financial statements

### 7 Taxation

	2010 £000	2009 £000
<b>Analysis of tax credit in the year</b>		
UK corporation tax charge on (loss)/profit for the year	1,756	2,485
Adjustments in respect of prior periods	(2,485)	(10,424)
<b>Tax on (loss)/profit on ordinary activities</b>	<b>(729)</b>	<b>(7,939)</b>

#### Factors affecting current tax credit for the year

The current tax assessed for the year is higher than (2009 lower than) the standard rate of corporation tax in the UK of 28% (2009 28%). The differences are explained below

	2010 £000	2009 £000
(Loss)/profit on ordinary activities before tax	(97,420)	8,876
(Loss)/profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 28% (2009 28%)	(27,278)	2,485
<b>Effects of</b>		
Adjustments to tax charge in respect of prior periods	(2,485)	(10,424)
Impairment of investments	29,034	-
<b>Current tax credit for the year (see note above)</b>	<b>(729)</b>	<b>(7,939)</b>

#### Factors that may affect future tax charges

From 1 April 2011 the rate of UK corporation tax that was enacted at the balance sheet dates was 27%. The UK government announced that the UK corporation tax rate will reduce from 28% to 26% on 1 April 2011. It is expected that the corporation tax rate will change to 23% over the following three years. There are no other factors that may significantly affect future tax charges.

There were no amounts of provided or unprovided deferred taxation as at 31 December 2010 or 31 December 2009.

# GE Capital Corporation (Property Management) Limited

## Notes to the financial statements

### 8. Fixed asset investments

	Investments in participating interests £000
<b>Cost or valuation</b>	
At 1 January 2010	-
Capital contribution during the year	124,431
At 31 December 2010	124,431
<b>Impairment</b>	
At 1 January 2010	-
Charge for the year	103,692
At 31 December 2010	103,692
<b>Net book value</b>	
At 31 December 2010	20,739
At 31 December 2009	-

On 8 Nov 2010 the company acquired the entire share capital of GE Real Estate (Investment Property Company) Limited for a cash consideration of £1

On 14 December 2010 GE Real Estate (Investment Property Company) Limited issued 39,678 ordinary shares of £1 each to GE Capital Investments which reduces the ownership of GE Capital Corporation (Property Management) in GE Real Estate (Investment Property Company) to 15%

Details of the companies in which the company has a participating interest, all of which are registered in England and Wales are set out below

Name and nature of business	Class of share held	Percentage of shares held
GE Real Estate (Investment Property Company) Limited - <i>Property investment</i>	Ordinary	15%

### 9 Debtors

	2010 £000	2009 £000
Amounts owed by group undertakings	180,603	301,021
Corporation tax	729	3,471
	181,332	304,492

# GE Capital Corporation (Property Management) Limited

## Notes to the financial statements

### 10 Creditors Amounts falling due within one year

	2010 £000	2009 £000
Amounts owed to group undertakings	-	5,793
Accruals and deferred income	63	-
	<u>63</u>	<u>5,793</u>

### 11 Share capital

	2010 £000	2009 £000
<b>Allotted, called up and fully paid</b>		
25,615 ordinary shares of £1 each	<u>26</u>	<u>26</u>

### 12 Reserves

	Share premium account £000	Profit and loss account £000
At 1 January 2010	256,114	42,559
Loss for the year	-	(96,691)
At 31 December 2010	<u>256,114</u>	<u>(54,132)</u>

### 13 Reconciliation of movement in shareholders' funds

	2010 £000	2009 £000
Opening shareholders' funds	298,699	281,884
(Loss)/profit for the year	<u>(96,691)</u>	<u>16,815</u>
Closing shareholders' funds	<u>202,008</u>	<u>298,699</u>

### 14 Ultimate parent undertaking and controlling party

The company's immediate parent undertaking is GE Capital Corporation (Investment Properties) Limited, a company registered in England and Wales

The smallest and largest group in which the results of the company are consolidated is that headed by the company's ultimate parent undertaking, General Electric Company, a company incorporated in the United States of America. The consolidated financial statements of this company are available to the public and may be obtained from 3135 Easton Turnpike Fairfield, Connecticut, 06828, USA or at [www.ge.com](http://www.ge.com)