

**Kandahar Academy II Limited**

**Directors' report and financial statements**

**For the year ended**

**31 December 2008**

**Registered No. 03525741**

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# **Kandahar Academy II Limited**

## **Directors' report for the Year ended 31 December 2008**

The directors present their report and the audited financial statements of the company for the year ended 31 December 2008.

### **Corporate background**

The Directors regard Kandahar Real Estate Limited ("Kandahar Real Estate"), a company incorporated in Gibraltar, as the ultimate parent entity. Kandahar Real Estate as at 31 December 2008 was 50:50 owned by affiliates of Morgan Stanley Real Estate Fund and The Kandahar Trust respectively.

On 4 June 2009 the affiliates of Morgan Stanley Real Estate Fund sold all its shareholdings in Kandahar Real Estate and other group companies to The Kandahar Trust. Since then, The Kandahar Trust becomes the sole shareholder of Kandahar Real Estate.

The financial information of the Company is fully consolidated in the annual accounts of Kandahar Group Limited. The consolidated accounts of Kandahar Group Limited can be obtained from the Company's office (Nuffield House, 41-46 Piccadilly, London, W1J 0DS).

The Company is a fellow subsidiary of Kandahar Group Limited. Kandahar Group Limited and its subsidiaries are collectively known as the "Group" in these financial statements.

### **Principal activity**

The principal activity of the company is investment holding.

### **Dividends and transfer to reserves**

The Company has not traded in either the current or previous year, as such no profit and loss account is presented. No Dividend was paid in the current year.

### **Business review and future developments**

The objective of the Company is to drive the growth and value of the Company's owned investment properties in the UK.

The directors consider the key performance indicators of the Company to be property valuation, rental income, rental growth and occupancy rates.

The Company's management assesses the key performance indicators on a periodic basis against the investment properties within other Group companies.

The 2008 performance of the Company is considered to be in line with the Directors' expectations.

During the year and subsequent to the year end, falling rent and commercial property values have created a challenging trading environment for the Company. Refer to note 1 to the financial statements for further details.

# **Kandahar Academy II Limited**

## **Directors' report for the Year ended 31 December 2008 (continued)**

### **Financial risks management and going concern**

Historically the main financial risk which the Group faced was its liquidity risk. This has been managed by entering into intergroup loans with other Group companies and third party loans with the Group's banker, HBOS.

As a result of the Group re-financing in July 2007, the debt facility of £247 million was put in place. Kandahar Group Limited, which provides funding to the Group, arranged funding based on the Group's properties market value at that time. The facility operates on a combined basis for the Company and others in the Group. The details of the HBOS facility are given in note 9 to the financial statements. The current facility contains certain covenant testing requirements such as the loan to value ratio ("LTV") and various interest cover ratios. The Group reports on these covenants to HBOS on a periodic basis. Pursuant to the facility, the failure of a covenant test would require partial repayment of the loan or an additional funding deposit into the Group's holding account. In December 2008, the Directors of the Company had been notified by HBOS that it was in breach of the LTV covenant. The Directors and the legal advisors of Kandahar Group Limited do not believe there was a breach at that time. Since July 2009, the formal measurement date of the covenant testing, the Directors consider the LTV covenant is in breach. Refer to note 9 for further fall in value of the investment properties since the year end.

As described in note 1 to the financial statements, as of the date of this report, negotiations on the restructuring between the Group's banker, HBOS and the representatives and advisors of The Kandahar Trust are progressing and the Directors are hopeful that a restructuring agreement could be reached by December 2009. HBOS and The Kandahar Trust have confirmed to the Directors that they will continue to provide sufficient financial support to allow the Company to pay its debts as they fall due whilst the restructuring negotiations take place. However, based on the facts above, the Directors are in a position of material uncertainty with regard to preparing the accounts on a going concern basis as described in note 1 to the financial statements. Refer to note 1 to the financial statements for further details.

### **Post balance sheet events**

Particulars of events affecting the Company that have occurred since the end of the financial year are disclosed in note 9 of the financial statements.

### **Directors**

The directors of the company during the year and up to the date of this report are as follows:

M McGann (resigned 29 August 2008)

A Hill

M Tyler (appointed 7 January 2008)

The directors holding office at 31 December 2008 did not hold any beneficial interest in the issued share capital of the company.

# **Kandahar Academy II Limited**

## **Directors' report for the Year ended 31 December 2008 (continued)**

### **Statement of Directors' Responsibilities**

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 period.

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

- select suitable accounting policies and then apply them consistently
- make judgements 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, in which case there should be supporting assumptions or qualifications as necessary (see note 1).

The directors confirm that they have complied with the above requirements in preparing the financial statements.

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 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

### **Statement of disclosure of Information to Auditors**

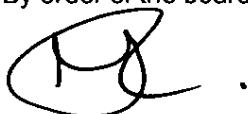
Each director of the company, in office at the time of approval of this report, acknowledges that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- he has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

### **Auditors**

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed at the Annual General Meeting.

By order of the board



Michael Creak  
Company Secretary  
10 September 2009

# **Kandahar Academy II Limited**

## **Independent auditor's report to the members of Kandahar Academy II Limited**

We have audited the financial statements of Kandahar Academy II Limited for the year ended 31 December 2008 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Total Recognised Gains and Losses, and the related notes. These financial statements have been prepared under the accounting policies set out therein.

### **Respective responsibilities of directors and auditors**

As described in the statement of directors' responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, 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.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the directors' report is consistent with the financial statements.

In addition, we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read other information contained in the annual report and consider whether it is consistent with the audited financial statements. The other information comprises only the directors' report. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

### **Basis of audit opinion**

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

### **Opinion**

In our opinion:

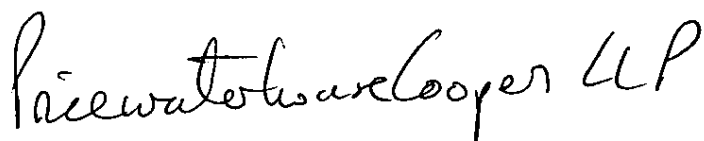
- the financial statements give a true and fair view, in accordance with United Kingdom generally accepted accounting practice, of the state of the company's affairs as at and of its results for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the directors' report is consistent with the financial statements.

## Kandahar Academy II Limited

### Independent auditor's report to the members of Kandahar Academy II Limited (continued)

#### Emphasis of matter – Going concern

In forming our opinion on the financial statements, which is not qualified, we have considered the adequacy of the disclosure made in note 1 to the financial statements concerning the Company's ability to continue as a going concern. The external valuation of the Group's property portfolio ("the Portfolio") indicated that the market value of the Portfolio was £185 million at 31 December 2008, resulting in a loan to value of approximately 134% which exceeds the 82.5% LTV covenant requirement set out in the current facility agreement. The Company is currently in discussion with its bankers to renegotiate a revised facility, which is expected to be completed by December 2009. The Group's banker, HBOS and the shareholder of Kandahar Real Estate, The Kandahar Trust, have confirmed to the Directors of the Company that they will continue to provide sufficient financial support to allow the Company to pay its debts as they fall due whilst the restructuring negotiations take place. This situation and the other matters referred to in note 1 to the financial statements mean that there is a material uncertainty which may cast significant doubt over the ability of the Company to continue as a going concern. The financial statements do not include the adjustments that would result if the were unable to continue as a going concern.



PricewaterhouseCoopers LLP  
Chartered Accountants and Registered Auditors  
London.  
10 September 2009

## Kandahar Academy II Limited

### Profit and loss for the year ended 31 December 2008

During the year the only transaction related to the revaluation of the investment property. As a result no profit and loss account has been produced. See the Statement of total recognised gains and losses below for details of the revaluation of the investment property.

### Statement of total recognised gains and losses for the year ended 31 December 2008

	Note	2008	2007
		£'000	£'000
Revaluation of investment property	2,6,7	<u>(9,550)</u>	<u>(4,873)</u>
<b>Total recognised losses relating to the year</b>		<u><b>(9,550)</b></u>	<u><b>(4,873)</b></u>



# Kandahar Academy II Limited

## Balance sheet for the year ended 31 December 2008

	Note	2008	2007
		£'000	£'000
<b>Fixed Assets</b>			
Investment in subsidiaries	2	2,037	11,587
<b>Current Assets</b>			
Debtors: amounts falling due within one year	3	658	658
Creditors: amounts falling due within one year	4	-	-
<b>Net current assets</b>		658	658
<b>Total assets less current liabilities</b>		2,695	12,245
<b>Net assets</b>		2,695	12,245
<b>Capital and reserves</b>			
Called up share capital	5	50	50
Revaluation reserve	6	2,290	11,840
Profit and loss account	6	355	355
<b>Shareholders' funds</b>	7	2,695	12,245

The financial statements on pages 6 to 12 were approved by the board of directors on 9 September 2009 and were signed on its behalf by:



**Michael P Tyler**  
Director

# Kandahar Academy II Limited

## Notes to the Financial Statements for the Year ended 31 December 2008

### 1. Basis of preparation

The financial statements have been prepared on a going concern basis under the historical cost convention except as otherwise stated below.

#### Going concern

The Company is an immediate holding of Kandahar Academy Limited which is a subsidiary of Kandahar Group Limited. Kandahar Group Limited and its subsidiaries are collectively known as the "Group" in these financial statements. The Group operates a "cash pooling" system which is linked into the main facility agreement with the Group's banker, Bank of Scotland plc ("HBOS").

The Company is dependant on Kandahar Group Limited ("KGL") for its continued trading. The Directors note that the financial statements of KGL, which were approved by the Board of that company on 9 September 2009, included the following disclosure of that Company to continue as a going concern.

#### "Loan to value ratio ("LTV") covenant

*The Group's current debt facility of £247 million was put in place in July 2007 and the funding was arranged based on the Group's properties market value at that time. The facility operates on a combined basis for the Company and others in the Group. The details of the HBOS facility are given in note 11. The current facility contains certain covenant testing requirements such as the LTV and various interest cover ratios ("ICRs"). The Group reports on these covenants to HBOS on a periodic basis. Pursuant to the facility the failure of a covenant test would require partial repayment of the loan or an additional funding deposit into the Group's holding account.*

*At 31 December 2008, an external valuation of the Group's property portfolio (the "Portfolio") was carried out by DTZ Debenham Tie Leung Limited ("the Valuation") of the Portfolio. Details of the individual properties held by the Group are provided in each subsidiary's own statutory accounts. The Valuation indicated that the market value of the Portfolio was £185 million at 31 December 2008, resulting in a LTV of approximately 134% which exceeds the 82.5% LTV covenant requirement set out in the current facility agreement.*

#### Restructuring process and current status

*As a result of the above, the shareholder of Kandahar Real Estate, The Kandahar Trust has led the restructuring discussions with HBOS. In February 2009, HBOS appointed restructuring advisors with a view to agreeing a restructuring of the Group's debt. All base information for the HBOS advisor's report was provided by the management of Kandahar Asset Management Company Limited on behalf of the Directors and it is this information which has been relied upon by all parties in the restructuring negotiations. In April 2009, HBOS confirmed to the Directors of the Group its intention to work with the Group to restructure the debt and that it is not in the interest of HBOS to place the Group into an insolvency process whilst the restructuring negotiations continue.*

*As of the date of this report, negotiations on the restructuring between the representatives and advisors of The Kandahar Trust and HBOS are progressing and the Directors are hopeful that a restructuring agreement will be reached by December 2009. The Kandahar Trust and HBOS have confirmed to the Directors that they will continue to provide sufficient financial support to allow the Group to pay its debts as they fall due whilst the restructuring negotiations take place. An amount of £300,000, in aggregate, has been provided as financial support since the year end.*

*In order to assess the appropriateness of preparing the financial statements on a going concern basis, the Group has prepared projected cash flow information for 12 months from the date of approval of these financial statements. These projections show that in order for the Group to be able to meet its liabilities as they fall due, it will require financial support from The Kandahar Trust and HBOS such that the Group is in a position to allow time for the successful restructuring to take place by December 2009."*

# **Kandahar Academy II Limited**

## **Notes to the Financial Statements for the Year ended 31 December 2008 (continued)**

### **1. Basis of preparation (continued)**

#### **Going concern**

##### *Material uncertainty over going concern*

The Directors of the Company have concluded that the factors above represent material uncertainties that may cast significant doubt on the ability of the company to continue as a going concern. If it were unable to do so, it may be unable to realise its assets and liabilities in the normal course of business. Nevertheless, having taken into account the matters discussed above, the Directors expect the Company will be able to meet its liabilities as they fall due for the foreseeable future and in any event until December 2009. It is on this basis that the Directors consider it appropriate to prepare the financial statements on a going concern basis. These financial statements do not include any adjustments that would result from the going concern basis of preparation being inappropriate.

#### **Tangible Fixed assets**

The investment in subsidiaries is re-valued annually to reflect the underlying net assets of each subsidiary. The aggregate surplus or deficit is transferred to the investment revaluation reserve. The directors consider that this accounting policy is necessary to provide a true and fair view. Temporary revaluation deficits below original costs are recorded in the revaluation reserve.

#### **Interest receivable and payable**

Interest amounts are accounted for on an accruals basis. Any net discount or premium on a financing instrument is amortised using the effective interest rate method over the term of the instrument.

#### **Deferred taxation**

Full provision is made for deferred taxation on all timing differences that have originated but not reversed at the balance sheet date that give rise to an obligation to pay more or less tax in the future. Deferred tax is not recognised when fixed assets are revalued unless, by the balance sheet date, there is a binding agreement to sell the revalued assets and the gain or loss expected to arise on the sale has been recognised in the financial statements. Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantially enacted by the balance sheet date.

#### **Cashflow statement and related party disclosures**

The company is a wholly-owned subsidiary of Kandahar Group Limited and is included in the consolidated financial statements of Kandahar Group Limited, which are publicly available. Consequently, the Company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 1. The company is also exempt under the terms of FRS 8 from disclosing related party transactions with entities that are part of the Kandahar Group Limited group of companies.

#### **Consolidation exemption**

The company has taken advantage of the exemption not to prepare consolidated financial statements as the parent company, Kandahar Group Limited, is incorporated in the European Union.

# Kandahar Academy II Limited

## Notes to the Financial Statements for the Year ended 31 December 2008 (continued)

### 2. Fixed asset investments

	Shares in group undertakings
	£'000
At 31 December 2007	11,587
Revaluation	(9,550)
<b>At 31 December 2008</b>	<b>2,037</b>

	Country of incorporation	Percentage of equity share capital at 31 December 2008	Business description
Daws Investments Limited	England	100%	own and manage commercial property
Eurocoast Limited	England	100%	own and manage commercial property

### 3. Debtors

	2008 £'000	2007 £'000
Amounts owed by group undertakings	658	658
<b>Total</b>	<b>658</b>	<b>658</b>

The amounts owed to group undertakings are unsecured, non-interest bearing and have no fixed terms of repayment.

### 4. Creditors: amounts falling due within one year

	2008 £'000	2007 £'000
Trade creditors	-	-

# Kandahar Academy II Limited

## Notes to the Financial Statements for the Year ended 31 December 2008 (continued)

### 5. Called up share capital

	2008 £'000	2007 £'000
<b>Authorised</b>		
50,000 ordinary shares of £1 each	50	50
<b>Allotted, called up and fully paid</b>		
50,000 ordinary shares of £1 each	50	50

### 6. Reserves

	Profit and loss account £'000	Revaluation reserve £'000	Total £'000
At 31 December 2007	355	11,840	12,195
Revaluation deficit	-	(9,550)	(9,550)
At 31 December 2008	355	2,290	2,645

### 7. Reconciliation in shareholders' funds

	2008 £'000	2007 £'000
Revaluation deficit	(9,550)	(4,873)
Opening shareholders' funds	12,245	17,118
Closing shareholders' funds	2,695	12,245

### 8. Ultimate and immediate parent company

The company is a wholly owned subsidiary of Kandahar Academy Limited, whose ultimate controlling party is considered to be Kandahar Real Estate Limited, a Maltese resident, Gibraltar registered company.

# Kandahar Academy II Limited

## Notes to the Financial Statements for the Year ended 31 December 2008 (continued)

### 9. Post balance sheet events

Following consultation with DTZ, the Directors' valuation of the property at August 2009 is approximately 20% down from the December 2008 valuation.

The significant decline in property value has led to liquidity issues. In December 2008, the Directors were notified by Kandahar Group Limited, the company which provides funding to the Company, that it had been notified by HBOS that it was in breach of the LTV covenant. The Directors and the legal advisors of Kandahar Group Limited do not believe there was a breach at that time. Since July 2009, the formal measurement date of the covenant testing, the Directors consider the LTV covenant is in breach. As explained in note 1, the Directors of the Company are hopeful there will be a satisfactory restructuring arrangement reached between Kandahar Group Limited and HBOS by December 2009. As a result of the covenant breach, the £247 million bank loan has become repayable on demand since July 2009.

HBOS and The Kandahar Trust have been and will continue to provide sufficient financial support to allow the Group to pay its debts as they fall due whilst the restructuring negotiation takes place.

As a result the accounts have been signed subject to material uncertainty concerning the financing arrangements. Refer to note 1 for further details.

#### *Change in shareholding of the ultimate parent company*

On 4 June 2009, the affiliates of Morgan Stanley Real Estate Fund sold all its shareholdings of the Company's ultimate parent company, Kandahar Real estate Limited, and other group companies to The Kandahar Trust. Since then, The Kandahar Trust becomes the sole trader of Kandahar Real Estate Limited.