

Carraway Tunbridge Wells General Partner Limited
Directors' Report and Financial Statements
For the year ended 30 June 2018



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COMPANIES HOUSE

Carraway Tunbridge Wells General Partner Limited
Directors' Report and Financial Statements
For the year ended 30 June 2018
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Carraway Tunbridge Wells General Partner Limited
Directors' Report and Financial Statements
For the year ended 30 June 2018
Company Information

Registered office	Sixth Floor 150 Cheapside London EC2V 6ET
Directors	C Darroch B Tolhurst M Torode K Wilman
Company Secretary	Hermes Secretariat Limited
Auditor	KPMG LLP 15 Canada Square Canary Wharf London E14 5GL
Registered number	03974061

Carraway Tunbridge Wells General Partner Limited
Directors' Report and Financial Statements
For the year ended 30 June 2018
Directors' Report

The directors present their report and the audited financial statements for the year to 30 June 2018. This Directors' Report has been prepared in accordance with the special provisions relating to small companies under s415 of the Companies Act 2006 and therefore taking exemption from the requirement to prepare a strategic report.

A copy of the latest financial statements for the Carrway Tunbridge Wells Limited Partnership, a Qualifying Partnership under The Companies and Partnerships (Accounts and Audit) Regulations 2013, is appended to the Company's directors' report and financial statements.

Directors

The directors who served throughout the year and subsequently are as stated in Company Information.

Principal activity and review of the business

Carraway Tunbridge Wells General Partner Limited (the "Company") is incorporated in England and Wales. During the year ended 30 June 2018, the principal activity of the Company is that of managing the operations and safeguarding the assets of the Carraway Tunbridge Wells Limited Partnership (the "Partnership"). However, before the year end, the Partnership exchanged contracts to sell its only property and hence the members took the decision to cease trading. As the members intend to liquidate the Partnership following the settlement of the remaining net assets, they have not prepared the financial statements on a going concern basis. The effect of this is explained in note 1 on page 9.

Going concern

The financial statements are not prepared on the basis of going concern as the directors intend to liquidate the Company following the sale of the only property in the Partnership and the members taking the decision to cease trading and liquidate the Partnership following the settlement of the remaining net assets. Therefore, the financial statements have also not been prepared on a going concern basis.

Principal risks and uncertainties

The principal risk of the General Partner is based on their income being dependent on the Limited Partnership. Therefore unforeseen changes in property value patterns could potentially have a material impact on the business of the Limited Partnership will directly impact the General Partner. The business mitigates these risks through balanced investment strategies under the direction of property specialists with industry experience.

Results and dividends

The results for the year are set out in the Profit and Loss Account on page 7. The loss for the year was £14,560 (2017: £29,144 profit).

Disclosure of information to auditor

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

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

This confirmation is given and should be interpreted in accordance with the provisions of 418 of the Companies Act 2006.

Carraway Tunbridge Wells General Partner Limited
Directors' Report and Financial Statements
For the year ended 30 June 2018
Directors' Report

Auditor

KPMG LLP, statutory auditor, have indicated their willingness to remain as auditor until the Company is dissolved and appropriate arrangements have been put in place for them to be deemed appointed as auditor in absence of an Annual General Meeting.

This report was approved by the Board of Directors and signed on its behalf by:



M Torode

Director

Carraway Tunbridge Wells General Partner Limited

Registered address: Sixth Floor, 150 Cheapside, London, EC2V 6ET

18 December 2018

Carraway Tunbridge Wells General Partner Limited
Directors' Report and Financial Statements
For the year ended 30 June 2018
Statement of Directors' Responsibilities

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 they have elected to prepare the financial statements in accordance with applicable law and Section 1A of FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (UK Generally Accepted Accounting Practice applicable to Smaller Entities).

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 judgements and estimates that are reasonable and prudent; and
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so. As explained in note 1, the directors do not believe that it is appropriate to prepare these financial statements on a going concern basis.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Carraway Tunbridge Wells General Partner Limited
Directors' Report and Financial Statements
For the year ended 30 June 2018
Independent Auditor's Report to the Members of Carraway Tunbridge Wells General Partner I

Opinion

We have audited the financial statements of Carraway Tunbridge Wells General Partner Limited ("the Company") for the year ended 30 June 2018 which comprise the Profit and Loss Account, the Balance Sheet and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 30 June 2018 and of its loss for the year then ended;
- have been properly prepared in accordance with UK accounting standards applicable to smaller entities, including Section 1A of FRS 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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least twelve months from the date of approval of the financial statements.

Emphasis of matter - non-going concern basis of preparation

We draw attention to the disclosure made in note 1 to the financial statements which explains that the financial statements have not been prepared on the going concern basis for the reasons set out in that note. Our opinion is not modified in respect of this matter.

Directors' report

The directors are responsible for the directors' report. Our opinion on the financial statements does not cover that report and we do not express an audit opinion thereon.

Our responsibility is to read the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the directors' report;
- in our opinion the information given in that report for the financial year is consistent with the financial statements; and
- in our opinion that report has been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required 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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime, take advantage of the small companies exemption in preparing the directors' report and take advantage of the small companies exemption from the requirement to prepare a strategic report

We have nothing to report in these respects

Carraway Tunbridge Wells General Partner Limited
Directors' Report and Financial Statements
For the year ended 30 June 2018
Independent Auditor's Report to the Members of Carraway Tunbridge Wells General Partner Limited (continued)

Directors' responsibilities

As explained more fully in their statement set out on page 4, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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.



Bill Holland (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
15 Canada Square
Canary Wharf
London
E14 5GL
18 December 2018

Carraway Tunbridge Wells General Partner Limited
Directors' Report and Financial Statements
For the year ended 30 June 2018
Profit and Loss Account

	Notes	Year ended 30 June 2018 £	Year ended 30 June 2017 £
(Share of loss) / profit from associated undertakings	4	(14,560)	37,980
Operating (loss) / profit	2	<u>(14,560)</u>	<u>37,980</u>
Interest receivable	5	-	1,208
(Loss) / profit on ordinary activities before taxation		<u>(14,560)</u>	<u>39,188</u>
Tax on (loss) / profit on ordinary activities	6	(9,574)	(10,044)
(Loss) / profit for the financial year		<u>(24,134)</u>	<u>29,144</u>
Profit and loss account brought forward		252,493	223,349
Profit and loss account carried forward		<u>228,359</u>	<u>252,493</u>

All activities derive from continuing operations.

There were no recognised gains and losses for the year other than those included in the Profit and Loss Account, and as a result no Statement of Other Comprehensive Income has been prepared.

Notes 1 to 12 form part of these financial statements.

Carraway Tunbridge Wells General Partner Limited
Directors' Report and Financial Statements
As at 30 June 2018
Balance Sheet

	Notes	30 June 2018 £	30 June 2017 £
<i>Fixed assets</i>			
Investments	7	-	1,018
<i>Current assets</i>			
Investments	7	1,018	-
Debtors	8	237,915	262,519
		<u>238,933</u>	<u>262,519</u>
<i>Current liabilities</i>			
Creditors	9	(9,574)	(10,044)
		<u>(9,574)</u>	<u>(10,044)</u>
Net current assets		<u>229,359</u>	<u>252,475</u>
Net assets		<u>229,359</u>	<u>253,493</u>
<i>Capital and reserves</i>			
Called up share capital	10	1,000	1,000
Profit and loss account		228,359	252,493
Shareholders' funds		<u>229,359</u>	<u>253,493</u>

Notes 1 to 12 form part of these financial statements.

The financial statements are prepared in accordance with the special provisions relating to small companies within part 15 of the Companies Act 2006. The financial statements were approved by the Board of Directors and authorised for issue on 18 December 2018 and signed on their behalf by:



M Torode
Director
Carraway Tunbridge Wells General Partner Limited
Registered address: Sixth Floor, 150 Cheapside, London, EC2V 6ET

Carraway Tunbridge Wells General Partner Limited
Directors' Report and Financial Statements
For the year ended 30 June 2018
Notes to the Financial Statements

1 Accounting policies

The principal accounting policies have been summarised below. They have all been applied consistently throughout the current and prior year.

Basis of accounting

The financial statements have been prepared under the historical cost convention and are in accordance with Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council and section 1A as applicable to small entities.

These financial statements include the Company's interest in the results and financial position of the Carraway Tunbridge Wells Limited Partnership.

The functional and presentational currency of Carraway Tunbridge Wells General Partner Limited is considered to be pounds sterling because that is the currency of the primary economic environment in which the Company operates.

The address of the registered office is given on page 1. The nature of the Company's operations and its principal activities are set out in the Directors' Report on pages 2 to 3.

Going concern

The financial statements are not prepared on the basis of going concern as the directors intend to liquidate the Company following the sale of the only property in the Partnership and the members taking the decision to cease trading and liquidate the Partnership following the settlement of the remaining net assets. All non-current assets have been reclassified to current assets to reflect this.

Investments

Investments represent an interest in the Carraway Tunbridge Wells Limited Partnership. This investment is accounted for by the Company at cost less provision for impairment. Investments are assessed for impairment when conditions exist that indicate that the carrying value is in excess of fair value.

Trade and other receivables

Trade and other receivables are recognised initially at transaction value. Subsequent to initial recognition they are measured at amortised cost using the effective interest rate method, less any impairment losses.

Trade and other payables

Trade and other receivables are recognised initially at transaction value. Subsequent to initial recognition they are measured at amortised cost using the effective interest rate method.

Taxation

Current tax, including UK 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 balance sheet date.

Deferred taxation is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax at a future date, at rates expected to apply when they crystallise based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

Carraway Tunbridge Wells General Partner Limited
Directors' Report and Financial Statements
For the year ended 30 June 2018
Notes to the Financial Statements

1 Accounting policies (continued)

Cash flow statement

The Company has taken advantage of exemptions available under FRS 102 not to present a cash flow statement as it meets the definition of a small entity as set out in FRS 102.

Turnover from associated undertakings

Turnover from associated undertakings represents the net profit share in respect of the Company's investment in Carraway Tunbridge Wells Limited Partnership. Revenue is derived on an accruals basis. All income arises in the United Kingdom and is recognised when earned.

Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in note 1, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

2 Operating (loss) / profit

The auditor's remuneration of £3,400 (2017: £3,400) for the Company has been borne by the Carraway Tunbridge Wells Limited Partnership. There have been no non-audit fees paid during the course of either year.

3 Employees and Directors

The directors received no remuneration in respect of their services to the Company (2017: nil). There were no employees during either year.

4 (Share of loss) / profit from associated undertakings

	Year ended 30 June 2018 £	Year ended 30 June 2017 £
(Loss) / profit from associated undertakings	(1,456,000)	3,798,000
(Loss) / profit for the financial year	(14,560)	37,980
Percentage ownership	<u>1%</u>	<u>1%</u>

5 Interest receivable

	Year ended 30 June 2018	Year ended 30 June 2017
Bank interest receivable	<u>-</u>	<u>1,208</u>

Carraway Tunbridge Wells General Partner Limited
Directors' Report and Financial Statements
For the year ended 30 June 2018
Notes to the Financial Statements

6 Taxation

	Year ended 30 June 2018 £	Year ended 30 June 2017 £
Analysis of charge in year		
<i>Current tax:</i>		
UK corporation tax	9,574	10,044
Tax charge for the year	9,574	10,044
<i>Deferred taxation</i>	-	-
Tax on results on ordinary activities	9,574	10,044
Factors affecting tax charge for the year		
	£	£
(Loss) / profit on ordinary activities before tax	(14,560)	39,188
Tax on (loss) / profit on ordinary activities at standard corporation tax rate of 19% (2017: 19.75%)	(2,766)	7,740
<i>Effects of:</i>		
Expenses not deductible for tax purposes	-	2,299
Amounts charged directly to OCI or otherwise transferred	-	5
Share of LP taxable allocation in excess of accounting allocation	12,340	-
Tax charge for year	9,574	10,044

Carraway Tunbridge Wells General Partner Limited
Directors' Report and Financial Statements
For the year ended 30 June 2018
Notes to the Financial Statements

7 Investments

	2018	2017
	£	£
Carraway Tunbridge Wells Limited Partnership	1,000	1,000
Carraway Tunbridge Wells (Nominee A) Limited	9	9
Carraway Tunbridge Wells (Nominee B) Limited	9	9
	<u>1,018</u>	<u>1,018</u>
Non-current investments	-	1,018
Current investments	1,018	-
	<u>1,018</u>	<u>1,018</u>

Details of investments in which the Company holds 20% or more of the nominal value of any class of share capital are as follows:

Name of subsidiary undertaking	Country of incorporation	Nature of business	Percentage holding
Carraway Tunbridge Wells (Nominee A) Limited	Jersey	Trustee company	90.00%
Carraway Tunbridge Wells (Nominee B) Limited	Jersey	Trustee company	90.00%

The registered address of the above investment is Sixth Floor, 150 Cheapside, London, EC2V 6ET.

The investment in Carraway Tunbridge Wells Limited Partnership represents a 1% holding in the Partnership, which was established under a limited partnership agreement dated 19 March 2012. The Partnership is registered in England and Wales in accordance with The Limited Partnerships Act 1907.

Carraway Tunbridge Wells (Nominee A) Limited and Carraway Tunbridge Wells (Nominee B) Limited's registered address is IFC 5, St Helier, Jersey, JE1 1ST. Carraway Tunbridge Wells Limited Partnership registered address is: Sixth Floor, 150 Cheapside, London, EC2V 6ET.

8 Debtors

	30 June 2018	30 June 2017
	£	£
Amounts due from group undertakings	237,915	262,519
	<u>237,915</u>	<u>262,519</u>

Amounts due from group undertakings are non interest bearing and payable on demand.

Debtors are initially recognised at transaction value and the carrying value is considered to be the same as fair value.

Carraway Tunbridge Wells General Partner Limited
Directors' Report and Financial Statements
For the year ended 30 June 2018
Notes to the Financial Statements

9	Creditors	30 June 2018 £	30 June 2017 £
	Corporation tax	9,574	10,044
		<u>9,574</u>	<u>10,044</u>

Creditors are initially recognised at transaction value and the carrying value is considered to be the same as fair value.

10	Called up share capital	2018 No.	2017 No.	30 June 2018 £	30 June 2017 £
	Allotted called up and fully paid:				
	Ordinary shares of £1 each	1,000	1,000	1,000	1,000
		<u>1,000</u>	<u>1,000</u>	<u>1,000</u>	<u>1,000</u>

11 Related parties

The Company is the General Partner of Carraway Tunbridge Wells Limited Partnership and Britel Fund Trustees Limited (as custodian trustee for the BT Pension Scheme) is the Limited Partner of the Partnership.

At 30 June 2018 the Company is owed £237,915 (30 June 2017: £262,519) from Carraway Tunbridge Wells Limited Partnership which includes £242,295 (30 June 2017: £256,855) as distribution related to the Company 1% interest in the Partnership.

12 Ultimate parent company and controlling party

The directors regard the BT Pension Scheme as the Company's immediate and ultimate parent controlling entity. It is also the parent of the smallest and largest group of which Carraway Tunbridge Wells General Partner Limited is a member to prepare group financial statements.

The address of the BT Pension Scheme is: One America Square, 17 Crosswall, London, EC3N 2LB, where copies of BT Pension Scheme's accounts are available.

Carraway Tunbridge Wells Limited Partnership
General Partner's Report and Financial Statements
For the year ended 30 June 2018

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COMPANIES HOUSE

Carraway Tunbridge Wells Limited Partnership
General Partner's Report and Financial Statements
For the year ended 30 June 2018
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Carraway Tunbridge Wells Limited Partnership
General Partner's Report and Financial Statements
For the year ended 30 June 2018
Partnership Information

General Partner	Carraway Tunbridge Wells General Partner Limited 150 Cheapside London EC2V 6ET
Registered Office	150 Cheapside London EC2V 6ET
Operator	Hermes Investment Management Limited 150 Cheapside London EC2V 6ET
Auditor	KPMG LLP 15 Canada Square Canary Wharf London E14 5GL
Registered Number	LP007040

Carraway Tunbridge Wells Limited Partnership
General Partner's Report and Financial Statements
For the year ended 30 June 2018
Strategic Report

The General Partner presents its Strategic Report for the year ended 30 June 2018.

Principal activities and review of the business

During the year ended 30 June 2018, the Partnership's principal activity was investing in real estate. However, on 21 May 2018, the Partnership sold its only property and hence the members took the decision to cease trading. As the members intend to liquidate the Partnership following the settlement of the remaining net assets, they have not prepared the financial statements on a going concern basis. The effect of this is explained in note 1 on page 11.

The results for the year are set out in the Profit and Loss Account on page 8. The turnover for the year was £5,928,000 (2017: £7,673,000) and the profit before distributions for the year was £1,089,000 (2017: £6,290,000 loss). The balance sheet shows that the Partnership has net assets of £2,160,000 at the year end (2017: £97,451,000).

Key performance indicators

The principal KPIs used by management are the profit for the year and the net asset valuation as included in the review of the business above.

Principal risks and uncertainties

In common with other property investment entities, unforeseen changes in property value patterns could potentially have a material impact on the Partnership.

The Partnership mitigates these risks through balanced investment strategies under the direction of property specialists with significant industry experience.

The Partnership's activities expose it to a number of financial risks including market risk, credit risk and liquidity risk.

Market risk

Market risk is the risk that the prices of investment properties change.

Credit risk

The Partnership's principal financial assets are cash and deposits and debtors.

The Partnership's credit risk is primarily attributable to its debtors. The amounts presented in the balance sheet are net of allowances for doubtful debts. An allowance for doubtful debts is made when there is an identified loss event which, based on previous experience, is evidence of a reduction in the recoverability of future cash flows.

The credit risk on cash and deposits is limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies.

Liquidity risk

The Partnership is financed by Partners' loans and capital. The Partnership maintains sufficient reserves of cash to meet its liquidity requirements at all times.



M Torode
Director
Carraway Tunbridge Wells General Partner Limited

18 December 2018

Carraway Tunbridge Wells Limited Partnership
General Partner's Report and Financial Statements
For the year ended 30 June 2018
General Partner's Report

The General Partner presents its report and the audited financial statements for the year ended 30 June

Distributions

The General Partner recommended a distribution of £2,545,000 (2017: £3,797,000) for the year of which £368,000 (2017: £1,124,000) remained outstanding at the year end.

Capital and loan advances

Capital advances of £Nil (2017: £Nil) were made during the year. Loan redemptions of £93,835,000 (2017: £13,560,000 advances) were made during the year.

Going concern

The financial statements are not prepared on the basis of going concern as the directors intend to liquidate the Partnership following the sale of the only property in the Partnership and the members taking the decision to cease trading following the settlement of the remaining net assets.

Future developments

The General Partner expects the general level of business to decrease following the sale of the investment property during the year.

The Partners

Carraway Belfast General Partner Limited, acting as General Partner, has a 1.0% interest in the profits and assets of the Partnership. The other limited partners with interests in the Partnership are:

	Percentage interest	
	2018	2017
Carraway Tunbridge Wells Trustee Limited as trustee for the Carraway Tunbridge Wells Investment Unit Trust	49.1%	49.1%
Britel Fund Trustees Limited	49.5%	49.5%
Britel Real Estate Investments (Jersey) Limited	0.2%	0.2%
Carraway Tunbridge Wells Ventures General Partner Limited	0.2%	0.2%

Duration

According to the Partnership Agreement, the Partnership will continue in force until terminated where it shall be dissolved upon the occurrence of any of the following events: (a) the General Partner and Limited Partner agree to the termination; (b) the acquisition by one Limited Partner of the entire interest of other potential Limited Partners; or (c) following the sale of the last property held by the Partnership.

Post balance sheet events

There have been no post balance sheet events which require disclosure.

**Carraway Tunbridge Wells Limited Partnership
General Partner's Report and Financial Statements
For the year ended 30 June 2018
General Partner's Report (continued)**

Auditor

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

- so far as the directors are aware, there is no relevant audit information of which the Partnership's auditor is unaware: and
- the director has taken all steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the Partnership's auditor is aware of that information.

This information is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006 as applicable to qualifying partnerships.

KPMG LLP, statutory auditor, have indicated their willingness to remain as auditor until the Company is dissolved and appropriate arrangements have been put in place for them to be deemed appointed as auditor in absence of an Annual General Meeting.

Approved by the General Partner and signed on its behalf by:



**M Torode
Director
Carraway Tunbridge Wells General Partner Limited
Registered address: Sixth Floor, 150 Cheapside,
London, England, EC2V 6ET**

18 December 2018

Carraway Tunbridge Wells Limited Partnership
General Partner's Report and Financial Statements
For the year ended 30 June 2018
Statement of the General Partner's Responsibilities in respect of the Strategic Report,
General Partner's Report and Financial Statements

The General Partner is responsible for preparing the Strategic Report, the General Partner's Report and the financial statements in accordance with applicable law and regulations.

The Partnerships (Accounts) Regulations 2008 require the General Partner to prepare financial statements for each financial year in accordance with Part 15 and Chapter 1 of Part 16 of the Companies Act 2006. Under that law the General Partner has elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

Under company law the General Partner 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 Partnership and of the profit or loss of the partnership for that period. In preparing these financial statements, the General Partner is 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;
- assess the Partnership's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the qualifying partnership or to cease operations, or have no realistic alternative but to do so. As explained in note 1, the directors do not believe that it is appropriate to prepare these financial statements on a going concern basis.

The General Partner is responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Partnership and to prevent and detect fraud and other irregularities.

Carraway Tunbridge Wells Limited Partnership
General Partner's Report and Financial Statements
For the year ended 30 June 2018
Independent Auditor's Report to the Partners of Carraway Tunbridge Wells Limited Partnership

Opinion

We have audited the financial statements of Carraway Tunbridge Wells Limited Partnership ("the qualifying partnership") for the year ended 30 June 2018 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Changes in Partnership Funds and related notes, including the accounting policies in note 1

In our opinion the financial statements

- give a true and fair view of the state of the qualifying partnership's affairs as at 30 June 2018 and of its loss for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 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 as applied to qualifying partnerships by The Partnerships (Accounts) Regulations 2008

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the qualifying partnership in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion

Going concern

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least twelve months from the date of approval of the financial statements

Emphasis of matter - non-going concern basis of preparation

We draw attention to the disclosure made in note 1 to the financial statements which explains that the financial statements have not been prepared on the going concern basis for the reasons set out in that note. Our opinion is not modified in respect of this matter.

Strategic report and General partner's report

The general partner is responsible for the strategic report and general partner's report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion or, except as explicitly stated below, any form of assurance conclusion thereon

Our responsibility is to read the strategic report and general partner's report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work

- we have not identified material misstatements in those reports,
- in our opinion the information given in those reports for the financial year is consistent with the financial statements, and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006 as applied to qualifying partnerships we are required 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 members' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit, or

We have nothing to report in these respects.

Carraway Tunbridge Wells Limited Partnership
General Partner's Report and Financial Statements
For the year ended 30 June 2018

Independent Auditor's Report to the Partners of Carraway Tunbridge Wells Limited Partnership (continued)

General partner's responsibilities

As explained more fully in the their statement set out on page 5, the general partner is responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, assessing the qualifying partnership'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 they either intend to liquidate the qualifying partnership or to cease operations, or have no realistic alternative but to do so.

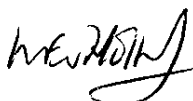
Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

This report is made solely to the qualifying partnership's partners, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006, as required by regulation 4 of the Partnerships (Accounts) Regulations 2008. Our audit work has been undertaken so that we might state to the qualifying partnership's partners 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 qualifying partnership and its partners, as a body, for our audit work, for this report, or for the opinions we have formed.



Bill Holland (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
15 Canada Square
Canary Wharf
London
E14 5GL

18 December 2018

Carraway Tunbridge Wells Limited Partnership
General Partner's Report and Financial Statements
For the year ended 30 June 2018
Profit and Loss Account

	Note	Year ended 30 June 2018 £'000	Year ended 30 June 2017 £'000
Rental income	2	5,928	7,673
Property costs		(1,037)	(3,491)
Gross profit		4,891	4,182
Administrative expenses		144	(387)
Operating profit	3	5,035	3,795
Realised loss on disposal of investment properties		(3,950)	-
Unrealised loss on the revaluation of investment properties		-	(10,087)
Net interest receivable	5	4	2
Profit/ (loss) before distributions		1,089	(6,290)
Finance costs - distributions	6	(2,545)	(3,797)
Loss for the year		(1,456)	(10,087)

There were no recognised gains or losses for the year other than those included in the Profit and Loss Account and as a result no Statement of Comprehensive Income has been prepared.

Notes 1 to 14 form part of these financial statements.

Carraway Tunbridge Wells Limited Partnership
General Partner's Report and Financial Statements
For the year ended 30 June 2018
Balance Sheet

LP007040

	Note	As at 30 June 2018 £	As at 30 June 2017 £
<i>Fixed assets</i>			
Investment properties	7	-	94,382
Debtors due after more than one year	8	-	1,195
		<u>-</u>	<u>95,577</u>
<i>Current assets</i>			
Debtors within one year	8	1,811	1,560
Cash at bank	9	1,621	4,375
		<u>3,432</u>	<u>5,935</u>
<i>Current liabilities</i>			
Creditors	10	(1,272)	(4,061)
Net current assets		<u>2,160</u>	<u>1,874</u>
Net assets attributable to the Partners		<u>2,160</u>	<u>97,451</u>
<i>Capital and reserves</i>			
Capital account	11	100	100
Loan account	11	16,409	110,244
Profit and loss account	11	(14,349)	-
Revaluation reserve	11	-	(12,893)
Partnership funds		<u>2,160</u>	<u>97,451</u>

Notes 1 to 14 form part of these financial statements.

The financial statements of Carraway Tunbridge Wells Limited Partnership were approved by the General Partner and signed on its behalf by:



M Torode
Director
Carraway Tunbridge Wells General Partner Limited

| 8 December 2018

Carraway Tunbridge Wells Limited Partnership
General Partner's Report and Financial Statements
For the year ended 30 June 2018
Statement of Changes In Partnership Funds

	Notes	Capital account £'000	Loan account £'000	Profit and loss account £'000	Revaluation reserve £'000	Total £'000
As at 1 July 2016		100	96,684	-	(2,806)	93,978
Additions		-	13,560	-	-	13,560
Distributable profit for the year		-	-	3,797	-	3,797
Revaluation loss		-	-	-	(10,087)	(10,087)
Distributions		-	-	(3,797)	-	(3,797)
As at 30 June 2017		100	110,244	-	(12,893)	97,451
As at 1 July 2017		100	110,244	-	(12,893)	97,451
Repayments	11	-	(93,835)	-	-	(93,835)
Distributable profit for the year		-	-	5,039	-	5,039
Realised loss		-	-	(3,950)	-	(3,950)
Distributions		-	-	(2,545)	-	(2,545)
Transfer on disposal of investment properties	11	-	-	(12,893)	12,893	-
As at 30 June 2018		100	16,409	(14,349)	-	2,160

Notes 1 to 14 form part of these financial statements.

Carraway Tunbridge Wells Limited Partnership
General Partner's Report and Financial Statements
For the year ended 30 June 2018
Notes to the Financial Statements

1 Accounting policies

The principal accounting policies are summarised below. They have all been applied consistently throughout the current and prior year.

Basis of accounting

Carraway Tunbridge Wells Limited Partnership is a Qualifying Partnership registered in the United Kingdom. The address of the registered office is given on page 1. The nature of the Partnership's operations and its principal activities are set out in the Strategic report on page 2 and General Partner's report on pages 3 and 4.

The financial statements have been prepared under Regulation 4 of the Partnerships (Accounts) Regulations 2008 and Companies Act 2006 as applicable to qualifying partnerships.

In previous years, the financial statements have been prepared on a going concern basis. However, before the year end the partners took the decision to cease trading following the sale of the Partnership's only property. As they intend to liquidate the Partnership following the settlement of the remaining net assets, the partners have not prepared the financial statements on a going concern basis. No adjustments were necessary to the amounts at which the remaining net assets are included in these financial statements and due to the intent to liquidate, all assets and liabilities have been classified as current only.

The functional and presentational currency of Carraway Tunbridge Wells Limited Partnership is considered to be pounds sterling because that is the currency of the primary economic environment in which the Partnership operates.

Statement of Compliance

The financial statements have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102").

Going concern

The financial statements are not prepared on the basis of going concern as the directors intend to liquidate the Partnership following the sale of the only property in the Partnership and the members taking the decision to cease trading following the settlement of the remaining net assets.

Investment properties

Investment properties are initially measured at cost and are subsequently measured at fair value. Investment properties are independently valued each quarter end by CBRE Limited, Chartered Surveyors, on an open market basis. Any surplus or deficit arising is taken to the Profit and Loss Account.

Purchases and sales

Property purchases and sales are accounted for at completion.

Rental income

Income is accounted for on an accruals basis and recognised on a straight-line basis over the term of the lease, net of any discounts, VAT and other related taxes.

Leases

Rentals under operating leases are charged on a straight-line basis over the lease term, even if the payments are not made on such a basis. Benefits received and receivable as an incentive to sign an operating lease are similarly spread on a straight-line basis over the lease term.

Carraway Tunbridge Wells Limited Partnership
General Partner's Report and Financial Statements
For the year ended 30 June 2018
Notes to the Financial Statements (continued)

1 Accounting policies (continued)

Financial instruments

Financial assets and financial liabilities are recognised when the Partnership becomes a party to the contractual provisions of the instrument.

Short term debtors are recognised initially at transaction value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses.

A provision for doubtful debts is made when collection of the full amount is no longer probable. Bad debts are written off when they are specifically identified.

Short term trade creditors are recognised initially at transaction value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

Taxation

No taxation is provided as the tax liabilities on the Partnership's profits are a liability of the Partners and not of the Partnership.

Distributions

It is the policy of the Partnership to distribute all income net of expenses to the Partners on a quarterly basis. In accordance with FRS 102, distributions have been classified as finance costs.

Cash flow statement

The Partnership has taken advantage of exemptions available under FRS 102 not to present a cash flow statement as it meets the definition of a small entity as set out in FRS 102.

Critical accounting judgements and key sources of estimation uncertainty

In the application of the Partnership's accounting policies, which are described throughout note 1, the General Partner is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the critical judgements that the General Partner has made in the process of applying the Partnership's accounting policies and that have the most significant effect on the amounts recognised in the financial statements.

Valuation of investment property

Investment property is carried at fair value, determined by market values in accordance with valuations carried out by independent valuers. Valuations are based on a number of key assumptions including an estimate of future rental income and an appropriate discount rate.

2 Rental income

All rental income is derived from continuing operations in the United Kingdom and are attributable to one activity, the ownership of investment properties.

Carraway Tunbridge Wells Limited Partnership
General Partner's Report and Financial Statements
For the year ended 30 June 2018
Notes to the Financial Statements (continued)

3 Operating profit

	Year ended 30 June 2018 £'000	Year ended 30 June 2017 £'000
This is stated after charging:		
Auditor's remuneration for audit services	<u>20</u>	<u>20</u>

4 Staff numbers and key management personnel

The Partnership had no employees during either year. No remuneration is borne by the Partnership for any key management personnel in either year.

5 Net interest receivable

	Year ended 30 June 2018 £'000	Year ended 30 June 2017 £'000
Bank interest receivable	<u>4</u>	<u>2</u>

6 Finance costs - distributions

	Year ended 30 June 2018 £'000	Year ended 30 June 2017 £'000
Profit / (loss) before distributions	1,089	(6,290)
Unrealised loss on revaluations	-	10,087
Realised loss for the financial year	<u>1,456</u>	<u>-</u>
Distributions to Partners	<u>2,545</u>	<u>3,797</u>

All realised income is distributable during the year. Profits in Q1 to Q3 were distributed in the year but as there was a loss in Q4 when the property was sold on 21 May 2018, no distributions were made as at 30 June 2018.

7 Investment properties

	Freehold land and buildings £'000
<i>Valuation</i>	
As at 1 July 2017	94,382
Additions	<u>271</u>
As at 30 June 2018	94,653
Lease incentives	1,439
Disposals	<u>(96,092)</u>
Property valuation at 30 June 2018	<u>-</u>
Property valuation at 30 June 2017	<u>95,900</u>
<i>Historic cost</i>	
As at 1 July 2017	107,278
As at 30 June 2018	<u>-</u>

Carraway Tunbridge Wells Limited Partnership
General Partner's Report and Financial Statements
For the year ended 30 June 2018
Notes to the Financial Statements (continued)

8 Debtors

Amounts falling due within one year

	As at 30 June 2018 £'000	As at 30 June 2017 £'000
Trade debtors	21	695
VAT recoverable	205	-
Other debtors	1,341	110
Prepayments and accrued income	244	484
	1,811	1,290

	As at 30 June 2018	As at 30 June 2017
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Amounts falling due after more than one year

Other debtors	-	1,195
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Carrying value is considered to be the same as fair value.

Amounts due from group undertakings are non-interest bearing and repayable on demand.

9 Cash at bank

	As at 30 June 2018 £'000	As at 30 June 2017 £'000
Cash at bank and in hand	1,621	4,375

Cash at bank and in hand includes £207,000 relating to service charges as at 30 June 2018 (2017: £916,000).

10 Creditors

	As at 30 June 2018 £'000	As at 30 June 2017 £'000
Trade creditors	122	-
Distributions payable	368	1,124
Amounts due to group undertakings	231	-
Other creditors	278	360
Accruals and deferred income	273	2,577
	1,272	4,061

Amounts due to group undertakings are non-interest bearing and repayable on demand.

Carrying value is considered to be the same as fair value.

Carraway Tunbridge Wells Limited Partnership
General Partner's Report and Financial Statements
For the year ended 30 June 2018
Notes to the Financial Statements (continued)

11 Partners' accounts

	Carraway Tunbridge Wells General Partner Limited		Carraway Investment Trustee Limited		Britel Fund Trustees Limited	Carraway Investment Trustee Limited	Britel Real Estate Investments (Jersey) Limited	Tunbridge Wells Ventures General Partner Limited	Total
	£'000	1%	£'000	49.50%	£'000	49.025%	£'000	0.228%	£'000
Capital accounts %									100%
Capital accounts									
At 1 July 2017	1		49.5			49.025	0.228	0.248	100
At 30 June 2018	1		49.5			49.025	0.228	0.248	100
Loan accounts									
At 1 July 2017	-		55,122			54,593	253	276	110,244
Repayments	-		(46,919)			(46,468)	(216)	(232)	(93,835)
At 30 June 2018	-		8,203			8,125	37	44	16,409
Profit and loss account									
At 1 July 2017	-		-			-	-	-	-
Loss for the year	(15)		(721)			(714)	(3)	(4)	(1,456)
Transfer on disposal	(129)		(6,382)			(6,321)	(29)	(32)	(12,893)
At 30 June 2018	(144)		(7,103)			(7,035)	(32)	(36)	(14,349)
Total Partners' accounts	(143)		1,150			1,139	5	9	2,160
Revaluation reserve									
At 1 July 2017	(129)		(6,382)			(6,321)	(29)	(32)	(12,893)
Transfer on disposal	129		6,382			6,321	29	32	12,893
At 30 June 2018	-		-			-	-	-	-
Net assets attributable to Partners	(143)		1,150			1,139	5	9	2,160

Carraway Tunbridge Wells Limited Partnership
General Partner's Report and Financial Statements
For the year ended 30 June 2018
Notes to the Financial Statements (continued)

12 Related parties

The General Partner of the Partnership is Carraway Tunbridge Wells General Partner Limited and its limited partners are Britel Fund Trustees Limited, Carraway Investment Trustee Limited, Britel Real Estate Investments (Jersey) Limited and Carraway Tunbridge Wells Ventures General Partner Limited.

During the year the partnership paid capital distributions of £93,835,000 (2017: £13,560,000). Of this amount £46,919,000 (2017: £6,780,000) was paid to Britel Fund Trustees Limited, £46,468,000 (2017: £6,715,000) to Carraway Investment Trustee Limited, £216,000 (2017: £31,000) to Britel Real Estate Investments (Jersey) Limited and £232,000 (2017: £34,000) was payable at the year end to Carraway Tunbridge Wells Venture General Partner Limited.

At the year end, included in note 10, the Partnership has a distribution payable of £368,000 (2017: £1,124,000) representing distributions due to Carraway Tunbridge Wells General Partner Limited, Britel Fund Trustees Limited, Carraway Investment Trustee Limited, Britel Real Estate Investments (Jersey) Limited and Carraway Tunbridge Wells Ventures General Partner Limited.

At the year end Carraway Tunbridge Wells Limited Partnership had intercompany payables of £203,000 (2017: £12,000) due to Carraway Tunbridge Wells Ventures General Partner Limited and £238,000 (2017: £263,000) due to Carraway Tunbridge Wells General Partner Limited.

13 Future minimum lease receivables

At the balance sheet date the Partnership had the following future minimum rental income receivable under non-cancellable operating leases for each of the following periods:

	As at 30 June 2018	As at 30 June 2017
	£'000	£'000
No later than one year	-	4,179
Later than one year and not later than five years	-	9,687
Later than five years	-	11,158
	<u>-</u>	<u>25,024</u>

14 Controlling party

Carraway Tunbridge Wells General Partner Limited is the General Partner and immediate controlling party of the Partnership and Carraway Tunbridge Wells Ventures Trustee Limited, Britel Fund Trustees Limited, Britel Real Estate Investments (Jersey) Limited and Carraway Tunbridge Wells Ventures General Partners Limited are the Limited Partners.

The ultimate controlling party and parent of the smallest and largest group into which the Partnership is consolidated is the BT Pension Scheme.

The address of the BT Pension Scheme is: One America Square, 17 Crosswall, London, EC3N 2LB where copies of the BT Pension Scheme's financial statements are available.