OCUBIS LIMITED

ABBREVIATED ACCOUNTS

FOR THE YEAR ENDED
31 DECEMBER 2014



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ABBREVIATED ACCOUNTS

YEAR ENDED 31 DECEMBER 2014

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STRATEGIC REPORT

YEAR ENDED 31 DECEMBER 2014

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the Company during the year was property investment and development management.

The Company had a strong performance in 2014 and grew its turnover from £5.92m to £7.98m which represents an increase of 35% on the previous year.

Occupancy rates across the portfolio continued to improve as a result of completed refurbishments being delivered into a strong leasing market.

FUTURE DEVELOPMENTS

During the period the Company participated in the acquisitions of three London properties providing a combination of residential and commercial leasing opportunities.

PRINCIPAL RISKS AND UNCERTAINTIES

The directors consider that the following are risks to the Group's business.

Rental levels falling. The directors believe that prudent acquisition of investments and the Group's active asset management approach would mitigate this risk.

Property valuations. The directors consider that the Group's low level of debt means that it is not dependent on maintaining current day property valuation levels.

Interest rates. The directors have a policy of hedging the majority of interest rate risk where such hedging can be obtained at commercially acceptable levels.

Macro-economic conditions. The Group invests primarily in Central London property and the directors consider that London's position as a global financial and trading hub will maintain an acceptable level of occupational and investor demand for the Group's assets throughout most normal economic cycles.

KEY PERFORMANCE INDICATORS

The directors consider that Operating Margin and Return on Capital Employed would normally be our Key Performance Indicators, however due to the acquisitive nature of the business these indicators are distorted by the increased vacancy in the portfolio caused by new purchases, and increased spending on repairs and void costs before these properties are fully let up.

M'C GRESHAM Director

Signed on behalf of the directors

Approved by the directors on 29(311)

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DIRECTORS' REPORT

YEAR ENDED 31 DECEMBER 2014

The directors present their report and the financial statements of the company for the year ended 31 December 2014.

RESULTS AND DIVIDENDS

The profit for the year, after taxation, amounted to £1,404,523. The directors have not recommended a dividend.

DIRECTORS

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

J M Hunt M C Gresham

AUDITOR

Gibson Booth are deemed to be re-appointed under section 487(2) of the Companies Act 2006.

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

- so far as each director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- each director has taken all steps that they ought to have taken as a director to make themself aware of any relevant audit
 information and to establish that the company's auditor is aware of that information.

Registered office: 15 Regent Street London SW1Y 4LR Signed on behalf of the directors

M C GRESHAM Director

Approved by the directors on 2

STATEMENT OF DIRECTORS' RESPONSIBILITIES

YEAR ENDED 31 DECEMBER 2014

The directors are responsible for preparing the Strategic Report, Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 year.

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

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- 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.

INDEPENDENT AUDITOR'S REPORT TO OCUBIS LIMITED

UNDER SECTION 449 OF THE COMPANIES ACT 2006

We have examined the abbreviated accounts which comprise the Profit and Loss Account, Statement of Total Recognised Gains and Losses, Balance Sheet and the related notes, together with the financial statements of Ocubis Limited for the year ended 31 December 2014 prepared under Section 396 of the Companies Act 2006.

This report is made solely to the company, in accordance with Section 449 of the Companies Act 2006. Our work has been undertaken so that we might state to the company those matters we are required to state to it in a special 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 for our work, for this report, or for the opinions we have formed.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITOR

The directors are responsible for preparing the abbreviated accounts in accordance with Section 445 of the Companies Act 2006. It is our responsibility to form an independent opinion as to whether the company is entitled to deliver abbreviated accounts to the Registrar of Companies and whether the abbreviated accounts have been properly prepared in accordance with the regulations made under that section and to report our opinion to you.

We conducted our work in accordance with Bulletin 2008/4 issued by the Auditing Practices Board. In accordance with that Bulletin we have carried out the procedures we consider necessary to confirm, by reference to the financial statements, that the company is entitled to deliver abbreviated accounts and that the abbreviated accounts are properly prepared.

OPINION

In our opinion the company is entitled to deliver abbreviated accounts prepared in accordance with Section 445(3) of the Companies Act 2006, and the abbreviated accounts have been properly prepared in accordance with the regulations made under that section.

ALISTAIR RUSSELL FCA (Senior Statutory Auditor) For and on behalf of GIBSON BOOTH Chartered Accountants & Statutory Auditor

New Court Abbey Road North Shepley Huddersfield HD8 8BJ

ABBREVIATED PROFIT AND LOSS ACCOUNT

YEAR ENDED 31 DECEMBER 2014

TURNOVER	Note	2014 £ 7,980,101	2013 £ 5,915,180
Cost of Sales and Other operating income		530,057	(126,332)
Administrative expenses		(8,771,499)	(7,670,042)
OPERATING LOSS	2	(261,341)	(1,881,194)
Profit on disposal of fixed assets		750,000	160,062
		488,659	(1,721,132)
Income from participating interests Interest receivable and similar income Interest payable and similar charges	5	2,492,291 9,418 (622,652)	2,660,600 344,699 (202,013)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		2,367,716	1,082,154
Tax on profit on ordinary activities	6	(963,193)	(74,240)
PROFIT FOR THE FINANCIAL YEAR		1,404,523	1,007,914

All of the activities of the company are classed as continuing.

The notes on pages 8 to 15 form part of these abbreviated accounts.

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

YEAR ENDED 31 DECEMBER 2014

	2014 £	2013 £
Profit for the financial year attributable to the shareholder	1,404,523	1,007,914
Unrealised profit on revaluation of certain fixed assets	2,085,000	1,170,000
Total gains and losses recognised since the last annual report	3,489,523	2,177,914

The notes on pages 8 to 15 form part of these abbreviated accounts.

ABBREVIATED BALANCE SHEET

31 DECEMBER 2014

· · · · · · · · · · · · · · · · · · ·	Note	2014 £	2013 £
FIXED ASSETS Tangible assets Investments	7 8	33,963,907 44,001,161	34,673,047 44,000,861
		77,965,068	78,673,908
CURRENT ASSETS			
Stocks	9	38,557	_
Debtors	10	18,587,849	16,693,451
Cash at bank		4,483,182	579,046
		23,109,588	17,272,497
CREDITORS: Amounts falling due within one year	11	(5,814,281)	(4,532,276)
NET CURRENT ASSETS		17,295,307	12,740,221
TOTAL ASSETS LESS CURRENT LIABILITIES		95,260,375	91,414,129
CREDITORS: Amounts falling due after more than one year	12	(66,145,106)	(65,976,390)
PROVISIONS FOR LIABILITIES			
Deferred taxation	13	(254,506)	(66,499)
		28,860,763	25,371,240
CAPITAL AND RESERVES			
	17	5	5
and the admit and the control of the	18	22,692,996	22,692,996
anara kramam aaaaam	19	3,081,713	2,442,850
	20	3,086,049	235,389
SHAREHOLDER'S FUNDS	21	28,860,763	25,371,240

These abbreviated accounts have been prepared in accordance with the special provisions of section 445(3) Companies Act 2006 in regard to medium-sized companies.

These abbreviated accounts were approved by the directors and authorised for issue on $\frac{29(415)}{29}$, and are signed on their behalf by:

M C Gresham

Company Registration Number: 04090747

The notes on pages 8 to 15 form part of these abbreviated accounts.

NOTES TO THE ABBREVIATED ACCOUNTS

YEAR ENDED 31 DECEMBER 2014

1. ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of certain fixed assets.

Cash flow statement

The directors have taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from including a cash flow statement in the financial statements on the grounds that the company is wholly owned and its parent publishes a consolidated cash flow statement.

Turnover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts.

Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Leasehold Property Improvements

Fixtures & Fittings Motor Vehicles - Length of lease

- 20% straight line or 20% reducing balance

- 25% reducing balance

An amount equal to the excess of the annual depreciation charge on revalued assets over the notional historical cost depreciation charge on those assets is transferred annually from the revaluation reserve to the profit and loss reserve.

Investment properties

Investment properties are shown at their open market value. The surplus or deficit arising from the annual revaluation is transferred to the investment revaluation reserve unless a deficit, or its reversal, on an individual investment property is expected to permanent, in which case it is recognised in the profit and loss account for the year.

This is in accordance with the SSAP 19 which, unlike the Companies Act 2006, does not require depreciation of investment properties. Investment properties are held for their investment potential and not for use by the company and so their current value is of prime importance. The departure from the provisions of the Act is required in order to give a true and fair view.

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

Operating lease agreements

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease.

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax, with the following exceptions:

Provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold.

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

NOTES TO THE ABBREVIATED ACCOUNTS

YEAR ENDED 31 DECEMBER 2014

	· · · · · · · · · · · · · · · · · · ·		
2.	OPERATING LOSS		
	Operating loss is stated after charging/(crediting):		
		2014	2013
	Depreciation of owned fixed assets	£ 1,064,629	£ 878,178
	Loss/(Profit) on disposal of fixed assets	94,122	(4,715)
	Auditor's remuneration - as auditor	12,000	10,000
	Operating lease costs:	·	
	- Other	1,509,561	1,466,896
	During the prior year various ledger balances were corrected, resulting in a £358	3,313 credit to the profit an	d loss account.
3.	PARTICULARS OF EMPLOYEES		
	The average number of staff employed by the company during the financial year	amounted to:	
		2014	2013
	Sales	No 38	No 16
	Administration	24	27
	Management	<u>14</u>	8
		<u>76</u>	<u>51</u>
	The aggregate payroll costs of the above were:		
		2014	2013
		£	£
	Wages and salaries Social security costs	2,910,890 377,883	2,169,330 229,032
		3,288,773	2,398,362
		3,200,773	=====
4.	DIRECTORS' REMUNERATION		
	The directors' aggregate remuneration in respect of qualifying services were:		
		2014	2013
	Aggregate remuneration	£ 217,969	£ 167,673
	Remuneration of highest paid director:	2011	0040
		2014 £	2013 £
	Total remuneration (excluding pension contributions)	217,969	167,673
5.	INTEREST PAYABLE AND SIMILAR CHARGES		
٠.			
		2014 £	2013 £
	Interest on other loans	622,652	195,459
	Other similar charges		6,554
		622,652	202,013

NOTES TO THE ABBREVIATED ACCOUNTS

YEAR ENDED 31 DECEMBER 2014

KAT	(ATION ON ORDINARY ACTIVITIES		
(a) A	Analysis of charge in the year		
		2014	2013
Cur	rent tax:	£	£
In re	espect of the year:		
Uł	Corporation tax based on the results for the year	775,186	7,741
Tota	al current tax	775,186	7,741
Def	erred tax:		
	gination and reversal of timing differences (note 13)		
	apital allowances osses	167,067 20,940	(6,909) 73,408
Tota	al deferred tax (note 13)	188,007	66,499
Tax	on profit on ordinary activities	963,193	74,240

(b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is higher than the standard rate of corporation tax in the UK of 21.50% (2013 - 23.25%).

	2014 £	2013 £
Profit on ordinary activities before taxation	2,367,716	1,082,154
Profit on ordinary activities by rate of tax	509,059	251,601
Capital allowances for year in excess of depreciation	(206,894)	(56,054)
Expenses not deductible for tax purposes	18,606	3,451
Non-taxable income	(535,843)	(618,590)
Taxable income not in accounts	1,465,462	1,037,595
Group relief for losses	(62,886)	(871)
Losses utilised in the year	(15,346)	(189,577)
Allowable expenditure not in accounts	(617,193)	(419,814)
Capital gain	220,221	-
Total current tax (note 6(a))	775,186	7,741

(c) Factors that may affect future tax charges

At the year end the company had unrelieved tax losses of approximately £nil (2013 - £260,000) to utilise against profits in future periods.

NOTES TO THE ABBREVIATED ACCOUNTS

YEAR ENDED 31 DECEMBER 2014

7. TANGIBLE FIXED ASSETS

	Investment Properties £	Leasehold Property Improvements £	Fixtures & Fittings £	Motor Vehicles £	Total £
COST OR VALUATION	00 075 000	0.700.000	4 0 40 0 50	440.400	07.000.400
At 1 January 2014	28,975,000	3,739,983	4,948,053	146,400	37,809,436
Additions	/5 000 000\	1,412,483	1,965,145	(04.400)	3,377,628
Disposals	(5,000,000)	_	(150,394)	(31,420)	(5,181,814)
Revaluation	2,085,000				2,085,000
At 31 December 2014	26,060,000	5,152,466	6,762,804	114,980	38,090,250
DEPRECIATION					
At 1 January 2014	_	541,584	2,541,785	53,020	3,136,389
Charge for the year	_	334,613	711,331	18,685	1,064,629
On disposals	_	_	(61,897)	(12,778)	(74,675)
At 31 December 2014	_	876,197	3.191.219	 58.927	4 126 242
At 31 December 2014	_		3,191,219	56,927	4,126,343
NET BOOK VALUE					
At 31 December 2014	26,060,000	4,276,269	3,571,585	56,053	33,963,907
At 31 December 2013	28,975,000	3,198,399	2,406,268	93,380	34,673,047

The investment properties were valued by a member of the Royal Institute of Chartered Surveyors in December 2014 at market value. The historic cost of investment properties is £22,978,288 (2013 - £26,532,151).

At the year end the company was committed to further capital expenditure totalling £nil (2013 - £555,904).

8. INVESTMENTS

0007	Joint venture undertakings £
COST At 1 January 2014 Additions	30 300
At 31 December 2014	330
LOANS At 1 January 2014 and 31 December 2014	44,000,831
NET BOOK VALUE At 31 December 2014	44,001,161
At 31 December 2013	44,000,861

During the year the company acquired a 50% interest in Radior LLP, Janoir LLP and Lutier LLP, all of which are incorporated in England and Wales and have a principal activity of property investment.

The company owns a 50% interest in the following LLPs all of which are incorporated in England and Wales and have a principal activity of property investment: Delahaye LLP, Darracq LLP, Simca LLP and Laffly LLP.

NOTES TO THE ABBREVIATED ACCOUNTS

YEAR ENDED 31 DECEMBER 2014

9.	STOCKS		
		2014 £	2013 £
	Goods for resale	38,557 ———	
10.	DEBTORS		
		2014	2013
		£	£
	Trade debtors Amounts owed by group undertakings	160,894 16,882,059	302,119 14,990,304
	Amounts owed by undertakings in which the company has a participating interest	1,244,909	845,252
	Other debtors	96,785	· _
	Prepayments and accrued income	203,202	555,776
		18,587,849	16,693,451
	All debtors are repayable within one year of the balance sheet date.		
11.	CREDITORS: Amounts falling due within one year		
		2014	2013
	Trade creditors	£ 377,620	£ 781,882
	Amounts owed to undertakings in which	•	
	the company has a participating interest Corporation tax	1,872,608 775,186	388,178 7,741
	PAYE and social security	139,703	83,613
	VAT Other creditors	205,066 719,993	94,597 1,432,611
	Accruals and deferred income	1,724,105	1,743,654
		5,814,281	4,532,276
12.	CREDITORS: Amounts falling due after more than one year		
		2014	2013
	- · · · · · · · · · · · · · · · · · · ·	£	£
	Directors' loan accounts Other loan	51,571,669 14,573,437	52,395,854 13,580,536
		66,145,106	65,976,390
13.	DEFERRED TAXATION		
10.	The movement in the deferred taxation provision during the year was:		
		2014	2013
	During to work for and	£	£
	Provision brought forward Profit and loss account movement arising during the year	66,499 188,007	66,499
	Provision carried forward	254,506	66,499
	The provision for deferred taxation consists of the tax effect of timing differences i	n respect of:	
		2014	2013
	Excess of taxation allowances over depreciation on fixed assets	£ 292,432	£ 125,365
	Tax losses available	(37,926)	(58,866)
		254,506	66,499

NOTES TO THE ABBREVIATED ACCOUNTS

YEAR ENDED 31 DECEMBER 2014

14. COMMITMENTS UNDER OPERATING LEASES

At 31 December 2014 the company had annual commitments under non-cancellable operating leases as set out below.

Land and buildings

2014 £

2013

Operating leases which expire: After more than 5 years

1,450,852

1,450,852

15. CONTINGENCIES

At the year end the company had given a guarantee in respect of bank borrowing by Ocubis Financing Limited. The maximum liability at the year end under this guarantee was £101.9 million (2013 - £48.3 million).

Income

NOTES TO THE ABBREVIATED ACCOUNTS

YEAR ENDED 31 DECEMBER 2014

16. RELATED PARTY TRANSACTIONS

As a wholly owned subsidiary of Heven Limited the company has taken advantage of the exemption in FRS 8 from disclosing transactions with other members of the group.

Transactions during the year and balances at the year end with joint venture and associated undertakings are shown below.

Income	2014 £	2013 £
Delahaye LLP	811,829	578,609
Darracq LLP	(1,288)	26,933
Simca LLP	2,982,211	1,696,670
Laffly LLP	1,225,414	358,388
Janoir LLP	(570,318)	_
Radior LLP	(1,632,004)	_
Lutier LLP	(323,553)	-
	2,492,291	2,660,600
Debtors	•••	
•	2014	2013
Delahaye LLP	£ 84,440	£ 558,592
Darracq LLP	. 84,440	142,497
Simca LLP	_	144,163
Laffly LLP	443,169	-
Radior LLP	394,753	_
Paul Street Hotel LLP	322,547	280,047
	1,244,909	1,125,299
Creditors		
	2014	2013
	£	£
Darracq LLP	4,445	-
Simca LLP Laffly LLP	463,537	388,178
Janoir LLP	1,053,168	300,170
Lutier LLP	351,458	_
		200.470
	1,872,608	388,178
Investment loan		
	2014	2013
Delahaye LLP	£ 3,713,977	£ 3,713,977
Simca LLP	28,383,917	28,383,917
Laffly LLP	11,902,937	11,902,937
	44,000,831	44,000,831

During the year rent of £1,089,812 (2013 - £1,089,812) was also payable to Delahaye LLP and interest of £3,644 (2013 - £342,934) was received from Darracq LLP.

Other transactions

A loan of £1,453,161 (2013 - £13,120,276) was advanced by Ocubis Financing Limited, a company under common control. At the year end a balance of £16,135,293 (2013 - £14,994,614), included in creditors was due to Ocubis Financing Limited. Interest, non-utilisation and set up fees of £1,080,313 (2013 - £1,141,090) were payable during the year on this loan. The loan is unsecured, attracts interest at 2.75% above LIBOR and has no fixed repayment date.

At the year end a balance of £51,571,669 (2013 - £52,395,854) was due to J M Hunt. This balance is unsecured, interest free and has no fixed repayment date.

NOTES TO THE ABBREVIATED ACCOUNTS

YEAR ENDED 31 DECEMBER 2014

17.	SHARE CAPITAL				
	Allotted, called up and fully paid:				
	Ordinary shares of £1 each	2014 ' No 5	£5	2013 No 5	£ 5
18.	SHARE PREMIUM ACCOUNT				
	There was no movement on the share premium account dur	ing the financi	ial year.		
19.	REVALUATION RESERVE				
	Balance brought forward Revaluation of fixed assets Transfer (to)/from the Profit and Loss Account on realisation Balance carried forward			2014 £ 2,442,850 2,085,000 (1,446,137) 3,081,713	2013 £ 752,850 1,170,000 520,000 2,442,850
20.	PROFIT AND LOSS ACCOUNT			•	
	Balance brought forward Profit for the financial year Transfer from/(to) revaluation reserve Balance carried forward	·		2014 £ 235,389 1,404,523 1,446,137 3,086,049	2013 £ (252,525) 1,007,914 (520,000) 235,389
21.	RECONCILIATION OF MOVEMENTS IN SHAREHOLDER	S FUNDS			
	Profit for the financial year Other net recognised gains and losses Transfer from revaluation reserve Transfer to profit and loss account Net addition to shareholder's funds Opening shareholder's funds Closing shareholder's funds			2014 £ 1,404,523 2,085,000 1,446,137 (1,446,137) 3,489,523 25,371,240 28,860,763	2013 £ 1,007,914 1,170,000 (520,000) 520,000 2,177,914 23,193,326 25,371,240

22. ULTIMATE PARENT COMPANY

Heven Holdings Limited is the immediate parent company and Heven Limited is the ultimate parent company. The smallest and largest group in which the results of the company are consolidated is Heven Limited, the consolidated financial statements are available from Companies House, Crown Way, Cardiff, CF14 3UZ.

The ultimate controlling party is J M Hunt.