Company Number: 04130878

MOOR HOUSE GENERAL PARTNER LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

Year ended 31 December 2015

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REPORT OF THE DIRECTORS Year ended 31 December 2015

The Directors' Report has been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and consequently no Strategic Report has been prepared.

1. PRINCIPAL ACTIVITIES

The principal activity of the Company is to act as the General Partner for The Moor House Limited Partnership whose principle activity is property development and investment in the United Kingdom. The Company has a 0.2% interest in the Partnership. On 23 September 2008 the Partnership's property was sold and the Partnership has ceased trading. It is the Directors' intention to formally dissolve the Partnership and hence the Company in the foreseeable future. The Company was dormant, as defined in section 480 of the Companies Act 2006, during the year ended 31 December 2015.

2. CHANGE IN ACCOUNTING FRAMEWORK

The Company has adopted Financial Reporting Standard 102 ("FRS 102") for the first time this year. In previous years, the Company had applied applicable UK accounting standards. The impact of this change is described in note 9.

3. **DIRECTORS**

- a) Mr. P.W.B. Cole and Mr R.G. Shaw were Directors of the Company throughout the year.
- b) Mr. M.B. Watt was appointed as a Director of the Company on 20 July 2015.
- c) Mr G.F. Hutcheson resigned as a Director of the Company on 20 July 2015.
- d) In accordance with the Articles of Association of the Company, the Directors are not required to retire by rotation.
- e) No Director has any interests in contracts entered into by the Company.

4. <u>SECRETARY</u>

Hammerson Company Secretarial Limited was Secretary of the Company throughout the year.

By order of the Board

B. Lees

For and on behalf of Hammerson Company Secretarial Limited acting as Secretary

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Date: 26 September 2016

Registered Office: Kings Place, 90 York Way London N1 9GE Registered in England and Wales No. 04130878

BALANCE SHEET
As at 31 December 2015

As at 31 December 2015	Notes	2015 £'000	£'000	2014 £'000	£'000
Tangible fixed assets Investments	2		112		112
Current assets Receivables	3	103	•	103	
Current liabilities Payables	4 _	(60)		(60)	
Net current assets		_	43_		43
Net assets		_	155	_	155
Capital and reserves Called up share capital Share premium account Retained earnings	5 6	_	3 105 47	<u>.</u>	3 105 47
Shareholder's equity		_	155		155

The Company did not trade during the current or preceding year and has made neither profit nor loss, nor any other recognised gain or loss.

- (a) The company was entitled to exemption under section 480 of the Companies Act 2006 for the year ended 31 December 2015.
- (b) The members have not required the company to obtain an audit in accordance with section 476 of the Companies Act 2006.
- (c) The directors acknowledge their responsibilities for. The members have not required the company to obtain an audit in accordance with section 476 of the Companies Act 2006.
 - i. ensuring the Company keeps accounting records which comply with section 386; and
 - ii. preparing accounts which give a true and fair view of the statement of affairs of the Company as at the end of the financial year, and of its profit or loss for the financial year, in accordance with the requirements of section 394, and which otherwise comply with the requirements of the Companies Act 2006 relating to accounts, so far as applicable to the Company.

These financial statements were approved by the board on 26 September 2016 and signed on its behalf by:

R Shaw

Director Company Number: 04130878

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STATEMENT OF CHANGES IN EQUITY For the year ended 31 December 2015

	Called up share capital £'000	Share Premium Account £'000	Retained earnings £'000	Total equity £'000
Balance at 1 January 2014 - As previously stated - Effect of restatement due to	3	105	158	266
change in accounting framework (see note 9)	-		(111)	(111)
- As restated	3	105	47	155
Profit and other comprehensive income for the year			· <u>-</u>	
Balance at 31 December 2014	3	105	47	155
Profit and other comprehensive income for the year				· <u>-</u>
Balance at 31 December 2015	3	105	47	155_

NOTES TO THE ACCOUNTS Year ended 31 December 2015

1. ACCOUNTING POLICIES

The following principal accounting policies have been applied consistently throughout the current and preceding year, except as set out below.

(a) Basis of accounting

The financial statements have been prepared in accordance with FRS 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland. The Company is dormant within the Companies Act definition of a dormant company and has taken advantage of the option available under Section 35:10 of FRS 102 to retain its accounting policies for reported assets, liabilities and equity at the date of transition to FRS 102 until there is any change to those balances or the company undertakes any new transactions.

The prior year financial statements were prepared in accordance with UK GAAP and have been restated for material adjustments on adoption of FRS 102 in the current year. For more information see note 7.

2.	INVES	TMENTS
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		2015 £'000	2014 £'000
	Investment in Moor House Limited Partnership	112	112
3.	RECEIVABLES: CURRENT ASSETS	2015 £'000	2014 £'000
	Amounts owed by The Moor House Limited Partnership	103	103

Amounts owed to The Moor House Limited Partnership are repayable on demand and are non-interest bearing.

4. PAYABLES: CURRENT LIABILITIES

	£'000	£'000
Amounts owed to equity shareholders	60	60

Amounts owed to equity shareholders are repayable on demand and are non-interest bearing.

5. SHARE CAPITAL

	2015 £	2014 £
Authorised: 3,000 ordinary shares of £1 each	3,000	3,000
Allotted, called up and fully paid: 3,000 ordinary share of £1 each	3,000	3,000

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NOTES TO THE ACCOUNTS Year ended 31 December 2015

6. SHARE PREMIUM ACCOUNT

2015	2014
£'000	£'000
105	105

Share premium account

7. RESERVES

The following describes the nature and purpose of each reserve within equity:

Reserve

Description and purpose

Share capital

Nominal value of share capital subscribed for

Retained earnings

The cumulative profits and losses recognised in retained earnings

8. ULTIMATE PARENT COMPANY AND CONTROLLING PARTY

At 31 December 2015, the Company's ultimate parent company was Hammerson plc, which is registered in England and Wales and is the largest and smallest group to consolidate these financial statements. At 31 December 2015, the Company's immediate parent company was Hammerson UK Properties plc.

The consolidated financial statements of the ultimate parent company, Hammerson plc, are available from that company's registered office, Kings Place, 90 York Way, London N1 9GE.

NOTES TO THE ACCOUNTS Year ended 31 December 2015

9. EXPLANATION OF TRANSITION TO FRS 102

This is the first year that the Company has presented its financial statements under Financial Reporting Standard 102 ("FRS 102") issued by the Financial Reporting Council. The following disclosures are required in the year of transition. The last financial statements under a previous GAAP (UK GAAP) were for the year ended 31 December 2014 and the date of transition to FRS 102 was therefore 1 January 2014.

Reconciliation of equity

The financial statements for the year ended 31 December 2014 included the financial statements of the Company together with the Company's share of assets and liabilities arising from joint arrangements. Moor House General Partner Limited had an interest of 0.2% in the net assets of The Moor House Limited Partnership.

Consequently, each of the financial statements headings within the 2014 balance sheet previously reported, included the Company's share of assets and liabilities of the Partnership. At 31 December 2014 the net assets were more than the total investment in the Company's; therefore on a proportionally consolidated basis the Company's balance sheet reflected its share of this net asset position.

The financial statements for the year ended 31 December 2015 present the assets and liabilities of the Company only. The Company's investment is carried at cost, as shown in note 2.

The effect on the Company's change in equity for the year is shown below:

Reconciliation of equity as at 31 December 2014

	2014 £'000
Balance at 1 January - As previously reported in accordance with UK GAAP - Reversal of share of retained earnings arising from joint	266
arrangements	(111)
- As restated	155
Profit for the year	
Balance at 31 December as reported in accordance with FRS 102	155_

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Registered Number: LP004819

THE MOOR HOUSE LIMITED PARTNERSHIP

ANNUAL REPORT AND FINANCIAL STATEMENTS

Year ended 31 December 2015

REPORT OF THE GENERAL PARTNER Year ended 31 December 2015

The General Partner submits its report and the Partnership's financial statements for the year ended 31 December 2015.

1. PRINCIPAL ACTIVITIES

The principal activity of the Partnership was to develop and hold for investment Moorhouse, London EC2. On 23 September 2008 this property was sold and the Partnership has ceased trading. It is the General Partner's intention formally to dissolve the Partnership in the foreseeable future.

2. CHANGE IN ACCOUNTING FRAMEWORK

The Partnership has adopted Financial Reporting Standard 102 ("FRS 102") for the first time this year. In previous years, the Partnership had applied applicable United Kingdom Generally Accepted Accounting Practice ("UK GAAP"). There has been no impact on the figures reported in these financial statements as a result of this change.

3. RESULTS AND DISTRIBUTION

The Partnership made a loss for the financial year of £4,000 before partners' interests (2014: £4,000). No distributions were made during the year (2014: £nil).

4. INDEMNITY

The General Partner's ultimate parent companies are Hammerson plc and Phoenix Group Holdings. Hammerson plc and Phoenix Group Holdings have put in place qualifying third party indemnity provisions for the benefit of its respective directors of the General Partner, which were in place throughout the year and remain in place at the date of approval of this report.

5. GOING CONCERN

The Partnership sold its property on 23 September 2008 and the Partnership has ceased trading. It is the General Partner's intention to formally dissolve the Partnership in the foreseeable future. The financial statements have been prepared on a basis other than that of a going concern, which includes, where appropriate, writing down the Partnership's assets to net realisable value. Provision has also been made for any onerous contractual commitments at the balance sheet date. The financial statements do not include any provision for the future costs of terminating the business of the Partnership except to the extent that such were committed at the balance sheet date.

6. AUDITOR

Deloitte LLP shall be deemed to be re-appointed as auditor for a further term under the provisions of section 487(2) of the Companies Act 2006.

Deloitte LLP have indicated their willingness to continue in office.

REPORT OF THE GENERAL PARTNER (CONTINUED) Year ended 31 December 2015

7. PROVISION OF INFORMATION TO THE AUDITOR

Each of the persons who is a Director of the General Partner for the Partnership at the date of approval for this report have confirmed that:

- (a) so far as he is aware, there is no relevant audit information of which the Partnership's auditor is unaware; and
- (b) he has taken all the steps that he ought to have taken as a Director of the General Partner of the Partnership in order to make himself 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 section 418(2) of the Companies Act 2006.

Approved by Moor House General Partner Limited, General Partner, and signed on its behalf

R.G. Shaw

Director

Date: 26 September 2016

PARTNERSHIP RESPONSIBILITIES STATEMENT IN RESPECT OF THE PREPARATION OF THE FINANCIAL STATEMENTS

The Moor House Limited Partnership ('the Partnership'), is registered pursuant to the provisions of The Limited Partnerships Act 1907. The Partnerships and Unlimited Companies (Accounts) Regulations 2008 (SI 2008/569) require certain qualifying partnerships to prepare and have audited annual accounts and reports as required for a company by the Companies Act 2006. The Partnership is a qualifying partnership as all its members are limited companies. Under that law, the General Partner has elected to prepare the financial statements in accordance with Financial Reporting Standard 102 ("FRS 102").

Moor House General Partner Limited, acting as the General Partner, is responsible under the Limited Partnership Agreement for preparing the annual report and financial statements in accordance with applicable law and regulations.

The General Partner is required to prepare financial statements for each financial year, which 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 accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Partnership will continue in business.

The General Partner is responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Partnership and enable it to ensure that the financial statements comply with SI 2008/569 (Regulation 4). It is also responsible for safeguarding the assets of the Partnership and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE PARTNERS OF THE MOOR HOUSE LIMITED PARTNERSHIP

We have audited the financial statements of The Moor House Limited Partnership for the year ended 31 December 2015 which comprise the statement of comprehensive income, the balance sheet, the statement of changes in equity, the cash flow statement and the related notes 1 to 10. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom accounting standards (United Kingdom Generally Accepted Accounting Practice) including FRS 102 the Financial Reporting Standard applicable in the UK and Republic of Ireland.

This report is made solely to the qualifying Partnership's members, as a body, in accordance with Chapter 3 of Part 17 of the Companies Act 2006 as applied to qualifying partnerships by The Partnerships (Accounts) Regulations 2008. Our audit work has been undertaken so that we might state to the qualifying partnership'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 qualifying partnership and the qualifying partnership's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of the General Partner and auditor

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

Scope of the audit of the financial statements

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

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the qualifying Partnership's affairs as at 31 December 2015 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006 as applied to qualifying partnerships.

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INDEPENDENT AUDITOR'S REPORT TO THE PARTNERS OF THE MOOR HOUSE LIMITED PARTNERSHIP (CONTINUED)

Emphasis of matter - Financial statements prepared on a basis other than that of a going concern

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 1 to the financial statements, which explains that the financial statements have been prepared on a basis other than that of a going concern.

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of the General Partner's remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the General Partner was not entitled to prepare financial statements in accordance with the small qualifying partnerships regime.

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Sara Tubridy FCA (Senior Statutory Auditor) for and on behalf of Deloitte LLP Chartered Accountants and Statutory Auditor London, United Kingdom

Date: 27 September 2016

STATEMENT OF COMPREHENSIVE INCOME For the year ended 31 December 2015

	Notes	2015 Discontinued £'000	2014 Discontinued £'000
Administration expenses	3	(4)	(4)
Operating loss		(4)	(4)
Loss and comprehensive income for the financial year before partners' interests		(4)	(4)

BALANCE SHEET As at 31 December 2015

	Notes	2015 £'000	2014 £'000
Current assets Cash and deposits	4	73	73
Current liabilities Payables	5 _	(61)	(57)
Net assets		12	16
Represented by:			
Partners' equity			
Partners' capital accounts	6	29,980	29,980
Partners' loan accounts	6	(55,245)	(55,245)
Partners' current accounts	6 _	25,277	25,281
		12	16

The General Partner in accordance with the Limited Partnership Agreement approved the financial statements on 26 September 2016 and authorised them for issue on 26 September 2016.

Signed on behalf of the General Partner.

R.G. Shaw

Partnership registration LP004819

STATEMENT OF CHANGES IN EQUITY For the year ended 31 December 2015

	Partners' capital accounts £'000	Partners' loan accounts £'000	Partners' current accounts £'000	Total equity £'000
Balance at 1 January 2014	29,980	(55,245)	25,285	20
Loss and other comprehensive income for the year	· <u>-</u>		(4)_	(4)
Balance at 31 December 2014	29,980	(55,245)	25,281	16
Loss and other comprehensive income for the year	<u>-</u>	· <u>-</u>	(4)	(4)
Balance at 31 December 2015	29,980	(55,245)	25,277	12

CASH FLOW STATEMENT For the year ended 31 December 2015

	2015 £'000	2014 £'000
Operating activities Operating loss Increase/(Decrease) in payables	(4) 4	(4) (122)
Cash flows from operating activities and decrease in cash and deposits in the year	•	(126)
Opening cash and deposits	73	199_
Closing cash and deposits	73	73

NOTES TO THE ACCOUNTS
Year ended 31 December 2015

1. ACCOUNTING POLICIES

The following principal accounting policies have been applied consistently throughout the current and preceding year, except as set out below.

(a) Basis of accounting

Basis of preparation

The Moor House Limited Partnership ('the Partnership') is registered pursuant to the provisions of The Limited Partnerships Act 1907. The Partnerships and Unlimited Companies (Accounts) Regulations 2008 (SI 2008/569) require certain qualifying partnerships to prepare and have audited financial statements as required for a company by the Companies Act 2006. The nature of the Partnership's operations and its principal activities are set out on page 1. The address of the registered office of the General Partner is the same as that of Hammerson plc, one of the ultimate controlling parties, and is given in note 10.

These financial statements were prepared in accordance with Financial Reporting Standard 102 ("FRS 102") as issued by the Financial Reporting Council. The prior year financial statements were prepared in accordance with previous UK GAAP. There have been no material adjustments to the figures presented within these financial statements on adoption of FRS 102.

The presentation currency used is sterling and amounts have been presented in round thousands ("£000s"). The financial statements have been prepared on a historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for the goods and services.

(b) Going concern

The Partnership sold its property on 23 September 2008 and the Partnership has ceased trading. It is the General Partner's intention to formally dissolve the Partnership in the foreseeable future. The financial statements have been prepared on a basis other than that of a going concern, which includes, where appropriate, writing down the Partnership's assets to net realisable value. Provision has also been made for any onerous contractual commitments at the balance sheet date. The financial statements do not include any provision for the future costs of terminating the business of the Partnership except to the extent that such were committed at the balance sheet date.

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NOTES TO THE ACCOUNTS Year ended 31 December 2015

1. ACCOUNTING POLICIES (continued)

(c) Financial instruments

Financial assets and financial liabilities are recognised when the Partnership becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are initially measured at transaction price (including transaction costs). Financial assets and liabilities are only offset in the balance sheet when, and only when there exists a legally enforceable right to set off the recognised amounts and the Partnership intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously. Financial assets are derecognised when and only when a) the contractual rights to the cash flows from the financial asset expire or are settled, b) the Partnership transfers to another party substantially all of the risks and rewards of ownership of the financial asset, or c) the Partnership, despite having retained some, but not all, significant risks and rewards of ownership, has transferred control of the asset to another party. Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

(d) <u>Critical accounting policies and estimation uncertainties</u>

The Directors of the General Partner have not made any significant judgements, estimates or assumptions about the carrying value of assets and liabilities when applying the Partnership's accounting policies.

2. LIMITED PARTNERSHIP AGREEMENT ('The Agreement')

- (a) The Agreement dated 23 November 2004 states that the purpose of the Partnership is to carry out property investment and development.
- (b) During the year Moor House General Partner Limited acting as the General Partner had an interest of 0.2% in the profits and assets of the Partnership.
- (c) At 31 December 2015 Hammerson Moor House (LP) Limited acting as a Limited Partner had an interest of 66.53% in the profits and assets of the Partnership. Pearl (Moor House 1) Limited and Pearl (Moor House 2) Limited acting as Limited Partners had interests of 16.63% each in the profits and assets of the Partnership.

NOTES TO THE ACCOUNTS Year ended 31 December 2015

3. ADMINISTRATION EXPENSES

The Directors of the General Partner did not receive any remuneration for services to the Partnership during the current or preceding financial year. The services of the Directors of the General Partner are of a non-executive nature.

The Partnership had no employees in either the current or preceding financial year.

		2015 £'000	2014 £'000
	Fees payable to the Partnership's auditor for the audit of the Partnership's annual accounts	4	4
4.	CASH AND DEPOSITS	2015 £'000	2014 £'000
	Cash at bank	73	73
5.	PAYABLES: CURRENT LIABILITIES	2015 £'000	2014 £'000
	Amounts owed to Hammerson Group Management Limited Amounts owed to Moor House General Partner Limited Other payables and accruals	7 50 4	50 7
		61	57

The amounts owed to Hammerson Group Management Limited and to Moor House General Partner Limited are repayable on demand and are non-interest bearing.

NOTES TO THE ACCOUNTS Year ended 31 December 2015

6. PARTNERS' EQUITY

	2015	2014
	£'000	£'000
Partners' capital accounts		
- Moor House General Partner Limited	40	40
- Hammerson Moor House (LP) Limited	19,960	19,960
- Pearl (Moor House 1) Limited	4,990	4,990
- Pearl (Moor House 2) Limited	4,990	4,990
	29,980	29,980
Partners' loan accounts	(55,245)	(55,245)
Partners' current accounts	25,277	25,281
	12	16

Under the Limited Partnership Agreement no further capital is required to be injected and no interest is payable on the capital.

The Partners' loan accounts are non-interest bearing and are only repayable in the event of a sale or other disposal of the Partnership's investment property or any interest therein or, if the General Partner so determines, in the event of a refinancing of the Partnership, or on the winding-up of the Partnership.

The Partners' current accounts represent the cumulative profits and losses of the Partnership after deduction of distributions to the Partners.

7. FINANCIAL INSTRUMENTS

The carrying values of the Partnership's financial assets and liabilities are summarised by category below:

	2015 £'000	2014 £'000
Financial liabilities Measured at undiscounted amount payable:	, 200	
Payables	(61)	(57)

8. ADVANCES, CREDIT AND GUARANTEES

The General Partner did not grant any credits, advances or guarantees of any kind to its Directors during the year.

NOTES TO THE ACCOUNTS Year ended 31 December 2015

9. RELATED PARTIES

Other than disclosed in notes 3, 5 and 6, there were no material related party transactions during the year, or balances outstanding.

10. ULTIMATE CONTROLLING PARTIES

The Partners listed in note 2 are the immediate controlling parties of the Partnership. The ultimate controlling parties are Hammerson plc, which is registered in England and Wales and Phoenix Group Holdings which is incorporated in the Cayman Islands and resident in Jersey.

The consolidated financial statements of the ultimate controlling parties are available from:

Hammerson plc The Company Secretarial Department Kings Place 90 York Way London N1 9GE Phoenix Group Holdings Company Secretary 1st Floor, 32 Commercial Street St Helier, Jersey JE2 3RU