Registered number: 04350488

Eldon Street (Fidenza) Limited

Annual report and financial statements for the year ended 30 November 2018

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Company information

Directors

R Harper

S Ross

Registered number

04350488

Registered office

Lehman Brothers

Level 23

25 Canada Square

London E14 5LQ

Auditor

Mercer & Hole

21 Lombard Street

London EC3V 9AH

Strategic report for the year ended 30 November 2018

The directors present the strategic report for the year ended 30 November 2018.

Review of business

The financial position of the company has been adversely affected by the impairment of its investment in Master Holdings B.V. of €2,500,000 as set out in note 7 to the financial statements. Master Holdings B.V. is still trading and the directors consider that, should trading conditions improve, part or all of the investment may ultimately be recovered. However, due to uncertainties of the profitability, the investment remains provided for in full.

The ultimate parent undertaking of Eldon Street (Fidenza) Limited, Lehman Brothers Holdings Inc., incorporated in the State of Delaware in the United States of America, filed for Chapter 11 bankruptcy protection on 15 September 2008. On 6 December 2011, the United States Bankruptcy Court for the Southern District of New York confirmed the modified Third Amended Joint Chapter 11 Plan for Lehman Brothers Holdings Inc. and its Affiliated Debtors and on 6 March 2012, the "Effective Date" occurred. As a result of the effectiveness of the Plan, Lehman Brothers Holdings Inc. and its Affiliated Debtors have emerged from bankruptcy.

The immediate parent undertaking of Eldon Street (Fidenza) Limited, Eldon Street Holdings Limited, went into administration on 9 December 2008.

Following the events noted above the company no longer has a continuing trade and there are no plans for the company to re-invest in property or joint ventures, accordingly, these financial statements have not been prepared on a going concern basis. The impact of this is discussed in note 1.2.

Principal risks and uncertainties

Liquidity risks and cash flow

The company actively monitors its liquidity and cash flow position to ensure it has sufficient cash in order to fund its activities.

Key performance indicators

Given the nature of the company's activity, the directors are of the opinion that an analysis using key performance indicators is not necessary for an understanding of the development, performance or position of the business.

Future developments

The directors do not anticipate that there will be any fundamental change in the development of the company's business during the coming year.

On behalf of the board

R. Hayle

R Harper Director

21 August 2019

Directors' report for the year ended 30 November 2018

The directors present their report and the audited financial statements for the year ended 30 November 2018.

Principal activities

Eldon Street (Fidenza) Limited invests in property companies.

Directors

The directors who held office during the year and to the date of signature of the financial statements, unless otherwise indicated, were as follows:

R Harper

S Ross (appointed 4 April 2018) A J Brereton (deceased 2 March 2018)

Results and dividends

The company's results for the financial year are set out in the statement of comprehensive income on page 8.

The directors do not recommend the payment of a dividend (2017: £Nil).

Future developments

An indication of the likely future developments of the company is provided in the strategic report.

Qualifying third party indemnity provisions

A qualifying third party indemnity provision as defined in Section 232(2) of the Companies Act 2006 is in force for the benefit of each of the directors in respect of liabilities incurred as a result of their office, to the extent permitted by law. The liability and indemnity insurance was still in place at the date of signing this report.

Directors' report (continued) for the year ended 30 November 2018

Statement of directors' responsibilities

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless satisfied that they a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

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

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102 have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business. 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 to 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.

Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

Auditor

In accordance with Section 487 of the Companies Act 2006, the auditor will be deemed to be re-appointed and Mercer & Hole will therefore continue in office.

On behalf of the board

R Harper Director

11 August 2019

Independent auditor's report to the members of Eldon Street (Fidenza) Limited

Opinion

We have audited the financial statements of Eldon Street (Fidenza) Limited (the 'company') for the year ended 30 November 2018, which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 November 2018 and of its profit 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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In forming our opinion on the financial statements, which is not modified, we have considered the disclosures made in note 1.2 to the financial statements. In their assessment of going concern, the directors have concluded that the company no longer has a trade and the financial statements have therefore been prepared on a break-up basis.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Independent auditor's report to the members of Eldon Street (Fidenza) Limited (continued)

Opinion on other matter prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of our audit:

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report and the Directors' Report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for 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 the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: http://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Independent auditor's report to the members of Eldon Street (Fidenza) Limited (continued)

Use of our report

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.

Men RHM

Andrew Crook BA ACA (Senior Statutory Auditor) for and on behalf of Mercer & Hole

Chartered Accountants Statutory Auditor

21 Lombard Street London EC3V 9AH

August 2019

Statement of comprehensive income for the year ended 30 November 2018

	Note	2018 £	2017 £
Administrative expenses		10,800	(10,800)
Operating profit/(loss)	3	10,800	(10,800)
Taxation	6	97	-
Profit/(loss) for the year		10,897	(10,800)

The notes on pages 11 to 19 form part of these financial statements.

Balance sheet as at 30 November 2018

Current assets	Note		2018 £		2017 £
Investments	7	250,000		250,000	
Debtors	8	20,600		19,990	
		270,600	•	269,990	
Creditors: amounts falling due within one year	10	(250,513)		(260,800)	
Net current assets		<u> </u>	20,087		9,190
Net assets		_	20,087		9,190
Capital and reserves					
Called up share capital	12		1		1
Profit and loss reserves			20,086		9,189
Total equity		_	20,087		9,190

The notes on pages 11 to 19 are an integral part of these financial statements.

The financial statements on pages 8 to 19 were approved by the board of directors and authorised for issue on August 2019 and are signed on its behalf by:

R Harper Director

Statement of changes in equity for the year ended 30 November 2018

	Called up share capital	Profit and loss reserves	Total equity
	£	£	£
At 1 December 2017	1	9,189	9,190
Profit for the financial year	-	10,897	10,897
At 30 November 2018	1	20,086	20,087

Statement of changes in equity for the year ended 30 November 2017

	Called up share capital	Profit and loss reserves	Total equity
	£	£	£
At 1 December 2016	1	19,989	19,990
Loss for the financial year	-	(10,800)	(10,800)
At 30 November 2017	1	9,189	9,190

Notes to the financial statements for the year ended 30 November 2018

1. Accounting policies

Company information

The company is a private company limited by shares and is incorporated and domiciled in England. The address of its registered office is Lehman Brothers, Level 23, 25 Canada Square, London, E14 5LQ.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and the Republic of Ireland" ("FRS 102") and the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest \mathfrak{L} .

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

A cash flow statement has not been prepared as there were no cash flow movements in either this or the prior year.

1.2 Going concern

The directors have considered the factors discussed in the Strategic Report and the lack of a continuing trade in the company and have resolved that they do not consider the company to be a going concern. These financial statements have therefore been prepared on a break-up basis.

1.3 Current asset investments

Interests in associates are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in the statement of comprehensive income.

Notes to the financial statements for the year ended 30 November 2018

1. Accounting policies (continued)

1.4 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' to all of its financial instruments.

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Classification financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in the statement of comprehensive income.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in the statement of comprehensive income.

Basic financial liabilities

Basic financial liabilities, including creditors, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Notes to the financial statements for the year ended 30 November 2018

1. Accounting policies (continued)

1.5 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

1.6 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax

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 that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences in the company's taxable profits and its results as stated in the financial statements.

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 underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

1.7 Related party transactions

The company discloses transactions with related parties which are not wholly owned within the same group. It does not disclose transactions with members of the same group that are wholly owned.

1.8 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end dates. Gains and losses arising on translation are included in the statement of comprehensive income for the period.

Notes to the financial statements for the year ended 30 November 2018

2. Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount 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 where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

Key sources of estimation uncertainty

The estimates and assumptions which have significant risk of causing a material adjustment to the carrying amount of assets and liabilities are as follows.

Valuation of investments

The company reviews the carrying value of current asset investments and the associated impairment provision required. The company calculates the impairment based on the value in use represented by the associate undertaking. See note 9 for the carrying value of the current asset investments.

Recoverability of debtors

The company reviews the expected recoverability of debtors and makes a provision based on this.

Notes to the financial statements for the year ended 30 November 2018

3. Operating profit/(loss)

Operating profit/(loss) for the year is stated after (charging)/crediting:

	2018	2017
	£	£
Preferential dividend due from Master Holdings B.V.	220,841	218,184
Provision against preferential dividend due from Master Holdings B.V.	(220,841)	(218,184)

The Company has an investment in Master Holdings B.V. of £2,219,070 (2017: £2,204,424) (see note 7) and accrued dividends receivable from Master Holdings B.V. of £3,679,951 (2017: £3,435,221) (see note 8) of which £220,841 (2017: £218,184) was accrued in the current year; positive movements of £23,889 (2017: positive £111,690) were foreign exchange revaluations on brought forward balances. The most recent accounts of Master Holdings B.V. for the year ended 31 December 2017 disclose significant retained losses (see note 7).

Consequently, the Directors consider that the investment and dividends receivable from Master Holdings B.V. are not recoverable based on the current available information. A provision for the impairment of the assets was made in the year ended 30 November 2005. This provision remains valid in the current year albeit increased to reflect the impact of exchange differences.

4. Employees and directors

Employees

The company had no employees during the year (2017: Nil).

Directors

The directors of the company during the year were also directors of LB SF Warehouse Limited in whose financial statements the information required by the Companies Act 2006 as regards directors emoluments will be given.

5. Auditor's remuneration

Auditor's remuneration in respect of audit services amounting to £5,700 (2017: £5,400) will be borne by Eldon Street Holdings Limited. There were no fees paid to the auditor in relation to non-audit services (2017: £Nil).

Notes to the financial statements for the year ended 30 November 2018

6. Taxation

	2018 £	2017 £
Corporation tax on profit / (losses) for the period Income received in respect of tax losses surrendered in prior period	513 (610)	-
Total current tax	(97)	

The actual charge for the year can be reconciled to the expected charge based on the profit or loss and the standard rate of tax as follows:

	2018 £	2017 £
Profit/(loss) before taxation	10,800	(10,800)
Expected tax charge/(credit) based on the standard rate of corporation tax in the UK of 19% (2017: 19.33%) Effects of:	2,052	(2,088)
Losses carried forward	-	2,088
Utilisation of losses carried forward	(1,026)	-
Utilisation of group losses for consideration	(513)	-
Income received in respect of losses surrendered in prior periods	(610)	-
Total tax credit for the year	(97)	-

Factors that may affect future tax charges

The Finance Act (No. 2) 2015 and Finance Act 2016 contain provisions reducing the rate of UK corporation tax from 20% to 19% from 1 April 2017 and from 19% to 17% from 1 April 2020, respectively. These acts were enacted on 18 November 2015 and 15 September 2016, respectively.

Notes to the financial statements for the year ended 30 November 2018

7. Current asset investments

	£
Cost or valuation	
At 1 December 2017	2,454,424
Exchange movement	14,646
At 30 November 2018	2,469,070
Impairment	
At 1 December 2017	2,204,424
Movement in provision	14,646
At 30 November 2018	2,219,070
Net book value	
At 30 November 2018	250,000
At 30 November 2017	250,000

Associate undertakings

The following were associate undertakings of the company:

		Class of		
Name	Registered office	shares	Holding	Principal activity
	Trade Register, Chamber of		_	Real Estate
Master Holding B.V.	Commerce, Netherlands	Ordinary	20.7 %	Development
	Via San Michele In Campagna,			Real Estate
VR Milan S.r.I*	Fidenza, 43036, Italy	Ordinary	20.7 %	Development
Burford Beta Holdings	Richmond House, Avonmouth			Real Estate
Limited	Way, Bristol, BS11 8DE	Ordinary	33.3 %	Development
*held indirectly				

A convertible loan note was provided by Master Holding B.V. in the period ended 30 November 2002. The note was converted to an equity holding in Master Holding B.V. on 31 March 2003. On conversion, Eldon Street (Fidenza) Limited was deemed to have earned a 10% cumulative, non-compounding preferred return on its investment, from the original date the loan was provided to Master Holding B.V.

The equity holding of 20.7% entitles Eldon Street (Fidenza) Limited to a preferential dividend per annum of 10% of the aggregate nominal value of shares held on an ongoing basis.

Notes to the financial statements for the year ended 30 November 2018

7. Current asset investments (continued)

The following information is taken from the last available audited financial statements of Master Holdings B.V. at 31 December 2017, and non-audited financial statements of VR Milan S.r.I. at 31 December 2017 and Burford Beta Holdings Limited at 31 March 2018.

	Master Holdings B.V. (Euro) VR Milan S.r.I. (Euro) Burford Beta Holdings Limited (Sterling)	Capital and I reserves (76,601,244) 514,322 325,000	period
8.	Debtors		
		2018 £	2017 £
	Amounts due from immediate parent undertaking	20,600	19,990
	Dividends receivable from Master Holdings B.V.	3,679,951	3,435,221
	Provision against dividends receivable due from Master Holdings B.V.	(3,679,951)	(3,435,221)
		20,600	19,990
9.	Financial instruments		
		2018 £	2017 £
	Financial assets		
	Measured at amortised cost	20,600	19,990
	Carrying amount of financial liabilities		
	Measured at amortised cost	250,513	260,800
10.	Creditors: amounts falling due within one year		
	•	2018 £	2017 £
	Trade creditors	-	10,800
	Amounts due to immediate parent company	250,000	250,000
	Corporation tax	513	-
		250,513	260,800

Notes to the financial statements for the year ended 30 November 2018

11. Deferred taxation

A potential deferred tax asset of £68,748 (2017: £68,646) relating to losses of £404,399 (2017: £403,798) has not been recognised on the grounds that there is insufficient evidence that the asset will be recoverable. The asset would be recoverable if there are sufficient taxable profits in the future.

12. Called up share capital

	2018	2017
	£	£
Ordinary share capital		
Issued and fully paid		
1 ordinary share of £1	1	1

13. Related party transactions

The company has taken advantage of the exemption available in accordance with FRS 102, not to disclose transactions entered into between two or more members of the group, as the company is a wholly owned subsidiary undertaking of the group to which it is party to the transactions.

14. Controlling party

The Company's parent undertaking is Eldon Street Holdings Limited, which went into administration on 9 December 2008.

The ultimate parent undertaking of Eldon Street (Fidenza) Limited, Lehman Brothers Holdings Inc., incorporated in the State of Delaware in the United States of America, filed for Chapter 11 bankruptcy protection on 15 September 2008. On 6 December 2011, the United States Bankruptcy Court for the Southern District of New York confirmed the modified Third Amended Joint Chapter 11 Plan for Lehman Brothers Holdings Inc. and its Affiliated Debtors and on 6 March 2012, the "Effective Date" occurred. As a result of the effectiveness of the Plan, Lehman Brothers Holdings Inc. and its Affiliated Debtors have emerged from bankruptcy.

No member of the immediate parent undertaking or ultimate parent company group produces consolidated financial statements.