

SEASPIRIT LEASING LIMITED

Annual report and financial statements for the year ended 31 December 2018

Member of Lloyds Banking Group

Registered Number: 04449174

**COMPANIES HOUSE  
EDINBURGH**

**04 SEP 2019**

**FRONT DESK**

WEDNESDAY



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04/09/2019 #335  
COMPANIES HOUSE

DIRECTORS

C G Dowsett  
G A Fox  
L F C Dorey

COMPANY SECRETARY

A E Mulholland

INDEPENDENT AUDITORS

PricewaterhouseCoopers LLP  
Atria One  
144 Morrison Street  
Edinburgh  
EH3 8EX

BANKERS

Bank of Scotland plc  
The Mound  
Edinburgh  
EH1 1YZ

REGISTERED OFFICE

25 Gresham Street  
London  
EC2V 7HN

COUNTRY OF INCORPORATION

England and Wales

REGISTERED COMPANY NUMBER

04449174

**DIRECTORS' REPORT**

The directors present their report and audited financial statements of Seaspirit Leasing Limited ("the company") for the year ended 31 December 2018.

The company qualifies as a small company in accordance with Sections 381-382 of the Companies Act 2006 (the "Act") and the directors' report has therefore been prepared taking into consideration the provisions of Part 15 of the Act.

**REVIEW OF BUSINESS**

During the year, the principal activity of the company was the management of financial assets and liabilities and this is likely to continue for the foreseeable future.

Due to the finalisation of a tax case with HMRC a previously provided for liability crystallised. Due to the variation clauses in the lease the company was able to reclaim additional rental income from the customer; this amounted to £47,463,000 (2017: £nil) and is included in other income for the year.

The results of the company show a profit before taxation of £45,269,000 (2017: £286,000 loss) for the year as set out in the statement of comprehensive income on page 6.

The company has shareholder's equity of £3,703,000 (2017: £32,456,000 net deficit).

**DIVIDENDS**

The directors did not authorise or pay any dividends during the year (2017: £nil).

**DIRECTORS**

The names of the directors of the company who were in office during the year and up to the date of the signing of financial statements are shown on page 1. The following changes in directors have taken place during year:

	Appointed	Resigned/ceased to be a director
A J Kemp	-	28 June 2018
L F C Dorey	28 June 2018	-

No director had any interest in any material contract or arrangement with the company during or at the end of the year.

**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 the directors have prepared the financial statements in accordance with International Financial Reporting Standards ("IFRSs") as adopted by the European Union. 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 accounting estimates that are reasonable and prudent;
- state whether applicable IFRSs as adopted by the European Union have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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 Act. 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.

In accordance with Section 418 of the Act, in the case of each director in office at the date the directors' report is approved:

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

**DIRECTORS' INDEMNITIES**

Lloyds Banking Group plc has granted to the directors of the company, including former directors who resigned during the year, a deed of indemnity through deed poll which constituted 'qualifying third party indemnity provisions' for the purposes of the Act. The deed was in force during the whole of the financial year and at the date of approval of the financial statements (or from the date of appointment in respect of directors who joined the board of the company during the financial year). Directors no longer in office but who served on the board of the company at any time in the financial year had the benefit of this contract of indemnity during that period of service. The indemnity remains in force for the duration of a director's period of office. The deed indemnifies the directors to the maximum extent permitted by law. The deed for existing directors is available for inspection at the registered office of Lloyds Banking Group plc. In addition, Lloyds Banking Group (the "Group") has in place appropriate directors' and officers' liability insurance cover which was in place throughout the financial year.

**DIRECTORS' REPORT (CONTINUED)**

**INDEPENDENT AUDITORS' APPOINTMENT**

PricewaterhouseCoopers LLP are deemed to be re-appointed as auditors under section 487(2) of the Act.

**PRINCIPAL RISKS AND UNCERTAINTIES**

From the perspective of the company, the principal risks and uncertainties are managed within the framework established for the Lloyds Banking Group plc group of companies ("the Group") and are not managed separately. For further details please refer to note 10 'Risk management of financial instruments' in these financial statements.

**KEY PERFORMANCE INDICATORS ('KPIs')**

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

On behalf of the board



C G Dowsett  
Director

Date: 2<sup>nd</sup> September 2019

# ***Independent auditors' report to the members of Seaspirit Leasing Limited***

## **Report on the audit of the financial statements**

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### **Opinion**

In our opinion, Seaspirit Leasing Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2018 and of its profit and cash flows for the year then ended;
- have been properly prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual report and financial statements for the year ended 31 December 2018 (the "Annual Report"), which comprise: the Balance sheet as at 31 December 2018; the Statement of comprehensive income, the Statement of changes in shareholder's equity, and the Cash flow statement for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

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### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Independence**

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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### **Conclusions relating to going concern**

ISAs (UK) require us to report to you when:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

We have nothing to report in respect of the above matters.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern. For example, the terms on which the United Kingdom may withdraw from the European Union are not clear, and it is difficult to evaluate all of the potential implications on the company's trade, customers, suppliers and the wider economy.

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### **Reporting on other information**

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance 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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 based on these responsibilities.

With respect to the Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

### *Directors' Report*

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' Report for the year ended 31 December 2018 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Directors' Report.

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### **Responsibilities for the financial statements and the audit**

#### *Responsibilities of the directors for the financial statements*

As explained more fully in the Statement of Directors' Responsibilities set out on page 2, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also 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.

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.

#### *Auditors' 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 auditors' 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 FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditors' report.

#### *Use of this report*

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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## **Other required reporting**

### **Companies Act 2006 exception reporting**

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.

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### **Entitlement to exemptions**

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.



Mark Hoskyns-Abrahall (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Edinburgh  
2<sup>nd</sup> September 2019

STATEMENT OF COMPREHENSIVE INCOME  
For the year ended 31 December 2018

	Note	2018 £000	2017 £000
Other income	2	47,463	-
Finance income	3	61	-
Finance costs	4	<u>(2,255)</u>	<u>(286)</u>
<b>Profit/(loss) before taxation</b>	5	45,269	(286)
Taxation (charge)/credit	6	<u>(9,110)</u>	<u>55</u>
<b>Profit/(loss) after taxation and total comprehensive income/(loss) for the year attributable to owners of the parent</b>		<u><u>36,159</u></u>	<u><u>(231)</u></u>

The accompanying notes on pages 10 to 15 are an integral part of the Financial Statements.

There is no Other Comprehensive Income for the current or prior year.

BALANCE SHEET  
As at 31 December 2018

	Note	2018 £000	2017 £000
<b>Assets</b>			
<b>Current assets</b>			
Amounts due from group companies	7	19,393	99
Other debtors		<u>27</u>	<u>-</u>
<b>Total current assets</b>		<u>19,420</u>	<u>99</u>
<b>Total assets</b>		<u>19,420</u>	<u>99</u>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Amounts due to group companies	8	10,029	29,113
Other creditors		<u>5,688</u>	<u>3,442</u>
<b>Total current liabilities</b>		<u>15,717</u>	<u>32,555</u>
<b>Equity</b>			
Share capital	9	-	-
Retained earnings/(accumulated losses)		<u>3,703</u>	<u>(32,456)</u>
<b>Total equity</b>		<u>3,703</u>	<u>(32,456)</u>
<b>Total liabilities and equity</b>		<u>19,420</u>	<u>99</u>

The financial statements on pages 6 to 15 were approved by the Board of Directors on 2<sup>nd</sup> September 2019 and signed on its behalf by:



**C G Dowsett**  
Director

Registered Number: 04449174

The accompanying notes on pages 10 to 15 are an integral part of the Financial Statements.



## STATEMENT OF CHANGES IN SHAREHOLDER'S EQUITY

		Share capital	(Accumulated losses) / retained earning	Total equity
	Note	£000	£000	£000
<b>Balance at 31 December 2016</b>		-	(32,225)	(32,225)
<b>Total comprehensive loss for the year</b>				
Loss for the year		-	(231)	(231)
<b>Balance at 31 December 2017</b>	9	-	(32,456)	(32,456)
<b>Total comprehensive income for the year</b>				
Profit for the year		-	36,159	36,159
<b>Balance at 31 December 2018</b>	9	-	<u>3,703</u>	<u>3,703</u>

The accompanying notes on pages 10 to 15 are an integral part of the Financial Statements.

CASH FLOW STATEMENT  
For the year ended 31 December 2018

	Note	2018 £000	2017 £000
<b>Profit/(loss) before taxation</b>		45,269	(286)
Increase in receivables		(35)	-
Increase in payables		<u>2,247</u>	<u>282</u>
<b>Cash generated from/(used in) operations</b>		47,481	(4)
Tax (paid)/received		<u>(34,601)</u>	<u>62</u>
<b>Net cash flow generated from operating activities</b>		<u>12,880</u>	<u>58</u>
<b>Financing activities</b>			
(Decrease)/increase in bank borrowings		<u>(12,886)</u>	<u>4</u>
<b>Net cash flow from/(used in) financing activities</b>		<u>(12,886)</u>	<u>4</u>
Net (decrease)/increase in cash and cash equivalents		(6)	62
Cash and cash equivalents at beginning of the year		<u>99</u>	<u>37</u>
<b>Cash and cash equivalents at end of the year</b>		<u><u>93</u></u>	<u><u>99</u></u>
Cash and cash equivalents are comprised of:			
Cash at bank	7	<u>93</u>	<u>99</u>
		<u><u>93</u></u>	<u><u>99</u></u>

The accompanying notes on pages 10 to 15 are an integral part of the Financial Statements.

## NOTES TO THE FINANCIAL STATEMENTS

**1 Accounting policies**

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

The financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union, under the historical cost convention.

The financial statements have been prepared in accordance with Companies Act 2006 applicable to companies reporting under IFRSs.

The financial statements also comply with the relevant provisions of Part 15 of the Companies Act 2006.

The financial statements have been prepared on the going concern basis which assumes that the company will continue in operational existence for the foreseeable future. The directors are satisfied that the Company has adequate resources to continue in business for the foreseeable future and consequently the going concern basis continues to be appropriate in preparing the financial statements.

The following new IFRS pronouncements relevant to the Company have been adopted in these financial statements:

- (i) IFRS 9 'Financial instruments': Annual improvement to IFRSs (issued December 2016) – Replaces IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 requires financial assets to be classified into one of three measurement categories, fair value through profit or loss, fair value through other comprehensive income and amortised cost, on the basis of the objectives of the entity's business model for managing its financial assets and the contractual cash flow characteristics of the instruments. IFRS 9 also replaces the existing 'incurred loss' impairment approach with an expected credit loss approach. The hedge accounting requirements of IFRS 9 are more closely aligned with risk management practices and follow a more principal based approach than IAS 39.

**Critical accounting estimates and judgements**

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses. Due to the inherent uncertainty in making estimates, actual results reported in future periods may be based upon amounts which differ from those estimates. Estimates, judgements and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected. The accounting policies deemed critical to the company's results and financial position, based upon materiality and significant judgements and estimates, are discussed below.

In the course of preparing the financial statements, there are no critical judgements nor have any critical accounting estimates been made in the process of applying the company's accounting policies.

**1(a) Financial Assets and liabilities**

The Financial liabilities comprise of Amounts due to group undertakings and other creditors. The Financial assets comprise of Amounts due from group undertakings and other debtors.

On initial recognition, financial assets are classified as measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss, depending on the Group's business model for managing the financial assets and whether the cash flows represent solely payments of principal and interest. The Group assesses its business models at a portfolio level based on its objectives for the relevant portfolio, how the performance of the portfolio is managed and reported, and the frequency of asset sales. The Group reclassifies financial assets when and only when its business model for managing those assets changes

A reclassification will only take place when the change is significant to the Group's operations and will occur at a portfolio level and not for individual instruments; reclassifications are expected to be rare.

Financial assets are derecognised when the contractual right to receive cash flows from those assets has expired or when the Group has transferred its contractual right to receive the cash flows from the assets and either: substantially all of the risks and rewards of ownership have been transferred; or the Group has neither retained nor transferred substantially all of the risks and rewards, but has transferred control.

Financial liabilities are derecognised when the obligation is discharged, cancelled or expires.

**Impairment of financial assets**

At initial recognition, allowance (or provision in the case of some loan commitments and financial guarantees) is made for expected credit losses resulting from default events that are possible within the next 12 months (12-month expected credit losses). In the event of a significant increase in credit risk, allowance (or provision) is made for expected credit losses resulting from all possible default events over the expected life of the financial instrument (lifetime expected credit losses). Financial assets where 12-month expected credit losses are recognised are considered to be Stage 1; financial assets which are considered to have experienced a significant increase in credit risk are in Stage 2; and financial assets which have defaulted or are otherwise considered to be credit impaired are allocated to Stage 3.

**1(b) Taxation, including deferred income taxes**

Tax expense comprises current and deferred tax. Current and deferred tax are charged or credited in the statement of comprehensive income except to the extent that the tax arises from a transaction or event which is recognised, in the same or a different period, outside the statement of comprehensive income (either in other comprehensive income, directly in equity, or through a business combination), in which case the tax appears in the same statement as the transaction that gave rise to it.

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

**1 Accounting policies (continued)****1(b) Taxation, including deferred income taxes (continued)**

Current tax is the amount of corporate income taxes expected to be payable or recoverable based on the profit for the period as adjusted for items that are not taxable or not deductible, and is calculated using tax rates and laws that were enacted or substantively enacted at the balance sheet date.

Current tax includes amounts provided in respect of uncertain tax positions when management expects that, upon examination of the uncertainty by Her Majesty's Revenue and Customs ("HMRC") or another tax authority, it is more likely than not that an economic outflow will occur. Provisions reflect management's best estimate of the ultimate liability based on their interpretation of tax law, precedent and guidance, informed by external tax advice as necessary. Changes in facts and circumstances underlying these provisions are reassessed at each balance sheet date, and the provisions are re-measured as required to reflect current information.

**1(c) Dividends**

Dividends are recognised in equity only when the company has the obligation to pay the ordinary shareholder.

**1(d) Cash and cash equivalents**

For the purposes of the cash flow statement, cash and cash equivalents comprise cash and amounts due from banks with original maturities of less than three months.

**1(e) Foreign currency translation**

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in pounds sterling, which is the company's functional and presentation currency.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement except when deferred in equity as qualifying cash flow hedges.

**2 Other income**

	2018 £000	2017 £000
Other income receivable from lessee	47,463	-
	<u>47,463</u>	<u>-</u>

**3 Finance income**

	2018 £000	2017 £000
Interest receivable on bank deposits with other group companies	61	-
	<u>61</u>	<u>-</u>

**4 Finance costs**

	2018 £000	2017 £000
Interest payable on bank borrowings	9	4
Interest payable	2,246	282
	<u>2,255</u>	<u>286</u>

**5 Profit before taxation**

Audit fees for the company are borne by the ultimate parent company, which makes no recharge to the company.

The company has no employees (2017: nil).

The directors, who are considered to be key management, received no remuneration in respect of their services to the company. The emoluments of the directors are paid by a fellow Group undertaking on behalf of the ultimate parent, Lloyds Banking Group plc, which makes no recharge to the company. The directors are also directors of a number of other subsidiaries of the Group and are also substantially engaged in managing their respective business areas within the Group. Given this, it is not possible to make an accurate apportionment of directors' emoluments in respect of their services to each of the subsidiaries. Accordingly, these financial statements include no emoluments in respect of the directors.

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

**6 Taxation (charge)/credit**

	2018 £000	2017 £000
The taxation (charge)/credit for the year comprises:		
Current tax (payable on profit)/receivable on loss for the year	(8,601)	55
Adjustment in respect of prior year	<u>(509)</u>	<u>-</u>
Total taxation (charge)/credit for the year	<u>(9,110)</u>	<u>55</u>

Corporation tax is calculated at a rate of 19.00% (2017: 19.25%) of the taxable profit/(loss) for the year.

Where taxation on the company's profit/(loss) for the year differs from the taxation (charge)/credit that would arise using the standard rate of corporation tax of 19.00% (2017: 19.25%), the differences are explained below:

	2018 £000	2017 £000
Profit/(loss) before taxation	<u>45,269</u>	<u>(286)</u>
Tax at standard rate of corporation tax	(8,601)	55
Adjustment in respect of prior year	<u>(509)</u>	<u>-</u>
Total taxation (charge)/credit	<u>(9,110)</u>	<u>55</u>

The Finance Act 2016 reduced the corporation tax rate to 17% with effect from 1 April 2020.

**7 Amounts due from group companies**

	2018 £000	2017 £000
Cash at bank	93	99
Bank deposit	12,844	-
Interest receivable	7	-
Tax receivable	<u>6,449</u>	<u>-</u>
	<u>19,393</u>	<u>99</u>

For further details please refer to note 11.

**8 Amounts due to group companies**

	2018 £000	2017 £000
Bank borrowings	1,096	1,139
Interest payable	8,933	8,932
Tax payable	<u>-</u>	<u>19,042</u>
	<u>10,029</u>	<u>29,113</u>

For further details please refer to note 11.

**9 Share capital**

	2018 £	2017 £
Allotted, issued and fully paid		
1 ordinary shares of £1 each	<u>1</u>	<u>1</u>
	<u>1</u>	<u>1</u>

The company's objectives when managing capital are to safeguard the entity's ability to continue as a going concern and, indirectly, to support the Group's regulatory capital requirements.

The company's parent manages the company's capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the company's parent may adjust the amount of dividends to be paid to the shareholder, return capital to the shareholder, issue new shares, or enter into debt financing.

The company's capital comprises all components of equity, movements in which appear in the statement of changes in shareholder's equity.

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

**10 Risk management of financial instruments**

The Company's operations expose it to a variety of financial risks: credit risk, liquidity risk, market risk (including interest rate risk, exchange risk, and equity risk). Responsibility for the control of overall risk lies with the board of directors, operating within a management framework established by Lloyds Banking Group plc, and the ultimate parent, Lloyds Banking Group plc. Information on the management of these financial risks and further disclosures is given below.

A description of the Company's financial assets/liabilities and associated accounting is provided in note 1

Credit risk management:

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation.

The maximum credit risk exposure of the company in the event of other parties failing to perform their obligations is detailed below. The maximum exposure to loss is considered to be the balance sheet carrying amount as at 31 December.

	2018 £000	2017 £000
Financial assets which are neither past due nor impaired for credit risk:		
Amounts due from group companies	19,393	99
Other debtors	27	-
Total credit risk exposure	19,420	99

Credit risk management is performed by various committees established by its ultimate parent, Lloyds Banking Group plc. Each exposure is assessed for credit risk prior to approval and assigned a credit rating based on the credit risk rating methodology and management policy of the Lloyds Banking Group plc. The company has no credit risk to a third party, all assets are recoverable from the company's ultimate parent, Lloyds Banking Group plc being an A (2017: A) credit rated financial institution.

Financial assets by credit rating:

	AAA £000	AA £000	A £000	BBB £000	Rated BB or lower £000	Not rated £000	Total £000
At 31 December 2018							
Other debtors	-	-	-	-	-	27	27
Amounts due from group companies	-	-	19,393	-	-	-	19,420
Total	-	-	19,393	-	-	27	19,420

  

	AAA £000	AA £000	A £000	BBB £000	Rated BB or lower £000	Not rated £000	Total £000
At 31 December 2017							
Other debtors	-	-	-	-	-	-	-
Amounts due from group companies	-	-	99	-	-	-	99
Total	-	-	99	-	-	-	99

At the balance sheet date the company assesses if there is objective evidence that the financial assets have become impaired. Evidence of impairment may include indications that the counterparty is experiencing financial difficulty, default or delinquency in settlements of amounts due or debt restructurings to reduce the financial burden on the counterparty.

At 31 December 2018 and 2017 there were no impairments relating to credit risk against any financial assets. The credit risk exposure under amounts due from group companies and other debtors are represented by the book values in the above table.

Liquidity risk management:

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or other financial assets.

The liquidity profile of financial liabilities at year end was as follows:

	Bank borrowings £000	Other liabilities £000	Total Liabilities £000
At 31 December 2018			
On demand	-	14,621	14,621
Up to 1 month	1,096	-	1,096
1-3 months	-	-	-
3-12 months	-	-	-
1-5 years	-	-	-
Over 5 years	-	-	-
Total	1,096	14,621	15,717

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

**10 Risk management of financial instruments (continued)**

Liquidity risk management (continued):

At 31 December 2017	Bank borrowings £000	Other liabilities £000	Total Liabilities £000
On demand	-	31,416	31,416
Up to 1 month	1,139	-	1,139
1-3 months	-	-	-
3-12 months	-	-	-
1-5 years	-	-	-
Over 5 years	-	-	-
<b>Total</b>	<b>1,139</b>	<b>31,416</b>	<b>32,555</b>

The fair value of current liabilities approximates their carrying values.

Bank borrowings and the associated interest payable upon them are borrowed short term and all borrowings are advanced by a fellow subsidiary undertaking of Lloyds Banking Group plc.

Interest rate risk management:

Interest rate risk is the risk that the future cash flows and fair values of a financial instrument may fluctuate because of changes in market interest rates.

Based on the balance sheet carrying values a +/- 25 basis point change in interest rates will increase/reduce both finance income by £29,000 (2017: £nil) and finance costs by £3,000 (2017: £3,000).

Foreign currency risk:

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

Exposure to foreign currency fluctuations arises due to its financial assets and liabilities being denominated in foreign currencies.

At the year end, if the currency had fluctuated by +/- 25 basis points against the USD, with all other variables held constant, post tax profit would not have changed significantly (2017: insignificant) primarily due to assets and liabilities denominated in USD.

Below are the assets of the company disclosed in USD:

Foreign currency risk - carrying amount	2018 USD \$000	2017 USD \$000
Financial assets		
Amounts owed by group companies	-	-
	-	-

**11 Related parties**

The company's immediate parent company is Bank of Scotland Structured Asset Finance Limited. The company regarded by the directors as the ultimate parent company and ultimate controlling party is Lloyds Banking Group plc, a limited liability company incorporated and domiciled in Scotland, which is also the parent undertaking of the largest group of undertakings for which group financial statements are drawn up and of which the company is a member. Bank of Scotland plc is the parent company of the smallest such group of undertakings. Copies of the group financial statements may be downloaded via [www.lloydsbankinggroup.com](http://www.lloydsbankinggroup.com).

The company's related parties include other companies in the Group and the company's key management personnel. Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the company, which is determined to be the company's directors, who are listed on page 1 of these financial statements

In respect of related party transactions, the outstanding balances receivable/(payable) at 31 December were as follows:

Nature of transaction	Related party	Related party relationship	2018 £000	2017 £000	Terms and conditions Repayment	Interest
Cash at bank	Bank of Scotland plc	Intermediate parent undertaking	93	99	No fixed date	N/A
Tax receivable/(payable)	Bank of Scotland plc	Intermediate parent undertaking	6,449	(19,042)	No fixed date	N/A
Bank deposit	Bank of Scotland plc	Intermediate parent undertaking	12,844	-	15/01/2019	0.65%
Interest receivable	Bank of Scotland plc	Intermediate parent undertaking	7	-	No fixed date	N/A
Bank borrowings	Bank of Scotland plc	Intermediate parent undertaking	(1,096)	(1,139)	15/01/2019	0.81%
Interest payable	Bank of Scotland plc	Intermediate parent undertaking	(8,933)	(8,932)	No fixed date	N/A

There were no doubtful debts or bad debt expenses relating to the above balances incurred during the year.

Bank borrowings are interest bearing and during the year rates of interest of between 0.38% and 1.92% (2017: 0.29% and 0.40%) were charged. Finance costs of £9,000 (2017: £4,000) were incurred during the year.

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

**11 Related parties (continued)**

The company earned interest on bank deposits of £7,000 (2017: £nil) on which rates of interest of between 0.59% and 0.65% (2017: nil) were received.

The company paid tax amounts of £34,601,000 (2017: £62,000 received) during the year from fellow subsidiary undertakings.

The registered offices of related parties are noted below:

Related partyRegistered address

Bank of Scotland plc

The Mound, Edinburgh, EH1 1YZ

**12 Implementation of IFRS9 Financial Instruments**

This note explains the impact of the adaptation of IFRS 9 Financial Instruments on the Company's financial statements.

IFRS 9 replaces the provisions of IAS 39 that relate to the recognition, classification and measurement of the financial assets and financial liabilities, derecognition of financial instruments, impairment of financial assets and hedge accounting.

**Classification and measurement**

IFRS 9 requires financial assets to be classified into one of three measurement categories, fair value through profit or loss, fair value through other comprehensive income or amortised cost.

Financial assets will be measured at amortised cost if they are held within a business model the objective of which is to hold financial assets in order to collect contractual cashflows, and their contractual cashflows represent solely payments of principle and interest. Financial assets will be measured at fair value through other comprehensive income if they are held within a business model the objective of which is achieved by collecting contractual cashflows and selling financial assets and their contractual cashflows represent solely payments of principle and interest. Financial assets not meeting either of these two business models; and all equity instruments (unless designated at inception to fair value through other comprehensive income); and all derivatives are measured at fair value through profit and loss.

An entity may, at initial recognition, designate a financial asset as measures at fair value through profit and loss if doing so eliminates or significantly reduces an accounting mismatch.

**Impairment**

IFRS 9 replaces the existing "incurred loss" impairment approach with an expected credit loss ("ECL") model resulting in earlier recognition of credit losses compared with IAS 39. The ECL model has three stages. Entities are required to recognise a 12 month expected loss allowance on initial recognition (stage 1) and a lifetime expected loss allowance when there has been a significant increase in credit risk since initial recognition (stage 2). Stage 3 requires objective evidence that an asset is credit impaired, which is similar to the guidance on incurred losses in IAS 39.

**Impact on the financial statements**

The Company has adopted IFRS 9 from 1 January 2018. In accordance with the transition requirements of IFRS 9, comparative information for 2017 has not been restated and transitional adjustments have been accounted for through retained earnings as at 1 January 2018.

As at the balance dates 31 December 2017 and 31 December 2018 the financial liabilities held by the entity comprises of bank overdraft held by the parent company on behalf of the company. While cash and cash equivalents are also subject to the impairment requirements of IFRS 9, the identified impairment loss was immaterial.

The company has conducted an analysis of these changes and does not consider there to be any significant impact of applying IFRS 9 to the financial statements

**13 Future developments**

The following pronouncements are not applicable for the year ended 31 December 2018 and have not been applied in preparing these financial statements. Save as disclosed below, the full impact of these accounting changes is being assessed by the Group.

PronouncementNature of changeIASB effective date

IFRS16; 'Leases'

The IASB has issued IFRS 16 to replace IAS 17 Leases which is effective for annual periods beginning on or after 1 January 2019. IFRS 16 requires lessees to recognise a right of use asset and a liability for future payments arising from a lease contract. This change will mainly impact the properties that the Group currently accounts for as operating leases. Lessor accounting requirements remain aligned to the current approach under IAS 17.

The impact of this pronouncement has been assessed by the Company with the view that the financial statements will not be impacted.