

Company registration number: 4594226

Gracechurch UTG No 251 Limited (formerly Imagine Corporate Capital Limited)

**Report and Financial Statements
31 December 2013**

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Gracechurch UTG No 251 Limited

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Gracechurch UTG No 251 Limited

Company Information

Directors

Jeremy Richard Holt Evans (appointed 21 February 2014)
Nomina Plc (appointed 21 February 2014)

Company Secretary

Hampden Legal Plc

Registered Office

85 Gracechurch Street
London
EC3V 0AA

Auditors

PKF Littlejohn LLP
Statutory Auditor
1 Westferry Circus
Canary Wharf
London
E14 4HD

Gracechurch UTG No 251 Limited

Report of the Directors

The Directors submit their Report together with the Financial Statements of the Company for the year ended 31 December 2013.

Principal activities

The principal activity of the Company was that of a corporate member at Lloyd's. The Company has ceased underwriting and all years of account on which the Company participated have closed.

Results and dividends

The results for the year are set out on page 6 of the Financial Statements. Dividends totalling £32,090 were paid in the year (2012: £650,000).

Directors

The Directors who served at any time during the year were as follows:

Donald Robert Buechel (resigned 21 February 2014)
James Gabriel Doyle (resigned 21 February 2014)
Gregory Ernest Alexander Morrison (resigned 21 February 2014)

Directors' responsibilities

The Directors are responsible for preparing the Report of the Directors and the Financial Statements in accordance with applicable laws 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 Accounting Standards and applicable law (UK and Generally Accepted Accounting Practice). 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 those 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 accounting standards 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 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.

Auditors

During the year KPMG Audit plc resigned as auditors and PKF Littlejohn LLP were appointed.

In the case of each of the persons who are Directors at the time this report is approved, the following applies:

- (a) So far as the Directors are aware, there is no relevant audit information of which the Company's auditors are unaware, and
- (b) They have taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Approved by the Board on 24 October 2014 and signed on its behalf by:



Hampden Legal Plc
Secretary

Gracechurch UTG No 251 Limited

Strategic Report

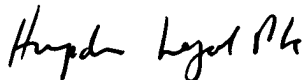
Business review and future developments

The Company has ceased underwriting and all years of account on which the Company participated have closed.

Principal risks and uncertainties

As the Company no longer participates in the capacity of the managed syndicates, there are no major risks or uncertainties. The Company has no debt finance and therefore has no interest rate risk exposure in relation to borrowings. The Company's assets and liabilities are stated and denominated in sterling, therefore, there is no exposure to currency risk.

Approved by the Board on 24 October 2014 and signed on its behalf by:



Hampden Legal Plc
Secretary

Gracechurch UTG No 251 Limited

Report of the Auditors

Independent Auditor's report to the Members of Gracechurch UTG No 251 Limited (formerly Imagine Corporate Capital Limited)

We have audited the Financial Statements of Gracechurch UTG No 251 Limited for the year ended 31 December 2013 which comprise the Profit and Loss Account, the Balance Sheet, the Cash Flow Statement and the related notes. 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).

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.

Respective responsibilities of Directors and Auditors

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. 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 Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the Directors; and the overall presentation of the Financial Statements. In addition, we read all the financial and non-financial information in the Report of the Directors and Strategic 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 Company's affairs as at 31 December 2013 and of its result 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.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Report of the Directors and Strategic Report for the financial year for which the Financial Statements are prepared is consistent with the Financial Statements.

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 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.



Carmine Papa (Senior statutory auditor)
For and on behalf of PKF Littlejohn LLP
Statutory auditor

20 October 2014

1 Westferry Circus
Canary Wharf
London
E14 4HD

Gracechurch UTG No 251 Limited

Profit and Loss Account for the year ended 31 December 2013

	Note	Year ended 31 December 2013 £	Year ended 31 December 2012 £
Investment income		49	1,000
Unrealised gains on investments		-	-
Investment expenses and charges		-	-
Unrealised losses on investments		-	-
Other income		-	-
Other charges		(20,900)	(39,000)
Profit/(loss) on ordinary activities before taxation	1	(20,851)	(38,000)
Tax on profit/(loss) on ordinary activities	2	-	-
Profit/(loss) for the financial year	6	(20,851)	(38,000)

The Company had no recognised gains and losses in the year other than the result above.

All amounts relate to continuing operations.

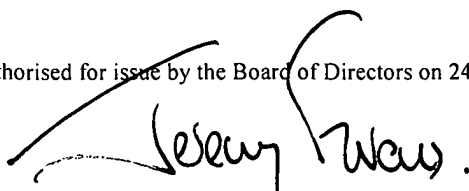
The accounting policies and notes are an integral part of these Financial Statements.

Gracechurch UTG No 251 Limited

Balance Sheet as at 31 December 2013

	Note	31 December 2013 £	31 December 2012 £
Assets			
Financial investments		-	-
Debtors			
Other debtors	4	-	-
Other assets			
Cash at bank and in hand		-	58,941
Total assets		<u>-</u>	<u>58,941</u>
Liabilities			
Capital and reserves			
Called up share capital	5	1	1
Share premium account		-	-
Profit and loss account	6	(1)	52,940
Shareholders' funds	7	<u>-</u>	<u>52,941</u>
Creditors			
Arising out of reinsurance operations		-	-
Other creditors	8	-	-
		<u>-</u>	<u>-</u>
Accruals and deferred income		-	6,000
Total liabilities		<u>-</u>	<u>58,941</u>

Approved and authorised for issue by the Board of Directors on 24 October 2014 and signed on its behalf by:



Jeremy Evans, for and on behalf of Nomina Plc
Director

Company registration number: 4594226

The accounting policies and notes are an integral part of these Financial Statements.

Gracechurch UTG No 251 Limited

Cash Flow Statement for the year ended 31 December 2013

	Note	2013 £	2012 £
Operating activities			
Net cash inflow/(outflow) from operating activities	9	(26,851)	(498,000)
Returns on investments and servicing of finance		-	-
Taxation			
Corporation and overseas taxes (paid)/refunded		-	-
Equity dividends paid		(32,090)	(650,000)
Financing			
Issue of shares		-	-
Net cash inflow/(outflow) for the year		<u>(58,941)</u>	<u>(1,148,000)</u>
 Cash flows were invested as follows:			
Increase/(decrease) in cash holdings		(58,941)	(1,148,000)
Purchase of financial investments		-	-
Sale of financial investments		-	-
Net investment of cash flows		<u>(58,941)</u>	<u>(1,148,000)</u>

The accounting policies and notes are an integral part of these Financial Statements.

Gracechurch UTG No 251 Limited

Accounting Policies

Basis of Accounting

The Financial Statements are prepared under the historical cost basis of accounting and comply with applicable Accounting Standards.

There are no syndicate transactions required to be reported in the general business technical account for the year ended 31 December 2013.

There are no assets and liabilities arising as a result of the underwriting activities that are required to be reported in the Balance Sheet at 31 December 2013.

Basis of Currency Translation

Syndicates maintain separate funds in Sterling, US dollars, Canadian dollars and Euros.

Income and expenditure in US dollars, Canadian dollars and Euros is translated at the average rate of exchange for the year. Underwriting transactions denominated in other foreign currencies are included at the rate of exchange ruling at the date the transaction is processed.

Assets and liabilities are translated into Sterling at the rates of exchange at the Balance Sheet date.

Differences arising on translation of foreign currency amounts in syndicates are included in the technical account.

Deferred Taxation

Deferred tax is provided in full on timing differences which result in an obligation at the Balance Sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law.

Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered.

Deferred tax assets and liabilities have not been discounted.

Gracechurch UTG No 251 Limited

Notes to the Financial Statements for the year ended 31 December 2013

1. Profit/(loss) on ordinary activities before taxation

The Company has not employed any staff during the current or preceding financial year.

The audit fees are born by Nomina Plc and no recharge is made to the Company.

2. Taxation

	2013 £	2012 £
UK corporation tax charge/(credit)	-	-
Factors affecting tax charge for year		
The tax assessed for the year is different to the standard rate of corporation tax in the UK of 20.00% (2012: 24.50%). The differences are explained below:		
Profit/(loss) on ordinary activities before tax	(20,851)	(38,000)
Profit/(loss) on ordinary activities multiplied by standard rate of corporation tax in the UK of 20.00% (2012: 24.50%)	(4,170)	(9,310)
Effects of:		
Utilisation of tax losses	4,170	8,310
Other corporation tax computation adjustments	-	1,000
Marginal rates of taxation and prior period adjustment	-	-
Current tax charge for the year	-	-

3. Dividends

	2013 £	2012 £
Equity dividends declared and paid	32,090	650,000

4. Other debtors

	2013 £	2012 £
Amounts due from group undertakings	-	-
Proprietors' loan accounts	-	-
Funds at Lloyd's	-	-
Other	-	-
	-	-

Funds at Lloyd's represents assets deposited with the Corporation of Lloyd's (Lloyd's) to support the Company's underwriting activities as described in the Accounting Policies. The Company has entered into a Lloyd's Deposit Trust Deed which gives the Corporation the right to apply these monies in settlement of any claims arising from the participation on the syndicates. These monies can only be released from the provision of this Deed with Lloyd's express permission and only in circumstances where the amounts are either replaced by an equivalent asset, or after the expiration of the Company's liabilities in respect of its underwriting.

Gracechurch UTG No 251 Limited

Notes to the Financial Statements for the year ended 31 December 2013

5. Share capital

Allotted, called-up and fully paid

	2013		2012	
	Issued	Value £	Issued	Value £
Ordinary £1 shares	1	1	1	1

6. Profit and loss account

	2013 £	2012 £
Retained profit/(loss) brought forward	52,940	740,940
Profit/(loss) for the financial year	(20,851)	(38,000)
Equity dividends	(32,090)	(650,000)
Retained profit/(loss) carried forward	(1)	52,940

7. Reconciliation of movements in shareholders' funds

	2013 £	2012 £
Opening shareholders funds	52,941	740,941
Profit/(loss) for the financial year	(20,851)	(38,000)
Equity dividends	(32,090)	(650,000)
Proceeds from issue of shares	-	-
Closing shareholders' funds	-	52,941

8. Other creditors

	2013 £	2012 £
Amount due to group undertakings	-	-
Proprietors' loan accounts	-	-
Corporation tax	-	-
Other creditors	-	-
	-	-

9. (a) Reconciliation of operating profit to net cash inflow/(outflow) from operating activities

	2013 £	2012 £
Profit or loss on ordinary activities before tax	(20,851)	(38,000)
(Increase)/decrease in debtors	-	1,681,000
Increase/(decrease) in creditors	(6,000)	(2,141,000)
Net cash inflow/(outflow) from operating activities	(26,851)	(498,000)

9. (b) Movement in cash, portfolio investments and financing

	At 1 January 2013 £	Cash flow £	Changes to Market value £	At 31 December 2013 £
Cash	58,941	(58,941)	-	-
Other financial investments	-	-	-	-
	58,941	(58,941)	-	-

Gracechurch UTG No 251 Limited

Notes to the Financial Statements (continued) for the year ended 31 December 2013

10. Related party disclosure

There are no related party issues to be disclosed in respect of the Company.

11. Ultimate controlling party

The Company is controlled by Hampden Holdings Limited, Hampden Capital Plc, Nomina Plc and Nomina Services Limited.