

Registered number: 05067884

THE HOME & CAPITAL TRUST GROUP LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 30 SEPTEMBER 2017



THE HOME & CAPITAL TRUST GROUP LIMITED

COMPANY INFORMATION

Directors	Paul Trevor Barber Antony Lewis Pierce
Registered number	05067884
Registered office	Cross House Westgate Road Newcastle upon Tyne NE1 4XX
Independent auditors	Pricewaterhouse Coopers LLP Chartered Accountants & Statutory Auditors Central Square South Orchard Street Newcastle upon Tyne NE1 3AZ
Bankers	Barclays Bank Plc 5 St Ann's Street Quayside Newcastle upon Tyne NE1 3DX
Solicitors	Womble Bond Dickinson St Ann's Wharf 112 Quayside Newcastle upon Tyne NE1 3DX

THE HOME & CAPITAL TRUST GROUP LIMITED

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THE HOME & CAPITAL TRUST GROUP LIMITED

DIRECTORS' REPORT FOR THE PERIOD ENDED 30 SEPTEMBER 2017

The directors present their report and the financial statements for the period ended 30 September 2017.

Directors' responsibilities statement

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 elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102, 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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 for the Company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Principal activity

The principal activity of the company during the year was investing in property investment companies.

Directors

The directors who served during the period were:

Paul Trevor Barber (appointed 5 July 2017)
Antony Lewis Pierce (appointed 5 July 2017)
Neal Morar (resigned 5 July 2017)
Robert John Calnan (resigned 5 July 2017)

Disclosure of information to auditors

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- 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 ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

THE HOME & CAPITAL TRUST GROUP LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE PERIOD ENDED 30 SEPTEMBER 2017**

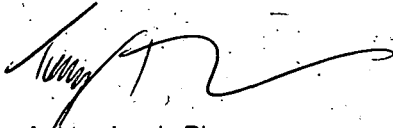
Auditors

The auditors, Pricewaterhouse Coopers LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

Small companies note

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on 20 March 2018 and signed on its behalf.



Antony Lewis Pierce
Director

THE HOME & CAPITAL TRUST GROUP LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF THE HOME & CAPITAL TRUST GROUP LIMITED

Report on the audit of the financial statements

Opinion

In our opinion, The Home & Capital Trust Group Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 30 September 2017 and of its profit for the 9 month period (the "period") then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Director's report and financial statements (the "Annual Report"), which comprise: the statement of financial position as at 30 September 2017; the statement of comprehensive income, the statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

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.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which 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.

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.

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 period ended 30 September 2017 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.

THE HOME & CAPITAL TRUST GROUP LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF THE HOME & CAPITAL TRUST GROUP LIMITED

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Directors' Responsibilities Statement set out on page 1, 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. 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.

Other required reporting

Companies Act 2006 exception reporting

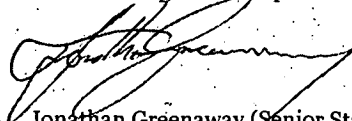
Under the Companies Act 2006 we are required to report to you if, in our opinion:

- 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.

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: prepare financial statements in accordance with the small companies regime; take advantage of the small companies exemption in preparing the Directors' Report; and take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.



Jonathan Greenaway (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Newcastle upon Tyne
20 March 2018

THE HOME & CAPITAL TRUST GROUP LIMITED

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE PERIOD ENDED 30 SEPTEMBER 2017**

	Note	9 months ended 30 September 2017 £000	Year ended 31 December 2016 £000
Administrative expenses		16	-
Operating profit		16	-
Amounts (written off)/written back to investments		676	(540)
Interest payable and expenses		(10)	(21)
Profit/(loss) before tax		682	(561)
Tax on profit/(loss)	5	(1)	-
Profit/(loss) for the financial period		681	(561)
Other comprehensive income for the period			
Total comprehensive income for the period		681	(561)

There were no recognised gains and losses for 2017 or 2016 other than those included in the statement of comprehensive income.

The notes on pages 8 to 13 form part of these financial statements.

THE HOME & CAPITAL TRUST GROUP LIMITED
REGISTERED NUMBER: 05067884

STATEMENT OF FINANCIAL POSITION
AS AT 30 SEPTEMBER 2017

	Note	30 September 2017 £000	31 December 2016 £000
Fixed assets			
Investments	6	8,042	7,366
		<u>8,042</u>	<u>7,366</u>
Creditors: amounts falling due within one year	7	(2,066)	(2,071)
Net current liabilities		<u>(2,066)</u>	<u>(2,071)</u>
Total assets less current liabilities		<u>5,976</u>	<u>5,295</u>
Net assets		<u>5,976</u>	<u>5,295</u>
Capital and reserves			
Called up share capital		3,535	3,535
Profit and loss account		2,441	1,760
		<u>5,976</u>	<u>5,295</u>

The Company's financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 20 March 2018.



Antony Lewis Pierce
Director

The notes on pages 8 to 13 form part of these financial statements.

THE HOME & CAPITAL TRUST GROUP LIMITED

STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED 30 SEPTEMBER 2017

	Called up share capital £000	Profit and loss account £000	Total equity £000
At 1 January 2016	3,535	2,321	5,856
Comprehensive income for the year			
Loss for the year	-	(561)	(561)
At 1 January 2017	3,535	1,760	5,295
Comprehensive income for the period			
Profit for the period	-	681	681
At 30 September 2017	3,535	2,441	5,976

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 SEPTEMBER 2017**

1. General information

The entity is a company limited by shares incorporated in England and Wales. The registered office is:

Cross House
Westgate Road
Newcastle upon Tyne
NE1 4XX

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

2.2 Financial reporting standard 102 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions in preparing these financial statements; as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Retirement Bridge Group Holdings Limited as at 30 September 2017 and these financial statements may be obtained from Cross House, Westgate Road, Newcastle upon Tyne, NE1 4XX.

2.3 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.4 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 SEPTEMBER 2017

2. Accounting policies (continued)

2.5 Taxation

Tax is recognised in the Statement of comprehensive income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company operates and generates income.

3. Judgments in applying accounting policies and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported. These estimates and judgements are continually reviewed and are based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

There are no areas involving a higher degree of judgement or complexity or areas where assumptions and estimates are significant to the financial statements.

4. Operating profit

Audit fees are statutory audit fees and are borne by another Group company.

None of the directors received any remuneration from the company during the year, or in the previous year, in respect of services to the company.

5. Taxation

	9 months ended 30 September 2017 £000	Year ended 31 December 2016 £000
Corporation tax		
Current tax on profits for the year	1	-
	<u>1</u>	<u>-</u>
Total current tax	<u>1</u>	<u>-</u>

THE HOME & CAPITAL TRUST GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 SEPTEMBER 2017**

5. Taxation (continued)

Factors affecting tax charge for the period/year

The tax assessed for the period/year is lower than (2016 - *lower than*) the standard rate of corporation tax in the UK of 19.33% (2016 - 20%). The differences are explained below:

	9 months ended 30 September 2017 £000	Year ended 31 December 2016 £000
Profit/(loss) on ordinary activities before tax	682	(561)
Profit/(loss) on ordinary activities multiplied by standard rate of corporation tax in the UK of 19.33% (2016 - 20%)	132	(112)
Effects of:		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	-	108
Group relief surrendered/(claimed)	(1)	4
Payment/(receipt) for group relief	1	-
Changes in provisions leading to an increase (decrease) in the tax charge	(130)	-
Deferred tax not recognised	(1)	-
Total tax charge for the period/year	1	-

Factors that may affect future tax charges

There were no factors that may affect future tax charges.

THE HOME & CAPITAL TRUST GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 SEPTEMBER 2017

6. Fixed asset investments

	Investments in subsidiary companies £000
Cost or valuation	
At 1 January 2017	7,366
At 30 September 2017	7,366
Impairment	
Reversal of impairment losses	(676)
At 30 September 2017	(676)
Net book value	
At 30 September 2017	8,042
At 31 December 2016	7,366

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Country of incorporation	Class of shares	Holding	Principal activity
Home and Capital Trust Limited	England and Wales	Ordinary	100 %	Property trading
Home & Capital Nominees Limited	England and Wales	Ordinary	100 %	Dormant
Home Equity Limited	England and Wales	Ordinary	100 %	Dormant
Home & Capital Advisers Limited	England and Wales	Ordinary	100 %	Dormant
Home & Capital Trust Partners Limited	England and Wales	Ordinary	100 %	Dormant
Home & Capital Trustee Company Limited*	England and Wales	Ordinary	100 %	Property investment company
Hinton & Wild*	England and Wales	Ordinary	100 %	Dormant

THE HOME & CAPITAL TRUST GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 SEPTEMBER 2017**

6. Fixed asset investments (continued)

* - shares held indirectly.

The registered office address of the above listed subsidiaries is Cross House, Westgate Road, Newcastle upon Tyne, NE1 4XX.

7. Creditors: Amounts falling due within one year

	30 September 2017 £000	31 December 2016 £000
Amounts owed to group undertakings	2,066	2,054
Other creditors	-	17
	<u>2,066</u>	<u>2,071</u>

Amounts owed to group undertakings bore interest at 3.3% above LIBOR (2016: nil%), are unsecured with no fixed date of repayment and are repayable on demand. Interest payable for the year amounted to £10k (2016: £nil).

8. Share capital

	30 September 2017 £000	31 December 2016 £000
Shares classified as equity		
Allotted, called up and fully paid		
3,535,000 Ordinary shares of £1 each	<u>3,535</u>	<u>3,535</u>

9. Related party transactions

The company is exempt from disclosing related party transactions as they are with other companies wholly owned within the Group.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 SEPTEMBER 2017**

10. Controlling party

Sovereign Reversions Holdings Limited is the immediate parent company by virtue of its 100% shareholding in the company.

Up until 4 July 2017, the directors regarded that there was no ultimate controlling party. New Sovereign Reversions was the smallest group for which consolidated statements were drawn up of which this company was a member.

From 5 July 2017, Retirement Bridge Group Holdings Limited became the parent undertaking of the smallest group of undertakings to consolidate these financial statements at 30 September 2017. The consolidated financial statements of Retirement Bridge Investments Limited can be obtained from Cross House, Westgate Road, Newcastle Upon Tyne, NE1 4XX.

From 5 July 2017, Retirement Bridge Investments Limited became the parent undertaking of the largest group of undertakings to consolidate these financial statements at 30 September 2017. The consolidated financial statements of Retirement Bridge Investments Limited can be obtained from Cross House, Westgate Road, Newcastle Upon Tyne, NE1 4XX.

During the year, on 19 April 2017, Patron Capital V L.P acquired a further 50% shareholding in Retirement Bridge Investments Limited increasing its shareholding to 100%. From that date, Patron Capital, V L.P is deemed to be the ultimate controlling party.