

Company Registration No. 05405439 (England and Wales)

MARSTON'S ISSUER PARENT LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 1 OCTOBER 2016



MARSTON'S ISSUER PARENT LIMITED

COMPANY INFORMATION

Directors	Mark Filer Mignon Clarke-Whelan Wilmington Trust SP Services (London) Limited
Secretary	Wilmington Trust SP Services (London) Limited
Company number	05405439
Registered office	Wilmington Trust SP Services (London) Limited Third Floor 1 King's Arms Yard London EC2R 7AF

MARSTON'S ISSUER PARENT LIMITED

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MARSTON'S ISSUER PARENT LIMITED

DIRECTORS' REPORT

FOR THE PERIOD ENDED 1 OCTOBER 2016

The Directors present their report and the financial statements for the period ended 1 October 2016.

The financial statements of the Company cover the 52 weeks ended 1 October 2016 (2015: 52 weeks ended 3 October 2015).

Principal activities

The principal activity of the Company is that of a holding company.

Directors

The Directors who held office during the period and up to the date of signature of the financial statements were as follows:

Mark Filer
Mignon Clarke-Whelan
Wilmington Trust SP Services (London) Limited

Results and dividends

The profit for the period was £nil.

No ordinary dividends were paid. The Directors do not recommend payment of a final dividend.

Qualifying third party indemnity provisions

In accordance with the Company's Articles of Association and to the extent permitted by law, the Company has indemnified its Directors against certain liabilities that may be incurred as a result of their position.

Financial instruments

Financial risk management

The financial risk management of the Company reflects that of the Marston's Group. Details of the Group's financial risk exposure, and the management objectives and policies thereon, are presented within the Annual Report and Accounts of Marston's PLC.


Future developments

No changes are anticipated in the nature of the business in the foreseeable future.

Statement of disclosure to auditors

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 auditors are unaware. Additionally, the Directors individually have taken all the 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 auditors are aware of that information.

By order of the board


Wilmington Trust SP Services (London) Limited
Secretary
24 November 2016

MARSTON'S ISSUER PARENT LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE PERIOD ENDED 1 OCTOBER 2016

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 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 UK 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 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.

MARSTON'S ISSUER PARENT LIMITED

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF MARSTON'S ISSUER PARENT LIMITED

Report on the financial statements

Our opinion

In our opinion, Marston's Issuer Parent Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the Company's affairs as at 1 October 2016 and of its result for the period 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.

What we have audited

The financial statements, included within the Annual Report, comprise:

- the balance sheet as at 1 October 2016;
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the Directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

Opinions on other matters prescribed by the Companies Act 2006

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

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

In addition, in light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we are required to report if we have identified any material misstatements in the Directors' Report. We have nothing to report in this respect.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

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, 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.

We have no exceptions to report arising from this responsibility.

MARSTON'S ISSUER PARENT LIMITED

INDEPENDENT AUDITORS' REPORT (CONTINUED)

TO THE MEMBERS OF MARSTON'S ISSUER PARENT LIMITED

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of Directors' remuneration specified by law are not made. 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 take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.

Responsibilities for the financial statements and the audit

Our responsibilities and those of the Directors

As explained more fully in the Directors' Responsibilities Statement set out on page 2, 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) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

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.

What an audit of financial statements involves

We conducted our audit in accordance with ISAs (UK & Ireland). 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.

We primarily focus our work in these areas by assessing the Directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

MARSTON'S ISSUER PARENT LIMITED

INDEPENDENT AUDITORS' REPORT (CONTINUED)

TO THE MEMBERS OF MARSTON'S ISSUER PARENT LIMITED

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report. With respect to the Directors' Report, we consider whether this report includes the disclosures required by applicable legal requirements.



Mark Smith (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Birmingham
24 November 2016

MARSTON'S ISSUER PARENT LIMITED

BALANCE SHEET

AS AT 1 OCTOBER 2016

	Notes	2016 £	£	2015 £	£
Fixed assets					
Investments	4		12,501		12,501
Current assets					
Debtors	6	198		198	
Creditors: amounts falling due within one year					
		-		-	
Net current assets			198		198
Total assets less current liabilities			12,699		12,699
Net assets			12,699		12,699
Capital and reserves					
Called up share capital	7		1		1
Profit and loss reserves			12,698		12,698
Total equity			12,699		12,699

The financial statements were approved by the board of Directors and authorised for issue on 24 November 2016 and are signed on its behalf by:



Mark Filer
Director

Company Registration No. 05405439

MARSTON'S ISSUER PARENT LIMITED

STATEMENT OF CHANGES IN EQUITY

FOR THE PERIOD ENDED 1 OCTOBER 2016

	Share capital	Profit and loss reserves	Total
	£	£	£
Balance at 5 October 2014	1	12,698	12,699
Period ended 3 October 2015:			
Profit and total comprehensive income for the period	-	-	-
	<hr/>	<hr/>	<hr/>
Balance at 3 October 2015	1	12,698	12,699
Period ended 1 October 2016:			
Profit and total comprehensive income for the period	-	-	-
	<hr/>	<hr/>	<hr/>
Balance at 1 October 2016	<u>1</u>	<u>12,698</u>	<u>12,699</u>

MARSTON'S ISSUER PARENT LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 1 OCTOBER 2016

1 Accounting policies

Company information

Marston's Issuer Parent Limited is a private company limited by shares incorporated in England and Wales. The registered office is Wilmington Trust SP Services (London) Limited, Third Floor, 1 King's Arms Yard, London, EC2R 7AF.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of 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 £1.

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

These financial statements for the period ended 1 October 2016 are the first financial statements of Marston's Issuer Parent Limited prepared in accordance with FRS 102. The date of transition to FRS 102 was 5 October 2014. The reported financial position and financial performance for the previous period are not affected by the transition to FRS 102.

The Company is a qualifying entity for the purposes of FRS 102, as Marston's PLC prepares publicly available consolidated financial statements, including the Company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the Group (note 9). The Company has therefore taken advantage of the exemptions from the following disclosure requirements in FRS 102:

- Section 4 'Statement of Financial Position' – Reconciliation of the opening and closing number of shares;
- Section 7 'Statement of Cash Flows' – Presentation of a statement of cash flows and related notes and disclosures;
- Section 11 'Basic Financial Instruments' – Carrying amounts, interest income/expense and net gains/losses for each category of financial instrument not measured at fair value through profit or loss, and information that enables users to evaluate the significance of financial instruments;
- Section 33 'Related Party Disclosures' – Compensation for key management personnel.

The Company has adopted the requirements of 'The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015' and the 'Amendments to FRS 102 - Small entities and other minor amendments' in these financial statements.

The financial statements contain information about Marston's Issuer Parent Limited as an individual company and do not contain consolidated financial information as the parent of a group. The Company has one subsidiary, being Marston's Issuer PLC, a special purpose vehicle formed for the purpose of issuing asset backed securities. The Company is exempt under section 405 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it does not control Marston's Issuer PLC. Marston's Issuer PLC is treated as a subsidiary undertaking in the consolidated financial information of Marston's PLC, the ultimate controlling party (note 9).

1.2 Going concern

At the time of approving the financial statements, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus the Directors continue to adopt the going concern basis of accounting in preparing the financial statements.

MARSTON'S ISSUER PARENT LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 1 OCTOBER 2016

1 Accounting policies

(Continued)

1.3 Profit and loss account

The Company has not traded during the period or the preceding financial period. During this time the Company received no income and incurred no expenditure and therefore no profit and loss account is presented in these financial statements.

1.4 Fixed asset investments

Interests in subsidiary undertakings 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 profit or loss.

1.5 Financial instruments

The Company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the 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.

Basic financial assets

Basic financial assets, which comprise amounts owed by Group undertakings, are initially measured at the transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method.

Other financial assets

The Company has no other financial assets.

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 profit or loss.

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 profit or loss.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the Company transfers the financial asset and substantially all the risks and rewards of ownership to another entity.

Classification of 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.

MARSTON'S ISSUER PARENT LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 1 OCTOBER 2016

1 Accounting policies

(Continued)

Basic financial liabilities

Basic financial liabilities are initially recognised at the transaction price and subsequently carried at amortised cost, using the effective interest method.

Other financial liabilities

The Company has no other financial liabilities.

Derecognition of financial liabilities

Financial liabilities are derecognised when the Company's contractual obligations expire or are discharged or cancelled.

1.6 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.

2 Auditors' remuneration

Auditors' remuneration is borne by the ultimate controlling party, Marston's PLC. The Company incurred no non-audit fees during the current or prior period.

3 Employees

The average monthly number of people employed by the Company during the period excluding Directors was nil (2015: nil). The Directors received no remuneration in respect of their services to the Company (2015: £nil).

4 Fixed asset investments

	Notes	2016 £	2015 £
Investments in subsidiaries	5	12,501	12,501

Movements in fixed asset investments

	Shares in Group undertakings £
Cost	
At 4 October 2015 and 1 October 2016	12,501
Carrying amount	
At 1 October 2016	12,501
At 3 October 2015	12,501

MARSTON'S ISSUER PARENT LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 1 OCTOBER 2016

5 Subsidiaries

These financial statements are separate company financial statements for Marston's Issuer Parent Limited.

Details of the Company's subsidiaries at 1 October 2016 are as follows:

Name of undertaking	Nature of business	Class of shareholding	% Held	
			Direct	Indirect
Marston's Issuer PLC	Special purpose vehicle	Ordinary £1	100%	100%

Marston's Issuer PLC is a special purpose vehicle formed for the purpose of issuing asset backed securities. The registered office of Marston's Issuer PLC is Wilmington Trust SP Services (London) Limited, Third Floor, 1 King's Arms Yard, London, EC2R 7AF.

Marston's Issuer PLC had £0.1m (2015: £0.1m) of capital and reserves as at 1 October 2016 and its profit for the 52 weeks then ended was £nil (2015: £nil).

6 Debtors

	2016	2015
	£	£
Amounts falling due within one year:		
Amounts owed by Group undertakings	198	198

Amounts owed by Marston's Issuer PLC are unsecured, non-interest bearing and repayable on demand.

7 Share capital

	2016	2015
	£	£
Ordinary share capital		
Issued and fully paid		
1 ordinary share of £1 each	1	1

The shares have attached to them full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption.

8 Related party transactions

The balance owed by Marston's Issuer PLC, the Company's subsidiary undertaking, is disclosed in note 6. There was no movement on this balance in the period.

MARSTON'S ISSUER PARENT LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 1 OCTOBER 2016

9 Controlling party

The shares of the Company are held by Wilmington Trust SP Services (London) Limited under a declaration of trust for charitable purposes.

The Company's subsidiary, Marston's Issuer PLC, was set up with the sole purpose of issuing loan notes secured on the assets of Marston's Pubs Limited, a subsidiary of Marston's Pubs Parent Limited, which is owned by Marston's PLC. The Directors of the Company consider Marston's PLC to be the ultimate controlling party, as it has operating and financial control of the Company.

The Directors of Marston's PLC consider that Marston's PLC has control of the Company (as defined in IFRS 10) as it has operating and financial control of the Company. Hence the results of the Company are included in the consolidated financial statements of Marston's PLC.

Marston's PLC is the ultimate parent undertaking and the parent undertaking of the smallest and largest group to consolidate the financial statements of Marston's Issuer Parent Limited.

The registered office of Marston's PLC is Marston's House, Brewery Road, Wolverhampton, WV1 4JT. Copies of the Group financial statements can be obtained from the Group Secretary at this address.