

Company Registration No: 05442048

LJUNGBERG LIMITED
REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2017

TUESDAY



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COMPANIES HOUSE

LJUNGBERG LIMITED

DIRECTORS AND OFFICERS

DIRECTORS

W K Procter
C C McGill

SECRETARY

P A Hallam

REGISTERED OFFICE

Molteno House
302 Regents Park Road
London
N3 2JX

AUDITOR

RSM UK Audit LLP
Chartered Accountants
3rd Floor
One London Square
Cross Lanes
Guildford
Surrey
GU1 1UN

LJUNGBERG LIMITED

DIRECTORS' REPORT

The directors submit their report and the audited financial statements for the year ended 31 December 2017.

Principal Activities

The company acts as an investment holding company.

Business review and future developments

Following a refinancing exercise all previous outstanding third-party debts, claims and prior guarantees that the company had given, including those in respect of contingent swap liabilities, were settled in December 2017. As a result, the Fairhold Holdings (2003) Limited group, of which this company is principal shareholder, is now entirely financed by related party debt and has no third-party borrowings or guarantees. The directors are therefore satisfied with the financial position of the company at the year end.

Results and dividends

The loss for the year amounted to £26,857 (2016: £30,388). The directors do not recommend the payment of a dividend (2016: £Nil).

Directors

The following directors have held office during the year and up until the point of signing the financial statements:

W K Procter
C C McGill

LJUNGBERG LIMITED

DIRECTORS' REPORT (continued)

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 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 those financial statements, the directors are required to:

- a. select suitable accounting policies and then apply them consistently;
- b. make judgements and accounting estimates that are reasonable and prudent;
- c. 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.

Statement as to disclosure of information to auditor

The directors who were in office on the date of approval of these financial statements have confirmed that, as far as they are aware, there is no relevant audit information of which the auditor is unaware. The directors have confirmed that they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that it has been communicated to the auditor.

Insurance of Officers

The company has maintained insurance throughout the year for its directors and officers against the consequences of actions which may be brought against them in relation to their duties for the company.

Auditor

The auditor, RSM UK Audit LLP, Chartered Accountants, has indicated its willingness to continue in office.

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption. The directors have also taken the available exemption from the requirement to prepare a strategic report.

By order of the Board:


C C McGill
Director

28/9/ 2018

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF LJUNGBERG LIMITED

Opinion

We have audited the financial statements of Ljungberg Limited (the 'company') for the year ended 31 December 2017 which comprise Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity, and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2017 and of the loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- 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.

Other information

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

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

We have nothing to report in this regard.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF LJUNGBERG LIMITED (continued)

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 year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and their environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

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

- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- the company 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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption from the requirement to prepare a strategic report.

Responsibilities of directors

As explained more fully in the statement of directors' responsibilities set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF LJUNGBERG LIMITED (continued)

Use of our Report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Colin Roberts FCA (Senior Statutory Auditor)
For and on behalf of RSM UK Audit LLP, Statutory Auditor
Chartered Accountants
3rd Floor
One London Square
Cross Lanes
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GU1 1UN

24 September 2018

LJUNGBERG LIMITED

STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2017

	Notes	2017 £	2016 £
Administrative expenses		(5,500)	(4,500)
Operating loss		<u>(5,500)</u>	<u>(4,500)</u>
Interest payable and similar charges	2	(21,357)	(25,888)
Loss before taxation	3	<u>(26,857)</u>	<u>(30,388)</u>
Taxation	5	-	-
Loss after taxation and loss for the financial year		<u>(26,857)</u>	<u>(30,388)</u>
Other comprehensive income		-	-
Total comprehensive income for the year		<u><u>(26,857)</u></u>	<u><u>(30,388)</u></u>

STATEMENT OF FINANCIAL POSITION

AT 31 DECEMBER 2017

	Notes	2017 £	2016 £
Fixed assets			
Investments	6	1,087,477	1,087,477
Creditors: amounts falling due within one year	7	(1,735,449)	(1,708,592)
Net current liabilities		<u>(1,735,449)</u>	<u>(1,708,592)</u>
Net assets		<u>(647,972)</u>	<u>(621,115)</u>
Capital and reserves			
Called up share capital	8	1	1
Profit and loss account		(647,973)	(621,116)
Total equity		<u>(647,972)</u>	<u>(621,115)</u>

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

The financial statements on pages 6 to 15 were approved by the board of directors and authorised for issue on 24/9/2018 and are signed on its behalf by:



C C McGill
Director

LJUNGBERG LIMITED**STATEMENT OF CHANGES IN EQUITY****FOR THE YEAR ENDED 31 DECEMBER 2017**

	Share capital £	Profit and loss account £	Total £
Balance at 1 January 2016	1	(590,728)	(590,727)
Loss and total comprehensive income for the year	-	(30,388)	(30,388)
Balance at 31 December 2016	<u>1</u>	<u>(621,116)</u>	<u>(621,115)</u>
Loss and total comprehensive income for the year	-	(26,857)	(26,857)
Balance at 31 December 2017	<u>1</u>	<u>(647,973)</u>	<u>(647,972)</u>

LJUNGBERG LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

1. Accounting policies

Company information

Ljungberg Limited ("the Company") is a private company limited by shares domiciled and incorporated in England. The address of the Company's registered office and principal place of business is Molteno House, 302 Regents Park Road, London, N3 2JX. The principal activity of the company during the year was that of holding investments.

1.1 Basis of accounting

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, including the provisions of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, and under the historical cost convention, modified to include investment properties and certain financial instruments at fair value. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

1.2 Cash flow statement

The company has taken advantage of the small company exemption from preparing a cash flow statement under the terms of FRS102, Section 7.

1.3 Going concern

In preparing the accounts on the going concern basis the directors have given consideration to the company's loss for the year and the company's statement of financial position.

On 9 December 2017 the Fairhold Holdings (2003) Limited group, of which this company is principal shareholder, entered into a new inter group financing agreement, whereby all outstanding third party debts, claims and prior guarantees the group had given were settled. As a result, the group is now entirely financed by related party debt and has no third-party borrowings.

Prior to 9 December 2017 the company was part of a different cross collateralised funding structure.

The directors have assessed the operation of the current structure and have determined that the company has, or can expect to have, sufficient working capital for its needs for at least 12 months from the date of approval of these financial statements. In view of this the directors consider it appropriate for the Company financial statements to be prepared on a going concern basis.

1.4 Functional and presentational currencies

The financial statements are presented in sterling which is also the functional currency of the company.

1.5 Fixed asset investments

Interests in subsidiaries are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. Changes in fair value are recognised in other comprehensive income.

1.6 Taxation

The tax expense represents the sum of the current tax expense and deferred tax expense. Current tax assets are recognised when tax paid exceeds the tax payable.

Current tax is based on taxable profit for the year. Taxable profit differs from total comprehensive income because it excludes items of income or expense that are taxable or deductible in other periods. Current tax assets and liabilities are measured using tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based on tax rates that have been enacted or substantively enacted by the reporting date. Deferred tax is not discounted.

Deferred tax liabilities are recognised in respect of all timing differences that exist at the reporting date. Timing differences are differences between taxable profits and total comprehensive income that arise from the inclusion of income and expenses in tax assessments in different periods from their recognition in the financial statements. Deferred tax assets are recognised only to the extent that it is probable that they will be recovered by the reversal of deferred tax liabilities or other future taxable profits.

For non-depreciable assets measured using the revaluation model and investment properties measured at fair value (except investment property with a limited useful life held by the Company to consume substantially all of its economic benefits), deferred tax is measured using the tax rates and allowances that apply to the sale of the asset or property.

Current and deferred tax is charged or credited in profit or loss, except when it relates to items charged or credited to other comprehensive income or equity, when the tax follows the transaction or event it relates to and is also charged or credited to other comprehensive income, or equity.

Current tax assets and current tax liabilities and deferred tax assets and deferred tax liabilities are offset, if and only if, there is a legally enforceable right to set off the amounts and the entity intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

1.7 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, in full, to all of its financial instruments.

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument, and are offset only when the Company currently has a legally enforceable right to set off the recognised amounts and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Financial assets

Trade debtors

Trade debtors which are receivable within one year and which do not constitute a financing transaction are initially measured at the transaction price. Trade debtors are subsequently measured at amortised cost, being the transaction price less any amounts settled and any impairment losses.

1.7 Financial instruments (continued)

Financial liabilities and equity

Financial instruments are classified as liabilities and equity instruments 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.

Creditors

Creditors payable within one year that do not constitute a financing transaction are initially measured at the transaction price and subsequently measured at amortised cost, being the transaction price less any amounts settled.

Where the arrangement with a creditor constitutes a financing transaction, the creditor is initially and subsequently measured at the present value of future payments discounted at a market rate of interest for a similar instrument.

Derecognition of financial assets and liabilities

A financial asset is derecognised only when the contractual rights to cash flows expire or are settled, or substantially all the risks and rewards of ownership are transferred to another party, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party. A financial liability (or part thereof) is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

1.8 Critical accounting estimates and areas of judgement

Estimates and judgements 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.

Critical accounting estimates and assumptions

The company makes estimates and assumptions concerning the future. The resulting accounting estimates and assumptions will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Deferred taxation

Deferred tax liabilities are assessed on the basis of assumptions regarding the future, the likelihood that assets will be realised and liabilities will be settled, and estimates as to the timing of those future events and as to the future tax rates that will be applicable.

In December 2017 the Department for Communities and Local Government (DCLG) published the outcome of the 'Tackling unfair practices in the leasehold market' consultation it had conducted during the year. The main pronouncement affecting the company being that the Government would work with the Law Commission to support existing leaseholders – including making buying a freehold or extending a lease easier, faster, fairer and cheaper. Should such legislation be introduced it is likely that this would reduce the amount of premiums received at the point of lease extension. These premiums are a material component of the valuation of the Investment Properties held by the group. It is unknown what form the legislation, should it be enacted, will take and so it is not possible at this time to assess the impact of any potential legislative changes on the valuation.

LJUNGBERG LIMITED**NOTES TO THE FINANCIAL STATEMENTS****FOR THE YEAR ENDED 31 DECEMBER 2017**

2. Interest payable and similar charges	2017	2016
	£	£
Related party interest	21,357	25,888
	<u> </u>	<u> </u>

3. Loss on ordinary activities before taxation	2017	2016
	£	£
The loss on ordinary activities before taxation is stated after charging:		
- Auditor's remuneration	5,500	4,500
	<u> </u>	<u> </u>

4. Employees and directors

There were no employees during the year (2016:Nil) other than the directors, who received no remuneration.

5. Taxation	2017	2016
	£	£
Current tax		
UK corporation tax	-	-
	<u> </u>	<u> </u>
Total tax on loss on ordinary activities	<u> </u>	<u> </u>

LJUNGBERG LIMITED**NOTES TO THE FINANCIAL STATEMENTS****FOR THE YEAR ENDED 31 DECEMBER 2017****6. Fixed asset investments**

Cost	Investment in group undertakings £
At 1 January 2017 and 31 December 2017	1,087,477

The company holds all of the issued 'A' shares of the ordinary share capital of the following company which is registered in England and Wales:

Name	Nature of business
Fairhold Holdings (2003) Limited	Property investment

The company is incorporated and has their place of business in England. Their registered office is Molteno House, 302 Regents Park Road, London, N3 2JX.

The issued share capital of Fairhold Holdings (2003) Limited comprises of 'A' and 'B' Shares. Only the 'B' Shares have an entitlement to vote. The 'A' Shares are entitled to share in dividends declared proportionate to the ratio of the cost of those shares (as above) to the net assets of the group company at the time. The 'A' Shares also have priority repayment rights to the 'B' Shares in the case of a winding up of the group company. As the company's interest in the group company is restricted to the non-voting shares, the company is unable to exercise any control over the group company. Accordingly, group accounts incorporating the results and net assets of the company with those of the group company are not required. The amount that would be payable to the company as shareholder of the 'A' shares, in accordance with the terms of the shares, based on the financial statements of the group undertaking concerned for the year ended 31 December 2017, is estimated to be £1,505,473 (2016: £1,483,226).

Guarantees and Contingent liabilities

The company's investment in group undertakings, representing ordinary 'A' shares in Fairhold Holdings (2003) Limited, has been charged in support of loan facilities made available to that company, and also to the related parties Fairhold Holdings Limited, Fairhold Holdings (2001) Limited and Linecroft Limited.

As explained on page 9 all previous outstanding third-party debts, claims and prior guarantees that the company had given, including those in respect of contingent swap liabilities, were settled in December 2017. As a result, the Fairhold Holdings Limited group, which this company is principal shareholder of, is now entirely financed by related party debt and has no third-party borrowings or guarantees.

LJUNGBERG LIMITED**NOTES TO THE FINANCIAL STATEMENTS****FOR THE YEAR ENDED 31 DECEMBER 2017**

7. Creditors: Amounts falling due within one year	2017	2016
	£	£
Amounts due to related parties	1,735,449	1,708,592

Amounts owed to related parties falls due for repayment at the earlier of the sale of the company's investment in group undertakings or at a time of the company's own choosing. The directors do not anticipate that loan will fall due for repayment in less than one year. Interest accrues on amounts owed to related parties at Libor+1% above the Barclays Bank PLC base rate.

8. Share capital and reserves**Share capital**

	2017	2016
	£	£
Allotted, issued and fully paid: 1 ordinary share of £1	1	1

Ordinary share rights

The company's ordinary shares, which carry no right to fixed income, each carry the right to one vote at general meetings of the company.

Reserves

Reserves of the Company represent the following:

Retained earnings

Cumulative profit and loss net of distributions to owners

9. Ultimate parent company and ultimate controlling party

The company's immediate parent undertaking is Piratine Limited, a company incorporated in the British Virgin Islands.

The directors regard the ultimate holding company to be Euro Investments Overseas Incorporation, a company incorporated in the British Virgin Islands.

The ultimate controlling party is the Tchenguiz Family Trust.

10. Related party transactions

At the year end the company owed a related party, related by virtue of common directors and common control, £1,735,450 (2016: £1,708,592). Interest of £21,357 (2016: £25,888) was charged on this amount.

Of the unlimited guarantee in respect of some of the indebtedness of the related parties set out in note 6, contingent amounts of £67,105,897 (2016: £59,415,439) are owed to a related party.