

Company Registration No. 05533549 (England and Wales)

REVCAP ESTATES 7 LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 APRIL 2018

STATUTORY COPY



REVCAP ESTATES 7 LIMITED

COMPANY INFORMATION

Directors	A J Pettit W J Killick N A West
Secretary	R B Mitchell
Company number	05533549
Registered office	First Floor 105 Wigmore Street London W1U 1QY
Auditor	UHY Hacker Young Quadrant House 4 Thomas More Square London E1W 1YW

REVCAP ESTATES 7 LIMITED

CONTENTS

	Page
Directors' report	1 - 2
Independent auditor's report	3 - 5
Profit and loss account	6
Balance sheet	7
Notes to the financial statements	8 - 11

REVCAP ESTATES 7 LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 30 APRIL 2018

The directors present their annual report and financial statements for the year ended 30 April 2018.

Principal activities

The principal activity of the company is that of provision of property related mezzanine loan finance.

Directors

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

A J Pettit
W J Killick
N A West

Auditor

The auditor, UHY Hacker Young, is deemed to be reappointed under section 487(2) of the Companies Act 2006.

Statement of directors' responsibilities

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;
- 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 of disclosure to auditor

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 auditor is 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 auditor is aware of that information.

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

REVCAP ESTATES 7 LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 30 APRIL 2018

By order of the board



R B Mitchell

Secretary

25 January 2019

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF REVCAP ESTATES 7 LIMITED

Opinion

We have audited the financial statements of Revcap Estates 7 Limited (the 'company') for the year ended 30 April 2018 which comprise the profit and loss account, the balance sheet 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 30 April 2018 and of its profit 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.

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 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.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)
TO THE MEMBERS OF REVCAP ESTATES 7 LIMITED

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. 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.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of our 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 its 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 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; 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 in preparing the directors' report and take advantage of the small companies exemption from the requirement to prepare a strategic report.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)
TO THE MEMBERS OF REVCAP ESTATES 7 LIMITED

Responsibilities of directors

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, 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.

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.



Marc Waterman (Senior Statutory Auditor)
for and on behalf of UHY Hacker Young

25 January 2019

Chartered Accountants
Statutory Auditor

REVCAP ESTATES 7 LIMITED**PROFIT AND LOSS ACCOUNT****FOR THE YEAR ENDED 30 APRIL 2018**

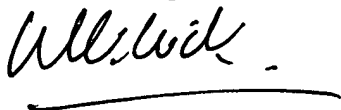
		2018	2017
	Notes	£	£
Administrative expenses		(55,080)	(12,240)
Interest receivable and similar income		2,990,636	1,237,053
Interest payable and similar expenses	2	(2,161,979)	(480,070)
		<hr/>	<hr/>
Profit before taxation		773,577	744,743
Tax on profit		-	-
		<hr/>	<hr/>
Profit for the financial year		773,577	744,743
		<hr/>	<hr/>

REVCAP ESTATES 7 LIMITED**BALANCE SHEET****AS AT 30 APRIL 2018**

	Notes	2018 £	£	2017 £	£
Current assets					
Debtors	3	4,729,269		11,380,030	
Creditors: amounts falling due within one year	4	<u>(2,128,020)</u>		<u>(3,281,189)</u>	
Net current assets			2,601,249		8,098,841
Creditors: amounts falling due after more than one year	5		-		(6,271,169)
Net assets			<u>2,601,249</u>		<u>1,827,672</u>
Capital and reserves					
Called up share capital	6		1		1
Profit and loss reserves			<u>2,601,248</u>		<u>1,827,671</u>
Total equity			<u>2,601,249</u>		<u>1,827,672</u>

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

The financial statements were approved by the board of directors and authorised for issue on 25 January 2019 and are signed on its behalf by:



W J Killick
Director

Company Registration No. 05533549

REVCAP ESTATES 7 LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2018

1 Accounting policies

Company information

Revcap Estates 7 Limited is a private company limited by shares incorporated in England and Wales. The registered office is First Floor, 105 Wigmore Street, London, W1U 1QY.

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 as applicable to companies subject to the small companies regime. 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.

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 £.

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of freehold properties and to include investment properties and certain financial instruments at fair value. The principal accounting policies adopted are set out below.

1.2 Going concern

The financial statements have been prepared on a going concern basis as in the directors' opinion the predicted future cash flows from the group's joint venture investments and funds available under the group loan facilities will be sufficient to meet the company's liabilities as they fall due.

1.3 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 company's 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 include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

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.

REVCAP ESTATES 7 LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 APRIL 2018

1 Accounting policies

(Continued)

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

1.4 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

2 Interest payable and similar expenses

	2018 £	2017 £
Interest payable and similar expenses includes the following:		
Interest payable to group undertakings	-	286,442

3 Debtors

	2018 £	2017 £
Amounts falling due within one year:		
Amount due from parent undertaking	1,701,528	1,180,977
Mezzanine loans	3,027,741	10,199,053
	<u>4,729,269</u>	<u>11,380,030</u>

REVCAP ESTATES 7 LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 APRIL 2018

4 Creditors: amounts falling due within one year

	Notes	2018 £	2017 £
Other borrowings		2,124,420	3,277,949
Accruals and deferred income		3,600	3,240
		<u>2,128,020</u>	<u>3,281,189</u>

5 Creditors: amounts falling due after more than one year

	Notes	2018 £	2017 £
Other borrowings		-	6,271,169
		<u>-</u>	<u>6,271,169</u>

The group loans are secured on the assets of the company, its parent and fellow subsidiary undertakings.

An interest rate of 10% is payable on the long term loans included within other borrowings. The outstanding loans and accrued but unpaid interest is repayable on 31 December 2022.

6 Called up share capital

	2018 £	2017 £
Issued and fully paid		
1 Ordinary shares of £1 each	1	1
	<u>1</u>	<u>1</u>

7 Financial commitments, guarantees and contingent liabilities

The assets of the company are used as security in respect of the group loans for the company, its parent and fellow subsidiary undertakings.

REVCAP ESTATES 7 LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 APRIL 2018

8 Related party transactions

Transactions with related parties

During the year Revcap Estates 7 Limited provided mezzanine loan finance, secured on real estate, of £100,000 (2017: £150,000) to Generator (Wherry Road) LLP, a subsidiary undertaking of a joint venture investment of Revcap Regeneration LLP, a fellow subsidiary of Real Estate Venture Capital Partners LLP. Loan interest and profit share of £647,448 (2017: £779,053) was charged during the year. Repayments of £5,122,000 (2017: £350,000) were received. At the year end the mezzanine loan balance was £1,605,501 (2017: £5,980,053).

During the year Revcap Estates 7 Limited provided mezzanine loan finance, secured on real estate, of £Nil (2017: £Nil) to Generator (Huller House) LLP, a subsidiary undertaking of a joint venture investment of Revcap Regeneration LLP, a fellow subsidiary of Real Estate Venture Capital Partners LLP. Loan interest and profit share of £1,767,917 (2017: £458,000) was charged during the year. Repayments of £4,564,677 (2017: £100,000) were received. At the year end the mezzanine loan balance was £1,422,240 (2017: £4,219,000).

During the year Revcap Estates 7 Limited provided mezzanine loan finance, secured on real estate, of £1,980,729 (2017: £Nil) to Generator (Chocolate Factory) LLP, a subsidiary undertaking of a joint venture investment of Revcap Regeneration LLP, a fellow subsidiary of Real Estate Venture Capital Partners LLP. Loan interest of £575,271 (2017: £Nil) was charged during the year. Repayments of £2,556,000 (2017: £Nil) were received. At the year end the mezzanine loan balance was £Nil (2017: £Nil).

During the year Revcap Estates 7 Limited was advanced a loan of £33,333 (2017: £3,118,497) from Sparrowhawk Properties Tomahawk Limited and £66,667 (2017: £6,236,993) from Sparrowhawk Lending 802 S.a.r.l. Both companies are subsidiaries of Sparrowhawk Capital Partners IV LP, which is a joint venture of Revcap (SH IV) Limited, a fellow subsidiary of the company. During the year profit participating interest of £1,986,611 (2017: £159,453) and loan interest of £175,367 (2017: £34,175) was charged on these loans respectively. At the year end the outstanding loan balance was £2,124,420 (2017: £3,277,949) and £Nil (2017: £6,271,169) respectively.

9 Parent company

The immediate parent is Revcap Estates Limited and the ultimate parent is Real Estate Venture Capital Partners LLP. This limited liability partnership is registered in England and Wales. Real Estate Venture Capital Partners LLP prepares group financial statements and copies can be obtained from Companies House.