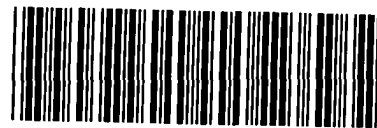


Company Number: 05754096

**FAIRHOLD HOLDINGS NO. 3 (APPTS) LIMITED**  
**ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 MARCH 2018**

THURSDAY



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COMPANIES HOUSE

**FAIRHOLD HOLDINGS NO. 3 (APPTS) LIMITED (Company number: 05754096)**

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**FAIRHOLD HOLDINGS NO. 3 (APPTS) LIMITED (Company number: 05754096)**

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**REPORT OF THE DIRECTORS**

The Directors present their report and the audited financial statements for the year ended 31 March 2018.

**INCORPORATION**

Fairhold Holdings No. 3 (Appts) Limited (the "Company") was incorporated in the United Kingdom under the laws of England and Wales on 23 March 2006.

**ACTIVITIES**

The principal activity of the Company is property investment.

**RESULTS AND DIVIDENDS**

The results for the year are shown on page 6. The Directors do not recommend the payment of a dividend for the year (2017: £nil).

**DIRECTORS**

The Directors who held office during the year and up to the date of approval of the financial statements were:

J.C Bingham  
C.S Bidel  
C.M Warnes

**REGISTERED OFFICE**

Asticus Building, 2nd Floor  
21 Palmer Street  
London SW1H OAD

**COMPANY SECRETARY**

The Secretary of the Company during the year and subsequently was Sanne Group Secretaries (UK) Limited.

**INDEPENDENT AUDITORS**

Deloitte Ireland LLP, Chartered Accountants and Statutory Audit Firm, have expressed their willingness to continue in office.

**DIRECTORS' CONFIRMATION**

Each of the Directors who was a Director at the time when this report is approved confirms that:

- So far as each Director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- Each Director has taken all the steps that ought to have been taken as a Director, including making appropriate enquiries of fellow Directors and the Company's auditors for that purpose, in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

**REPORT OF THE DIRECTORS - (CONTINUED)**

**STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS**

The Directors are responsible for preparing the Report of the Directors and the financial statements in accordance with applicable law and regulations.

The Directors are required to prepare financial statements for each financial year under the Companies Act 2006. As permitted by that law, the Directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards as endorsed for use in the European Union ("IFRSs"). The financial statements are required to give a true and fair view of the state of affairs of the Company and the profit or loss of the Company for that year.

International Accounting Standard 1 requires that financial statements present fairly for each financial year the Company's financial position, financial performance and cash flows. This requires the faithful representation of the effects of transactions, other events and conditions in accordance with the definitions and recognition criteria for assets, liabilities, income and expenses set out in the International Accounting Standards Board's 'Framework for the preparation and presentation of financial statements'. In virtually all circumstances, a fair presentation will be achieved by compliance with all applicable IFRSs.

However, Directors are also required to:

- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the Company's ability to continue as a going concern.

The Directors are also responsible for keeping proper accounting records that are sufficient to show and explain its 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.

The Directors confirm they have complied with the above requirements throughout the year and subsequently.

**Financial risk management**

The Directors have considered the financial risk factors and mitigations identified and disclosed in note 3 of the financial statements.

**BY ORDER OF THE BOARD**



**Christopher Michael Warnes**

**Director**

Date:

20/11/2018

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF FAIRHOLD HOLDINGS NO.3 (APPTS) LIMITED

### Report on the audit of the financial statements

#### Opinion

In our opinion the financial statements of Fairhold Holdings No.3 (Appts) Limited (the 'company'):

- give a true and fair view of the state of the company's affairs as at 31 March 2018 and of its loss for the year then ended;
- have been properly prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the Statement of Profit or Loss and Other Comprehensive Income;
- the Statement of Financial Position;
- the Statement of Changes in Equity;
- the Statement of Cash Flows; and
- the related notes 1 to 16.

The financial reporting framework that has been applied in their preparation is applicable law and IFRSs as adopted by the European Union.

#### 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 Financial Reporting Council's (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 are required by ISAs (UK) to report in respect of the following matters where:

- the directors' use of the going concern basis of accounting in 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.

We have nothing to report in respect of these matters.

#### Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report and audited financial statements, 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 respect of these matters.

*Continued on next page/*

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF FAIRHOLD HOLDINGS NO.3 (APPTS) 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 FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

### Report on other legal and regulatory requirements

#### 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.

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 any material misstatements in the directors' report.

#### Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters 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.

We have nothing to report in respect of these matters.

#### 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.



Michael Hartwell  
For and on behalf of Deloitte Ireland LLP  
Statutory Auditor  
Dublin, Ireland

Date: 12/12/2018

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**FAIRHOLD HOLDINGS NO. 3 (APPTS) LIMITED (Company number: 05754096)**

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**STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME****FOR THE YEAR ENDED 31 MARCH 2018****(EXPRESSED IN BRITISH POUNDS)**

		<u>1 Apr 2017</u> <u>to</u> <u>31 Mar 2018</u> £'000	<u>1 Apr 2016</u> <u>to</u> <u>31 Mar 2017</u> £'000
	Notes		
<b>INCOME</b>			
Turnover	2	2,182	2,264
Gain on revaluation of investment properties	5	643	6,468
Gain on disposal of investment properties		-	1
		<hr/>	<hr/>
<b>NET INCOME</b>		2,825	8,733
		<hr/>	<hr/>
<b>EXPENSES</b>			
Administrative expenses		(597)	(654)
Audit fees		(4)	75
Loss on disposal of investment properties		(1)	-
		<hr/>	<hr/>
<b>TOTAL EXPENSES</b>		(602)	(579)
		<hr/>	<hr/>
<b>OPERATING PROFIT</b>		2,223	8,154
<b>FINANCE (COSTS) / INCOME</b>			
Interest income		3	4
Interest expense	7	(2,876)	(2,800)
		<hr/>	<hr/>
<b>TOTAL FINANCE COSTS</b>		(2,873)	(2,796)
		<hr/>	<hr/>
<b>(LOSS) / PROFIT BEFORE TAX</b>		(650)	5,358
Corporation tax expense	9	-	-
		<hr/>	<hr/>
<b>TOTAL (LOSS) / PROFIT FOR THE YEAR</b>		(650)	5,358
		<hr/>	<hr/>

*(The notes on pages 10 to 22 form part of these audited financial statements)*

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**FAIRHOLD HOLDINGS NO. 3 (APPTS) LIMITED (Company number: 05754096)**

**STATEMENT OF FINANCIAL POSITION**

**AS AT 31 MARCH 2018**

**(EXPRESSED IN BRITISH POUNDS)**

	Notes	<u>31 Mar 2018</u> £'000	<u>31 Mar 2017</u> £'000
<b>ASSETS</b>			
<b>Non-current assets</b>			
Investment in subsidiaries	4	1,029	1,029
Investment properties	5	71,018	70,398
		<u>72,047</u>	<u>71,427</u>
<b>Current assets</b>			
Receivables	6	186	171
Cash and cash equivalents		494	427
		<u>680</u>	<u>598</u>
<b>TOTAL ASSETS</b>		<u>72,727</u>	<u>72,025</u>
<b>LIABILITIES AND EQUITY</b>			
<b>Current liabilities</b>			
Payables	7	30,316	28,322
<b>Non-current liabilities</b>			
Loans payable	8	23,632	24,274
<b>TOTAL LIABILITIES</b>		<u>53,948</u>	<u>52,596</u>
<b>Equity</b>			
Share capital	10	30	30
Share premium	10	2,608	2,608
Retained earnings		16,141	16,791
<b>TOTAL EQUITY</b>		<u>18,779</u>	<u>19,429</u>
<b>TOTAL LIABILITIES AND EQUITY</b>		<u>72,727</u>	<u>72,025</u>

The financial statements were approved and authorised for issue by the Board of Directors on the day of 2018 and were signed on its behalf by:



**Christopher Michael Warnes**  
Director

20/11/2018

*(The notes on pages 10 to 22 form part of these audited financial statements)*



**FAIRHOLD HOLDINGS NO. 3 (APPTS) LIMITED (Company number: 05754096)**

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**STATEMENT OF CHANGES IN EQUITY**

**FOR THE YEAR ENDED 31 MARCH 2018**

**(EXPRESSED IN BRITISH POUNDS)**

	<b>Share capital £'000</b>	<b>Share premium £'000</b>	<b>Retained earnings £'000</b>	<b>Total £'000</b>
<b>Balance at 1 April 2016</b>	30	2,608	11,433	14,071
Total profit for the year	-	-	5,358	5,358
<b>Balance at 31 March 2017</b>	30	2,608	16,791	19,429
Total loss for the year	-	-	(650)	(650)
<b>Balance at 31 March 2018</b>	30	2,608	16,141	18,779

*(The notes on pages 10 to 22 form part of these audited financial statements)*

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**FAIRHOLD HOLDINGS NO. 3 (APPTS) LIMITED (Company number: 05754096)**

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**STATEMENT OF CASHFLOWS****FOR THE YEAR ENDED 31 MARCH 2018****(EXPRESSED IN BRITISH POUNDS)**

	<b><u>1 Apr 2017</u> <u>to</u> <u>31 Mar 2018</u> £'000</b>	<b><u>1 Apr 2016</u> <u>to</u> <u>31 Mar 2017</u> £'000</b>
<b>Cash flows from operating activities</b>		
Total (loss) / profit for the year	(650)	5,358
Adjustments for:		
Interest income	(3)	(4)
Interest expense	2,876	2,800
Unrealised gain on disposal of investment properties	(643)	(6,468)
Realised loss / (gain) on disposal of investment properties	1	(1)
Changes in working capital:		
(Increase) / decrease in receivables	(15)	54
Decrease in payables	(32)	(53)
Net cash generated from operating activities	<u>1,534</u>	<u>1,686</u>
<b>Cash flows from investing activities</b>		
Proceeds from disposal of investment properties	22	17
Interest received	3	4
Net cash generated from investing activities	<u>25</u>	<u>21</u>
<b>Cash flows from financing activities</b>		
Net repayment of borrowings	(240)	-
Interest paid	(1,252)	(1,774)
Net cash used in financing activities	<u>(1,492)</u>	<u>(1,774)</u>
Net increase / (decrease) in cash and cash equivalents	67	(67)
Cash and cash equivalents at the beginning of the year	<u>427</u>	<u>494</u>
Cash and cash equivalents at the end of the year	<u><u>494</u></u>	<u><u>427</u></u>

*(The notes on pages 10 to 22 form part of these audited financial statements)*

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## **FAIRHOLD HOLDINGS NO. 3 (APPTS) LIMITED (Company number: 05754096)**

### **NOTES TO THE FINANCIAL STATEMENTS**

#### **FOR THE YEAR ENDED 31 MARCH 2018**

##### **1. GENERAL INFORMATION**

Fairhold Holdings No. 3 (Appts) Limited (the "Company") was incorporated in the United Kingdom under the laws of England and Wales on 23 March 2006.

The principal activity of the Company is property investment.

##### **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all years presented, unless otherwise stated.

###### **Basis of preparation**

The Company has prepared these financial statements which comply with International Financial Reporting Standards as endorsed for use in the European Union ("IFRSs") together with the comparative year data as at, and for the year ended 31 March 2017, as described in the summary of significant accounting policies.

The significant accounting policies are set out below:

###### **Consolidated financial statements**

The financial statements of the subsidiaries have not been consolidated with the Company's financial statements as the Company itself is a wholly-owned subsidiary of Boardwalk Finance DAC, incorporated in Ireland. Boardwalk Finance DAC prepares consolidated financial statements, which include the Company, which are publicly available.

###### **Investment in subsidiaries**

Investments in subsidiaries are stated at cost, less any impairment in recoverable value.

###### **New Accounting Standards, amendments to existing Accounting Standards and / or interpretations of existing Accounting Standards (separately or together, "New Accounting Requirements") adopted during the current year**

The Directors have assessed the impact, or potential impact, of all New Accounting Requirements. In the opinion of the Directors, there are no mandatory New Accounting Requirements applicable in the current year that had any material effect on the reported performance, financial position, or disclosures of the Company. Consequently, no mandatory New Accounting Requirements are listed. The Company has not early adopted any New Accounting Requirements.

###### **Non-mandatory New Accounting Requirements not yet adopted**

The following applicable New Accounting Requirements have been issued. However, these New Accounting Requirements are not yet mandatory and have not yet been adopted by the Company. All other non-mandatory New Accounting Requirements are either not yet permitted to be adopted, or would have no material effect on the reported performance, financial position, or disclosures of the Company and consequently have neither been adopted, nor listed.

**NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)**

**FOR THE YEAR ENDED 31 MARCH 2018**

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - (CONTINUED)**

**Non-mandatory New Accounting Requirements not yet adopted - (continued)**

**IFRS 9, "Financial Instruments" (Replacement of IAS 39 - "Financial Instruments: Recognition and Measurement") – effective date 1 January 2018**

IFRS 9 addresses the recognition, classification and measurement of financial assets and financial liabilities and replaces most of the guidance in IAS 39.

IFRS 9 requires financial assets to be classified into the following measurement categories: (i) those measured at fair value through profit or loss; (ii) those measured at fair value through other comprehensive income; and, (iii) those measured at amortised cost. The determination is made at initial recognition. Unless the option to designate a financial asset as measured at fair value through profit or loss is applicable, the classification depends on the entity's business model for managing its financial instruments and the contractual cash flow characteristics of the instrument.

IFRS 9 also replaces the "incurred loss" model in IAS 39 with an "expected credit loss" model for the measurement of impairment loss. The new model applies to financial assets that are not measured at fair value through profit or loss.

For financial liabilities, the standard retains most of the IAS 39 requirements. The main change is that, in cases where the fair value option is taken for financial liabilities, the part of a fair value change due to an entity's own credit risk is recorded in other comprehensive income rather than the income statement, unless this creates an accounting mismatch.

The mandatory effective date for application of IFRS 9 is for accounting periods beginning on or after 1 January 2018, but early adoption is permitted at any time. The Company intends to adopt IFRS 9 no later than the mandatory effective date. In the Directors' opinion, the adoption of IFRS 9 will have no material impact on the recognition, measurement or disclosures relating to its financial instruments. It is further noted that the primary assets held by the Company comprise investment property, which is not a financial instrument and thus not impacted by IFRS 9 becoming effective.

**IFRS 15, "Revenue from Contracts with Customers" – effective for accounting periods commencing on or after 1 January 2018 (early adoption is permitted)**

IFRS 15 is a new standard that introduces the following requirements:

- A five-step model is applied to determine when to recognise revenue, and at what amount.
- Revenue is recognised when (or as) a company transfers control of goods or services to a customer at the amount to which the company expects to be entitled.
- Depending on whether certain criteria are met, revenue is recognised either over time, in a manner that best reflects the company's performance, or at a point in time, when control of the goods or services is transferred to the customer.

The majority of the Company's revenue from customers is through ground rent payments. This is recognised on an accruals basis, with a deferred income provision created for ground rent payments received but not accrued, so that such payments are not recognised as revenue until actually accrued. Other sources of income, is either outside the scope of IFRS 15, or else is not material. In the Directors' opinion, the adoption of IFRS 15 will not require any significant changes to the Company's revenue recognition model, and will not have a material impact.

**NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)**

**FOR THE YEAR ENDED 31 MARCH 2018**

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - (CONTINUED)**

**Non-mandatory New Accounting Requirements not yet adopted - (continued)**

**IFRS 16, "Leases" – effective for accounting periods commencing on or after 1 January 2019 (early adoption is permitted if IFRS 15, "Revenue from Contracts with Customers" has also been applied)**

IFRS 16 is a new standard that will require companies to bring most leases on-balance sheet from 2019. The accounting treatment of leases by lessees will change fundamentally. IFRS 16 eliminates the current dual accounting model for lessees, which distinguishes between on-balance sheet finance leases and off-balance sheet operating leases. Instead, there is a single, on-balance sheet accounting model that is similar to current finance lease accounting. Lessor accounting remains similar to current practice (i.e. lessors continue to classify leases as finance and operating leases). For lessees, the lease becomes an on-balance sheet liability that attracts interest, together with a new asset on the other side of the balance sheet. In other words, lessees will appear to become more asset-rich but also more heavily indebted. The impacts are not limited to the balance sheet. There are also changes in accounting over the life of the lease. In particular, companies will now recognise a front-loaded pattern of expense for most leases, even when they pay constant annual rentals.

Upon adoption, it is anticipated that IFRS 16 will not have a material impact on the recognition, measurement or disclosures within the financial statements.

**Going concern**

As at 31 March 2018 the Directors believe that the Company has adequate resources to continue in operational existence. This conclusion has been reached based on reviews conducted in relation to the future performance and cash flow forecasts for the foreseeable future. Accordingly, the Directors deem the going concern basis to be appropriate in preparing these financial statements.

The Company has received a letter of support from its immediate parent company confirming that the intercompany loan as disclosed in note 7 will not be demanded to the extent that the demand would jeopardise the ability of the Company to meet its liabilities as they fall due.

**Income and cash flow statements**

The Company presents its Statement of Profit or Loss and Other Comprehensive Income by nature of expense.

The Company reports cash flows using the indirect method.

The acquisitions of investment in subsidiaries are disclosed as cash flows from investing activities because this most appropriately reflects the Company's business activities.

During the year, there was an update in the IAS 7 accounting policy in order to separately disclose the interest received and interest paid as cash flows from investing activities and financing activities, respectively, because these most appropriately reflect the Company's business activities. As such the prior year cashflow statement has been restated.

**NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)**

**FOR THE YEAR ENDED 31 MARCH 2018**

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - (CONTINUED)**

**Investment property**

Investment property comprises of property that is not occupied by the Company and is held to earn rental income, or for capital appreciation, or both. The Directors have elected to adopt the "fair value model" as defined under IAS 40 (Investment Property). Property held under a lease is classified as investment property when the definition of an investment property is met.

Investment property is measured initially at cost including transaction costs. Transaction costs include transfer taxes, professional fees for legal services and initial leasing commissions to bring the property to the condition necessary for it to be capable of operating. The carrying amount also includes the cost of replacing part of an existing investment property at the time that cost is incurred if the recognition criteria are met. Subsequent expenditure is charged to an investment property's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the expenditure can be reliably measured. All other repairs and maintenance costs are charged to the Statement of Profit or Loss and Other Comprehensive Income during the financial year in which they are incurred.

Subsequent to initial recognition, investment property is stated at fair value. The investment property held relates to reversionary interests in freehold land and have been valued based upon a discounted cash flow model. Gains or losses arising from changes in the fair values are included in the Statement of Profit or Loss and Other Comprehensive Income in the year in which they arise.

**Cash and cash equivalents**

For the purposes of these financial statements, cash comprises of cash on hand and demand deposits while cash equivalents are short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to insignificant changes in value.

**Receivables**

Receivables are recognised initially at fair value and are subsequently measured at amortised cost using the effective interest method, less any provision for impairment. Given the nature of the receivables, however, and the short time involved between their origination and settlement, their amortised cost is the same as their fair value at the date of origination.

**Payables**

Payables are recognised initially at fair value and are subsequently measured at amortised cost using the effective interest method. Given the nature of the payables, however, and the short time involved between their origination and settlement, their amortised cost is the same as their fair value at the date of origination.

The effective interest rate method is a method of calculating the amortised costs of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of a financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

**NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)**

**FOR THE YEAR ENDED 31 MARCH 2018**

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - (CONTINUED)**

**Loans receivable and payable**

Loans receivable and payable are recognised initially at fair value net of attributable transaction costs. Subsequent to initial recognition, loans are stated at amortised cost using the effective interest rate method.

**Foreign currencies**

**Functional and presentation currency**

Items included in the financial statements are measured using the currency of the primary economic environment in which the Company operates; its functional currency. As all investments held by the Company and financing received by the Company are in British Pounds (GBP), this is considered to be the functional currency of the Company.

Monetary assets and liabilities are translated into GBP at the rate of exchange ruling at the Statement of Financial Position date. Foreign exchange gains or losses resulting from settlement of such transactions and from the translation at the year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised by the Company in the Statement of Profit or Loss and Other Comprehensive Income.

The financial statements of the Company are presented in GBP.

**Critical accounting estimates and judgements in applying accounting policies**

Estimates and judgements are continually evaluated and are based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. No critical accounting judgements have been made in the preparation of these financial statements.

The investment property is valued using a discounted cash flow model. Periodic valuations are undertaken by the Directors, and in assessing the periodic valuation, the methodology is to estimate future cash flows discounted to their present value over an estimated useful economic life, using pre-tax discount rates that reflect the current market assessment of the time value of money and the risks specific to the asset. By necessity a valuation requires subjective judgements that, even if logical and appropriate, may differ from those made by a purchaser, or another party undertaking a valuation. With respect to the methodology adopted judgements and estimates were used primarily in estimating an appropriate discount rate.

The investment property assets held relate to reversionary interests in freehold land. As such, these assets are in substance like financial investments as they generate income in the form of annual ground rents and other ancillary income streams.

The Company's investment properties were stated without adjustment at the value calculated by the discounted cash flow methodology. The Directors are satisfied that this is the best available estimate of the fair value of the Company's investment properties as at 31 March 2018 and 2017.

**Turnover**

Turnover represents the value of ground rental income receivable for the year on an accruals basis. Turnover arises solely within the United Kingdom.

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**FAIRHOLD HOLDINGS NO. 3 (APPTS) LIMITED (Company number: 05754096)**

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**NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)****FOR THE YEAR ENDED 31 MARCH 2018****3. FINANCIAL RISK FACTORS**

The Directors carry out the risk management function in respect of financial risks within the Company. Financial risks are risks arising from financial instruments to which the Company is exposed during or at the end of the reporting year. Financial risk comprises of market risk (including interest rate risk, currency risk and other price risk), credit risk and liquidity risk. The primary objectives of the financial risk management function are to establish risk limits, and then ensure that exposure to risks stays within these limits.

The Company's financial assets and financial liabilities comprises of cash and cash equivalents, trade and other receivables, trade payables and borrowings that arise directly from its operations.

The main risks arising from the Company's financial instruments are credit risk, liquidity risk and market risk. The Directors review and agree policies for managing its risk exposure. These policies are described below and have remained unchanged for the year under review.

**a) Credit risk**

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company was previously exposed to credit risk through its investment in the subsidiary, as in the event of default by an occupational tenant the Company would suffer a rental income shortfall. The Directors believe that the Company does not have a concentration of credit risk as the investment property portfolio comprises of 9,669 units (2017: 9,694 units) let to different tenants.

Cash and cash equivalents of the Company are held with Coutts and RBS. The Company is not exposed to any significant credit risk arising from cash held with the counterparties. As at the year end, the Fitch's credit ratings for the banks were as follows:

	<b>31 Mar 2018</b>	<b>31 Mar 2017</b>
<b>Bank</b>	<b>Rating</b>	<b>Rating</b>
Coutts	Not rated	Not rated
RBS	BBB+	BBB+

The Company's maximum exposure to credit risk by class of financial asset is as follows:

	<b>31 Mar 2018</b>	<b>31 Mar 2017</b>
	<b>£'000</b>	<b>£'000</b>
Trade and other receivables	186	171
Cash and cash equivalents	494	427
	<b>680</b>	<b>598</b>

The fair value of cash and cash equivalents and trade and other receivables at 31 March 2018 and 2017 approximates the carrying value. Further details regarding trade and other receivables can be found in note 6. Cash risk is mitigated as cash and cash equivalents are held with reputable institutions. Trade and other receivables are fully recoverable.

Ground rents receivable by the Company provide long term, stable rated income and failure to pay can lead to forfeiture of the tenants' long term lease and a windfall gain to the freeholder. The Company has policies in place to monitor the credit quality of receivables on an ongoing basis.



**NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)**

**FOR THE YEAR ENDED 31 MARCH 2018**

**3. FINANCIAL RISK FACTORS - (CONTINUED)**

**b) Liquidity risk**

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities.

The Company's liquidity position is reviewed on a semi-annual basis by the Directors.

The Company's investments comprise of only of investment property assets that relate to reversionary interests in freehold land. Property and property related assets are inherently difficult to value due to the individual nature of each property. As a result, valuations are subject to substantial uncertainty. There is no assurance that the estimates resulting from the valuation process would reflect the actual sales price even where such sales occur shortly after the valuation date.

The table below summarises the Company's exposure to liquidity risk:

	<b><u>31 Mar 2018</u></b> <b>£'000</b>	<b><u>31 Mar 2017</u></b> <b>£'000</b>
<b>Financial assets - due within one year</b>		
Trade and other receivables	186	171
Cash and cash equivalents	494	427
	<u>680</u>	<u>598</u>
<b>Financial liabilities - due within one year</b>		
Trade and other payables and loans due on demand	<u>29,477</u>	<u>27,491</u>

The Company has the benefit of confirmation from its parent company that the loan payable will not be demanded for repayment to the extent that the demand would jeopardise the ability of the Company to meet its liabilities as they fall due.

	<b><u>31 Mar 2018</u></b> <b>£'000</b>	<b><u>31 Mar 2017</u></b> <b>£'000</b>
<b>Financial liabilities - due after more than one year</b>		
Loans payable	<u>23,632</u>	<u>24,274</u>

**c) Foreign exchange risk**

The Company has no significant exposure to foreign currency risk as at 31 March 2018 and 2017.

**d) Price risk**

The Company is indirectly exposed to property rental risk. Further details regarding the valuation of investment property are provided in note 2 accounting policies under the heading "Investment property" and note 5.

The Company is not exposed to price risk with respect to financial instruments as it does not hold any marketable financial instruments.

**FAIRHOLD HOLDINGS NO. 3 (APPTS) LIMITED (Company number: 05754096)**

**NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)**

**FOR THE YEAR ENDED 31 MARCH 2018**

**3. FINANCIAL RISK FACTORS - (CONTINUED)**

**e) Cash flow and fair value interest rate risk**

The Company has no significant interest-bearing assets.

The Company has entered into fixed rate loans payable to its parent company, with interest payable at a rate of 6.5% and 4.7% per annum (as detailed in notes 7 and 8 respectively). The Company is exposed to cash flow risk to the extent that the rental income received from tenants is not sufficient to meet the loan interest and amortisation payment obligations. The shareholder loan payable to the parent company is repayable on demand (as detailed in note 7), however the Company has received confirmation that repayment will not be demanded to the extent that the demand would jeopardise the ability of the Company to meet its liabilities as they fall due. Accordingly the Directors believe that the cash flow risk is being managed.

Trade and other receivables and payables are interest-free and have settlement dates within one year.

**f) Sensitivity analysis**

IFRS 7 requires disclosure of 'sensitivity analysis' for each type of market risk to which the entity is exposed to at the reporting date, showing how profit or loss and equity would have been affected by changing the relevant risk variables that were reasonably possible at that date. See note 5 for sensitivity analysis on investment properties.

The Company does not have significant variable exposure to interest rate, price or foreign exchange risk and therefore no sensitivity analysis for these risks has been disclosed.

**4. INVESTMENT IN SUBSIDIARIES**

	<b>31 Mar 2018</b>	<b>31 Mar 2017</b>
	<b>£</b>	<b>£</b>
Cost at the start and end of the year	1,028,938	1,028,938

During a prior period the subsidiaries became dormant and accordingly the carrying value of the investment in subsidiaries was written down to the net asset value of each company.

The Company holds 100% of the share capital of the following entities, all companies established in England and Wales, all of which are currently in liquidation:

<b>Name</b>	<b>Nature of business</b>	<b>Class of share</b>	<b>31 Mar 2018</b>	<b>31 Mar 2017</b>
			<b>£</b>	<b>£</b>
Avonbraid Limited	Dormant	Ordinary shares	1	1
RQ Blocks E and F Limited	Dormant	Ordinary shares	1	1
Fabrevan Limited	Dormant	Ordinary shares	336,833	336,833
House Freeholds Limited	Dormant	Ordinary shares	2	2
Canary South (Ground Rents) Limited	Dormant	Ordinary shares	691,999	691,999
Freehold Properties 28 Limited	Dormant	Ordinary shares	1	1
Freehold Properties 30 Limited	Dormant	Ordinary shares	1	1
Mays Investment Properties Ltd	Dormant	Ordinary shares	100	100
Cost at the end of the year			1,028,938	1,028,938

**FAIRHOLD HOLDINGS NO. 3 (APPTS) LIMITED (Company number: 05754096)****NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)****FOR THE YEAR ENDED 31 MARCH 2018****4. INVESTMENT IN SUBSIDIARIES - (CONTINUED)**

The registered office address of the subsidiaries is Hill House, 1 Little New Street, London, EC4A 3TR.

**5. INVESTMENT PROPERTIES**

	<b>31 Mar 2018</b>	<b>31 Mar 2017</b>
	<b>£'000</b>	<b>£'000</b>
<b>Freehold land</b>		
Cost at the start of the year	63,938	63,946
Disposals during the year	(9)	(8)
Cost at the end of the year	63,929	63,938
Unrealised gain on the revaluation of investments at the start of the year	6,460	-
Adjustment of revaluation on disposals	(14)	(8)
Unrealised revaluation gain during the year	643	6,468
Unrealised gain on the revaluation of investments at the end of the year	7,089	6,460
Fair value	71,018	70,398

The Company's investment property comprises 9,669 units (2017: 9,694 units) and was revalued on 31 March 2018 to £71,018,125 (2017: £70,397,579). The investment property held comprises a portfolio of reversionary interests in freehold land. At 31 March 2018 and 2017 the fair value has been estimated with reference to a valuation based upon a discounted cash flow model.

**Fair value**

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

Details of the Company's investment properties and information about the fair value hierarchy as at 31 March 2018 and 2017 are as follows:

<b>31 March 2018</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
<b>Assets</b>	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>
Residential units located in the UK	-	-	71,018

**FAIRHOLD HOLDINGS NO. 3 (APPTS) LIMITED (Company number: 05754096)****NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)****FOR THE YEAR ENDED 31 MARCH 2018****5. INVESTMENT PROPERTIES - (CONTINUED)****Fair value - (continued)**

<b>31 March 2017</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
<b><u>Assets</u></b>	<b><u>£'000</u></b>	<b><u>£'000</u></b>	<b><u>£'000</u></b>
Residential units located in the UK	-	-	70,398

There were no transfers between the hierarchy levels during the year. A reconciliation of the level 3 positions is provided in the Freehold land table above.

The most significant unobservable input relates to the discount rates used. The discount rate is estimated to reflect current market assessment of the time value of future cash flows and the risks specific to the asset.

The following sensitivity analysis has been performed by management, with all other things being equal:

An increase in the discount rate of 0.05% would result in a reduction in the portfolio valuation by £1,079,265 (2017: £1,087,063).

A decrease in the discount rate of 0.05% would result in an increase in the portfolio valuation by £1,108,034 (2017: £1,116,452).

**6. RECEIVABLES**

<b>Due within one year</b>	<b><u>31 Mar 2018</u></b>	<b><u>31 Mar 2017</u></b>
	<b><u>£'000</u></b>	<b><u>£'000</u></b>
Trade receivables	175	161
Prepayments and accrued income	11	10
	<u>186</u>	<u>171</u>

**7. PAYABLES**

<b>Due within one year</b>	<b><u>31 Mar 2018</u></b>	<b><u>31 Mar 2017</u></b>
	<b><u>£'000</u></b>	<b><u>£'000</u></b>
Amounts due to parent - shareholder loan	27,900	26,277
Amounts due to parent - senior loan	402	-
Amounts owed to subsidiary undertakings	1,074	1,074
Accruals and deferred income	940	971
	<u>30,316</u>	<u>28,322</u>

**FAIRHOLD HOLDINGS NO. 3 (APPTS) LIMITED (Company number: 05754096)**

**NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)**

**FOR THE YEAR ENDED 31 MARCH 2018**

**7. PAYABLES - (CONTINUED)**

On 14 October 2014 the Company entered into a Shareholder Loan Agreement with Boardwalk Finance DAC, its immediate parent company, for an amount up to £25,249,514 in order to refinance its previously owned Junior Loan. The loan bore interest at a rate of 0% and was repayable on demand. The terms of the Shareholder Loan were amended by an Amended and Restated Shareholder Loan Agreement on 8 June 2015. Interest is payable semi-annually on 25 March and 25 September at a rate of 6.5% per annum. The loan is repayable on such dates as agreed between Boardwalk Finance DAC and the Company. The amount outstanding at year end was £27,900,039 (2017: £26,276,868).

In the event that the Company cannot fully pay Shareholder Loan interest due, thus the Amended and Restated Shareholder Loan Agreement allows for these amounts to be capitalised. This resulted in an increase of the loan balance by £1,623,171 during the year (2017: £1,027,354).

On 10 October 2014 the Company entered into a Senior Loan Agreement with Boardwalk Finance DAC as detailed in note 8. The Company makes amortisation repayments semi-annually on the Interest Payment Dates in accordance with an Amortisation Schedule. Amortisation payments due in the next 12 months amount to £402,378 (2017: £nil) and the total loan outstanding balance at the year end amounted to £24,034,822 (2017: £24,274,334).

Interest expense on the above loans amounting to £2,875,789 (2017: £2,800,488) has been recognised in the statement of profit or loss and other comprehensive income.

**8. LOANS PAYABLE**

	<b><u>31 Mar 2018</u></b>	<b><u>31 Mar 2017</u></b>
	<b>£'000</b>	<b>£'000</b>
Amounts due to parent - senior loan	23,632	24,274

On 10 October 2014 the Company entered into a Senior Loan Agreement with Boardwalk Finance DAC. The Company drewdown the amount of £24,274,334, being the maximum facility amount. Interest is payable semi-annually on 25 March and 25 September at a rate of 4.7% per annum until 25 March 2020, with stepped increases every five years thereafter until 2030. The Company makes amortisation repayments in accordance with the dates set out in the Amortisation Schedule. The balance of this loan payable after 12 months amounted to £23,632,444 (2017: £24,274,334) and the outstanding balance at the year end amounted to £24,034,822 (2017: £24,274,334).

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**FAIRHOLD HOLDINGS NO. 3 (APPTS) LIMITED (Company number: 05754096)**

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**NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)****FOR THE YEAR ENDED 31 MARCH 2018****9. TAXATION**

The Company is a resident company assessed to income tax in the UK on UK rental income. The charge to UK corporation tax on ordinary activities for the year was £nil (2017: £nil).

	<u>31 Mar 2018</u>	<u>31 Mar 2017</u>
	<u>£'000</u>	<u>£'000</u>
Factors affecting the tax charge		
(Loss) / profit on ordinary activities before tax	(650)	5,358
Expected tax charge of 19% (2017: 20%)	-	1,072
Effect of:		
Gains, losses, allowances and net income adjustments for tax purposes	-	(722)
Chargeable gains adjustment	-	2
Tax relief brought forward	-	(352)
Current tax charge	-	-

**10. SHARE CAPITAL**

	<u>31 Mar 2018</u>	<u>31 Mar 2017</u>
	<u>£</u>	<u>£</u>
AUTHORISED, ISSUED AND PAID:		
3,000,000 ordinary shares of £0.01 each	30,000	30,000
2 class A debt release shares of £1 each	2	2
2 class B debt release shares of £1 each	2	2
	<u>30,004</u>	<u>30,004</u>

On 23 September 2014, the ordinary A and ordinary B shares were reclassified as ordinary shares of £0.01 each, resulting in a total issued ordinary share capital of 3,000,000 ordinary shares of £0.01 each.

On 23 September 2014, the Company also authorised the allotment of class A and class B debt release shares of £1 each, up to an aggregate nominal amount of £2 for each class which were issued and paid during a prior period at a total premium of £2,607,656.

**11. RELATED PARTY DISCLOSURES**

J.C Bingham and C.M Warnes are directors of the Company as well as directors of wholly owned subsidiaries of Sanne Fiduciary Services Limited ("SFSL") and hold a financial interest in Sanne Group PLC, an entity listed on the London Stock Exchange which is the beneficial owner of SFSL. C.S Bidel is a director of the Company and holds a financial interest in Sanne Group PLC. SFSL provides administrative services to the Company at commercial rates. Administration fees of £62,789 (2017: £127,217) were payable to SFSL in respect of the year ended 31 March 2018, of which £1,286 (2017: £nil) was outstanding at year end. Other inter-group transactions are detailed in notes 4, 7 and 8.

There were no fees due to the Directors during the prior or current year.

**NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)**

**FOR THE YEAR ENDED 31 MARCH 2018**

**12. DEFERRED TAXATION**

Management has determined that there were no deferred tax assets or liabilities as at 31 March 2018 (2017: £nil).

**13. CONTROLLING PARTY**

The Company's immediate parent company and ultimate controlling party is Boardwalk Finance DAC, which is incorporated in Ireland. The Company's results have been consolidated into the consolidated financial statements of Boardwalk Finance DAC.

**14. EVENTS DURING THE YEAR**

**Government Consultation Paper**

In July 2017 the Government issued a consultation paper entitled "Tackling unfair practices in the leasehold market". The Government is seeking views on a number of proposals which include prohibiting the sale of new build leasehold houses and restricting ground rents on new leases to a 'peppercorn' rate. The Government noted in its paper that it welcomed the action being taken by Taylor Wimpey and encouraged other house builders to follow suit. The consultation period ran to 19 September 2017. Whilst it is not possible to forecast potential changes which might arise, or the timings of any changes, it seems prudent to expect that there will be requirements and/or parameters in relation to new ground rent leases at some point in the future. The consultation paper did not propose changes to existing leases, other than posing questions with regard to onerous leases and how best to support tenants currently contracted to onerous terms. The Company's Property Manager responded to the Government's consultation and will keep the Company informed throughout the process. The Directors will continue to monitor the outcome of the consultation.

**15. SUBSEQUENT EVENTS**

There were no subsequent events requiring adjustment or disclosure at the date of approval of these audited financial statements.

**16. APPROVAL OF FINANCIAL STATEMENTS**

These financial statements were approved by the Board of Directors on *20 November* 2018.