
P1 BARS PROPCO 2 LIMITED

UNAUDITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2018

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P1 BARS PROPCO 2 LIMITED

COMPANY INFORMATION

Directors	N M Leslau S L Gumm T J Evans
Company secretary	S L Gumm
Registered number	5947895
Registered office	Cavendish House 18 Cavendish Square London W1G 0PJ

P1 BARS PROPCO 2 LIMITED

CONTENTS

	Page
Directors' report	1
Directors' responsibilities statement	2
Profit and loss account	3
Balance sheet	4
Notes to the financial statements	5 - 8

P1 BARS PROPCO 2 LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 MARCH 2018**

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

Business review

The Company has not traded during the current or preceeding financial year and accordingly no profit and loss account is presented. The Company made neither a profit or loss nor had any other recognised gain or loss. The directors anticipate that the Company will be wound up in due course.

The Company holds 50% of the units in P1 Bars Jersey Unit Trust, which in turn holds a 99.8% beneficial interest in P1 Bars Property LP ("the Partnership"), being its only investment. The Partnership owned a portfolio of bars and clubs all of which were let to a single tenant. Following difficult trading conditions the tenant was unable to meet its rental liabilities which in turn led to a default by the Partnership, in 2009, under the terms of the Partnership's bank loans.

As a result of the tenant failure, the Partnership is unable to service its debt. The Partnership entered into a standstill agreement with its lender to enable its continued operation and the subsequent sale of the property portfolio. All of the properties were sold in 2010 with the net proceeds from the sale applied in part repayment of the bank loans. The bank loans financing the Partnership are non recourse loans and the lender has expressed no intention to demand repayment of those loans.

Directors

The directors who served during the year were:

N M Leslau
S L Gumm
T J Evans

Small companies note

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

This report was approved by the board on 12 December 2018 and signed on its behalf.



S L Gumm
Director

P1 BARS PROPCO 2 LIMITED

**DIRECTORS' RESPONSIBILITIES STATEMENT
FOR THE YEAR ENDED 31 MARCH 2018**

The directors are responsible for preparing the directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies for the Company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and to 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.

P1 BARS PROPCO 2 LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 MARCH 2018**

The Company has not traded during the year or the preceding financial year. During these periods, the Company received no income and incurred no expenditure and therefore made neither profit or loss.

P1 BARS PROPCO 2 LIMITED
REGISTERED NUMBER: 5947895

BALANCE SHEET
AS AT 31 MARCH 2018

	Note	2018 £	2017 £
Fixed assets			
Investments	4	1	1
		<u>1</u>	<u>1</u>
Current assets			
Debtors		8	8
		<u>8</u>	<u>8</u>
Total assets less current liabilities		9	9
Creditors: amounts falling due after more than one year	6	(3,322,653)	(3,322,653)
Net liabilities		<u>(3,322,644)</u>	<u>(3,322,644)</u>
Capital and reserves			
Called up share capital	7	10	10
Profit and loss account		(3,322,654)	(3,322,654)
		<u>(3,322,644)</u>	<u>(3,322,644)</u>

For the year ended 31 March 2018 the Company was entitled to exemption from audit under section 480 of the Companies Act 2006.

Members have not required the Company to obtain an audit for the year in question in accordance with section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

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

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 12 December 2018.


S.L. Gumm
 Director

The notes on pages 5 to 8 form part of these financial statements.

P1 BARS PROPCO 2 LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

1. General information

The Company is incorporated in England and the registered office is Cavendish House, 18 Cavendish Square, London, W1G 0PJ.

2. Accounting policies

2.1 Basis of preparation of financial statements

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

2.2 Going concern

The financial statements have been prepared on a going concern basis, which assumes that the company will continue to meet its liabilities when they fall due, for the foreseeable future. As at the date of approval of the financial statements, the Company is in possession of confirmations from the fellow group undertakings and shareholders with which the Company has credit balances that they will not seek repayment unless and until the Company is capable of making such repayment.

2.3 Fixed asset investments

Investments held as fixed assets are shown at cost less any provision for impairment.

2.4 Tax

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

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

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

P1 BARS PROPCO 2 LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2018**

3. Tax

	2018	2017
	£	£
Total current tax	<u>-</u>	<u>-</u>

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2017 - *lower than*) the standard rate of corporation tax in the UK of 19% (2017 - 20%). The differences are explained below:

	2018	2017
	£	£
Profit on ordinary activities before tax	<u>-</u>	<u>-</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2017 - 20%)	-	-
Effects of:		
Allocation of loss of jointly controlled undertaking	(1,119)	(1,780)
Movement in tax losses	1,119	1,780
Total tax charge for the year	<u>-</u>	<u>-</u>

Factors that may affect future tax charges

As at 31 March 2018 the Company had unprovided tax losses of £6,810,280 (2017 - £6,804,393).

P1 BARS PROPCO 2 LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2018**

4. Fixed asset investments

	Investments £
Valuation	
At 1 April 2017	1
	<hr/>
At 31 March 2018	1
	<hr/>
Net book value	
At 31 March 2018	1
	<hr/> <hr/>
At 31 March 2017	1
	<hr/> <hr/>

The Company holds 50% of the units in P1 Bars Jersey Unit Trust, which in turn holds a 99.8% beneficial interest in P1 Bars Property LP, being its only investment. The historic cost of the investment is £3,410,000 (2017 - £3,410,000).

5. Debtors

	2018 £	2017 £
Amounts owed by group undertakings	8	8
	<hr/> <hr/>	<hr/> <hr/>

Amounts owed by group undertakings are unsecured, interest free and repayable on demand.

6. Creditors: Amounts falling due after more than one year

	2018 £	2017 £
Amounts owed to a shareholder	588,428	588,428
Amounts owed to group undertakings	2,734,225	2,734,225
	<hr/>	<hr/>
	3,322,653	3,322,653
	<hr/> <hr/>	<hr/> <hr/>

Amounts owed to group undertakings are repayable on demand and comprise unsecured, interest free loans of £2,353,721 (2017 - £2,353,721) from the immediate parent undertaking and unsecured loans of £380,507 (2017 - £380,507) from a fellow group undertaking. The latter were interest bearing until 31 March 2011 and include accrued interest of £41,148 (2017 - £41,148).

The amounts owed to a shareholder are unsecured, interest free and repayable on demand.

P1 BARS PROPCO 2 LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2018**

7. Share capital

	2018 £	2017 £
Shares classified as equity		
Allotted, called up and fully paid		
8 ordinary shares of £1 each	8	8
2 special ordinary shares of £1 each	2	2
	<hr/> 10	<hr/> 10
	<hr/> <hr/>	<hr/> <hr/>

The special ordinary shares and the ordinary shares rank pari passu in all respects except that the special ordinary shares carry no voting rights.

8. Controlling party

The controlling interests of Prestbury 1 LP in the shares of the Company are legally owned by Prestbury 1 Nominee Limited and beneficially owned by Prestbury 1 LP, whose general partner is Prestbury General Partner LP. The ultimate parent entity of Prestbury General Partner LP is Prestbury Investments LLP. At 31 March 2018 N M Leslau was the controlling party of Prestbury Investments LLP in respect of the business undertaken by the Company. Copies of the consolidated financial statements of Prestbury 1 LP are available from the Company Secretary, Cavendish House, 18 Cavendish Square, London W1G 0PJ.