

**DIRECTOR'S REPORT AND
AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015
FOR
BCT CONDUIT LIMITED**

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BCT CONDUIT LIMITED
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FOR THE YEAR ENDED 31 MARCH 2015

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BCT CONDUIT LIMITED
COMPANY INFORMATION
FOR THE YEAR ENDED 31 MARCH 2015

DIRECTOR:	A R Hill
COMPANY SECRETARY:	Linnells Secretarial Services Limited
REGISTERED OFFICE:	Seacourt Tower West Way Oxford Oxfordshire OX2 0FB
REGISTERED NUMBER:	06382870 (England and Wales)
INDEPENDENT AUDITORS:	PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors 7 More London Riverside London SE1 2RT

BCT CONDUIT LIMITED
STRATEGIC REPORT
FOR THE YEAR ENDED 31 MARCH 2015

The director presents his strategic report of British Credit Trust Conduit Limited (the Company) for the year ended 31 March 2015.

REVIEW OF BUSINESS

The Company no longer owns any agreements or intends issuing any new agreements. Pending the discharge of responsibilities to manage the bank accounts associated with the loan agreements, the director plans to liquidate the Company. Liquidation is not expected to occur until after December 2015.

RESULTS AND DIVIDENDS

The Company's result for the financial year was £nil (2014: profit £56). There was an interim dividend paid in the year ended 31 March 2015 of £2,951 (2014: £nil).

OUTLOOK

In two separate transactions dated 29th August 2013 and 25th February 2014 the Company sold all the remaining residual outstanding HP contracts and loan agreements.

FINANCIAL RISK MANAGEMENT

The Company faces no significant financial risks.

REGISTERED NUMBER: 06382870 (England and Wales)

BCT CONDUIT LIMITED
DIRECTOR'S REPORT
FOR THE YEAR ENDED 31 MARCH 2015

The director presents the annual report with the audited financial statements of the BCT Conduit Limited ("the Company") for the year ended 31 March 2015.

PRINCIPAL ACTIVITIES

The principal activity of the Company in the year was the provision of Hire purchase ("HP") motor finance to UK consumers.

DIRECTORS

The directors holding office during the year and to the date of approval of these financial statements are as follows:-

A R Hill

POLITICAL AND CHARITABLE CONTRIBUTIONS

The Company made no political or charitable contributions during the year (2014: none).

PRINCIPAL RISKS AND UNCERTAINTIES

None.

GOING CONCERN

As explained in note 1 to the financial statements, the director does not believe the going concern basis to be appropriate and these financial statements have not been prepared on that basis, rather they have been prepared on a break up basis.

STATEMENT OF DIRECTOR'S RESPONSIBILITIES

The director is responsible for preparing the Director's Report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether UK applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The director is 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. He is 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.

REGISTERED NUMBER: 06382870 (England and Wales)

**BCT CONDUIT LIMITED
DIRECTOR'S REPORT
FOR THE YEAR ENDED 31 MARCH 2015**

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the director is aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the Company's auditors are unaware, and the director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

INDEPENDENT AUDITORS

The auditors, PricewaterhouseCoopers LLP, will not be proposed for re-appointment at the forthcoming annual general meeting, because the intention is to close down the Company in December 2015.

ON BEHALF OF THE BOARD:



.....
A R Hill
Director

Date: 11 November 2015

REGISTERED NUMBER: 06382870 (England and Wales)

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
BCT CONDUIT LIMITED**

REPORT ON THE FINANCIAL STATEMENTS

OUR OPINION

In our opinion, BCT Conduit Limited financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 31 March 2015 and of its performance 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.

EMPHASIS OF MATTER - BASIS OF PREPARATION

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 1 to the financial statements concerning the basis of accounting. Accordingly, the going concern basis of accounting is no longer appropriate and the financial statements have been prepared on a basis other than going concern as described in note 1 to the financial statements. No adjustments were necessary in these financial statements to reduce assets to their realisable values, to provide for liabilities arising from the decision or to reclassify fixed assets and long-term liabilities as current assets and liabilities.

WHAT WE HAVE AUDITED

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

- the balance sheet as at 31 March 2015;
- the profit and loss account for the year then ended;
- the cash flow statement for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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

OPINION ON OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion the information given in the Strategic Report and Director's Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

OTHER MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Director's Remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of director's remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS AND THE AUDIT

Our responsibilities and those of the director

As explained more fully in the Director's Responsibilities Statement set out on page 3, the director is responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) ("ISA's (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

WHAT AN AUDIT OF FINANCIAL STATEMENTS INVOLVES

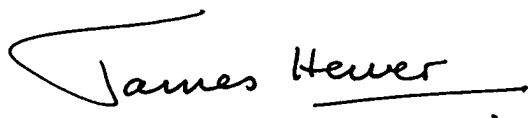
We conducted our audit in accordance with ISA's (UK and Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the director; and
- the overall presentation of the financial statements.

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

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

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



James Hewer (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London

11 November 2015

BCT CONDUIT LIMITED
PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 MARCH 2015

	Note	2015 £	2014 £
TURNOVER		-	1,864,555
Cost of sales		-	(1,492,095)
GROSS RESULT/PROFIT		-	372,460
Administrative expenses		-	(372,387)
OPERATING RESULT/PROFIT	3	-	73
Interest receivable and similar income	4	-	-
RESULT/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		-	73
Tax on result/profit on ordinary activities	5	-	(17)
RESULT/PROFIT FOR THE FINANCIAL YEAR	10	-	56

TOTAL RECOGNISED GAINS AND LOSSES

The Company has no recognised gains or losses other than those included in the results above, and therefore no separate statement of recognised gains and losses has been presented.

There is no material difference between the result/profit on ordinary activities and the result/profit for the financial year stated above and their historical costs equivalents.

REGISTERED NUMBER: 06382870 (England and Wales)

The notes on pages 10 to 16 form part of these financial statements

BCT CONDUIT LIMITED**BALANCE SHEET
AS AT 31 MARCH 2015**

	Note	2015 £	2014 £
CURRENT ASSETS			
Debtors	6	1	3,055
Cash at bank and in hand		-	11,491
		1	14,546
CREDITORS			
Amounts falling due within one year	7	-	11,594
NET CURRENT ASSETS		1	2,952
TOTAL ASSETS LESS CURRENT LIABILITIES		1	2,952
CAPITAL AND RESERVES			
Called up share capital	9	1	1
Profit and loss account	10	-	2,951
TOTAL SHAREHOLDERS' FUNDS	11	1	2,952

The financial statements on pages 7 to 16 were approved by the Director on 11 November 2015 and were signed on his behalf by:

.....
A R Hill
Director

REGISTERED NUMBER: 06382870 (England and Wales)

The notes on pages 10 to 16 form part of these financial statements

BCT CONDUIT LIMITED
CASH FLOW STATEMENT
FOR THE YEAR ENDED 31 MARCH 2015

	Note	2015	2014
		£	£
Net cash outflow from operating activities	1	(11,491)	(791,940)
Returns on investments and servicing of finance	2	-	-
		<u>(11,491)</u>	<u>(791,940)</u>
Financing	2	-	-
Decrease in cash in the financial year		<u><u>(11,491)</u></u>	<u><u>(791,940)</u></u>

Reconciliation from cash flow to movement in net debt

		2015	2014
		£	£
Decrease in cash in the year	3	(11,491)	(791,940)
Cash outflow from			
Decrease in debt		<u>-</u>	<u>-</u>
Change in net debt resulting from cash flows		<u>(11,491)</u>	<u>(791,940)</u>
Movement in net debt in the year		<u>(11,491)</u>	<u>(791,940)</u>
Net debt at 1 April		<u>11,491</u>	<u>803,431</u>
Net debt at 31 March		<u><u>-</u></u>	<u><u>11,491</u></u>

The notes on pages 10 to 16 form part of these financial statements

BCT CONDUIT LIMITED

**NOTES TO THE CASH FLOW STATEMENT
FOR THE YEAR ENDED 31 MARCH 2015**

1. RECONCILIATION OF OPERATING RESULT/PROFIT TO NET CASH (OUTFLOW)/INFLOW FROM OPERATING ACTIVITIES

	2015 £	2014 £
Operating result/profit	-	73
Decrease in debtors	3,054	-
Decrease in hire purchase contracts	-	3,847,941
Movement on borrowings	-	-
Movement in amounts owed (from)/to group/related undertakings	-	(4,592,036)
Decrease in creditors	(11,594)	(47,918)
Dividend paid	(2,951)	-
Net cash outflow from operating activities	<u><u>(11,491)</u></u>	<u><u>(791,940)</u></u>

2. ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT

	2015 £	2014 £
Returns on investments and servicing of finance		
Interest received	-	-
Net cash inflow for returns on investments and servicing of finance	-	-
Net cash outflow from financing	-	-

3. ANALYSIS OF CHANGES IN NET DEBT

	At 1.4.14 £	Cash flow £	At 31.3.15 £
Net cash:			
Cash at bank	<u>11,491</u>	<u>(11,491)</u>	-
	<u>11,491</u>	<u>(11,491)</u>	-
Debt:			
Debts falling due within one year	-	-	-
	-	-	-
Total	<u><u>11,491</u></u>	<u><u>(11,491)</u></u>	<u><u>-</u></u>

BCT CONDUIT LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

1. ACCOUNTING POLICIES

Basis of preparing the financial statements

These financial statements have been prepared in accordance with the applicable accounting standards in the United Kingdom, the Statement of Recommended Accounting Practice (Accounting issues in the asset finance and leasing industry) and the Companies Act 2006. A summary of the more important accounting policies, which have been applied consistently unless otherwise stated, is set out below.

Basis of accounting

The financial statements are prepared under the historical cost convention.

Going concern basis of preparation

For the reasons explained below, the financial statements have not been prepared on a going concern basis rather they have been prepared on a break up basis. Under that basis assets have been stated at their realisable values and additional liabilities arising from the change in basis have been provided where necessary. Long term liabilities have been reclassified as current assets and liabilities. No adjustments were necessary in these financial statements to reduce assets to their realisable values, to provide for liabilities arising from the decision or to reclassify fixed assets and long-term liabilities as current assets and liabilities.

On 25 February 2014, the Company sold the remaining residual outstanding HP contracts and loan agreements. The Company will continue to manage the bank accounts associated with the loan agreements on behalf of the purchaser for the foreseeable future, however it no longer owns any agreements or intends issuing any new agreements. Pending the discharge of responsibilities to manage the bank accounts associated with the loan agreements, the director plans to liquidate the Company. Liquidation is not expected to occur until after May 2015.

Recognition of income

The Company held the beneficial interest in a portfolio of instalment finance loans. The charges made to customers for instalment finance are calculated on a basis to reflect a consistent rate of return on the outstanding balance over the life of the consumer loan on an actuarial basis. The Company recognises its income when it is reasonably likely that the amount will be recovered, which is consistent with the cash receipts from the waterfall.

Turnover and cost of sales

The Company's turnover wholly arises in the United Kingdom and mainly from its interest in a portfolio of instalment finance loans. In the opinion of the directors, the turnover of the Company is most appropriately represented by interest, commission and fee income received, which are exempt from Value Added Tax. Similarly, cost of sales is comprised of interest, commissions, fees paid and deferred consideration, calculated in accordance with the loan facility agreement. This represents an adaptation of the profit and loss account format contained in Schedule 1 to SI 2008/410 due to the special nature of the Company's business.

Dividends

An interim dividend of £2,951 was paid in the year ended 31 March 2015.

BCT CONDUIT LIMITED

**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 MARCH 2015**

1. ACCOUNTING POLICIES - continued

Impairment and provisions

The Company assesses at each balance sheet date whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred if, and only if, there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated. Objective evidence that a financial asset or group of assets is impaired includes observable data that comes to the attention of the Company about the following loss events:

- a) significant financial difficulty of the borrower;
- b) a breach of contract, such as a default or delinquency in interest or principal payments;
- c) the Company granting to the borrower, for economic or legal reasons relating to the borrower's financial difficulty, a concession that the lender would not otherwise consider
- d) it becoming probable that the borrower will enter bankruptcy or other financial reorganisation;
- e) observable data indicating that there is a measurable decrease in the estimated future cash flows from a group of financial assets since the initial recognition of those assets, although the decrease cannot yet be identified with the individual financial assets in the Company, including adverse changes in the payment status of borrowers in the group.

The Company measures the amount of impairment loss by estimating and applying probabilities of default and loss given default to delinquent loans based on observable historical experience, adjusted appropriately if conditions prevailing at the balance sheet date necessitate.

The Company does not maintain general provisions for its loan assets. The specific provisions which are made during the year, less amounts released and recoveries of bad debts previously written off, are charged against operating profit and are deducted from hire purchase receivables.

Related Parties

The definition of related parties includes parent company and ultimate parent company, their subsidiaries and associated companies. Transactions and balances with related parties have been disclosed in Notes 3, 6 and 7.

2. STAFF COSTS

There were no staff costs for the year ended 31 March 2015 (2014: none). The Company had no employees during the year (2014: none).

BCT CONDUIT LIMITED

**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 MARCH 2015**

3. OPERATING RESULT/PROFIT

The operating result/profit is stated after charging/(crediting):

	2015 £	2014 £
Auditors remuneration: audit services in relation to the statutory audit of the Company's financial statements	-	-
Interest expense included in cost of sales paid to a third party	-	-
Deferred consideration payable to companies in the CFAC group	-	1,473,625
Profit on disposal	-	(1,131,285)
	<u> </u>	<u> </u>

The fees payable to the Company's auditors for the audit of the Company's financial statements amounted to £2,500 (2014: £2,250) and were paid on behalf of the Company by its parent company British Credit Trust Holdings Limited, without recharge.

Director's emoluments were nil for the year ended 31 March 2015 (2014: Nil). The director does not receive emoluments from the Company in respect of his services to this company

4. INTEREST RECEIVABLE AND SIMILAR INCOME

	2015 £	2014 £
Deposit account interest	<u> </u>	<u> </u>

5. TAX ON RESULT/PROFIT ON ORDINARY ACTIVITIES

Analysis of the tax charge

The tax charge on the result/profit on ordinary activities for the year was as follows:

	2015 £	2014 £
Current tax:		
UK Corporation tax:		
Current year	<u> </u>	<u> 17</u>
Tax on result/profit on ordinary activities	<u> </u>	<u> 17</u>

UK corporation tax has been charged at 21% (2014 - 23%).

Factors affecting the tax charge

The tax assessed for the year is the same (2014: same) as the standard rate of corporation tax in the UK.

	2015 £	2014 £
Result/profit on ordinary activities before taxation	<u> </u>	<u> 73</u>
Result/profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 21% (2014 - 23%)	<u> </u>	<u> 17</u>
Current tax charge	<u> </u>	<u> 17</u>

BCT CONDUIT LIMITED

**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 MARCH 2015**

6. DEBTORS

	2015 £	2014 £
Amounts falling due within one year:		
Amounts receivable in respect of hire purchase contracts	-	-
Other debtors	<u>1</u>	<u>3,055</u>
	<u>1</u>	<u>3,055</u>
 Amounts falling due after more than one year:		
Amounts receivable in respect of hire purchase contracts	<u>-</u>	<u>-</u>
	<u>-</u>	<u>-</u>
 Aggregate amounts	<u>1</u>	<u>3,055</u>

7. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2015 £	2014 £
Borrowings (see note 8)	-	-
Amounts owed to group undertakings	-	-
Corporation Tax	-	103
Accruals and deferred income	<u>-</u>	<u>11,491</u>
	<u>-</u>	<u>11,594</u>

Amounts owed to group undertakings are interest free and repayable on demand.

8. LOANS

An analysis of the maturity of loans is given below:

	2015 £	2014 £
Amounts falling due within one year or on demand:		
Senior Lending Facility	<u>-</u>	<u>-</u>

The borrowings were fully repaid in March 2012.

BCT CONDUIT LIMITED

**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 MARCH 2015**

9. CALLED UP SHARE CAPITAL

Authorised:				
Number:	Class:	Nominal value:	2015	2014
		£1	£	£
1000 (2014:1000)	Ordinary		<u>1,000</u>	<u>1,000</u>

Allotted, issued and fully paid:				
Number:	Class:	Nominal value:	2015	2014
		£1	£	£
1 (2014: 1)	Ordinary		<u>1</u>	<u>1</u>

10. PROFIT AND LOSS ACCOUNT

	£
At 1 April 2014	2,951
Dividend paid	(2,951)
Result/profit for the financial year	<u>-</u>
At 31 March 2015	<u>-</u>

11. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2015	2014
	£	£
Result/profit for the financial year	-	56
Dividend paid	<u>(2,951)</u>	<u>-</u>
Net addition/deficit to shareholders' funds	(2,951)	56
Opening shareholders' funds	<u>2,952</u>	<u>2,896</u>
Closing shareholders' funds	<u>1</u>	<u>2,952</u>

BCT CONDUIT LIMITED

**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 MARCH 2015**

12. PARENT UNDERTAKING AND CONTROLLING PARTY

All of the shares in the company were acquired by British Credit Trust Holdings Limited in a transaction dated 20th February 2014.

The parent undertaking of the smallest and largest group that presents consolidated financial statements including the results of the Company is Consumer Finance Acquisitions Co. Limited, a company registered in England.

Following a transaction which closed on 30 September 2011, the entire issued share capital of Consumer Finance Acquisitions Co. Limited was acquired by Seven Mile Capital Partners Founders Fund, LP, a limited partnership established in Delaware.

13. RELATED PARTIES

The Company has taken advantage of the exemption under paragraph 3(c) from the provisions of FRS8, 'Related Party Disclosures', on the grounds that it is a wholly owned subsidiary of a group headed by Consumer Finance Acquisitions Co. Limited.