

Registered number
06440068

TPE No.2 Limited
Annual report and financial statements
for the year ended
30 September 2012

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TPE No.2 Limited

Annual report and financial statements for the year ended 30 September 2012

Contents

	Page
Company information	1
Directors' report	2-3
Statement of directors' responsibilities	4
Independent auditors' report	5
Profit and loss account	6
Balance sheet	7
Notes to the financial statements	8-11

TPE No.2 Limited**Company information for the year ended 30 September 2012****Directors**

Mr R J Livingstone

Mr R N Luck

Company secretary

Mr R N Luck

Independent auditors

PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

1 Embankment Place

London

WC2N 6RH

Registered office

Quadrant House, Floor 6

4 Thomas More Square

London

E1W 1YW

Registered number

06440068

TPE No.2 Limited

Directors' report for the year ended 30 September 2012

The directors present their annual report and the audited financial statements of the company for the year ended 30 September 2012

Principal activities

The company acts as an investment company. The company has made a loss for the year due to the impairment in the value of its investments, reflecting current market conditions, but the directors are satisfied with the future prospects of the company.

Principal risks and uncertainties

The key business risks and uncertainties affecting the company are considered to relate to the fact that the company operates within a highly competitive market place. The directors of the group have reviewed the group's exposure to credit risk, liquidity risk and cashflow risk. These risks and uncertainties are discussed in the company's ultimate parent's group annual report which does not form part of this report.

Key performance indicators

TPE No 2 Limited is managed by the directors in accordance with the strategies of its ultimate parent company, Loopsign Limited. For this reason, the directors believe that further key performance indicators for the company are not necessary or appropriate for an understanding of the development, performance or position of the business. These strategies and key performance indicators are discussed in the company's ultimate parent's group annual report which does not form part of this report.

Results and dividends

The results for the financial year are set out in the profit and loss account on page 6. The directors do not recommend the payment of a dividend (2011: £nil).

Directors

The following persons served as directors during the year and up to date of signing the financial statements:

Mr R J Livingstone
Mr R N Luck

Going concern

The directors believe that preparing the financial statements on the going concern basis is appropriate due to the continued financial support of London & Regional Group Investments Limited. The directors have received confirmation that London & Regional Group Investments Limited intend to support the company for at least one year after these financial statements are signed.

Qualifying third party indemnity provisions

The company maintains liability insurance for its directors and officer. Following shareholder approval, the company has also provided an indemnity for its directors and the company secretary, which is a qualifying third party indemnity provision for the purposes of the Companies Act 2006.

TPE No.2 Limited

Directors' report for the year ended 30 September 2012 (continued)

Disclosure of information to auditors

Each person who was a director at the time this report was approved confirms that

- so far as they are aware, there is no relevant audit information of which the company's auditor is unaware, and
- they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information

Independent auditors

In the absence of a notice proposing that their appointment be terminated, PricewaterhouseCoopers LLP, are deemed to have been re-appointed as auditors for the next year

By order of the board



Mr R N Luck

Company secretary

28 June 2013

TPE No 2 Limited

Statement of Directors' Responsibilities for the year ended 30 September 2012

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 prepared 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 year. 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 applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,

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.

By order of the board



Mr R N Luck

Company secretary

28 June 2013

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TPE NO.2 LIMITED

We have audited the financial statements of TPE No 2 Limited for the year ended 30 September 2012 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. 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).

Respective responsibilities of directors and auditors

As explained more fully in the statement of directors' responsibilities as set out on page 4, the directors are 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). 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.

Scope of the audit of the financial statements

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 directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the directors' report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on the financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 30 September 2012 and of its loss for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice,
- have been prepared in accordance with the requirements of the Companies Act 2006


Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

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



Suzanne Woolfson (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London

28 June 2013

TPE No.2 Limited
Profit and loss account
for the year ended 30 September 2012

	Note	2012	2011
		£	£
Operating profit before exceptional items	2	-	-
Exceptional items			
Loss on provision for diminution in value of investment	3	(48,262,540)	(2,803,353)
Loss on ordinary activities before taxation		<u>(48,262,540)</u>	<u>(2,803,353)</u>
Tax on loss on ordinary activities	5	-	-
Loss for the financial year		<u>(48,262,540)</u>	<u>(2,803,353)</u>

All amounts relate to continuing operations

The company has no recognised gains and 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 loss on ordinary activities before taxation and the loss for the year stated above and their historical costs equivalents

TPE No.2 Limited
Balance sheet
as at 30 September 2012

Registered number
06440068

	Note	2012	2011
		£	£
Fixed assets			
Investments	6	26,141,835	74,404,375
Current assets			
Debtors	7	1	1
Creditors: amounts falling due within one year	8	(103,000,000)	(103,000,000)
Net current liabilities		(102,999,999)	(102,999,999)
Total assets less current liabilities		(76,858,164)	(28,595,624)
Net liabilities		<u>(76,858,164)</u>	<u>(28,595,624)</u>
Capital and reserves			
Called up share capital	9	1	1
Profit and loss reserve	10	(76,858,165)	(28,595,625)
Total shareholder's deficit	11	<u>(76,858,164)</u>	<u>(28,595,624)</u>

These financial statements were approved by the Board of Directors on *28 June* 2013
and signed on its behalf by



Mr R N Luck
Director
28 June 2013

TPE No 2 Limited
Notes to the financial statements
for the year ended 30 September 2012

1 Accounting policies

Basis of preparation

These financial statements are prepared on the going concern basis, under the historical cost convention, and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The principal accounting policies, which have been applied consistently throughout the year, are set out below.

Going concern

The directors believe that preparing the financial statements on the going concern basis is appropriate due to the continued financial support of London & Regional Group Investments Limited. The directors have received confirmation that London & Regional Group Investments Limited intend to support the company for at least one year after these financial statements are signed.

Deferred taxation

Deferred tax is provided in respect of all timing differences that have originated, but not reversed, at the balance sheet date that give rise to an obligation to pay more or less tax in the future. Deferred tax is not recognised when fixed assets are revalued unless, by the balance sheet date, there is a binding agreement to sell the revalued assets and the gain or loss expected to arise on sale has been recognised in the financial statements.

Deferred tax is measured on a non-discounted basis. A deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Cash flow statement

The company has taken advantage of the exemption in the Financial Reporting Standards No 1 (Revised 1996) 'Cash flow statements' from including a cash flow statement in the financial statements on the grounds that the company is a wholly owned and its ultimate parent publishes a consolidated cash flow statement.

Fixed asset investments

Investments are recorded at cost plus incidental expenses less any provision for impairment. Impairment reviews are performed by the directors when there has been an indication of potential impairment or a change in circumstances which resulted in a previous impairment. Any impairment arising is charged to the profit and loss account for the year.

Exemption from consolidation

The financial statements contain information about TPE No 2 Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its intermediate parent, London & Regional Group Holdings Limited, a company incorporated in England and Wales.

TPE No 2 Limited
Notes to the financial statements
for the year ended 30 September 2012

2 Operating profit	2012	2011
	£	£
Operating profit is stated after charging		
Auditors' remuneration	<u>-</u>	<u>-</u>

Auditors' remuneration has been borne by London & Regional Properties Limited

3 Exceptional items	2012	2011
	£	£
Loss on provision for diminution in value of investment	<u>(48,262,540)</u>	<u>(2,803,353)</u>

4 Director's emoluments

The director did not receive any emoluments in respect of their services to the company (2011 £nil)
The company has no employees (2011 none) other than the director

The emoluments of the directors' are paid by a fellow subsidiary company which makes no recharge to the company Mr RJ Livingstone is a director of the ultimate parent company and a number of fellow subsidiary companies and Mr RN Luck is an employee of a fellow subsidiary The total emoluments of Mr RJ Livingstone are included in the aggregate of directors' emoluments included in the financial statements of the ultimate parent company The total emoluments of Mr RN Luck are included in the aggregate of employee wages and salaries included in the financial statements of the ultimate parent company

5 Tax on loss on ordinary activities

No tax has been provided for due to no taxable profits arising in the year

Factors affecting tax charge for the year

From 01 April 2012 the rate of corporation tax has reduced from 26% to 24%, giving a blended average rate for the year of 25%

The tax assessed for the year is different (2011 different) to the blended rate of corporation tax in the UK 25%, (2011 27%) The differences are explained below

	2012	2011
	£	£
Loss on ordinary activities before tax	<u>(48,262,540)</u>	<u>(2,803,353)</u>
	£	£
Loss on ordinary activities multiplied by the blended rate of corporation tax	(12,065,635)	(756,905)
Effects of		
Exceptional items not tax deductible	<u>12,065,635</u>	<u>756,905</u>
Current tax charge for the year	<u>-</u>	<u>-</u>

Factors that may affect future tax charges

Reductions to the UK corporation tax rate were announced in the March 2012 Budget The changes, which were enacted on 17 July 2012 reduce the rate by 1% per annum to 22% by 1 April 2014 These changes have no impact on these financial statements

TPE No 2 Limited
Notes to the financial statements
for the year ended 30 September 2012

6 Fixed asset investments

**Investments in
subsidiary
undertakings**

	£
Cost	
At 1 October 2011 and at 30 September 2012	<u>93,001,909</u>
Provision for impairment	
At 1 October 2011	18,597,534
Provision for diminution in value of investments	<u>48,262,540</u>
At 30 September 2012	<u>66,860,074</u>
Net Book Value	
At 30 September 2012	<u>26,141,835</u>
At 30 September 2011	<u>74,404,375</u>

The company holds 20% or more of the share capital of the following companies

Company	Country of registration or incorporation	Shares held Class	%
Servefix Limited	England and Wales	Ordinary	100
Lakevilla Limited	England and Wales	Ordinary	100

Both companies have a 4 015% holding in General Healthcare Nominee Partnership and General Healthcare Holding Partnership. The partnerships indirectly hold interests in a healthcare group.

The director believes that the current carrying value of the investments is supported by their underlying net assets and current valuation of the business.

7 Debtors

	2012 £	2011 £
Other debtors	<u>1</u>	<u>1</u>

Other debtors relates to unpaid share capital of £1 (2011: £1)

8 Creditors: amounts falling due within one year

	2012 £	2011 £
Amounts owed to group undertakings	<u>103,000,000</u>	<u>103,000,000</u>

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

TPE No 2 Limited
Notes to the financial statements
for the year ended 30 September 2012

9 Called up share capital

			2012 £	2011 £
Authorised				
1,000 ordinary shares of £1 each			1,000	1,000
	2012 Number	2011 Number	2012 £	2011 £
Allotted and fully paid				
Ordinary shares of £1 each	1	1	1	1

10 Profit and loss reserve

	£
At 1 October	(28,595,625)
Loss for the financial year	(48,262,540)
At 30 September	(76,858,165)

11 Reconciliation of movement in shareholder's deficit

	2012 £	2011 £
At 1 October	(28,595,624)	(25,792,271)
Loss for the financial year	(48,262,540)	(2,803,353)
At 30 September	(76,858,164)	(28,595,624)

12 Related party transactions

The company has taken advantage of the exemption under paragraph 3(c) from the provisions of FRS 8, 'Related Party Disclosures', on the grounds that it is wholly owned subsidiary of a group headed by Loopsign Limited, whose financial statements are publicly available

13 Parent undertaking

The immediate parent undertaking is Trafalgar Private Equity Limited, a company incorporated and registered in England and Wales

The ultimate parent undertaking is Loopsign Limited, a company incorporated in England and Wales

London & Regional Group Holdings Limited is the parent undertaking of the smallest group of undertakings to consolidate these financial statements as at 30 September 2012 Loopsign Limited is the parent undertaking of the largest group of undertakings to consolidate these financial statements at 30 September 2012 The consolidated financial statements of Loopsign Limited can be obtained from the company secretary at

Quadrant House, Floor 6
4 Thomas More Square
London
E1W 1YW

The ultimate controlling parties are I M Livingstone and R J Livingstone through their joint ownership of Loopsign Limited