

MOORE STEPHENS

Company No 06905581

**LONG HARBOUR LTD**  
**REPORT AND FINANCIAL STATEMENTS**  
**31 DECEMBER 2012**

WEDNESDAY



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COMPANIES HOUSE

**Long Harbour Ltd**

**Report and Financial Statements  
For the year ended 31 December 2012**

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**Long Harbour Ltd****Directors**

The Hon W W Astor  
J S Aumonier  
F J Sixt (appointed 17 February 2012)  
A R A Drummond (resigned 17 February 2012)

**Secretary and registered office**

Gravitas Company Secretarial Services Ltd  
One New Change, London EC4M 9AF

**Company number**

6905581

**Auditors**

Moore Stephens LLP  
150 Aldersgate Street, London EC1A 4AB

The directors present their report together with the audited financial statements for the year ended 31 December 2012

**Results and Dividends**

The results for the year are shown on page 4

The directors do not recommend the payment of a dividend for the year (2011 £nil)

**Principal Activities and Future Developments**

The company's principal activity is that of property finance and investment for long dated high credit investments for UK residential freehold properties and general property management, and acquiring funding and management of residential affordable housing

The directors expect to continue with the company's principal activity for the coming year

**Directors' Indemnity Arrangements**

As permitted by the Articles of Association, the directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial period and is currently in force.

**Directors' Confirmation**

Each of the directors who are a director at the time when the report is approved confirms that

- (a) so far as each director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- (b) each director has taken all the steps that ought to have been taken as a director, including making appropriate enquires of fellow directors and the company's auditors for that purpose, in order to be aware of any information needed by the company's auditors in connection with preparing their report and to establish that the company's auditors are aware of that information

This report has been prepared in accordance with the small companies regime of the Companies Act 2006

## Long Harbour Ltd

## Report of the Directors (Continued)

## Statement of Directors' Responsibilities

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

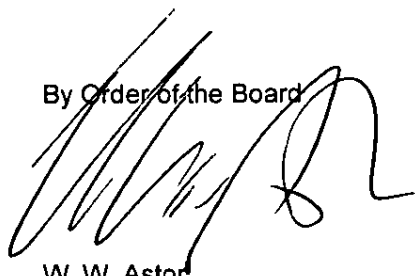
Company law requires the directors to prepare financial statements for each financial period. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 judgments and estimates that are reasonable and prudent, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

By Order of the Board



W W Astor  
Director

**Independent Auditors' Report to the Members of Long Harbour Ltd**

We have audited the financial statements of Long Harbour Ltd for the year ended 31st December 2012 which are set out on pages 4 to 12. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Generally Accepted Accounting Practice. The figures for the period ended 31 December 2011 are unaudited.

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.

**Respective responsibilities of directors and auditor**

As explained more fully in the Directors' Responsibilities Statement set out on page 2, 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 (APB's) Ethical Standards for Auditors.

**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 financial statements**

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2012 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

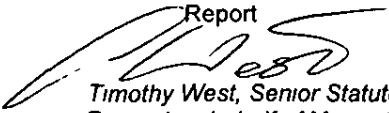
**Opinion on other matter prescribed by the Companies Act 2006**

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, or
- the directors were not entitled to take advantage of the small companies exemption in preparing the Directors' Report.

  
Timothy West, Senior Statutory Auditor  
For and on behalf of Moore Stephens LLP, Statutory Auditor  
150 Aldersgate Street  
London  
EC1A 4AB

20 March 2013

## Long Harbour Ltd

**Profit and Loss Account**  
**For the year ended 31 December 2012**

	<u>Note</u>	<u>Year ended</u> <u>31 December</u> <u>2012</u>  £	<u>Period from</u> <u>1 April 2011</u> <u>to 31 December</u> <u>2011</u> <u>(unaudited)</u> £
<b>Turnover</b>	2	1,680,650	365,203
Administrative expenses		<u>(1,530,636)</u>	<u>(264,134)</u>
<b>Operating profit</b>	3	150,014	101,069
Interest payable and similar charges		(4)	(1)
<b>Profit on ordinary activities before taxation</b>		<u>150,010</u>	<u>101,068</u>
Taxation	5	<u>(26,314)</u>	<u>(21,695)</u>
<b>Profit on ordinary activities after taxation</b>	11	<u>123,696</u>	<u>79,373</u>

All amounts relate to continuing activities

There are no other recognised gains or losses in the year

## Long Harbour Ltd

Balance Sheet  
at 31 December 2012

Company Number: 06905581

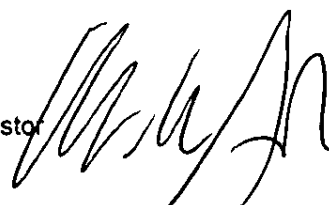
	<u>Note</u>	2012		2011 (unaudited)	
		£	£	£	£
<b>Fixed Assets</b>					
Tangible assets	6		77,004		7,904
Investments	7		<u>1,020</u>		<u>2</u>
			78,024		7,906
<b>Current Assets</b>					
Debtors	8	184,176		92,404	
Cash at bank		<u>102,902</u>		<u>105,549</u>	
		287,078		197,953	
<b>Creditors: amounts falling due within one year</b>	9	<u>(145,683)</u>		<u>(110,186)</u>	
<b>Net Current Assets</b>			<u>141,395</u>		<u>87,767</u>
<b>Total Assets less Current Liabilities</b>			<u>219,419</u>		<u>95,673</u>
<b>Capital and Reserves</b>					
Called up share capital	10		200		150
Profit and loss account	11		<u>219,219</u>		<u>95,523</u>
<b>Shareholders' Funds</b>	12		<u>219,419</u>		<u>95,673</u>

The financial statements were approved by the Board of Directors  
and authorised for issue on

13/3/2013

and signed on their behalf by

W W Astor



Director

## Long Harbour Ltd

**Cash Flow Statement**  
**For the year ended 31 December 2012**

	<u>Note</u>	Year ended 31 December 2012	Period from 1 April 2011 to 31 December 2011 (unaudited)
		£	£
<b>Net cash flow from operating activities</b>	13	104,594	91,827
<b>Returns on investments and servicing of finance</b>			
Interest paid		(4)	(1)
<b>Net cash outflow from returns on investment and servicing of finance</b>		(4)	(1)
<b>Capital expenditure and financial investment</b>			
Purchase of tangible assets		86,572	(5,801)
Purchase of investment		1,020	-
<b>Net cash outflow from capital expenditure and financial investment</b>		(87,592)	(5,801)
<b>Cash outflow before financing</b>		16,998	86,025
<b>Taxation</b>		(19,695)	(10,983)
<b>Financing</b>			
Issue of share capital		50	-
<b>Cash inflow from financing</b>		50	-
<b>(Decrease)/Increase in cash</b>		(2,647)	75,042
<b>Reconciliation of Net Cash Flow to Movement in Net Funds</b>			
<b>As at 1 January 2012</b>		105,549	30,507
<b>(Decrease)/Increase in cash</b>		(2,647)	75,042
<b>As at 31 December 2012</b>		102,902	105,549

## Long Harbour Ltd

## Financial Statements for the year ended 31 December 2012

## Notes

## 1 Accounting Policies

## (a) Basis of preparation

The financial statements have been prepared in accordance with applicable law and applicable accounting standards (United Kingdom Generally Accepted Accounting Practice)

## (b) Basis of consolidation

The company is exempt from preparing consolidated financial statements on the grounds that, taken together with its subsidiaries, it qualifies as a small sized group

## (c) Turnover

Turnover represents property management and advisory fees receivable for the period for services rendered in accordance with terms of the signed agreement, exclusive of Value Added Tax

## (d) Tangible fixed assets

Tangible fixed assets are stated at cost less depreciation. Depreciation on the computer and office equipment is provided at between 20% and 33% per annum on a straight line basis in order to write off each asset over its expected useful life

## (e) Deferred taxation

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation. Deferred tax is not provided on timing differences arising from the revaluation of fixed assets in the financial statements

A net deferred tax asset is recognized only if 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 assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse. Deferred tax assets and liabilities are not discounted

## (f) Operating lease agreements

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease

## 2 Turnover

	<u>Year ended</u> <u>31 December</u> <u>2012</u>	<u>Period from</u> <u>1 April 2011</u> <u>to 31 December</u> <u>2011</u> (unaudited)
	£	£
Management and advisory fees	1,480,650	285,203
Other fees	<u>200,000</u>	<u>80,000</u>
	<u>1,680,650</u>	<u>365,203</u>

Turnover is wholly attributable to the principal activity of the company and arises solely within the United Kingdom

## Long Harbour Ltd

## Financial Statements for the year ended 31 December 2012

## Notes (Continued)

## 3 Operating Profit

	<u>Year ended</u> <u>31 December</u> <u>2012</u>	<u>Period from</u> <u>1 April 2011</u> <u>to 31 December</u> <u>2011</u> (unaudited)
	£	£
<b>Operating profit is stated after charging .</b>		
Depreciation of owned fixed assets	17,472	1,936
Auditors remuneration – audit fees	8,000	-
- tax compliance fees	2,500	-
	<hr/>	<hr/>

## 4 Staff Costs

	<u>Year ended</u> <u>31 December</u> <u>2012</u>	<u>Period from</u> <u>1 April 2011</u> <u>to 31 December</u> <u>2011</u> (unaudited)
	£	£
Wages and salaries	1,022,728	152,247
Social security costs	131,378	15,453
	<hr/>	<hr/>
	1,154,106	167,700

The average number of persons employed by the company (including the directors) during the period, analysed by category, was as follows

	<u>Year ended</u> <u>31 December</u> <u>2012</u>	<u>Period from</u> <u>1 April 2011</u> <u>to 31 December</u> <u>2011</u> (unaudited)
	No	No
Management	3	3
Administration and operations	7	3
	<hr/>	<hr/>
	10	6

	<u>Year ended</u> <u>31 December</u> <u>2012</u>	<u>Period from</u> <u>1 April 2011</u> <u>to 31 December</u> <u>2011</u> (unaudited)
	£	£
Directors' emoluments	504,690	75,098
	<hr/>	<hr/>

No director received benefits under a money purchase pension scheme

Emoluments of the highest paid director in respect of qualifying services were £255,000 (2011 £26,250)

## Long Harbour Ltd

## Financial Statements for the year ended 31 December 2012

## Notes (Continued)

## 5 Taxation

	<u>Year ended</u> <u>31 December</u> <u>2012</u>  £	<u>Period from</u> <u>1 April 2011</u> <u>to 31 December</u> <u>2011</u> (unaudited) £
<b>(a) Current tax charge</b>		
UK Corporation tax charge (note 5 b)	28,315	21,695
Over provision in previous years	(2,001)	-
	<u>26,314</u>	<u>21,695</u>
<b>(a) Factors affecting the tax charge</b>		
Profit on ordinary activities before tax	<u>150,010</u>	<u>101,068</u>
Expected tax charge of 20% (2011 20%)	30,002	20,214
Effects of Capital allowances in excess of depreciation	(6,813)	(773)
Disallowable expenses	5,126	2,254
	<u>28,315</u>	<u>21,695</u>
Total tax charge (note 5 a)		

## 6 Tangible Assets

	<b>Computer and office equipment £</b>
Cost	
At 1 January 2012	11,029
Additions	<u>86,572</u>
At 31 December 2012	<u>97,601</u>
Depreciation	
At 1 January 2012	3,125
Charge for the year	<u>17,472</u>
At 31 December 2012	<u>20,597</u>
Net book value	
At 31 December 2012	<u>77,004</u>
At 31 December 2011	<u>7,904</u>

## Long Harbour Ltd

## Financial Statements for the year ended 31 December 2012

## Notes (Continued)

## 7 Investments

	<u>Investment</u> <u>in</u> <u>subsidiary</u> £
Cost and Net book value	
At 1 January 2012	2
Acquisition	1,020
Disposal	<u>(2)</u>
At 31 December 2012	<u>1,020</u>

On 12 January 2012, the company incorporated and acquired a wholly owned subsidiary, Atlantic Regeneration Property 1 General Partner Limited ("ARP1 GP"), for subscription of shares (1,020 ordinary shares of £1 each) ARP1 GP is the general partner of a new limited partnership, Atlantic Regeneration Property 1 Limited Partnership, whose principal activity is that of acquiring and managing property investments At 31 December 2012, the consolidated results for the period then ended, and net assets of ARP1 GP are £Nil and £1,000 respectively A charge exists over the company's shares in ARP1 GP The liability to pay is limited to an amount equal to the proceeds of sale of the acquired shares

On 2 October 2012, the company disposed of 2 non-redeemable voting shares designated as management shares with a par value of £1 each, in Abacus Land 1 (Holdco) Limited, a holding company, incorporated in Channel Islands (Jersey) No distribution was payable to the shareholder of management shares under the articles of association of Abacus Land 1 (Holdco) Limited

## 8 Debtors

Amounts falling due within one year

	<u>2012</u> £	<u>2011</u> (unaudited) £
Other debtors	101,914	63,445
Directors' loan account	-	23,785
Prepayments and accrued income	<u>82,262</u>	<u>5,174</u>
	<u>184,176</u>	<u>92,404</u>

Included in other debtors is £21,656 (2011 £ Nil) relating to a rental deposit which is due in more than one year

## 9 Creditors: amounts falling due within one year

	<u>2012</u> £	<u>2011</u> (unaudited) £
Trade creditors	24,379	44,974
Corporation tax	28,315	22,194
Other creditors	32,174	4,020
Other taxation and social security costs	5,328	33,062
Accruals and deferred income	<u>55,487</u>	<u>5,936</u>
	<u>145,683</u>	<u>110,186</u>

## Long Harbour Ltd

## Financial Statements for the year ended 31 December 2012

## Notes (Continued)

## 10 Share Capital

	<u>2012</u>	<u>2011</u> (unaudited)
	£	£
Allotted, issued and fully paid 200 (2011 150) ordinary shares of £1 each	200	150

On 17 February 2012, the company issued 50 ordinary shares of £1 each in the share capital of the company for cash at par

## 11 Profit and Loss Account

	<u>2012</u>	<u>2011</u> (unaudited)
	£	£
As at 1 January 2012	95,523	16,150
Profit for the year	123,696	79,373
	<u>219,219</u>	<u>95,523</u>
As at 31 December 2012		

## 12 Reconciliation of Movements in Shareholders' Funds

	<u>2012</u>	<u>2011</u> (unaudited)
	£	£
Opening shareholders' funds	95,673	16,300
Issue of share capital (see note 10)	50	-
Profit for the year	123,696	79,373
	<u>219,419</u>	<u>95,673</u>
Closing shareholders' funds		

## 13 Reconciliation of Operating Profit to Net Cash Inflow from Operating Activities

	<u>2012</u>	<u>2011</u> (unaudited)
	£'000	£'000
Operating profit	150,014	101,069
Loss on disposal of investment	2	-
Depreciation	17,472	1,936
(Increase)/decrease in debtors	(91,772)	36,048
Increase/(decrease) in creditors	28,878	(47,226)
	<u>104,594</u>	<u>91,827</u>
Net cash flow from operating activities		

## Long Harbour Ltd

## Financial Statements for the year ended 31 December 2012

## Notes (Continued)

## 14 Related Party Transactions

During the year ended 31 December 2012, the company charged property management fees amounting to £162,500 (2011 £Nil) to Atlantic Regeneration Property 1 Limited Partnership, of which the company's subsidiary, Atlantic Regeneration Property 1 General Partner Limited, is the general partner. The company charged advisory fees amounting to £920,920 (2011 £Nil) to Atlantic Property Management Limited, a company incorporated in British Virgin Islands, and a shareholder of the company.

At 31 December 2012, the following directors had loans, which accrue interest and were repayable on demand, due to the company as follows

	<u>2012</u>	<u>2011</u> <u>(unaudited)</u>
	£	£
WW Astor (maximum balance in the year was £ 2,095)	-	2,095
J S Aumonier (maximum balance in the year was £ 21,691)	-	21,691
	<hr/>	<hr/>

## 15 Operating Lease Commitment

	<u>2012</u>	<u>2011</u> <u>(unaudited)</u>
	£	£
At 31 December 2012 the company had annual commitments under non-cancellable operating leases relating to land and buildings		
Expiry date		
In the next year	-	6,577
In the second to fifth year	79,250	-
	<hr/>	<hr/>
	<u>79,250</u>	<u>6,577</u>