

ATLANTIC REGENERATION PROPERTY 1 GENERAL PARTNER LIMITED

**ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018
REGISTERED NUMBER 07907466**



Atlantic Regeneration Property 1 General Partner Limited

Contents

	Pages
Officers and Professional Advisers	1
Directors' Report	2-3
Independent Auditor's Report to the members of Atlantic Regeneration Property 1 General Partner Limited	4-5
Statement of Comprehensive Income	6
Statement of Financial Position	7
Statement of Changes in Equity	8
Notes to the Financial Statements	9-13

Atlantic Regeneration Property 1 General Partner Limited

Officers and Professional Advisers

Directors	Paul Conroy Mark Wanless (resigned on 7 June 2018) Richard Anthony (appointed on 7 June 2018)
Secretary	Aztec Financial Services (Jersey) Limited
Registered Office	To 9 April 2019: Forum 3, Solent Business Park Parkway South Whiteley Fareham Hampshire PO15 7FH From 9 April 2019: Forum 4, Solent Business Park Parkway South Whiteley Fareham Hampshire PO15 7FH
Registered number	07907466
Solicitors	K&L Gates LLP One New Change London EC4M 9AF
Independent Auditor	Deloitte LLP Gaspé House 66-72 Esplanade St Helier Jersey JE2 3QT

Atlantic Regeneration Property 1 General Partner Limited

Directors' Report

For the year ended 31 December 2018

The directors present their Directors' Report and the Audited Financial Statements (the "**Financial Statements**") of Atlantic Regeneration Property 1 General Partner Limited (the "**Company**") for the year ended 31 December 2018.

Principal activity

The Company is a limited company, established on 12 January 2012 in the United Kingdom under the Companies Act 2006.

The Company's sole purpose is to act as general partner to its limited partnership, Atlantic Regeneration Property 1 Limited Partnership (the "**Partnership**") which was registered on 2 February 2012.

The principal activity of the Partnership is that of managing, letting and holding property either directly or indirectly for investment purposes.

Results and dividend for the year

The results for the year and prior year comparatives are set out in the Statement of Comprehensive Income on page 6. A dividend of £21,247 (2017: £nil) was recommended and paid during the year.

Directors and beneficial interest

The directors who have held office during the year end and to the date of this report were as follows:

Paul Conroy	
Mark Wanless	(resigned 7 June 2018)
Richard Anthony	(appointed 7 June 2018)

Qualifying third party indemnity provisions

There have been no qualifying third party indemnity provisions in place for the benefit of one or more of the directors at any time during the year, nor at the time the Directors' Report is approved.

Political donations

The company made no donations for political purposes.

Employees

The company had no employees during the year.

Special provisions relating to small companies

This report has been prepared in accordance with the special provisions relating to small companies within part 15 of the Companies Act 2006 and therefore the Company is exempt from various reporting requirements including preparing a strategic report, certain disclosures in the Directors' Report and the inclusion of a Statement of Cash Flows.

Atlantic Regeneration Property 1 General Partner Limited

Directors' Report (continued)

For the year ended 31 December 2018

Disclosure of information to auditor

The directors who held office at the date of approval of this Directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware, and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of Section 418 of the Companies Act 2016.

Independent Auditor

Deloitte LLP have been appointed as independent auditor. Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and Deloitte LLP will therefore continue in office.

Statement of directors' responsibilities in respect of the directors' report and the financial statements

The directors are responsible for preparing the Directors' Report and the Financial Statements in accordance with applicable laws and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the members have elected to prepare the Company's Financial Statements in accordance with applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 Section 1A ("**FRS 102**"), The Financial Reporting Standard Applicable in the United Kingdom 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 its profit and loss for the year then ended. In preparing these Financial Statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards have been followed, subject to any material departures disclosed and explained in the Financial Statements; 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 its Financial Statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

Approved by the directors and signed on the behalf of the Company.



Director

Dated: 18/4/19

Independent auditor's report to the members of Atlantic Regeneration Property 1 General Partner Limited

Report on the audit of the financial statements

Opinion

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2018 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Atlantic Regeneration Property 1 General Partner Limited (the 'company') which comprise:

- the Statement of Comprehensive Income;
- the Statement of Financial Position;
- the Statement of Changes in Equity; and
- the related notes 1 to 12.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

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, 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.

Responsibilities of directors

As explained more fully in the statement of directors' responsibilities, 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.

Independent Auditor's Report to the members of Atlantic Regeneration Property 1 General Partner Limited (continued)

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. This description forms part of our auditor's report.

Report on other legal and regulatory requirements

Opinions on other matter 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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the directors' report and from the requirement to prepare a strategic report.

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.



Theo Brennand FCA,
For and on behalf of Deloitte LLP
Statutory Auditor
St Helier, Jersey

Date: 18 April 2019

Atlantic Regeneration Property 1 General Partner Limited

Statement of Comprehensive Income

For the year ended 31 December 2018

	<i>Notes</i>	Year Ended 31 December 2018 £'000	Year Ended 31 December 2017 £'000
Total revenue	10	21	-
Operating expenses		-	-
Profit before interest	5	21	-
Interest payable and similar expenses		-	-
Fair value gain on investment in Limited Partnership	7	3	3
Profit before taxation		24	3
Tax on profit	6	(4)	-
Profit after taxation		20	3
Other comprehensive income		-	-
Total comprehensive income		20	3

All items dealt with in arriving at the operating profit for the year ended 31 December 2018 and the operating profit for the year ended 31 December 2017 relate to continuing operations.

Atlantic Regeneration Property 1 General Partner Limited

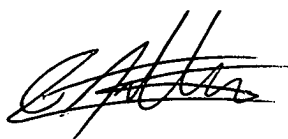
Statement of Financial Position

As at 31 December 2018

	Notes	31 December 2018 £'000	31 December 2017 £'000
Fixed assets			
Investment in Limited Partnership	7	128	125
Fixed asset investments	8	-	-
Total assets		128	125
Current liabilities			
Corporate tax payable	6	(4)	-
Total liabilities		(4)	-
Net Assets		124	125
Represented by:			
Called up share capital	9	1	1
Profit and loss account		123	124
Equity shareholders' funds		124	125

The Financial Statements have been prepared in accordance with the provisions in Part 15 of the Companies Act 2006 applicable to companies subject to the small companies regime.

The Financial Statements were approved and authorised for issue by the board of directors on.....18/4/19.... and were signed on its behalf by:



Director

Dated: 18/4/19

Company number : 07907466

Atlantic Regeneration Property 1 General Partner Limited

Statement of Changes in Equity

For the year ended 31 December 2018

	Share Capital £'000	Profit and loss account £'000	Total £'000
Balance as at 1 January 2018	1	124	125
Total comprehensive income	-	20	20
Dividend paid to Unit Trust	-	(21)	(21)
Balance as at 31 December 2018	1	123	124
Balance as at 1 January 2017	1	121	122
Total comprehensive income	-	3	3
Balance as at 31 December 2017	1	124	125

The notes on pages 9 to 13 form an integral part of these Financial Statements.

Atlantic Regeneration Property 1 General Partner Limited

Notes to the Financial Statements

For the year ended 31 December 2018

1 General information

Atlantic Regeneration Property 1 General Partner Limited (the "**Company**") is a private limited company, established on 12 January 2012 in England and Wales under the Companies Act 2006. The address of its registered office is Forum 4, Solent Business Park, Parkway South, Whiteley, Fareham, Hampshire, PO15 7FH.

The Company's sole purpose is to act as general partner to its limited partnership, Atlantic Regeneration Property 1 Limited Partnership (the "**Limited Partnership**") which was registered on 2 February 2012.

2 Accounting convention

The Financial Statements of the Company have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102 Section 1A ("**FRS 102**"), The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland.

The Financial Statements been prepared in accordance with the special provisions relating to small companies within part 15 of the Companies Act 2006 and therefore the Company is exempt from various reporting requirements including preparing a strategic report, presenting certain disclosures in the Directors' Report and the inclusion of a Statement of Cash Flows.

3 Summary of significant accounting policies

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

(a) Basis of preparation

The Financial Statements have been prepared on a going concern basis, under the historical cost convention, modified to include certain items at fair value and in accordance with FRS 102.

(b) Going concern

The Directors have a reasonable expectation that the Company will continue in operational existence for at least twelve months from the date of signing the financial statements and therefore the financial statements have been prepared using the going concern basis. As noted in Note 10, all the expenses of the Company are payable by the Limited Partnership, as such the Company is not responsible for its expenses, the only exception being corporation tax, which is to be funded out of future income distributions. It is not expected that the Limited Partnership will be refunded for the expenses settled.

(c) Consolidation

In 2014, the Company was considered to "control" the Partnership due to the fact that it controlled the day-to-day management of the Partnership. This no longer holds true because the Atlantic Regeneration 1 Unit Trust (the "**Trust**") acquired 100% of the Company during 2015 and therefore now controls the Company. Further, the Trust holds 96% of the beneficial interest in the Partnership. Ultimate control of the Partnership is therefore considered to now lie with the Trust. The Company is not required to consolidate its fixed asset investments because it is a wholly-owned subsidiary.

(d) Investment in Limited Partnership

The Company's investment in the Limited Partnership is measured at fair value with changes in fair value recognised in profit or loss.

(e) Fixed asset investments

The Company invests in a number of subsidiaries that are stated at cost less any provision for impairment in accordance with FRS 102 paragraph 9.26(a). These investments are initially recorded at cost. Subsequently they are re-measured at cost less any provision for impairment, which is determined by the Directors. Any loss resulting from the impairment of the investments is recognised in profit or loss of the year in which it arises.

Atlantic Regeneration Property 1 General Partner Limited

Notes to the Financial Statements (continued)

For the year ended 31 December 2018

3 Summary of significant accounting policies (continued)

(e) Fixed asset investments (continued)

The investments are derecognised when the Company has transferred the contractual rights to receive the cash flows from the assets and any gain or loss on disposal is recognised in Other Comprehensive Income. Refer to Note 8 for further details.

(f) Revenue and distributions receivable

Under the terms of the Partnership's Limited Partnership Agreement ("LPA"), the Company is entitled to a General Partner's share of £5,000 per annum upon the declaration of any distributions by the Partnership. Distributions of the Partnership are to be made in the following order of priority:

- first, in payment of any sums due and payable pursuant to third party bank debt, to the extent required by the terms of such third party bank debt;
- second, in payment of all outstanding Partnership expenses;
- third, in payment to the Company of the General Partner's share; then
- thereafter, to the Limited Partners.

(g) Payables

Payables are initially measured at fair value and subsequently stated at amortised cost using the effective interest method.

(h) Expenses

Under the terms of the Partnership's LPA, the expenses of the Company are borne and paid on behalf of the Company by the Partnership. As such, there are no expenses recorded in these Financial Statements.

(i) Taxation

Taxation expense for the year comprises current tax recognised in the reporting year. Current tax is the amount of income tax payable in respect of the taxable profit for the year.

The Company is taxed at the standard rate of corporate tax in the United Kingdom of 19%.

(j) Functional and presentation currency

The Company's functional and presentation currency is Pound Sterling.

4 Judgements and key sources of estimation uncertainty

The preparation of the Financial Statements requires the directors to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates. The following judgements and estimates have had the most significant effect on amounts recognised in the Financial Statements.

(a) Investment in Limited Partnership

The Company carries its investment in the Limited Partnership at fair value, with changes in fair value being recognised in profit or loss. The Company uses a valuation technique based on a discounted cash flow model as there is a lack of comparable market data because of the nature of the investment. The determined fair value of the investment in the Limited Partnership is sensitive to the estimated RPI which is determined with reference to UK Gilt rates. The key assumptions used to determine the fair value of the investment in Limited Partnership are further explained in Note 7.

Atlantic Regeneration Property 1 General Partner Limited

Notes to the Financial Statements (continued)

For the year ended 31 December 2018

5 Profit before interest

Year Ended 31 December 2018 £'000	Year Ended 31 December 2017 £'000
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Profit before interest is stated after charging:

Auditors' remuneration:

Company	- audit of these Financial Statements	-	-
	- non audit services	-	-
	- tax compliance services	-	-
	- other assurance services	-	-

There are no employees and no remuneration was paid to the directors during the year. The Company's audit fee is borne by the Limited Partnership.

6 Tax on profit

(a) Tax expense included in profit or loss

The Company pays tax in the United Kingdom at a rate of 19% (2017: 19.25%) on profit for the year.

Year ended 31 December 2018 £'000	Year ended 31 December 2017 £'000
Current tax:	
UK Corporation tax on profits for the year	(4)
Tax on profit	(4)

(b) Reconciliation of tax charge

Year ended 31 December 2018 £'000	Year ended 31 December 2017 £'000
Profit before tax	24
Profit multiplied by the standard rate of tax in the UK of 19% / 19.25%	(5)
Non-taxable income / expenses not deductible for tax purposes	1
Tax on profit	(4)

Atlantic Regeneration Property 1 General Partner Limited

Notes to the Financial Statements (continued)

For the year ended 31 December 2018

7 Investment in Limited Partnership

The investment represents a 4% interest in Atlantic Regeneration Property 1 Limited Partnership (the "Limited Partnership"). The Company is a limited partner in the Limited Partnership.

	31 December 2018 £'000	31 December 2017 £'000
Opening balance	125	122
Fair value gain during the year	3	3
Total investment in Limited Partnership	128	125

The fair value of the Limited Partnership as at 31 December 2018 and 31 December 2017 is derived from a discounted cash flow model that estimates all future cash receipts from the Limited Partnership and hence in the directors' opinion is reflective of fair value.

The model involves a number of valuation assumptions, many of which are based on subjective judgements. The key inputs to the model are as follows:

Input	2018	2017
Period	55 years	56 years
Discount rate (estimated RPI)	3.29%	3.30%
Contracted General Partner Share per annum	5,000	5,000

The Company is entitled to a priority share of the net income and capital proceeds of the Limited Partnership of £5,000 per annum upon the declaration of any distributions by the Partnership.

The discount rate is derived from reference to long term UK Gilt rates.

The initial model assumptions are reviewed on a regular basis with reference to both current and projected data. In the case of a material change in the key model inputs from the historical one, then the model assumptions will be adjusted accordingly.

However, because of the inherent uncertainties of fair values, those estimated values may differ significantly from the fair values that would have been used had a ready market for the investment in the Limited Partnership existed, had another valuation method been adopted, or had key assumptions and estimates in the current model been inappropriate, and the differences could be material to the Financial Statements.

Copies of the Financial Statements of the Limited Partnership can be obtained from Companies House, Crown Way, Cardiff, CF4 3UZ.

Atlantic Regeneration Property 1 General Partner Limited

Notes to the Financial Statements (continued)

For the year ended 31 December 2018

8 Fixed asset investments

Subsidiary	Country of incorporation	Principal activity	Holding	Percentage of capital held	Cost of investment £'000
Atlantic Regeneration 1 Nominee 1 Limited	England and Wales	Acting Nominee and dormant	Direct	100%	-
Atlantic Regeneration 1 Nominee 2 Limited	England and Wales	Acting Nominee and dormant	Direct	100%	-
Atlantic Regeneration 1 Security Agent Limited	England and Wales	Acting Nominee and dormant	Direct	100%	-

The registered office of all fixed asset investments is Forum 3, Solent Business Park, Parkway South, Whiteley, Fareham, England, PO15 7FH, United Kingdom

9 Called up share capital

Allotted, issued and fully paid

	2018 £'000	2017 £'000
1,020 Shares of £1 each	1	1

All ordinary shares have equal voting rights.

10 Related party transactions

During the year, fees were paid on behalf of the Company by Atlantic Regeneration Property 1 Limited Partnership. The fees consisted of audit, administration, accounting and director costs. Atlantic Regeneration Property 1 Limited Partnership is a related party by virtue of common control.

During the year the Company received an income distribution of £21,247 from Atlantic Regeneration Property 1 Limited Partnership (2017: Nil)

During the year the Company paid a dividend of £21,247 to Atlantic Regeneration 1 Unit Trust (2017: Nil)

The Company has an agreement with Aztec Financial Services (Jersey) Limited to provide administration services to the Company. The Trustees of Atlantic Regeneration 1 Unit Trust, a limited partner of the Partnership, are affiliated with Aztec Financial Services (Jersey) Limited.

Paul Conroy and Richard Anthony, the directors, are affiliated to Aztec Financial Services (Jersey) Limited. No fees have been paid or are payable by the Company to the directors.

11 Ultimate controlling party

The Company's immediate parent undertaking is Atlantic Regeneration 1 Unit Trust, a trust established under Jersey law.

The immediate parent undertaking is ultimately owned by a number of private individuals, none of whom within their own right are considered to hold a controlling stake. Therefore, in the opinion of the directors, there is no ultimate controlling party of the Company.

12 Post balance sheet events

There have been no material post balance sheet events requiring disclosure in, or adjustment to, the Financial Statements.