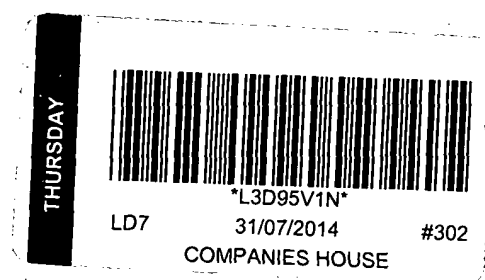


Registered number: 08275524

**Audley Binswood Management Limited**

**Directors' report and financial statements**  
**for the period ended 31 December 2013**



## **Audley Binswood Management Limited**

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## **Audley Binswood Management Limited**

### **Company information**

#### **Directors**

M N Sanderson  
D Driscoll  
P Morgan  
K Rose  
K Shaw (appointed 24 March 2014)  
M Hindes (appointed 24 March 2014)

#### **Registered number**

08275524

#### **Registered office**

Swan Court  
Kingsbury Crescent  
Staines  
Middlesex  
TW18 3BA

#### **Independent auditors**

PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
1 Embankment Place  
London  
WC2N 6RH

## **Audley Binswood Management Limited**

### **Directors' report for the period ended 31 December 2013**

The directors present their report and the audited financial statements of Audley Binswood Management Limited (the "Company") for the period ended 31 December 2013.

#### **Incorporation**

The Company was incorporated on 31 October 2012 and commenced trading on that date.

#### **Principal activity**

The Company's principal activity during the period was the operation of a retirement village.

#### **Results**

The Company's profit for the financial period is £4,302.

#### **Directors**

The directors who served during the period and up to the date of signing the financial statements were:

M N Sanderson (appointed 31 October 2012)  
D Driscoll (appointed 31 October 2012)  
I Trinder (appointed 31 October 2012 and resigned 25 April 2013)  
P Morgan (appointed 31 October 2012)  
K Rose (appointed 31 October 2012)  
K Shaw (appointed 24 March 2014)  
M Hindes (appointed 24 March 2014)

#### **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 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 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;
- 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.

**Audley Binswood Management Limited**

**Directors' report  
for the period ended 31 December 2013**

**Statement of disclosure of information to auditors**

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

**Small companies' exemption**

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

This report was approved by the board on

31/7/14

and signed on its behalf.



**M N Sanderson**  
Director

## **Audley Binswood Management Limited**

### **Independent auditors' report to the shareholders of Audley Binswood Management Limited**

#### **Report on the financial statements**

##### **Our opinion**

In our opinion the financial statements, defined below:

- give a true and fair view of the state of the company's affairs as at 31 December 2013 and of its profit for the period 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.

This opinion is to be read in the context of what we say in the remainder of this report.

##### **What we have audited**

The financial statements, which are prepared by Audley Binswood Management Limited, comprise:

- Balance sheet as at 31 December 2013;
- Profit and loss account for the period 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 directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

##### **What an audit of financial statements involves**

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) ("ISAs (UK & 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 directors; and
- the overall presentation of the financial statements.

In addition, we read all the financial and non-financial information in the Directors' report and financial statements (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.

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

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

## **Audley Binswood Management Limited**

### **Independent auditors' report to the shareholders of Audley Binswood Management Limited**

#### **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.

#### **Directors' remuneration**

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

#### **Entitlement to exemptions**

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to prepare financial statements in accordance with the small companies' regime, take advantage of the small companies' exemption in preparing the Directors' Report and take advantage of the small companies' exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.

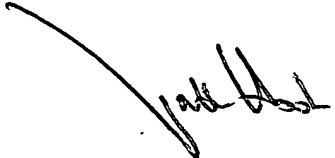
#### **Responsibilities for the financial statements and the audit**

##### **Our responsibilities and those of the directors**

As explained more fully in the Statement of directors' responsibilities 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 ISAs (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.



Jonathan Hook (Senior statutory auditor)  
(Senior Statutory Auditor)  
**PricewaterhouseCoopers LLP**  
Chartered Accountants and Statutory Auditors  
1 Embankment Place  
London  
WC2N 6RH  
Date: 31/7/14

**Audley Binswood Management Limited**

**Profit and loss account  
for the period ended 31 December 2013**

	Note	2013 £
Turnover	1,2	85,792
Cost of sales		<u>(81,490)</u>
<b>Profit on ordinary activities before taxation</b>	3	<b>4,302</b>
Tax on profit on ordinary activities	6	<u>-</u>
<b>Profit for the financial period</b>	10	<b><u>4,302</u></b>

All amounts above 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 total recognised gains and losses has been presented.

There are no material differences between the profit on ordinary activities before taxation and the profit for the financial period stated above and their historical cost equivalents.

The notes on pages 8 to 12 form part of these financial statements.



**Audley Binswood Management Limited**  
**Registered number: 08275524**

**Balance sheet**  
**as at 31 December 2013**

	Note	2013 £	2013 £
<b>Current assets</b>			
Debtors	7	56,519	
<b>Creditors: amounts falling due within one year</b>	8	<u>(52,216)</u>	
<b>Net current assets</b>			<u>4,303</u>
<b>Net assets</b>			<u>4,303</u>
<b>Capital and reserves</b>			
Called up share capital	9		1
Profit and loss account	10		<u>4,302</u>
<b>Total shareholders' funds</b>	11		<u>4,303</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 31/12/13



**M N Sanderson**  
Director

The notes on pages 8 to 12 form part of these financial statements.

## **Audley Binswood Management Limited**

### **Notes to the financial statements for the period ended 31 December 2013**

#### **1. Accounting policies**

##### **1.1 Basis of preparation of financial statements**

These financial statements have been 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 financial statements are for the period from 31 October 2012 to 31 December 2013. As a newly incorporated company, no accounts were lodged for the period ended 31 December 2012. The principal accounting policies, which have been applied consistently throughout the period, are set out below.

##### **1.2 Cash flow statement**

The Company has taken advantage of the exemption from preparing a cash flow statement contained in FRS 1 "Cash flow statements" on the grounds that it is a small company.

##### **1.3 Debtors**

Debtors are stated after all known bad debts have been written off and specific provision has been made against all debts considered doubtful of collection.

##### **1.4 Accrued income**

The Company levies a Deferred Management Charge from each resident upon exit from their premises. The Deferred Management Charge is defined in the lease signed by each resident and is calculated at 1% per year, or part thereof, of occupation, capped at 15%, of sale proceeds or agreed valuation of said premises. The directors of the Company assess the value of the occupied premises each year based upon the average price per square foot achieved for sold properties during the year and apply the relevant percentage for the length of occupation for each resident. Any increase or decrease in the calculated Deferred Management Charge at year end is taken to the profit and loss account in that year.

##### **1.5 Deferred taxation**

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. A net deferred tax asset is recognised 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. Deferred tax is measured on an undiscounted basis.

##### **1.6 Turnover**

Turnover represents management charges receivable and other income stated excluding value added tax. Revenue is recognised when, and to the extent that, the company obtains the right to consideration in exchange for its performance.

##### **1.7 Operating leases**

Rentals under operating leases are charged to the Profit and loss account on a straight line basis over the lease term.

## Audley Binswood Management Limited

### Notes to the financial statements for the period ended 31 December 2013

#### 2. Turnover

Turnover relates to the Company's main activity which is carried out in the United Kingdom.

#### 3. Profit on ordinary activities before taxation

Audit fees were borne by the immediate parent undertaking, Audley Court Limited, in the period.  
The profit is stated after charging:

	2013 £
Operating lease rentals:	
- motor vehicles	8,031

#### 4. Staff costs

Staff costs were as follows:

	2013 £
Wages and salaries	21,563
Social security costs	2,494
	24,057

The average monthly number of employees, excluding executive directors, during the period by activity was as follows:

	2013 Number
Estate management	1

#### 5. Directors' remuneration

There was no remuneration paid to the directors by the Company during the period. There were no retirement benefits accruing to the directors.

#### 6. Tax on profit on ordinary activities

	2013 £
UK corporation tax charge on profit for the period	-

## Audley Binswood Management Limited

### Notes to the financial statements for the period ended 31 December 2013

#### 6. Tax on profit on ordinary activities (continued)

##### Factors affecting tax charge for the period

The tax assessed for the period is lower than the standard rate of corporation tax in the UK of 23.25% (2012 -24.5%). The differences are explained below:

	2013 £
Profit on ordinary activities before taxation	4,302
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 23.25% (2012 -24.5%)	1,000
Effects of:	
Group relief claimed and not paid for	(1,000)
<b>Total current tax</b>	<b>-</b>

##### Factors that may affect future tax charges

In addition to the changes in rates of Corporation tax disclosed within the note on taxation further changes to the UK Corporation tax rates were substantively enacted as part of the Finance Bill 2013 on 2 July 2013. These include reductions to the main rate to reduce the rate to 21% from 1 April 2014 and to 20% from 1 April 2015. The impact of these changes is not expected to be material to the balance sheet.

#### 7. Debtors

	2013 £
Amounts owed by group undertakings	47,949
Tax recoverable	2,968
Prepayments and accrued income	5,602
	56,519

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

#### 8. Creditors: Amounts falling due within one year

	2013 £
Trade creditors	11,140
Amounts owed to group undertakings	34,778
Accruals and deferred income	6,298
	52,216

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

**Audley Binswood Management Limited**

**Notes to the financial statements  
for the period ended 31 December 2013**

**9. Called up share capital**

	2013 £
<b>Called up and not paid</b>	
1 ordinary share of £1	1
	<u>1</u>

During the period 1 ordinary share was issued for £1 per share. The nominal value of these shares was £1 and the consideration received was £1 after deducting expenses of £nil.

**10. Profit and loss account**

	£
Profit for the financial period	4,302
	<u>4,302</u>
At 31 December 2013	<u>4,302</u>

**11. Reconciliation of movements in shareholders' funds**

	2013 £
Opening shareholders' funds	-
Profit for the financial period	4,302
Shares issued during the period	1
	<u>4,303</u>
Closing shareholders' funds	<u>4,303</u>

**12. Operating lease commitments**

At 31 December 2013 the Company had annual commitments under non-cancellable operating leases as follows:

	2013 £
<b>Expiry date:</b>	
Within 1 year	8,021
	<u>8,021</u>

**13. Related party transactions**

The Company has taken advantage of the exemptions contained in FRS 8 'Related Party Transactions' not to disclose transactions with related parties as all of the voting rights of the Company are controlled within the Audley Court Limited group.

## **Audley Binswood Management Limited**

### **Notes to the financial statements for the period ended 31 December 2013**

#### **14. Ultimate parent undertakings and ultimate controlling parties**

The Company's ultimate controlling parties are Moorfield Real Estate Fund II "A" Limited Partnership and Moorfield Real Estate Fund II "B" Limited Partnership.

The Company's immediate parent undertaking is Audley Court Limited, which is registered in England and Wales and is the parent undertaking of the smallest and largest group to consolidate these financial statements. Group financial statements are available on payment of the appropriate fee from Companies House, Crown Way, Maindy, Cardiff, CF14 3UZ.

The Company's ultimate parent undertaking is MREF II AC Holdings sarl, which is registered in Luxembourg.