

The Car Finance Company (SPV-SB) Limited

**Directors report and financial
statements**

Registered number 09296964

**For the period from incorporation on 5
November 2014 to 30 June 2015**

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Director's report

The directors present their annual report and the audited financial statements for the period from incorporation on 5 November 2014 to 30 June 2015.

Incorporation

The company was incorporated on 5 November 2014.

Principal activities and business review

The principal activity of the company is that of a special purpose vehicle created to ring-fence the financial reporting for a cohort of hire purchase finance agreement pledged to Shawbrook bank.

Results and dividends

The loss for the period, after taxation, amounted to £44,049.

Dividends of £Nil were paid or declared during the period.

Donations

The company made charitable donations of £Nil in the period.

Directors

The directors who served during the period were as follows:

I Gunatilleke	(Appointed – 5 November 2014)
MW Smith	(Appointed – 5 November 2014)
AJS Walton-Green	(Appointed – 5 November 2014 / Resigned 24 March 2015)
NTJ Clibbens	(Appointed – 1 June 2015)

Going concern

The loss reported for the first trading period is due to the timing of costs associated with the company formation and the initial transfer of agreements to the company from the direct parent company. The company balance sheet returned to a positive net asset position in August 2015, the directors have therefore prepared the financial statements on a going concern basis.

Disclosure of information to auditor

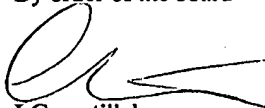
The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditor is unaware; and each director has taken all the steps that they ought to have taken as a director to make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

Auditor

On 5 November 2014, KPMG LLP were appointed as auditor.

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be re-appointed and KPMG LLP will, therefore, continue in office.

By order of the board


I Gunatilleke
CEO

47-51 Kingston Crescent
Portsmouth
Hants
England
PO2 8AA

31 March 2016

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 law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

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;
- state whether applicable UK 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 the 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.



KPMG LLP

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Snow Hill Queensway
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B4 6GH
United Kingdom

Independent auditor's report to the members of The Car Finance Company (SPV-SB) Limited

We have audited the financial statements of The Car Finance Company (SPV-SB) Limited for the period from incorporation on 5 November 2014 to 30 June 2015 set out on pages 5 to 11. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

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 Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

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 30 June 2015 and of its loss for the period then ended;
- have been properly prepared in accordance with UK 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.

Independent auditor's report to the members of The Car Finance Company (SPV-SB) Limited *(continued)*

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;
- 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.



Xavier Timmermans (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants

March 2016

Profit and loss account
for the period ended 30 June 2015

	<i>Note</i>	Period ended 30 June 2015 £
Turnover		93,417
Gross profit		93,417
Administrative expenses		(131,912)
Interest payable and similar charges	2	(17,379)
Operating loss, being loss on ordinary activities before taxation	3	(55,874)
Tax on loss on ordinary activities	6	11,825
Loss for the financial period		(44,049)

The company had no recognised gains or losses other than those included in the profit and loss account shown above for the period.

All the activities of the company are continuing.

There is no difference between the loss on ordinary activities before taxation and the loss for the period stated above and their historical cost equivalents.

The notes on pages 7 to 11 form part of these financial statements.

Balance sheet
at 30 June 2015

	<i>Note</i>	2015 £
Fixed assets		
Intangible assets	7	207,192
Current assets		
Debtors: (including £2,972,413 due after more than one year)	8	3,817,564
Cash at bank and in hand		52,336
		3,869,900
Creditors: Amounts falling due within one year	9	(4,121,041)
Net current liabilities		(251,141)
Total asset less current liabilities		(43,949)
Net liabilities		(43,949)
Capital and reserves		
Called up equity share capital	10	100
Profit and loss account	11	(44,049)
Shareholder's deficit	12	(43,949)

Approved by the Board of directors on 31 March 2016 and signed on their behalf by:



I Gunatilleke
 CEO

Company number: 09296964

Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements.

Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules.

Under FRS1 the company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the company in its own published consolidated financial statements.

As the company is a wholly owned subsidiary of The Car Finance Company (2007) Limited the company has taken advantage of the exemption contained in FRS8 and has therefore not disclosed transactions or balances with wholly owned subsidiaries which form part of the group.

Going concern

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus the financial statements are prepared on a going concern basis.

Turnover

Turnover represents the finance and other income, excluding value added tax, derived from hire purchase agreements. The business is operated entirely within the United Kingdom.

Income from hire purchase agreements is credited to the profit and loss account over the period in which repayments are due using the actuarial method to provide a constant rate of return on capital balances outstanding.

Intangible fixed assets and amortisation

Intangible fixed assets purchased separately from a business are capitalised at their cost.

Intangible fixed assets are amortised to *nil* by equal annual instalments over their useful economic life of three years.

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 have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax, with the following exceptions:

Deferred tax assets are recognised only to the extent that the directors consider that it is 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 on an undiscounted basis as the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Notes (continued)

2 Interest payable and similar charges

	Period ended 30 June 2015 £
Interest on loans and borrowings	17,379

3 Loss on ordinary activities before taxation

	Period ended 30 June 2015 £
<i>Loss on ordinary activities before taxation is stated after charging</i>	
Depreciation of intangible fixed assets	5,920

4 Remuneration of directors

The directors received no remuneration for their services.

5 Staff numbers and costs

The company had no employees during the period.

Notes (continued)

6 Taxation

Analysis of charge in year

	Period ended 30 June 2015 £
<i>UK corporation tax</i>	
Current tax credit on loss for the year	-
Group relief receivable	(11,825)
	<hr/>
Tax on loss on ordinary activities	(11,825)
	<hr/>

Factors affecting the tax charge for the current year

The current tax charge for the period is lower than the standard rate of corporation tax in the UK 21.16%. The differences are explained below:

	Period ended 30 June 2015 £
<i>Current tax reconciliation</i>	
Loss on ordinary activities before tax	(55,874)
	<hr/>
Current tax at 21.16%	(11,825)
<i>Effects of:</i>	
Group relief surrendered	11,825
Payment for group relief	(11,825)
	<hr/>
Total current tax credit (see above)	(11,825)
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Factors that may affect future tax charges

Reductions in the UK corporation tax rate from 23% to 21% (effective from 1 April 2014) and to 20% (effective 1 April 2015) were substantively enacted on 2 July 2013. Further reductions to 19% (effective from 1 April 2017) and 18% (effective from 1 April 2020) were substantively enacted on 26 October 2015. This will reduce the company's future current tax charge accordingly.

Notes (continued)

7 Intangible Assets

	Provision of Funding Lines £	Total £
<i>Cost</i>		
Additions	213,112	213,112
	<hr/>	<hr/>
At 30 June 2015	213,112	213,112
	<hr/>	<hr/>
<i>Depreciation</i>		
Charge for the period	5,920	5,920
	<hr/>	<hr/>
At 30 June 2015	5,920	5,920
	<hr/>	<hr/>
<i>Net Book Value</i>		
At 30 June 15	207,192	207,192
	<hr/>	<hr/>

8 Debtors: Amounts falling due within one year

	2015 £
Net finance debtor	3,734,887
Other debtor	82,677
	<hr/>
	3,817,564
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Debtors include net finance debtors of £2,972,413 due after more than one year.

9 Creditors: Amounts falling due within one year

	2015 £
Bank loans and overdrafts	2,850,000
Accruals and deferred income	17,379
Amounts owed to related undertakings	1,265,486
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	4,132,865
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10 Called up share capital

	2015 £
<i>Allotted, called up and fully paid:</i>	
Ordinary shares of £1 each	100
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Notes (continued)

11 Reserves

	Profit and loss account £
At beginning of period	-
Loss for the period	(44,049)
	<hr/>
At end of period	(44,049)
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12 Reconciliation of movements in shareholder's deficit

	2015 £
Loss for the financial period	(44,049)
Shares issued	100
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Closing shareholder's deficit	(43,949)
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13 Ultimate controlling party

The company's immediate parent is The Car Finance Company (2007) Limited. The ultimate controlling party is Pine Brook Road Advisors LP, a Delaware limited partnership formed to provide investment management services to Pine Brook Capital Partners LP and its parallel vehicles, the Pine Brook funds.