

**The Retirement Lending Advisers
Limited**

Company number 9685037

Report and Financial Statements

Period Ended

31 December 2016

TUESDAY



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The Retirement Lending Advisers Limited

**Annual Report and Financial Statements
for the period ended 31 December 2016**

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Directors

Simon Thompson
Colin Taylor
Richard Overson

Registered office

Baines House
Midgery Court
Pittman Way
Fulwood
Preston
PR2 9ZH

Company number

9685037

Auditors

BDO LLP, 3 Hardman Street, Spinningfields, Manchester M3 3AT

The Retirement Lending Advisers Limited

Directors' report for the period ended 31 December 2016

The Directors present their report together with the audited financial statements for the period ended 31 December 2016.

Results and dividends

The Company was incorporated on 14 July 2015 and commenced trading on 17 August 2015. The Statement of Comprehensive Income is set out on page 5 and shows the loss for the period.

The Directors do not propose the payment of a dividend.

Principal activities

The principal activity of the Company is that of a mortgage broker. The Company is authorised and regulated by the Financial Conduct Authority (FCA).

Directors' and officers' insurance

The Company's ultimate parent company, Key Group Topco Limited, maintains cover with respect to Directors' and officers' indemnity insurance. This insurance covers them in their roles as Directors of this Company.

Directors

The Directors of the Company who served during the period and up to the date of signing the financial statements are:

Simon Thompson (appointed 14 July 2015)

Colin Taylor (appointed 14 July 2015)

Richard Overson (appointed 14 July 2015)

The Retirement Lending Advisers Limited

Directors' report for the period ended 31 December 2016 (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 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.

Disclosure of information to auditors

Each of 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 auditors are unaware; and each Director has taken all the steps that he ought to have taken as a Director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Auditors

BDO LLP were appointed as auditors during the period and have expressed their willingness to continue in office. Therefore pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and BDO LLP will therefore continue in office.

This report has been prepared in accordance with the special provisions applicable to companies subject to the small companies' regime within Part 15 of the Companies Act 2006. As such, the Company is exempt from preparing a strategic report.

By order of the board


C Taylor
Director

Date: 29 March 2017

The Retirement Lending Advisers Limited

Independent auditors' report

Independent auditors' report to the members of The Retirement Lending Advisers Limited

We have audited the financial statements of The Retirement Lending Advisers Limited for the period ended 31 December 2016 which comprise the Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity 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).

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 auditors' 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 auditors

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. 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 Financial Reporting Council's (FRC'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 FRC'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 31 December 2016 and of its loss 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.

Opinion on other matters 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 period 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.

The Retirement Lending Advisers Limited

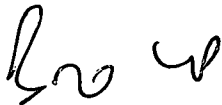
Independent auditors' report (*Continued*)

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Company and its environment obtained during the course of the audit, we have not identified any material misstatements in the Directors' report.

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 prepare the financial statements and the Directors' report in accordance with the small companies' regime and to the exemption from the requirement to prepare a strategic report.



Julien Rye (senior statutory auditor)

For and on behalf of BDO LLP, statutory auditor

Manchester

Date: 31 March 2017

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

The Retirement Lending Advisers Limited

Statement of Comprehensive Income for the period ended 31 December 2016

	Note	537 day period ended 31 December 2016 £
Turnover	3	773,650
Administrative expenses		(1,000,966)
Other operating income		<u>1,352</u>
Operating loss and loss on ordinary activities before taxation	6	(225,964)
Taxation on loss on ordinary activities	7	<u>226</u>
Loss for the financial period		<u>(225,738)</u>

The results stated above are all derived from continuing operations.

There are no items of other comprehensive income in the current period other than those recorded in the Statement of Comprehensive Income.

The notes on pages 8 to 12 are an integral part of these financial statements.

The Retirement Lending Advisers Limited

Statement of Financial Position as at 31 December 2016

	Note	2016 £	2016 £
Current assets			
Trade and other debtors	8	7,700	
Cash at bank and in hand		<u>439,033</u>	
		446,733	
Creditors: amounts falling due within one year	9	<u>(672,470)</u>	
Net current liabilities			<u>(225,737)</u>
Net liabilities			<u>(225,737)</u>
Capital and reserves			
Called up share capital	11		1
Profit and loss account			<u>(225,738)</u>
Total equity			<u>(225,737)</u>

The financial statements have been prepared in accordance with the special provisions relating to companies subject to the small companies regime within Part 15 of the Companies Act 2006.

The notes on pages 8 to 12 are an integral part of these financial statements.

The financial statements on pages 5 to 12 were approved by the Board of Directors and authorised for issue on 29 March 2017 and were signed on its behalf by:



R Overson
Director

Company registration no: 9685037

The Retirement Lending Advisers Limited

Statement of Changes in Equity as at 31 December 2016

	Note	Share capital £	Retained earnings £	Total equity £
<i>Transactions with owners</i>				
Issue of shares on incorporation		1	-	1
<i>Comprehensive income</i>				
Loss and total comprehensive income for the period		-	(225,738)	(225,738)
Balance at 31 December 2016	11	1	(225,738)	(225,737)

The notes on pages 8 to 12 are an integral part of these financial statements.

The Retirement Lending Advisers Limited

Notes to the Financial Statements for the period ended 31 December 2016

1 Basis of preparation

The Retirement Lending Advisers Limited is a company incorporated in England & Wales under the Companies Act. The address of the registered office is given on the contents page and the nature of the company's operations and its principal activities are set out in the Directors' report. The financial statements have been prepared in accordance with FRS 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies.

Going concern

After reviewing the Company's forecasts and projections to December 2018, the Directors believe that the Company has adequate resources to continue in operational existence for the foreseeable future, notwithstanding the net liabilities. The Group has confirmed its intention to provide any necessary financial support to the Company for a period of at least twelve months from the date of approval of these financial statements. The Company therefore continues to adopt the going concern basis in preparing its financial statements.

2 Principal accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

Financial reporting standard 102 – reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 102 paragraph 1.12:

- the requirement to prepare a Statement of Cash Flows (paragraph 3.17(d) and section 7);
- disclosures in respect of the Company's financial instruments (paragraphs 11.41(b), 11.41(c), 11.41(d), 11.41(f), 11.42, 11.44, 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c));
- disclosures in respect of the aggregate remuneration of the key management personnel (paragraph 33.7).

This information is included in the consolidated financial statements of Key Group Topco Limited as at 31 December 2016 and these financial statements may be obtained from Companies House.

In addition, the Company has taken advantage of the related party transaction disclosure exemption available to it under FRS 102 paragraph 33.1A, not to disclose transactions between the Company and other wholly owned members of the Group headed by Key Group Topco Limited.

Turnover

Turnover represents sales to an external equity release provider at invoiced amounts less Value Added Tax or local taxes on sales. Turnover comprises commission and fees which are recognised at the point of the completion of the arrangement.

Other operating income

Other operating income incorporates income received from an equity release provider as a contribution towards expenses borne by the Company.

The Retirement Lending Advisers Limited

Notes to the Financial Statements for the period ended 31 December 2016 *(Continued)*

2 Principal accounting policies (continued)

Pension costs

Contributions to the Company's defined contribution pension scheme are charged to the Statement of Comprehensive Income in the period in which they become payable. The assets of the scheme are held separately in an independently administered fund. Any amounts outstanding at the period end are shown as a separately identifiable asset or liability in the Statement of Financial Position.

Holiday pay accrual

A liability is recognised to the extent of any unused holiday pay entitlement which has accrued at the date of the Statement of Financial Position, and carried forward to future periods. This is measured at the undiscounted salary cost of the future holiday entitlement so accrued at the date of the Statement of Financial Position.

Taxation

The charge for taxation is based on the loss for the period and taking into account taxation deferred.

Current tax is measured at amounts expected to be paid using the tax rates and laws that have been enacted or substantively enacted by the date of the Statement of Financial Position.

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed by the date of the Statement of Financial Position except for deferred tax assets which are only recognised to the extent that the Company anticipates making sufficient taxable profits in the future to absorb the reversal of the underlying timing differences.

Deferred tax balances are not discounted.

Reserves

The Company's reserves are as follows:

- Called up share capital reserve represents the nominal value of the shares issued.
- Profit and loss account represents cumulative profits or losses, net of dividends paid and other adjustments.

3 Turnover

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

The Retirement Lending Advisers Limited

Notes to the Financial Statements for the period ended 31 December 2016 (Continued)

4 Employee numbers and expense

The average number of persons employed by the Company (excluding Directors) during the period, analysed by category, was as follows:

	537 day period ended 31 December 2016 No.
Management	1
Sales staff	6
	<hr/>
	7

The aggregate payroll costs of these persons were as follows:

	£
Wages and salaries	421,596
Social security costs	43,386
Costs of defined contribution pension scheme	11,593
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	476,575

5 Directors' remuneration

No Directors received any remuneration from the Company during the period.

6 Operating loss

Auditors' remuneration

Fees payable to the Company's auditors for the audit of The Retirement Lending Advisers Limited are borne by KRS Services Limited, a fellow subsidiary company. In the Directors' opinion a reasonable allocation of the audit fee to The Retirement Lending Advisers Limited would be £1,000.

The Retirement Lending Advisers Limited

Notes to the Financial Statements for the period ended 31 December 2016 (Continued)

7 Taxation on loss on ordinary activities

537 day
period ended
31 December
2016
£

Deferred tax

Origination and reversal of timing differences	(226)
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The tax assessed for the period is higher than the standard rate of corporation tax in the UK. The differences are explained below:

537 day
period ended
31 December
2016
£

Loss on ordinary activities before tax	(225,964)
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Tax on loss on ordinary activities at the standard rate of corporation tax in the UK of 20%	(45,193)
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Effects of:

Group relief surrendered	44,927
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Adjust closing deferred tax to average rate of 20%	40
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Total tax credit	(226)
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8 Trade and other debtors

2016
£

Trade debtors	7,474
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Deferred tax (note 10)	226
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7,700

All amounts shown under debtors fall due for payment within one year.

The Retirement Lending Advisers Limited

Notes to the Financial Statements for the period ended 31 December 2016 (Continued)

9 Creditors: amounts falling due within one year

	2016 £
Amounts due to Group undertakings	640,773
Other taxation and social security	2,643
Accruals	29,054
	<u>672,470</u>

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

10 Deferred taxation

	£
Credit for the period	226
At 31 December 2016	<u>226</u>
<i>Deferred taxation</i>	2016 £
Short term timing differences	226
	<u>226</u>

11 Share capital

Allotted, called up and fully paid

	2016 £
1 ordinary share of £1 each	1
	<u>1</u>

On 14 July 2015 one ordinary share of £1 was issued at par value.

12 Ultimate parent company

At 31 December 2016 the Company's immediate parent company was Key Retirement Solutions Limited and the company's ultimate parent company was Key Group Topco Limited.

Key Group Topco Limited is the parent of the smallest and largest group of which the Company is a member and for which consolidated financial statements are prepared. Copies of the consolidated financial statements can be obtained from Baines House, Midgery Court, Pittman Way, Fulwood, Preston, PR2 9ZH.

The ultimate controlling party is Phoenix Equity Partners 2010 Limited Partnership by virtue of their majority shareholding of Key Group Topco Limited.