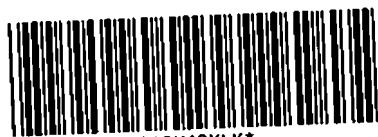


Partnership No. OC389454 (England and Wales)

ELEPHANT AND CASTLE LLP
CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2020

WEDNESDAY



A9H48XLK

A25

04/11/2020

#12

COMPANIES HOUSE

ELEPHANT AND CASTLE LLP

PARTNERSHIP INFORMATION

Designated members	DOOR, S.L.P. Stichting Depository APG Strategic Real Estate Pool QD UK Holdings Limited Partnership
Members	Kintyre Corp Qatari Diar Real Estate Investment Company Q.P.S.C.
Partnership number	OC389454
Date of incorporation	26 November 2013
Registered office	6th Floor Lansdowne House Berkeley Square London W1J 6ER
Auditors	Ernst & Young LLP 1 More London Place London SE1 2AF

ELEPHANT AND CASTLE LLP

CONTENTS

	Page
Designated Members' report	1
Statement of Designated Members' responsibilities	2
Independent auditor's report	3 - 4
Consolidated income statement and Consolidated statement of comprehensive income	5
Consolidated statement of financial position	6
LLP statement of financial position	7
Consolidated & LLP Statement of changes in equity	8
Notes to the financial statements	9 - 13

ELEPHANT AND CASTLE LLP**DESIGNATED MEMBERS' REPORT
FOR THE YEAR ENDED 31 MARCH 2020**

The members present their report and financial statements for the year ended 31 March 2020.

Principal activity

The principal activity of the Partnership is that of property investment and development, although subsequent to the year end the Partnership activity has ceased and the members will look to liquidate the Partnership. The profit on disposal of the Partnership's investments was £nil.

Going concern & subsequent events

Subsequent to the year end, the Partnership transferred its investments to Get Living Plc and the members intend to liquidate the Partnership. The going concern basis is no longer deemed appropriate and the Designated Member has prepared the financial statements on an other than going concern basis.

Post year end the Members funded an additional £28m to the Partnership. On 4 August 2020, the majority of the Partnership's subsidiaries were transferred into Get Living Plc group by way of share purchase. The profit on disposal of the Partnership's investments was £nil. At the time of the transfer the Partnership had an intercompany loan of £157,915,761 due from its fully held subsidiary Castle Properties Co Limited. For consideration of repayment of this loan, £28,697,247 was capitalised by acquiring 1 non par value share in Castle Properties Co Limited. The remaining intercompany balance of £129,228,635 was settled. The Partnership distributed £129,228,636 back to its Members. Upon liquidation of the entity the investment in subsidiaries for £28,697,247 will be written off.

Principal risks and uncertainties and key performance indicators

In the opinion of the Designated Members, the principal risk faced by the business is adverse fluctuations in the property market. Given the current COVID-19 environment, the Designated Members are aware of the impact it might have on the real estate market and more specifically the adverse impact it might have on the valuation of the Partnership's underlying investments due to material valuation uncertainty and higher degree of caution as set out by the RICS Valuation – Global Standards, as set out in Note 5. The Designated Members continue to assess the impact of COVID 19 on the Company's investments on a regular basis.

The Group's key performance indicators are:

	2020	2019
	£	£
Gross assets	107,936,267	104,750,000
Net assets	102,704,899	85,213,384
Loss after tax	(22,508,484)	(4,101,291)

Designated members

The following designated members have held office since 1 April 2019:

Stichting Depository APG Strategic Real Estate Pool

DOOR, S.L.P.

QD UK Holdings Limited Partnership

Members

The following members have held office since 1 April 2019:

Kintyre Corp

Qatari Diar Real Estate Investment Company Q.P.S.C.

Disclosure of information to auditors

The designated members who were members of the Partnership at the time of approving the Designated Members' report are shown above. Having made enquiries of the Partnership's auditors, the designated members confirm that:

- to the best of their knowledge and belief, there is no information relevant to the preparation of its report of which the auditors are not aware; and
- the members have taken all the steps they may reasonably be expected to have taken to be aware of relevant audit information and to establish that the Partnership's auditors are aware of this information.

Auditors

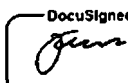
Ernst & Young LLP will not be re-appointed as the intention is to liquidate the Partnership.

Small Partnership's exemption

In preparing the report and financial statements, the members have taken advantage of the small partnerships' exemption provided under the Companies Act 2006. The members have also taken advantage of the exemption provided under Section 414B of the Companies Act 2006 from the requirement to produce a Strategic Report for the year.

On behalf of the members

DocuSigned by:



.....F9EC280E14D54E5...
Designated member

27/10/2020

John Kephart of behalf of DV4 Administration Limited 1

Partnership number: OC389454

ELEPHANT AND CASTLE LLP

STATEMENT OF DESIGNATED MEMBERS' RESPONSIBILITIES FOR THE YEAR ENDED 31 MARCH 2020

The designated members are responsible for preparing the Designated Members' report and financial statements in accordance with applicable United Kingdom law and regulations.

The Companies Act 2006 as applied by the Limited Liability Regulations 2008 requires the designated members to prepare financial statements for each financial year. Under the law the designated members have elected to prepare financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law, the designated members 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 Partnership and of its profit and loss for that year.

In preparing these financial statements, the designated members are required to:

- select suitable and appropriate accounting policies and then apply them consistently,
- make judgments and estimates that are reasonable and prudent,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Partnership will continue in business.
- state whether applicable accounting standards have been followed, subject to any material departures and explained in the financial statements.

The designated members are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the partnership and to enable them to ensure that the financial statements comply with the Limited Liability Partnerships Regulations (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008. They are also responsible for safeguarding the assets of the partnership and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ELEPHANT AND CASTLE LIMITED LIABILITY PARTNERSHIP ('LLP')

FOR THE YEAR ENDED 31 MARCH 2020 (CONTINUED)

Opinion

We have audited the financial statements of Elephant and Castle LLP for the year ended 31 March 2020 which comprise the Consolidated Income Statement, the Consolidated Statement of Comprehensive Income, the Consolidated and LLP Statement of Financial Position, the Consolidated and LLP Statement of changes in equity and the related notes 1 to 14, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 102 'The Financial Reporting Standard applicable in the UK' (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the consolidated position and the LLP's affairs as at 31 March 2020 and of their loss for the year ended 31 March 2020;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including FRS 102 'The Financial Reporting Standard applicable in the UK'; and
- have been prepared in accordance with the requirements of the Companies Act 2006 as applied to limited liability partnerships.

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 below. We are independent of the LLP in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the provisions available for small entities, in the circumstances set out in note 1 to the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter – financial statements prepared on a basis other than going concern

We draw attention to note 1.4 to the financial statements which explains that the designated members intend to liquidate the partnership and therefore do not consider it to be appropriate to adopt the going concern basis of accounting in preparing the financial statements. Accordingly, the financial statements have been prepared on an other than going concern basis as described in note 1.4.

Our opinion is not modified in respect of this matter.

Emphasis of matter – Material valuation uncertainty in relation to investment property

We draw attention to note 5 to the financial statements concerning the material valuation uncertainty in the assessment of the fair value of underlying investment properties.

Our opinion is not modified in respect of this matter.

Other Information

The other information comprises the information included in the designated members' report set out on page 1, other than the financial statements and our auditor's report thereon. The members are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this 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 the other information, we are required to report that fact.

We have nothing to report in this regard.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ELEPHANT AND CASTLE LIMITED LIABILITY PARTNERSHIP ('LLP')

FOR THE YEAR ENDED 31 MARCH 2020 (CONTINUED)

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the partnership and its environment obtained in the course of the audit, we have not identified material misstatements in the designated members' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 as applied to limited liability partnerships 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
- we have not received all the information and explanations we require for our audit; or
- the members were not entitled to prepare financial statements in accordance with the small limited liability partnerships' regime.

Responsibilities of designated members

As explained more fully in the members' responsibilities statement set out on page 2, the members are responsible for the preparation of the financial statements and for being satisfied that give a true and fair view, and for such internal control as the members determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the members are responsible for assessing the partnership'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 members either intend to liquidate the partnership 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 Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

This report is made solely to the partnership's members, as a body, in accordance with our engagement letter dated 05 September 2020. Our audit work has been undertaken so that we might state to the partnership'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 partnership and the partnership's members as a body, for our audit work, for this report, or for the opinions we have formed.



.....
Stuart Darrington (Senior Statutory Auditor)
For and on behalf of Ernst & Young LLP, Statutory Auditor
London

27 October 2020
.....

ELEPHANT AND CASTLE LLP**CONSOLIDATED INCOME STATEMENT
FOR THE YEAR ENDED 31 MARCH 2020**

	Notes	2020 £	2019 £
Turnover	1.6	3,296,063	5,671,294
Cost of Sales		(5,659,370)	(4,942,052)
Gross (loss)/ profit		(2,363,307)	729,242
Administrative expenses		(2,442,651)	(2,409,722)
Operating loss	2	(4,805,958)	(1,680,480)
Loss on fair value of investment property under construction	5	(16,638,600)	(555,915)
Interest receivable and similar income		1,055	980
Interest payable and similar charges	3	(1,064,981)	(1,861,474)
Loss on fair value of derivative		-	(4,403)
Loss on ordinary activities before taxation		(22,508,484)	(4,101,291)
Tax	4	-	-
Loss for the financial year available for discretionary division among members		(22,508,484)	(4,101,291)

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

The Group has no comprehensive income other than the results for the year as set out above. All amounts relate to discontinued operations as subsequent to the year end, the Partnership transferred its investments to Get Living Plc and the members intend to liquidate the Partnership.

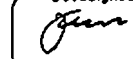
ELEPHANT AND CASTLE LLP**CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AT 31 MARCH 2020**

	Notes	2020 £	2019 £
Fixed assets			
Investment property under construction	5	-	104,750,000
Current assets			
Investment property under construction	5	105,000,000	-
Debtors	7	1,313,245	1,797,887
Prepayments		-	223,544
Cash at bank and in hand		1,623,022	21,619,175
		<u>107,936,267</u>	<u>23,640,606</u>
Creditors: amounts falling due within one year	8	<u>(5,231,368)</u>	<u>(43,177,222)</u>
Net current assets / (liabilities)		<u>102,704,899</u>	<u>(19,536,616)</u>
Total assets less current liabilities		<u>102,704,899</u>	<u>85,213,384</u>
Net assets attributable to members		<u><u>102,704,899</u></u>	<u><u>85,213,384</u></u>
Represented by:			
Members' capital - classified as equity	9	130,200,001	90,200,001
Members' non-distributable reserves - classified as equity	9	(17,025,512)	(386,912)
Attributable loss	9	(10,469,590)	(4,599,705)
		<u>102,704,899</u>	<u>85,213,384</u>
Total members' interests			
Members' capital contribution - classified as equity	9	130,200,001	90,200,001
Members' non-distributable reserves - classified as equity	9	(17,025,512)	(386,912)
Attributable loss	9	(10,469,590)	(4,599,705)
		<u>102,704,899</u>	<u>85,213,384</u>

These accounts have been prepared under the special provisions applicable to companies subject to the small LLPs regime.

The financial statements were approved and authorised for issue by the members on 27 October 2020

DocuSigned by:



.....F9EC28DF18D54E5.....

For and on behalf of

DOOR, SLP

Designated member

John Kephart of behalf of Administration Limited

ELEPHANT AND CASTLE LLP**LLP STATEMENT OF FINANCIAL POSITION
AT 31 MARCH 2020**

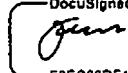
	Notes	2020 £	2019 £
Fixed assets			
Investment in subsidiaries	6	-	1
Current assets			
Investment in subsidiaries	6	1	-
Debtors	7	128,900,882	71,362,030
Cash at bank and in hand		1,179,230	18,749,213
		<u>130,080,113</u>	<u>90,111,243</u>
Creditors: amounts falling due within one year	8	<u>(37,503)</u>	<u>(20,357)</u>
Net current assets		<u>130,042,610</u>	<u>90,090,886</u>
Net assets attributable to members		<u>130,042,610</u>	<u>90,090,887</u>
Represented by:			
Members' capital - classified as equity	9	130,200,001	90,200,001
Attributable loss		<u>(157,391)</u>	<u>(109,114)</u>
		<u>130,042,610</u>	<u>90,090,887</u>

These accounts have been prepared under the special provisions applicable to companies subject to the small LLPs regime.

27 October 2020

The financial statements were approved and authorised for issue by the members on

DocuSigned by:



F9E028DF14D64E6:.....

For and on behalf of

DOOR, SLP

Designated member

John Kephart of behalf of Administration Limited

ELEPHANT CASTLE LIMITED LIABILITY PARTNERSHIP**CONSOLIDATED AND LLP STATEMENT OF CHANGES IN EQUITY
AT 31 MARCH 2020**

Group	Members' Capital (classified as equity) £	Members' non-distributable reserves £	Attributable loss £	Total Equity/ members' interests £
Balance at 1 April 2019	90,200,001	(386,912)	(4,599,705)	85,213,384
Loss for the year	-	(16,638,600)	(5,869,884)	(22,508,484)
	<u>90,200,001</u>	<u>(17,025,512)</u>	<u>(10,469,590)</u>	<u>62,704,899</u>
Capital introduced by members	40,000,000	-	-	40,000,000
As at 31 March 2020	<u>130,200,001</u>	<u>(17,025,512)</u>	<u>(10,469,590)</u>	<u>102,704,899</u>

LLP	Members' Capital (classified as equity) £	Attributable loss £	Total Equity/ members' interests £
Balance at 1 April 2019	90,200,001	(109,114)	90,090,887
Loss for the year	-	(48,277)	(48,277)
	<u>90,200,001</u>	<u>(157,391)</u>	<u>90,042,610</u>
Capital introduced by members	40,000,000	-	40,000,000
As at 31 March 2020	<u>130,200,001</u>	<u>(157,391)</u>	<u>130,042,610</u>

ELEPHANT AND CASTLE LLP

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

1 Accounting policies

1.1 Statement of compliance

Elephant and Castle LLP is a limited liability partnership, incorporated and domiciled in England and Wales, the registered office is 6th floor Lansdowne House, Berkeley Square, London, W1J 6ER.

The Group's financial statements have been prepared in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and Republic of Ireland ('FRS 102') and the Companies Act 2006 and the requirements of the Statement of Recommended Practice 'Accounting by Limited Liability Partnerships - January 2017'.

The entity meets the criteria of a 'small entity' in accordance with Section 1A of the standards and has chosen to apply the small entities regime.

1.2 Basis of preparation

The Group's financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies. The financial statements are prepared in Sterling which is the functional currency of the Group.

1.3 Basis of consolidation

The consolidated financial statements consolidate the financial statements of the LLP and its subsidiary undertakings drawn up to 31 March each year.

The results of subsidiaries acquired or sold during the year are included in the income statement from, or up to, the date control passes.

Key sources of estimation uncertainty

The preparation of financial statements requires management 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 revenue and expenses during the year. However, the nature of estimation means that actual outcomes could differ from these estimates. The following estimate has had the most significant effect on amounts recognised in the financial statements.

Valuation of investment property under construction

The fair value of investment property is determined by the Designated Members, having reference to a valuation prepared by a professional external valuer using recognised valuation techniques.

The determination of the fair value of investment property requires the use of estimates such as future cash flows from assets (such as lettings, tenants' profiles, future revenue streams and the overall repair and condition of the property) and the discount rates applicable to those assets. Future revenue streams, inter alia, comprise contracted rent (passing rent) and estimated rental income (ERV) after the contract period. In estimating ERV, the potential impact of future lease incentives to be granted to secure new contracts is taken into consideration. All these estimates are based on local market conditions existing at the reporting date.

Promote arrangement

Under the terms of the Limited Partnership Agreement, a promote is payable if certain performance hurdles are met. As at 31 March 2020, it was determined no amounts would be payable under this arrangement.

1.4 Going concern

Subsequent to the year end, the Partnership transferred its investments to Get Living Plc and the members intend to liquidate the Partnership. The going concern basis is no longer deemed appropriate and the Designated Member has prepared the financial statements on an other than going concern basis.

The following assumptions have been applied to the preparation of the financial statements:

- All assets have been reclassified from non-current to current and have been written down to their estimated net realisable value.
- A provision to cover the estimated costs of winding up the LLP has been included in the statement of financial position and administrative expenses in the statement of comprehensive income for the year ended 31 March 2020.
- Prepayments are expensed.

1.5 Cash flow statement

The Partnership has taken advantage of the exemption in FRS 102 Section 1A.8 from the requirement to produce a cash flow statement on the grounds that it is a small partnership.

1.6 Turnover

The total turnover for the year represents service charge and rental income recognised on a straight line basis that arises in the United Kingdom. Turnover for the year comprises rental income of £1,409,577 (2019: £2,957,363) and service charge income of £1,886,486 (2019: £2,713,930).

1.7 Taxation

Income tax payable on the LLP's profit is solely the personal liability of the members and consequently is not dealt with in these financial statements. The LLP is not taxed as a corporate entity.

Tax liabilities of entities within the group which are taxable are recorded in the profit and loss and the respective liability (if any) in the balance sheet.

Deferred tax is recognised in respect of all timing differences which are differences between taxable profits and total comprehensive income that arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements, except that unrelieved tax losses and other deferred tax assets are recognised only to the extent that the members consider that it probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured on an undiscounted basis at 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.

ELEPHANT AND CASTLE LLP**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2020****1 Accounting policies (continued)****1.8 Investment property under construction****1.9 Investments in subsidiaries**

Shares in Group undertakings are stated at cost less any provision for impairment.

1.10 Short-term debtors and creditors

Debtors and creditors with no stated interest rate and receivable or payable within one year are recorded at transaction price. Any losses arising from impairment are recognised in the income statement in other operating expenses.

1.11 Financial instruments

The Group uses interest rate swaps to adjust interest rate exposures. Derivative financial instruments are initially measured at fair value on the date on which a derivative contract is entered into and are subsequently measured at fair value through profit or loss. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative. The fair value of interest rate swap contracts are determined by calculating the present value of the estimated future cash flows based on observable yield curves. The Group does not undertake any hedge accounting transactions.

1.12 Members' participations

Members' participation give rise to a number of rights, obligation and entitlements which result in the recognition by the firm of various assets, liabilities and residual interests in its net assets (i.e. equity) as set out below.

Members' capital (classified as equity)

All Members' capital is introduced as capital contributions.

Members' capital classified as equity, which is repayable only by approval by the Members or when it ceases to be a member.

Allocation of profits and losses

Profits and losses are allocated on a pro-rata basis by the number of units held by each member.

Members' interests

Members' other interests include profits/loss to be divided and other equity reserves. In the event of winding up, members' other interests along with members' capital rank after unsecured creditors.

Total members' interests represents the Partnership's equity and members' capital, less amounts due from members.

Members' non-distributable reserves

Members' non-distributable reserves classified as equity comprises accumulated unrealised fair value gains/losses, which are unavailable for distribution to members.

Attributable loss reserve

The attributable loss reserve comprises the accumulated residual loss after the allocation of fair value gains/losses to the members' non-distributable reserve, to be allocated to the members.

1.13 Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and in hand and short term deposits with an original maturity date of three months or less.

2 Operating loss

Operating loss is stated after charging £35,000 (2019: £30,000) auditors fees.

Auditors' remuneration

2020
Group
£

35,000

2019
Group
£

30,000

3 Interest payable and similar charges

Bank loans

Bank charges and other interest payable

2020
Group
£

1,064,981

-

1,064,981

2019
Group
£

1,877,100

(15,626)

1,861,474

ELEPHANT AND CASTLE LLP

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2020

4	Taxation		
	(a) Analysis of tax charge for the year		
		2020	2019
		Group	Group
		£	£
	Current tax		
	UK tax	-	-
	Current tax charge	-	-
	(b) Factors affecting the total tax charge for the year		
	Loss on ordinary activities before tax	(22,508,484)	(4,101,291)
	Loss on ordinary activities before taxation multiplied by the basic rate of UK income tax of 20% (2019: 20%)	(4,501,697)	(820,258)
	Effects of:		
	Non-taxable income	(1,891)	(208,866)
	Unrealised losses carried forward	867,081	561,343
	Non deductible expenses	289,953	345,986
	Effects of different rates of tax	39,307	9,731
	Gain on fair value derivative	-	881
	Loss on fair value of investment property under construction	3,307,247	111,183
		4,501,697	820,258
	Total tax expense	-	-

The group has an unrecognised deferred tax asset at 31 March 2020 in respect of losses carried forward of £3,848,990 (2019: £2,981,909), calculated using the basic rate of UK income tax of 20% and main rate of UK corporation tax of 19% (2019: 19%). The asset is not recognised since the designated members do not consider that it is sufficiently certain that suitable taxable profits will arise in the Group against which the losses can be offset.

(c) Factors that may affect future tax charges

The Finance Act 2020 was substantially enacted on 15 March 2020, and re-introduced the headline rate of corporation tax of 19% from 1 April 2020. The deferred tax assets and liabilities are calculated using the main rate of UK corporation tax of 19%.

5	Investment property in the course of construction	2020	2019
		Group	Group
		£	£
	At 1 April	104,750,000	98,000,000
	Additions	16,888,600	9,305,915
	Revaluation	(16,638,600)	(555,915)
	At 31 March	105,000,000	104,750,000

The valuations were undertaken in accordance with RICS Valuation Standards, Sixth Edition in the United Kingdom by CB Richard Ellis, who are qualified for the purpose of the valuation in accordance with the RICS valuation standard.

The most recent valuation of the Company's property was at 31 March 2020, based on the following:

- information provided by management including confidential rent rolls, expected vacancy, break options, expiry dates, lease incentives, service charges, capital expenditure, costs to complete and expected rental income on unlet units; and
- market assumptions derived from their own independent assessment and market observations.

Significant accounting estimates

The valuation of the Group's investment properties is inherently subjective due to, among other factors, the individual nature of each property, its location, and the expected future cash flows from the property. As a result, the valuations the Group places on its investment properties are subject to a degree of uncertainty and are made on the basis of assumptions which may not prove to be accurate, particularly in periods of volatility or low transaction flow in the property market.

The investment property valuations contain a number of assumptions upon which the Group's valuer has based its valuations. The assumptions on which the property valuation reports have been based include, but are not limited to, matters such as the tenure and tenancy details for the properties, ground conditions at the property, the structural condition of the properties, prevailing market yields and comparable market transactions. For investment properties measured at fair value, the current use of the property is considered the highest and best use.

For 31 March 2020, the rapid spread of COVID-19 has disrupted activity in real estate markets creating heightened valuation uncertainty for the Group's

ELEPHANT AND CASTLE LLP

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2020

6	Investment in subsidiaries	2020	2019
		LLP	LLP
		£	£
		1	1

The principal subsidiaries of which the Partnership directly or indirectly holds 100% of the issued ordinary share capital are as follows. The registered office of the subsidiaries incorporated in England and Wales is 6th Floor Lansdowne House, Berkeley Square, London, W1J 6ER and the registered office of the subsidiaries incorporated in the British Virgin Islands is Craigmuir Chambers, PO Box 71, Road Town, Tortola, British Virgin Islands.

<i>Subsidiary undertaking</i>	<i>Country of incorporation</i>	<i>Nature of business</i>
Castle Properties Co. Limited	British Virgin Islands	Real estate investment
Elephant and Castle Properties Limited	England and Wales	Property company
Elephant and Castle Properties Co. Limited	British Virgin Islands	Real estate investment
Elephant Three (Holdco) Limited	British Virgin Islands	Real estate investment
Elephant Three Properties Limited	British Virgin Islands	Property company
Elephant Three Development UK Limited	England and Wales	Property development services
Elephant & Castle Development UK Limited	England and Wales	Property development services

7	Debtors	2020	2019	2020	2019
		Group	Group	LLP	LLP
		£	£	£	£
	Trade debtors	445,421	789,225	-	-
	Other taxes and social security costs	361,561	1,008,662	-	-
	Other debtors	506,263	-	-	-
	Amounts due from subsidiary undertaking	-	-	128,900,882	71,362,030
		<u>1,313,245</u>	<u>1,797,887</u>	<u>128,900,882</u>	<u>71,362,030</u>

Amounts due from subsidiary undertaking is interest-free and repayable on demand.

8	Creditors: amounts falling due within one year	2020	2019	2020	2019
		Group	Group	LLP	LLP
		£	£	£	£
	Bank loan	-	40,000,000	-	-
	Trade creditors	939,068	678,149	2	4,356
	Accruals and deferred income	2,421,846	1,113,348	37,500	16,000
	Other creditors	1,850,954	1,385,725	1	1
	Accrual for wind up costs	19,500	-	-	-
		<u>5,231,368</u>	<u>43,177,222</u>	<u>37,503</u>	<u>20,357</u>

On the 28th October 2019 the £40m loan facility was repaid.

ELEPHANT AND CASTLE LLP

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

9 Reconciliation of members' interests - Group

	Members' Capital (classified as equity) £	Members' non-distributable reserves £	Attributable loss £	Total Equity £	Total members' Interests £
Balance as at 1 April 2019	90,200,001	(386,912)	(4,599,705)	85,213,384	85,213,384
Loss for the year	-	(16,638,600)	(5,869,884)	(22,508,484)	(22,508,484)
Members' Interest after loss for the year	90,200,001	(17,025,512)	(10,469,590)	62,704,899	62,704,899
Capital introduced by members	40,000,000	-	-	40,000,000	40,000,000
As at 31 March 2020	130,200,001	(17,025,512)	(10,469,590)	102,704,899	102,704,899
Units		1 April 2019	Units Issued	Units sold	31 March 2020
Stichting Depository APG Strategic Real Estate Pool		35,178,000	15,600,000		50,778,000
QD UK Holdings LP		19,844,000	8,800,000		28,644,000
DOOR S.L.P		35,178,000	15,600,000		50,778,000
Kintyre Corp		1	-		1
		90,200,001	40,000,000	-	130,200,001

Under the Limited Liability Partnership Agreement, any profits of the Partnership, after all of the payment of expenses and return of capital, will be distributed amongst the Partners pro-rata to their capital contributions, subject to the promote arrangement (explained in note 1.3) should certain performance hurdles be met. At 31 March 2020 (2019: £nil) no promote payments were due to Kintyre Corp.

10 Employees

The Partnership did not have any employees during the year (2019: nil).

The Designated Members and Members did not receive emoluments or fees from the Partnership for their duties as Members during the current year (2019: nil).

11 Related party transactions

The company has taken advantage of the exemption in Section 1A of FRS 102 from the requirement to disclose transactions with group undertakings on the grounds that it is a wholly owned subsidiary.

12 Ultimate parent company

There was no ultimate parent company because the Partnership is jointly owned. For the same reason, there is no smallest and largest group into which they are consolidated.

13 Guarantees

As permitted by s479C of the Companies Act 2006 ('the Act'), the LLP has provided guarantees in respect of all outstanding liabilities relating to the year ended 31 March 2020 in respect of Elephant and Castle Properties Limited (Registered No: 04434716 and whose Registered Office address is at 6th Floor, Lansdowne House, Berkeley Square, London, W1J 6ER), which is exempt from the requirements of the Act relating to the audit of individual accounts.

On 4 August 2020, the majority of the Partnership's subsidiaries were transferred into Get Living Plc group by way of share purchase. As part of the transfer all inter-company balances were settled.

14 Subsequent Events

Post year end the Members funded an additional £28m to the Partnership. On 4 August 2020, the majority of the Partnership's subsidiaries were transferred into Get Living Plc group by way of share purchase. The profit on disposal of the Partnership's investments was £nil. At the time of the transfer the Partnership had an intercompany loan of £157,915,761 due from its fully held subsidiary Castle Properties Co Limited. For consideration of repayment of this loan, £28,697,247 was capitalised by acquiring 1 non par value share in Castle Properties Co Limited. The remaining intercompany balance of £129,228,635 was settled. The Partnership distributed £129,228,636 back to its Members. Upon liquidation of the entity the investment in subsidiaries for £28,697,247 will be written off.