

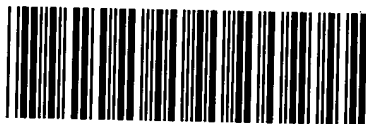
Company Registration No. 05531573

Living Fuels Limited

Annual Report and Financial Statements

For the year ended 30 June 2015

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Living Fuels Limited

Annual report and financial statements for the year ended 30 June 2015

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Living Fuels Limited

Officers and professional advisers

Directors

A Whalley
D Crockford
I Collins
R Murphy
S Booth
S Wannop

Company Secretary

D Crockford

Bankers

Bank of Scotland
155 Bishopsgate Exchange
London
EC2M 3YB

Registered Office

2nd Floor
Edgeborough House
Upper Edgeborough Road
Guildford
Surrey
GU1 2BJ
United Kingdom

Independent auditor

Deloitte LLP
Chartered Accountants and Statutory Auditor
Global House
High Street
Crawley
RH10 1DL
United Kingdom

Living Fuels Limited

Directors' report

The Directors present their annual report on the affairs of the Company, together with the audited financial statements and auditor's report, for the year ended 30 June 2015.

This Directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies' exemption.

Further information can be found regarding the basis of preparation of these financial statements in note 1.

Principal activity

The principal activity of the Company in the year under review was the collection and processing of waste cooking oil into LF100, which is used as fuel by another group company to generate electricity or is sold to third parties in the oleochemical industry. This will continue to be the principal activity of the Company.

Refer to note 17 for further information on post balance sheet events.

Results and dividends

The loss for the year after taxation was £908,113 (2014: loss of £469,007).

The Directors do not recommend the payment of a dividend (2014: £nil).

Directors

The Directors, who served throughout the year, were as follows:

A Whalley
D Crockford
R Murphy
I Collins
S Booth
S Wannop

Independent auditor and statement of provision of information to the independent auditor

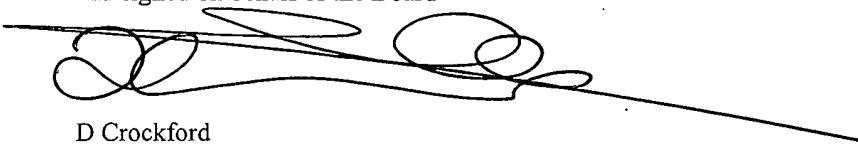
Deloitte LLP has expressed their willingness to continue in office as auditor of the Company and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the Director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Approved by the Board of Directors
and signed on behalf of the Board



D Crockford
Director

24 March 2016

Living Fuels Limited

Statement of Directors' responsibilities

The Directors are responsible for preparing the annual report and the audited 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 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 judgments and accounting estimates that are reasonable and prudent; 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 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.

Independent auditor's report to the members of Living Fuels Limited

We have audited the financial statements of Living Fuels Limited for the year ended 30 June 2015 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 17. 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 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 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 Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

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 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 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 year 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 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.

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; or
- 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 from preparing a Strategic report or in preparing the Director's report.



Matthew Coulson FCA (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
Crawley, United Kingdom

24 March 2016

Living Fuels Limited

Profit and loss account For the year ended 30 June 2015

	Notes	2015 £	2014 £
Turnover	2	1,236,391	1,415,600
Cost of sales		(1,934,794)	(1,521,108)
Gross loss		(698,403)	(105,508)
Administrative expenses		(414,261)	(462,240)
Operating loss		(1,112,664)	(567,748)
Net finance (cost) / income	4	(368)	33
Loss on ordinary activities before taxation	3	(1,113,032)	(567,715)
Tax credit on loss on ordinary activities	6	204,919	98,708
Loss on ordinary activities after taxation	14	(908,113)	(469,007)

All items in the above statement derive from continuing operations.

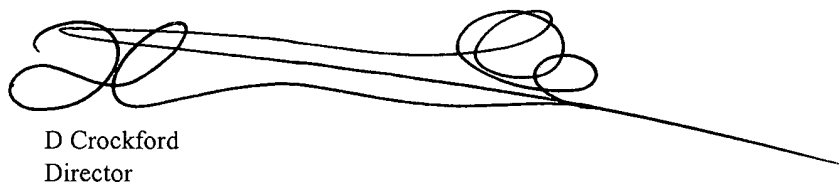
There are no further recognised gains and losses for the current and preceding financial year other than as stated in the profit and loss account and as a result no statement of total recognised gains and losses is given.

Living Fuels Limited

Balance sheet As at 30 June 2015

	Notes	2015 £	2014 £
Fixed assets			
Tangible assets	7	<u>1,571,069</u>	<u>1,601,778</u>
Current assets			
Stocks	8	1,593,221	618,331
Debtors			
– due within one year	9	268,157	331,358
– due after one year	9	2,809,843	2,206,243
Cash at bank and in hand		<u>27,969</u>	<u>24,234</u>
Creditors: amounts falling due within one year	10	<u>4,699,190</u> <u>(444,120)</u>	<u>3,180,166</u> <u>(192,389)</u>
Net current assets		4,255,070	2,987,777
Creditors: amounts falling due over one year	11	<u>(8,334,402)</u>	<u>(6,189,705)</u>
Net liabilities		<u>(2,508,263)</u>	<u>(1,600,150)</u>
Capital and reserves			
Called-up share capital	13	2,000,000	2,000,000
Profit and loss account	14	<u>(4,508,263)</u>	<u>(3,600,150)</u>
Shareholder's deficit		<u>(2,508,263)</u>	<u>(1,600,150)</u>

The financial statements of Living Fuels Limited, registered number 05531573 were approved by the board of Directors and authorised for issue on 24 March 2016.



D Crockford
Director

Living Fuels Limited

Notes to the financial statements For the year ended 30 June 2015

1. Accounting policies

Living Fuels Limited is a company incorporated in the United Kingdom under the Companies Act. The address of the registered office is given on page 1. The nature of the Company's operations and its principal activities are set out in the Directors' report on page 2.

The financial statements are prepared in accordance with applicable United Kingdom accounting standards. The particular accounting policies adopted are described below and have been applied consistently throughout the current and preceding financial year.

Accounting convention

The financial statements are prepared under the historical cost convention.

Cash flow statement

The Company has taken advantage of the exemption in Financial Reporting Standard No.1 (Revised 1996) from the requirement to produce a cash flow statement on the grounds that it is a subsidiary undertaking where 90 per cent or more of the voting rights are controlled within the Group.

Basis of preparation

The financial statements have been prepared on the basis the Company is a going concern, which the Directors consider appropriate.

The Company recovers a patented fuel, LF100 from Waste Cooking Oil, which it sells to another Group company and third parties. The Company is still maturing, however has remained loss making and in a net liabilities position due to declining market prices for used cooking oil and administrative recharges.

As a result of the Company's operating model, it is reliant on the continued support from other Group companies. The Company has received confirmation that the new Group, which has sufficient free cash resources, will continue to support the activities and allow the Company to meet its liabilities as they fall due.

Turnover

Turnover represents the value of LF100 sold during the year, excluding value added tax, in the UK.

Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Tangible fixed assets

Plant and equipment is stated at cost, excluding the costs of day-to-day servicing, less accumulated depreciation and accumulated impairment in value. Such cost includes the cost of replacing part of such plant and equipment when that cost is incurred if the recognition criteria are met.

Depreciation is provided on all tangible fixed assets at the following rates in order to write off each asset over its estimated useful life. The rates of depreciation are as follows:

Leasehold improvements	- term of the lease
Plant and machinery	- 5 to 20 years
Fixtures, fittings and equipment	- 4 years

Assets in the course of construction are not depreciated. Depreciation commences when assets are transferred to depreciable categories of fixed assets on bringing them to full working condition.

Living Fuels Limited

Notes to the financial statements (continued) For the year ended 30 June 2015

1. Accounting policies (continued)

Stocks

Stocks are stated at the lower of cost and net realisable value. Cost includes the cost of direct materials and labour plus attributable overheads based on a normal level of activity.

Net realisable value is based on estimated selling price less any further costs expected to be incurred to completion and disposal.

Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred taxation is provided in full on timing differences which result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

2. Turnover

The total turnover of the Company for the year has been derived from its principal activity wholly undertaken in the United Kingdom.

3. Loss on ordinary activities

	2015 £	2014 £
Loss on ordinary activities is stated after charging:		
Depreciation (note 7)		
Owned assets	137,758	129,093
Rentals under operating leases:		
Other operating leases	110,858	85,858
Auditors remuneration:		
Audit fees	10,000	10,000
Tax fees	3,000	3,000
Stock impairment	393,783	-
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The analysis of auditors remuneration is as follows:		
Fees payable to the Company's auditor for the audit of the Company's annual financial statements	10,000	10,000
	<hr/>	<hr/>

The audit fee of £10,000 (2014: £10,000) for the audit of the Company's financial statements was borne by the parent company in both the current year and prior year.

Living Fuels Limited

Notes to the financial statements (continued) For the year ended 30 June 2015

4. Net finance (cost) / income

	2015 £	2014 £
Interest receivable and similar income	248	33
Bank charges	(616)	-
	<u>(368)</u>	<u>33</u>

5. Information regarding Directors and employees

With the exception of one Director, all Directors' emoluments are borne by other group companies. In the prior year, all Directors' emoluments were borne by other group companies.

During the year, the Director whose emoluments are borne by the Company, was a member of a defined contribution scheme and did not exercise any options over shares in the ultimate parent undertaking.

	2015 £	2014 £
Director's remuneration		
Emoluments	137,189	-
Social security costs	17,827	-
Company contributions to money purchase pension schemes	9,526	-
	<u>164,542</u>	<u>-</u>
Staff costs during the year (including Director)		
Wages and salaries	435,756	159,907
Social security costs	51,563	14,337
Other pension costs	18,668	6,842
Other staff costs	91,245	57,840
	<u>597,232</u>	<u>238,926</u>
Average number of employees (excluding Directors) during the year were:	No.	No.
Production	<u>13</u>	<u>7</u>

Living Fuels Limited

Notes to the financial statements (continued) For the year ended 30 June 2015

6. Tax credit on loss on ordinary activities

(a) Tax credit on loss on ordinary activities

The tax credit is made up as follows:

	2015 £	2014 £
Current tax		
United Kingdom corporation tax at 20.75% (2014: 22.50%) based on the loss for the year	204,937	98,708
Adjustments in respect of prior years	(18)	-
	<u>204,919</u>	<u>98,708</u>
Tax credit in profit & loss	<u>204,919</u>	<u>98,708</u>

(b) Factors affecting current tax credit

The tax assessed for the year is lower (2014: lower) than that resulting from applying the standard rate of corporation tax in the UK 20.75% (2014: 22.50%). The differences are explained below:

	2015 £	2014 £
Loss on ordinary activities before taxation	1,113,032	567,716
Theoretical tax at UK corporation tax rate of 20.75% (2014: 22.50%)	230,953	127,736
Effects of:		
- Capital allowances less than depreciation	(26,016)	(29,028)
- Adjustment in respect of prior years	(18)	-
	<u>204,919</u>	<u>98,708</u>
Total current tax	<u>204,919</u>	<u>98,708</u>

(c) Factors affecting future tax charge

The Company has an unrecognised deferred tax asset of £249,419 (2014: £224,795). The asset arises from timing differences between capital allowances and depreciation and also carried forward losses. It is potentially recoverable against future profits of the same trade, however a deferred tax asset has not been recognised in respect of this asset as recovery is uncertain.

A reduction in the UK corporation tax rate to 20% from 21% (effective from 1 April 2015) was substantively enacted on 2 July 2013.

The Government intends to enact further reductions in the main tax rate down to 19% effective from 1 April 2017 and to 18% effective from 1 April 2020. As these tax rates were not substantively enacted at the balance sheet date, the relevant rate reductions are not yet reflected in these financial statements in accordance with FRS 21, as it is a non-adjusting event occurring after the reporting period.

Living Fuels Limited

Notes to the financial statements (continued) For the year ended 30 June 2015

7. Tangible fixed assets

	Leasehold Improvements	Plant and machinery	Fixtures, fittings and equipment	Total
	£	£	£	£
Cost				
At 1 July 2014	32,018	1,903,802	186,394	2,122,214
Additions	3,600	44,731	58,718	107,049
	<hr/>	<hr/>	<hr/>	<hr/>
At 30 June 2015	35,618	1,948,533	245,112	2,229,263
	<hr/>	<hr/>	<hr/>	<hr/>
Depreciation				
At 1 July 2014	29,604	426,645	64,187	520,436
Charge for the year	2,715	88,933	46,110	137,758
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At 30 June 2015	32,319	515,578	110,297	658,194
	<hr/>	<hr/>	<hr/>	<hr/>
Net book value				
At 30 June 2015	3,299	1,432,955	134,815	1,571,069
	<hr/>	<hr/>	<hr/>	<hr/>
At 30 June 2014	2,414	1,477,157	122,207	1,601,778
	<hr/>	<hr/>	<hr/>	<hr/>

8. Stocks

	2015 £	2014 £
Fuel	1,987,004	618,331
Impairment to net realisable value	(393,783)	-
	<hr/>	<hr/>
	1,593,221	618,331
	<hr/>	<hr/>

The Company impaired stock down from its cost to its net realisable value in the year.

Living Fuels Limited

Notes to the financial statements (continued) For the year ended 30 June 2015

9. Debtors

	2015 £	2014 £
Amounts falling due within one year:		
Trade debtors	167,111	54,623
Amounts owed by group undertakings	-	182,652
Other debtors	21,091	21,090
VAT	-	18,146
Prepayments and accrued income	79,955	54,847
	<u>268,157</u>	<u>331,358</u>
Amounts falling due after more than one year:		
Amounts owed by group undertakings	2,604,906	2,206,243
	<u>2,873,063</u>	<u>2,537,601</u>

10. Creditors: amounts falling due within one year

	2015 £	2014 £
Trade creditors	280,177	133,635
Accruals	163,943	58,754
	<u>444,120</u>	<u>192,389</u>

11. Creditors: amounts falling due over one year

	2015 £	2014 £
Amounts owed to other group companies	<u>8,334,402</u>	<u>6,189,705</u>

12. Operating lease commitments

The Company has annual land and building commitments under non-cancellable operating leases as follows:

	2015 £	2014 £
Operating lease which expire:		
- within one year	50,000	50,000
- between two and five years	<u>37,372</u>	<u>37,372</u>

Living Fuels Limited

Notes to the financial statements (continued) For the year ended 30 June 2015

13. Called-up share capital

	2015 £	2014 £
Allotted, called-up and fully paid		
Ordinary shares of £1 each	<u>2,000,000</u>	<u>2,000,000</u>

14. Reconciliation of shareholder's deficit and movement in profit and loss account

	Called-up share capital £	Profit and loss account £	Total £
At 1 July 2013	2,000,000	(3,131,143)	(1,131,143)
Loss for the year	<u>-</u>	<u>(469,007)</u>	<u>(469,007)</u>
At 30 June 2014	2,000,000	(3,600,150)	(1,600,150)
Loss for the year	<u>-</u>	<u>(908,113)</u>	<u>(908,113)</u>
At 30 June 2015	<u>2,000,000</u>	<u>(4,508,263)</u>	<u>(2,508,263)</u>

15. Related party disclosures

The Company has taken advantage of the exemption under Financial Reporting Standard 8 from providing details of related party transactions with group related parties.

16. Ultimate parent undertaking

The ultimate parent undertaking and controlling party during the reporting period was Renewable Energy Generation Limited, a company incorporated in Jersey. The Registered Office of the ultimate parent undertaking was Elizabeth House, 9 Castle Street, St Helier, Jersey, JE4 2QP. This was the largest and smallest group which prepares consolidated financial statements including the Company.

After the balance sheet date, Living Fuels Limited was sold as part of a wider transaction to a new ultimate parent, Helium Miracle 184 Limited, refer to note 17 for further information. The Registered Office of the new ultimate parent undertaking is 2nd Floor, Edgeborough House, Upper Edgeborough Road, Guildford, Surrey, GU1 2BJ.

The immediate parent company is and continues to be REG Bio-Power UK Limited.

17. Post balance sheet event

On 21 December 2015, Renewable Energy Generation Limited sold REG Holdings Limited and its subsidiaries as part of a wider transaction, which includes Living Fuels Limited, to Helium Miracle 184 Limited, a company formed by management.

Helium Miracle 184 Limited, will function in the same manner as Renewable Energy Generation and as such there will be no fundamental change to the way that Living Fuels Limited is managed or operated.