

**U T B NO.1 LIMITED**

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 30 APRIL 2018**

**U T B NO.1 LIMITED**

**COMPANY INFORMATION**

**DIRECTORS**

Mark Pears CBE  
Sir Trevor Pears CMG  
David Pears  
WPG Registrars Limited

**COMPANY SECRETARY**

William Bennett

**REGISTERED NUMBER**

7379397

**REGISTERED OFFICE**

30 City Road  
London  
EC1Y 2AB

**INDEPENDENT AUDITORS**

Arram Berlyn Gardner LLP  
Chartered Accountants & Statutory Auditor  
Ground floor  
30 City Road  
London  
EC1Y 2AB

# U T B NO.1 LIMITED

## CONTENTS

	Page
<b>Directors' Report</b>	1 - 2
<b>Independent Auditors' Report</b>	3 - 5
<b>Statement of Comprehensive Income</b>	6
<b>Statement of Financial Position</b>	7
<b>Statement of Changes in Equity</b>	8
<b>Notes to the Financial Statements</b>	9 - 13

**DIRECTORS' REPORT  
FOR THE YEAR ENDED 30 APRIL 2018**

The directors present their report and the financial statements for the year ended 30 April 2018.

**DIRECTORS' RESPONSIBILITIES STATEMENT**

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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 for the Company's financial statements and then apply them consistently;
- make judgments 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 to 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.

**PRINCIPAL ACTIVITY**

The principal activity of the company is providing secured bridging and development loans.

**DIRECTORS**

The directors who served during the year were:

Mark Pears CBE  
Sir Trevor Pears CMG  
David Pears  
WPG Registrars Limited

**DISCLOSURE OF INFORMATION TO AUDITORS**

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

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

**AUDITORS**

The auditors, Arram Berlyn Gardner LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

**U T B NO.1 LIMITED**

**DIRECTORS' REPORT (CONTINUED)  
FOR THE YEAR ENDED 30 APRIL 2018**

**SMALL COMPANIES NOTE**

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on 3 December 2018 and signed on its behalf.

**William Bennett**  
Secretary

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF U T B NO.1 LIMITED**

**OPINION**

We have audited the financial statements of U T B No.1 Limited (the 'Company') for the year ended 30 April 2018, which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity and the related notes, 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 Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 30 April 2018 and of its profit 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.

**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 Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**CONCLUSIONS RELATING TO GOING CONCERN**

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

**OTHER INFORMATION**

The directors are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our Auditors' Report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our 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 this other information, we are required to report that fact.

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF U T B NO.1 LIMITED (CONTINUED)**

We have nothing to report in this regard.

**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 year 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.

**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 in the course of the audit, we have not identified material misstatements in the Directors' Report.

We have nothing to report in respect of the following matters in relation to which 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 in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the Directors' Report and from the requirement to prepare a Strategic Report.

**RESPONSIBILITIES OF DIRECTORS**

As explained more fully in the Directors' Responsibilities Statement on page 1, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors 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 directors are responsible for assessing the Company'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 directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

**AUDITORS' 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 Auditors' 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: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our Auditors' Report.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF U T B NO.1 LIMITED (CONTINUED)

USE OF OUR REPORT

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.

Julie Piper FCA (Senior Statutory Auditor)  
for and on behalf of

**Arram Berlyn Gardner LLP**

Chartered Accountants

Statutory Auditor

Ground floor

30 City Road

London

EC1Y 2AB

5 December 2018

**U T B NO.1 LIMITED**

**STATEMENT OF COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 30 APRIL 2018**

	<b>Note</b>	<b>2018 £</b>	<b>2017 £</b>
Turnover	3	867,635	926,296
Cost of sales		(334,126)	(299,314)
Exceptional cost of sales	4	(133,967)	(123,912)
<b>GROSS PROFIT</b>		<u>399,542</u>	<u>503,070</u>
Administrative expenses		(77,786)	(9,164)
<b>OPERATING PROFIT</b>		<u>321,756</u>	<u>493,906</u>
Interest receivable and similar income		563	-
<b>PROFIT BEFORE TAX</b>		<u>322,319</u>	<u>493,906</u>
Tax on profit	7	(61,243)	(98,375)
<b>PROFIT FOR THE FINANCIAL YEAR</b>		<u><u>261,076</u></u>	<u><u>395,531</u></u>
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		<u><u>261,076</u></u>	<u><u>395,531</u></u>

The notes on pages 9 to 13 form part of these financial statements.

**U T B NO.1 LIMITED**  
**REGISTERED NUMBER: 7379397**

**STATEMENT OF FINANCIAL POSITION**  
**AS AT 30 APRIL 2018**

	Note		2018 £	2017 £
<b>CURRENT ASSETS</b>				
Debtors: amounts falling due after more than one year	8	-	4,726,092	
Debtors: amounts falling due within one year	8	13,408,670	4,387,348	
Cash at bank and in hand		5,136	9,176	
		<u>13,413,806</u>	<u>9,122,616</u>	
Creditors: amounts falling due within one year	9	(9,165,287)	(5,135,173)	
<b>NET CURRENT ASSETS</b>			<u>4,248,519</u>	<u>3,987,443</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			<u>4,248,519</u>	<u>3,987,443</u>
<b>NET ASSETS</b>			<u><u>4,248,519</u></u>	<u><u>3,987,443</u></u>
<b>CAPITAL AND RESERVES</b>				
Called up share capital			1,000	1,000
Profit and loss account			<u>4,247,519</u>	<u>3,986,443</u>
<b>Total equity</b>			<u><u>4,248,519</u></u>	<u><u>3,987,443</u></u>

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 3 December 2018.

**Mark Pears CBE**

Director

The notes on pages 9 to 13 form part of these financial statements.

**U T B NO.1 LIMITED**

**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 30 APRIL 2018**

	Called up share capital £	Profit and loss account £	Total equity £
At 1 May 2017	1,000	3,986,443	3,987,443
<b>COMPREHENSIVE INCOME FOR THE YEAR</b>			
Profit for the year	-	261,076	261,076
<b>AT 30 APRIL 2018</b>	<u>1,000</u>	<u>4,247,519</u>	<u>4,248,519</u>

The notes on pages 9 to 13 form part of these financial statements.

**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 30 APRIL 2017**

	Called up share capital £	Profit and loss account £	Total equity £
At 1 May 2016	1,000	3,590,912	3,591,912
<b>COMPREHENSIVE INCOME FOR THE YEAR</b>			
Profit for the year	-	395,531	395,531
<b>AT 30 APRIL 2017</b>	<u>1,000</u>	<u>3,986,443</u>	<u>3,987,443</u>

The notes on pages 9 to 13 form part of these financial statements.

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 APRIL 2018**

**1. GENERAL INFORMATION**

U T B No.1 Limited is a private company limited by shares incorporated in England and Wales. The registered office is Ground Floor, 30 City Road, London, EC1Y 2AB. The principal place of business is Haskell House, 152 West End Lane, London, NW6 1SD.

**2. ACCOUNTING POLICIES**

**2.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006 other than where additional disclosure is required to show a true and fair view.

The company's functional currency and presentational currency is GBP and rounded to the nearest £1.

The following principal accounting policies have been applied:

**2.2 GOING CONCERN**

At the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus the directors continue to adopt the going concern basis of accounting in preparing these financial statements.

**2.3 TURNOVER**

Turnover comprises interest and other related income receivable by the company. Interest is recognised in the Income Statement using the effective interest method.

**2.4 DEBTORS**

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

**2.5 CASH AND CASH EQUIVALENTS**

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

**2.6 FINANCIAL INSTRUMENTS**

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in the case of an out-right short-term loan not at market

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 APRIL 2018

**2. ACCOUNTING POLICIES (CONTINUED)**

**2.6 FINANCIAL INSTRUMENTS (CONTINUED)**

rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of Comprehensive Income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the reporting date.

Financial assets and liabilities are offset and the net amount reported in the Statement of Financial Position when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

**2.7 CREDITORS**

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

**2.8 INTEREST INCOME**

Interest income is recognised in the Statement of Comprehensive Income using the effective interest method.

**2.9 TAXATION**

Tax is recognised in the Statement of Comprehensive Income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company operates and generates income.

**2.10 EXCEPTIONAL ITEMS**

Exceptional items are transactions that fall within the ordinary activities of the Company but are presented separately due to their size or incidence.

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 APRIL 2018

3. **TURNOVER**

Turnover comprises interest and other related income receivable by the company for providing bridging and development loans.

All turnover arose within the United Kingdom.

4. **Exceptional cost of sales**

	2018 £	2017 £
Impairment on loans	<u>133,967</u>	<u>123,912</u>

5. **AUDITORS' REMUNERATION**

Fees payable to the Company's auditor for the audit of the Company's annual financial statements totalled £4,050 (2017 - £4,320).

6. **EMPLOYEES**

The average monthly number of employees, including the directors, during the year was as follows:

	2018 No.	2017 No.
Directors	<u>3</u>	<u>3</u>

7. **TAXATION**

	2018 £	2017 £
<b>CORPORATION TAX</b>		
Total current tax	<u>61,243</u>	<u>98,375</u>

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 APRIL 2018

7. TAXATION (CONTINUED)

FACTORS AFFECTING TAX CHARGE FOR THE YEAR

The tax assessed for the year is higher than (2017 -lower than) the standard rate of corporation tax in the UK of 19% (2017 - 20%). The differences are explained below:

	2018 £	2017 £
Profit on ordinary activities before tax	<u>322,319</u>	<u>493,906</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2017 -20%)	61,241	98,781
<b>EFFECTS OF:</b>		
Other differences relating to a change in the tax rate	2	(406)
<b>TOTAL TAX CHARGE FOR THE YEAR</b>	<u>61,243</u>	<u>98,375</u>

FACTORS THAT MAY AFFECT FUTURE TAX CHARGES

There were no factors that may affect future tax charges.

8. DEBTORS

	2018 £	2017 £
<b>DUE AFTER MORE THAN ONE YEAR</b>		
Trade debtors	<u>-</u>	<u>4,726,092</u>
	<b>2018 £</b>	<b>2017 £</b>
<b>DUE WITHIN ONE YEAR</b>		
Trade debtors	13,408,670	4,148,088
Amounts owed by group undertakings	-	123,357
Tax recoverable	-	115,903
	<u>13,408,670</u>	<u>4,387,348</u>

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 APRIL 2018

9. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2018 £	2017 £
Amounts owed to group undertakings	9,113,880	5,103,957
Corporation tax	4,616	-
Accruals and deferred income	46,791	31,216
	<u>9,165,287</u>	<u>5,135,173</u>

10. RELATED PARTY TRANSACTIONS

The company has taken the exemption under FRS102 Section 1A, paragraph 1 AC.35 not to disclose related party transactions in wholly owned groups.

11. CONTROLLING PARTY

The company is a wholly owned subsidiary of The William Pears Group of Companies Limited. The company's ultimate holding company is William Pears Group Limited, a company incorporated in England. The registered office is Ground Floor, 30 City Road, London EC1Y 2AB.