PCF Group Holdings Limited

Report and Financial Statements

31 March 2012

Directors
Z R Kerse
S D Maybury
R J Murray
S A Wilkes (appointed 29 October 2012)

Secretary
R J Murray

Auditors
Ernst & Young LLP
1 More London Place
London SE1 2AF

Registered Office
Brandon House
180 Borough High Street
London SE1 1LB

Directors' report

The directors present their report and financial statements for the year ended 31 March 2012

Results and dividends

The Company profit for the year before taxation was £nil (2011 – profit of £nil) The taxation charge for the year was £nil (2011 – £nil)

The directors do not recommend the payment of a final dividend (2011 – £nil)

Principal activities, business review and future developments

The Company is a holding company

Directors

The directors of the Company during the year ended 31 March 2012 were those listed on page 1

International Financial Reporting Standards ('IFRS')

The results for the year ended 31 March 2012 have been prepared in accordance with IFRS and its interpretations issued by the International Accounting Standards Board, as adopted by the European Union

Supplier payment policy and practice

It is the Company's policy that payments to suppliers are made in accordance with the terms and conditions agreed between the Company and its suppliers, provided that trading terms have been complied with At 31 March 2012, the Company had nil trade payables (2011 – nil)

Principal risks and uncertainties

Treasury management

The Company is exposed to the liquidity and interest rate risk arising from the requirement to fund its operations Liquidity risk is the risk arising from unplanned decreases or changes in funding sources The Company funds itself through overdraft facilities repayable on demand and advances from other group companies which are unsecured, repayable on demand and interest free The Company has minimal risk to income from changes in market interest rates Facilities provided by banks and finance houses are at fixed and floating rates, and interest rate swaps are used, where appropriate, to reduce interest rate fluctuations It is and has been throughout the year under review, the Company's policy that no trading in financial instruments shall be undertaken The Company does not operate in, nor have exposure to, currencies other than pounds sterling

Capital management

The Company's objective is to maintain a strong capital base to support current operations and planned growth in line with relevant budgets Capital base for these purposes comprises equity shareholder funds The Company is not subject to external regulatory capital requirements

Directors' report

Principal risks and uncertainties (continued)

Funding

The Company's financial instruments include advances from another group company, PCF Group Limited, and overdraft facilities The main purpose of these financial instruments is to raise finance to fund the Company's principal activities Continued, sustainable growth is dependent on the Company seeking further debt facilities or increases to those already in place The Company continues to operate within an industry-wide scarcity of funding and Company borrowings are not expected to increase significantly in the next year

The main risks arising from the Company's financial instruments are detailed in the notes to the Financial Statements

Statement of directors' responsibilities

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable United Kingdom law and those International Financial Reporting Standards as adopted by the European Union

Company Law requires the directors to prepare Financial Statements for each financial year Under that law the directors must not approve the Company Financial Statements unless they are satisfied they present fairly the financial position, financial performance and cash flows of the Company for that period In preparing those Financial Statements the directors are required to

- select suitable accounting policies in accordance with IAS 8 'Accounting policies, changes in accounting estimates and errors' and then apply them consistently,
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information,
- provide additional disclosures when compliance with the specific requirements in IFRSs is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Company's financial position and financial performance, and
- state that the Company has complied with IFRS, subject to any material departures disclosed and explained in the financial statements

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the Company financial statements comply with the Companies Act 2006 They are also responsible for safeguarding the assets of the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities

Disclosure of information to auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware Having made enquiries of fellow directors and the Company's auditor, each director has taken all the steps that he is obliged to take as a director in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information

Directors' report

Re-appointment of auditors

A resolution to re-appoint Ernst & Young LLP as the Company's auditors will be proposed at the forthcoming Annual General Meeting

On behalf of the Board

R J. Murphy

Director and Secretary

11. December 2012

ERNST & YOUNG

Independent auditors' report

to the members of PCF Group Holdings Limited

We have audited the financial statements of PCF Group Holdings Limited for the year ended 31 March 2012 which comprise the Income Statement, the Statement of Comprehensive Income, the Balance Sheet, the Statement of Change in Equity and the Statement of Cash flows and the related notes 1 to 6 The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union

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 set out on page 3, 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 financial statements to identify material inconsistencies with the audited financial statements If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report

Opinion on the 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 March 2012 and of the Company's results for the year then ended,
- the Company financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union,
- the parent undertaking financial statements have been properly prepared in accordance with IFRS as adopted by the European Union and as applied in accordance with the provisions of the Companies Act 2006, and
- the financial statements 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

ERNST & YOUNG

Independent auditors' report

to the members of PCF Group Holdings Limited

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 by the company, or returns adequate for our audit have not been received from branches not visited by us, or
- the company 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

Ernst & Young LLP

Javier Faiz (Senior Statutory Auditor)
For and on behalf of Ernst & Young LLP, Statutory Auditor
London

11 DECEMBER 2012

Income statement

for the year ended 31 March 2012

	Note	2012 £000	2011 £000
Profit on ordinary activities before taxation	2	–	–
Profit for the year attributable to equity holders		–	–

Statement of comprehensive income

for the year ended 31 March 2012

	2012 £000	2011 £000
Profit for the year	–	–
Total comprehensive income for the year	–	–

Balance sheet

at 31 March 2012

	Notes	2012 £000	2011 £000
Assets – non-current assets			
Investment in subsidiary undertakings	3	1,790	1,790
Total assets		1,790	1,790
Liabilities – current liabilities			
Amounts due to group companies	6	783	783
Total liabilities		783	783
Net assets		1,007	1,007
Capital and reserves			
Called-up share capital	4	298	298
Profit and loss account	5	709	709
Shareholders' funds		1,007	1,007

Signed on behalf of the Board of Directors by

Director Z R KERRE

Director S MAYBURY

11 DECEMBER 2012

Statement of changes in equity

for the year ended 31 March 2012

	2012 £000	2011 £000
Total comprehensive income for the year	–	–
Net additions to shareholders' funds	–	–
Opening shareholders' funds	1,007	1,007
Closing shareholders funds	1,007	1,007

Statement of cash flows

for the year ended 31 March 2012

	2012 £000	2011 £000
Cash flows from operating activities		
Profit before taxation	–	–
Net increase in cash and cash equivalents	–	–
Cash and cash equivalents at beginning of the year	–	–
Cash and cash equivalents at end of the year	–	–

Notes to the financial statements

at 31 March 2012

1. Accounting policies

General information

PCF Group Holdings Limited ('the Company') is a company domiciled in the United Kingdom

The Company is a holding company

Basis of preparation

These financial statements are prepared in accordance with International Financial Reporting Standards ('IFRS') as adopted by the European Union, interpretations issued by the International Accounting Standards Board ('IASB') and the Companies Act 2006

The financial statements are prepared under the historical cost convention and in accordance with applicable accounting standards The financial statements are presented in pounds sterling and all values are rounded to the nearest thousand (£000), except where otherwise indicated

The Company is exempt from preparing group Financial Statements by virtue of s400 CA 2006 as the Company is part of a larger group with the ultimate parent company preparing group Financial Statements

Changes in accounting policies

The accounting policies adopted are consistent with those used in the previous financial year except that the Company has adopted all standards, amendments and interpretations which became effective during the year The adoption of these standards, amendments and interpretations did not have any effect on the financial position or performance of the Company but have resulted in additional disclosures

Significant accounting judgments, estimates and assumptions

The preparation of Financial Statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses The estimates and associated assumptions are based on historical experience and various other factors which are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about the carrying values of assets and liabilities which are not readily apparent from other sources Actual results may differ from these estimates

The estimates and underlying assumptions are reviewed on an on-going basis Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods Judgments made by management in the application of IFRS which have a significant effect on the Financial Statements and estimates with a significant risk of material adjustment within the next financial year are provided below

Notes to the financial statements
at 31 March 2012

1. Accounting policies (continued)

Summary of significant accounting policies

Investment in subsidiary undertakings

Investments in subsidiary undertakings are initially recognised at cost The Company recognises income from the investment only to the extent that receives distributions from post-acquisition accumulated profits Distributions received in excess of such profits are regarded as a recovery of investment and recognised as a reduction in the cost of the investment

At each reporting date, an assessment is made as to whether there is any indication that the investment may be impaired If such an indication exists, the Company estimates the investment's recoverable amount The recoverable amount is the higher of the asset's or CGU's fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets The investment is written down to the recoverable amount if this is lower than its carrying value The impairment loss is recognised in the Company's income statement

De-recognition of financial assets and liabilities

Financial liabilities

A financial liability is de-recognised when the obligation under the liability is discharged, cancelled or expires Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a de-recognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in the income statement

Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation

Notes to the financial statements
at 31 March 2012

1. Accounting policies (continued)

Summary of significant accounting policies (continued)

Taxes

Current tax

The charge for current tax is based on the results for the year as adjusted for items which are non-assessable or disallowed It is calculated using rates of tax that have been enacted, or substantially enacted, by the Balance Sheet date

Current income tax relating to items recognised directly in equity is recognised in equity and not in the Income Statement

Deferred tax

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Financial Statements

Deferred tax is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity Deferred tax is determined using tax rates and laws which have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised Unrecognised deferred income tax assets are reassessed at each balance sheet date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority

Notes to the financial statements
at 31 March 2012

1. Accounting policies (continued)

Future changes in accounting policies

The following accounting standards, amendments and interpretations issued by the International Accounting Standards Board and the International Financial Reporting Interpretations Committee are effective for the Company's accounting periods beginning on or after 1 April 2012

	Effective from
• IFRS 9 'Financial instruments'	1 January 2015
• IFRS 10 'Consolidated financial statements'	1 January 2013
• IFRS 11 'Joint arrangements'	1 January 2013
• IFRS 12 'Disclosure of interests in other entities'	1 January 2013
• IFRS 13 'Fair value measurement'	1 January 2013
• IFRS 7 (amendment) 'Financial instruments disclosures'	1 January 2013
• IAS 1 (amendment) 'Presentation of financial statements'	1 July 2012
• IAS 12 (amendment) 'Income taxes'	1 January 2012
• IAS 19 (amendment) 'Employee benefits'	1 January 2013
• IAS 27 (amendment) 'Separate financial statements'	1 January 2013
• IAS 28 (amendment) 'Investments in associates and joint ventures'	1 January 2013
• IAS 32 (amendment) 'Financial instruments presentation'	1 January 2014

Adoption of these standards and interpretations is not expected to have a material impact on the Company Financial Statements

Notes to the financial statements

at 31 March 2012

2. Profit on ordinary activities before taxation

Directors' emoluments and staff costs

Staff salaries were paid by the ultimate parent undertaking in the year and recharged accordingly through administrative expenses Directors' emoluments were nil

3. Investments

The subsidiary undertakings of PCF Group Holdings Limited at 31 March 2012, all of which are incorporated and operate in the United Kingdom and are registered in England and Wales, were as follows

Name of company	*Proportion held*	*Nature of business*
AMC Trust Limited	100%	Holding Company
PCF Group Limited	100%	Holding Company
The Asset Management Corporation Limited	100%	Leasing

All the companies have an accounting reference date of 31 March

	Investment in subsidiary undertakings £000
Cost and net book value	
1 April 2011 and 31 March 2012	1,790

It is the opinion of the directors that the recoverable amount of the Company's investment in subsidiary undertakings is not less than the amount at which it is stated in the Company financial statements

4. Share capital

	Number	*£000*
Authorised ordinary shares		
At 1 April 2010, 1 April 2011 and 31 March 2012 – £1 each	63,000,000	63,000
Allotted and fully paid ordinary shares		
At 1 April 2010, 1 April 2011 and 31 March 2012 – £1 each	298,104	298

Notes to the financial statements
at 31 March 2012

5. Reconciliation of changes in reserves

	Profit and loss account £000
At 1 April 2010	709
Total recognised income and expense for the year	–
At 1 April 2011	709
Total recognised income and expense for the year	–
At 31 March 2012	709

6. Related parties

These are the following outstanding balances with other Group companies

	2012 £000	*2011 £000*
Amount due to other Group companies	(783)	(783)

These balances are unsecured and repayable on demand There were no other material related party transactions

The Company's parent undertaking is Private & Commercial Finance Group plc, a company incorporated in England and Wales Private & Commercial Finance Group plc is both the smallest and largest group of which the Company is a member and for which group financial statements are prepared Group financial statements are available from its registered office Brandon House, 180 Borough High Street, London SE1 1LB