Registration number: 3780306

Omega Leasing Limited

Annual Report and Financial Statements

for the Year Ended 31 December 2019

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Company Information

Directors

M A Garrett

B Janagan

Company secretary

R Johnson

Registered office

1 Brewer's Green

London SW1H 0RH

Independent Auditors PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

1 Embankment Place

London WC2N 6RH

Directors' Report for the Year Ended 31 December 2019

The report and the audited financial statements for the year ended 31 December 2019. The results for the prior period refer to the year ended 31 December 2018.

Principal activity

The principal activity of the Company is the leasing of commercial aero engines.

Review of business

The Company's profit before taxation for the year was \$2,009,192 (2018: \$391,464) and the Company had net assets of \$7,493,893 (2018: \$7,309,701)

Retained earnings of the Company after taxation amounted to \$7,493,793 (2018: \$7,309,601).

An interim dividend of \$1,250,000 (2018: \$nil) was declared and paid in full.

Directors of the Company

The Directors who held office during the year and up to the date of signing the financial statements were as follows:

M Brady (resigned 31 May 2019)

M A Garrett

B Janagan (appointed 8 July 2019)

Going concern

The Company meets its day to day working capital requirement through its cash reserves and borrowings. The Company therefore continues to adopt the going concern basis in preparing its financial statements. (See note 2 for further details).

Directors' liabilities

A qualifying third party indemnity provision was in place for all of the directors during the year and up to the date of approval of the directors' report.

Disclosure of information to the auditors

The Director has taken steps that ought to have taken as a Director in order to make aware of any relevant audit information and to establish that the Company's auditors are aware of that information. The Director confirms that there is no relevant information that of and of which the auditors are unaware.

Small companies provision statement

This report has been prepared in accordance with the small companies regime under the Companies Act 2006, and as such, a strategic report is not required.

Approved by the Board on 20 March 2020 and signed on its behalf by:

B Janagan Director

Statement of Directors' Responsibilities

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" Section 1A, 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 income statement of the company for that period. In preparing the financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102 Section 1A, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements 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 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.

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.

Independent auditors' report to the members of Omega Leasing Limited

Report on the audit of the financial statements

Opinion

In our opinion, Omega Leasing Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2019 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" Section 1A, and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Balance Sheet as at 31 December 2019; the Income Statement and the Statement of Changes in Equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

ISAs (UK) require us to report to you when:

- 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.

We have nothing to report in respect of the above matters.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance 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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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. We have nothing to report based on these responsibilities.

Independent auditors' report to the members of Omega Leasing Limited

With respect to the Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' Report for the year ended 31 December 2019 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

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 in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they 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 FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

Independent auditors' report to the members of Omega Leasing Limited

We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to: prepare financial statements in accordance with the small companies regime; and take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.

Chelward

Christopher Richmond (Senior Statutory Auditor) for and on behalf of PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors

1 Embankment Place London WC2N 6RH

20 March 2020

Income Statement for the Year Ended 31 December 2019

	Note	2019 \$	2018 \$
Revenue	3	832,011	1,320,000
Cost of sales		(373,472)	(873,052)
Gross profit		458,539	446,948
Administrative expenses		(75,019)	(73,644)
Operating profit		383,520	373,304
Net profit/(loss) on sale of tangible assets		1,583,741	(6)
Profit on ordinary activities before interest		1,967,261	373,298
Interest receivable and similar income	5	41,979	18,166
Interest payable and similar expenses	6	(48)	
Profit before tax		2,009,192	391,464
Taxation	9	(575,000)	(92,000)
Profit for the financial year		1,434,192	299,464

The above results were derived from continuing operations and represents total comprehensive income for the year.

The Company has no recognised gains or losses for the year other than the results above.

(Registration number: 3780306) Balance Sheet as at 31 December 2019

	Note	2019 \$	2018 \$
Non-current assets			
Property, plant and equipment	. 11	-	9,720,975
Other financial assets	12	10,418,679	
	-	10,418,679	9,720,975
Current assets			
Receivables	13	952,310	1,735,676
Cash at bank	_	767,609	1,685,653
		1,719,919	3,421,329
Payables: Amounts falling due within one year	14	(4,644,705)	(4,179,603)
Net current liabilities		(2,924,786)	(758,274)
Total assets less current liabilities		7,493,893	8,962,701
Provisions for liabilities	15	-	(1,653,000)
Net assets		7,493,893	7,309,701
Capital and reserves			
Called up share capital	17	100	100
Retained earnings		7,493,793	7,309,601
Total Shareholders' Funds		7,493,893	7,309,701

Approved and authorised by the Board on 20 March 2020 and signed on its behalf by:

B Janagan

Director

Statement of Changes in Equity for the Year Ended 31 December 2019

	Sha	re capital \$	Retained earnings	Total \$
At 1 January 2019 Profit for the financial year		100	7,309,601 1,434,192	7,309,701 1,434,192
Total comprehensive income Dividends		<u> </u>	1,434,192 (1,250,000)	1,434,192 (1,250,000)
At 31 December 2019	<u></u>	100	7,493,793	7,493,893
	•			
	Sha	re capital \$	Retained earnings \$	Total \$
At 1 January 2018	<u></u>	100	7,010,137	7,010,237
Profit for the financial year	<u></u>		299,464	299,464
Total comprehensive income		<u> </u>	299,464	299,464
At 31 December 2018	·	100	7,309,601	7,309,701

The notes on pages 10 to 19 form an integral part of these financial statements. Page 9 $\,$

Notes to the Financial Statements for the Year Ended 31 December 2019

1 General information

The Company is a private company, limited by shares, incorporated and domiciled in England and Wales under the Companies Act.

The address of its registered office is:
1 Brewer's Green
London
SW1H 0RH
England

2 Accounting policies

Basis of preparation

The financial statements have been prepared in accordance with UK accounting standards applicable to smaller entities including Section 1A of FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland and with the Companies Act 2006. The presentation currency of these financial statements is U.S. Dollars (\$).

The preparation of financial statements in conformity to FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. There are no areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements.

These financial statements have been prepared using the historical cost convention.

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

Going concern

The financial statements have been prepared on a going concern basis, notwithstanding net current liabilities of \$2,924,786 as at 31 December 2019 (2018: \$758,274).

The Directors have considered the application of the going concern basis of accounting and believe that, for the foreseeable future, the Company will have adequate resources to meet its liabilities as they fall due. In making this assessment the Directors have considered the cash generation arising from future lease income receivable against the creditors and loan repayments necessary within one year. The Directors have received written confirmation from Alpha Partners Leasing Limited, which heads the smallest group in which the results of the Company are consolidated, of its intention to provide continuing financial support to the Company, for a period of not less than 12 months from the date of approval of these financial statements.

Revenue Recognition

Net income from operating leases is credited to the income statement on a straight line basis over the term of the lease.

Income from finance leases is credited to the income statement in proportion to the funds invested.

Foreign currency transactions and balances

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date at which they occurred. Monetary assets and liabilities denominated in foreign currencies are translated into US Dollars at the rate ruling at the year-end. Exchange differences, including those arising from currency conversions in the usual course of trading, are taken into account in determining profit on ordinary activities before taxation.

Notes to the Financial Statements for the Year Ended 31 December 2019

Tax

Current tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the income statement, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

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 taxable income.

Deferred tax

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements and on unused tax losses or tax credits in the Company. Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

The carrying amount of deferred tax assets are reviewed at each reporting date and a valuation allowance is set up against deferred tax assets so that the net carrying amount equals the highest amount that is more likely than not to be recovered based on current or future taxable profit.

Property, plant and equipment

Property, plant and equipment are stated in the statement of financial position at cost, less any subsequent accumulated depreciation and accumulated impairment losses.

The cost of property, plant and equipment includes directly attributable incremental costs incurred in their acquisition and installation.

Depreciation

Assets held for operating leases are depreciated on a straight line basis from the time that they are first brought into use so as to write off their cost, less estimated residual value, over the lesser of:

- i) the period up to the 25th anniversary of the engine being first delivered to an airline, or purchased for lease by the Company; and
- ii) the anticipated remaining useful life of the airframe for which the engine is designed.

However, if a used engine is acquired with a lease attached that goes beyond the 25th anniversary of the engine being first delivered to an airline, then the useful economic life is re-evaluated and is used as the basis to amortise the cost to an estimated residual value. This is typically an additional 5 to 10 years beyond the engine's 25th anniversary.

Impairment of assets held for use in operating leases and finance leases

The Company reviews its assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets is measured by a comparison of the carrying amount of an asset to a third party independent valuation and/or the future net discounted cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognised is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets.

The Company is required to make certain assumptions about the future cash flows to be generated from the individual assets, it is also required to discount these cash flows using an appropriate discount rate. The resulting calculation is sensitive to these assumptions. The directors consider the assumptions to represent the best estimate.

Notes to the Financial Statements for the Year Ended 31 December 2019

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

Borrowings

Interest-bearing borrowings are initially recorded at fair value, net of transaction costs. Interest-bearing borrowings are subsequently carried at amortised cost, with the difference between the proceeds, net of transaction costs, and the amount due on redemption being recognised as a charge to the Income Statement over the period of the relevant borrowing.

Interest expense is recognised on the basis of the effective interest method and is included in interest payable and similar charges.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

Leases

Where the Company transfers substantially all the risks and rewards of ownership, the arrangement is classified as a finance lease and a receivable is recognised at an amount equal to the net investment in the lease. Recognition of finance income is based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the finance lease.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

Dividends

Dividend distribution to the company's shareholders is recognised as a liability in the financial statements in the reporting period in which the dividends are declared.

3 Revenue

The analysis of the Company's revenue for the year from continuing operations is as follows:

	2019 \$	2018 \$
Operating lease rentals	564,666	1,320,000
Finance lease rentals	267,345	
	832,011	1,320,000
All leasing of equipment is within the United Kingdom.		
4 Operating profit		
Arrived at after charging		
	2019	2018
Depreciation expense	\$ <u>373,472</u>	873,052

Notes to the Financial Statements for the Year Ended 31 December 2019

5	Interest	receivab	le and	similar	income
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	2019	2018
Finance income	41,979	18,166
6 Interest payable and similar expenses		
	2019	2018
	\$	\$
Interest on loans from related party	48	-

7 Staff number and costs

The Company has no employees (2018: none) other than the Directors, who did not receive any remuneration (2018 - \$Nil).

The Company is charged a proportion of the costs of employment of those employees with contracts of employment with a related party but whose time is partly dedicated to the business of the Company.

8 Auditors' remuneration

	2019	2018
	.	\$
Audit of the financial statements	11,790	10,159

The audit fee is borne by a Group company, which is then recharged as part of the management fee.

Notes to the Financial Statements for the Year Ended 31 December 2019

9 '	Taxa	ıtion	١

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Tay	charged	ın	the	income	statement
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	2019 \$	2018 \$
Current taxation UK corporation tax	2,228,000	240,000
Deferred taxation Arising from origination and reversal of timing differences	(1,653,000)	(148,000)
Tax expense in the income statement	575,000	92,000

The tax on profit before tax for the year is higher than the standard rate of corporation tax in the UK (2018 - higher than the standard rate of corporation tax in the UK) of 19% (2018 - 19%).

The differences are reconciled below:

	2019 \$	2018 \$
Profit before tax	2,009,192	391,464
Profit on ordinary activities before tax multiplied by the standard rate of corporation tax in the UK of 19% (2018: 19%) Tax rate differential on temporary differences	381,746 193,254	74,378 17,622
Total tax charge	575,000	92,000

The 2020 Budget announced that the UK corporation tax rate will no longer reduce to 17% from 1 April 2020 and will remain at 19%. The deferred tax liability has been calculated at 17% as this rate has been substantively enacted at the Balance Sheet date. Had the 19% been substantively enacted on or before 31 December 2019 it would have had the effect of increasing the deferred tax liability by \$nil.

10 Dividends

	2019 \$	2018 \$
Interim dividend of \$12,500 (2018 - \$Nil) per ordinary share	1,250,000	

Notes to the Financial Statements for the Year Ended 31 December 2019

11 Property, plant and equipment

	Assets held for use in operating leases \$
Cost	
At 1 January 2019	25,729,299
Disposals	(25,729,299)
At 31 December 2019	
Depreciation	
At 1 January 2019	16,008,324
Charge for the year	373,473
Eliminated on disposal	(16,381,797)
At 31 December 2019	
Carrying amount	
At 31 December 2019	-
At 31 December 2018	9,720,975

During the year, the operating lease agreements of assets with cost of \$25,729,299 (2018: \$Nil) were converted into finance lease agreements. The accumulated depreciation on these engines was \$16,381,797 (2018: \$Nil). The carrying amount of these assets are shown under finance lease receivables (notes 12 and 13).

12 Other financial assets

	2019 \$	2018 \$
Finance lease receivables	10,418,679	-
	10,418,679	-
13 Receivables		
	2019 \$	2018 \$
Amounts owed by group undertakings	6	6
Group relief receivable	-	1,735,670
Finance lease receivables	952,304	<u>-</u>
	952,310	1,735,676

Notes to the Financial Statements for the Year Ended 31 December 2019

14 Payables: Amounts falling due within one year

	2019	2018
	\$	\$
Trade payables	294	-
Amounts owed to group undertakings	207	256
Accruals and deferred income	84,874	112,347
Group relief payable	4,559,330	4,067,000
	4,644,705	4,179,603

Notes to the Financial Statements for the Year Ended 31 December 2019

15 Provisions for liabilities

Deferred tax assets and liabilities	ie	lií	sil	او	li	d	a n	te	9226	9 Y	·ba·	fer	De
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2019	Liability \$
Accelerated capital allowances	
2018	Liability
Accelerated capital allowances	1,653,000

16 Leases

Finance leases - lessor

The amount of the net investment in a finance lease is determined as shown in the following table:

	2019 \$
Minimum lease payments	13,129,520
Gross investment	13,129,520
Unearned finance income	(1,758,537)
Net investment (present value of minimum lease payments)	11,370,983

The gross investment amount and the present value of payable minimum lease payments are shown in the following table:

		2019		2018
	\$			\$
	Gross Present value of investment in minimum lease		investment in	Present value of minimum lease
	lease	payments	lease	payments
Maturity				
Not later than one year	1,385,904	952,304	-	-
Later than one year and not later than				
five years	5,543,616	4,218,679	-	-
Later than five years	6,200,000	6,200,000		
	13,129,520	11,370,983		

Contingent rents recognised as income in the period are \$Nil (2018 - \$Nil).

Notes to the Financial Statements for the Year Ended 31 December 2019

16. Leases (continued)				
Operating leases - lessor				•
The total of future minimum lease receip	ots from contracted less	es is as follows:		
			2019 \$	2018 \$
Not later than one year			.	1,320,000
Later than one year and not later than five	e years		<u>-</u>	3,340,333
			<u>-</u>	4,660,333
			···	
17 Share capital				
Allotted, called up and fully paid shar	res			
,		2019		2018
	No.	\$	No.	. \$
Ordinary shares of \$1 each	100	100	100	100
18 Related party transactions				
Income from related parties				Other related
				parties
2019				\$
Sale of services Amounts receivable from related party				832,011 6
Amounts receivable from related party				-
				Other related parties
2018				\$
Sale of services				1,320,000
Amounts receivable from related party				6
Expenditure with related parties				
				Other related
2019				parties \$
Management fees				74,000
Amounts payable to related party				207
				Other related
2010				parties
2018 Management fees				\$ 72,000
Amounts payable to related party				256

Notes to the Financial Statements for the Year Ended 31 December 2019

19 Parent and ultimate parent undertaking

Rolls-Royce Holdings plc, a company registered in England and Wales, and GATX Corporation, a company registered in the United States, are the joint ultimate holding companies. Copies of Rolls-Royce Holdings plc's consolidated financial statements can be obtained from Kings Place, 90 York Way, London N1 9FX and those of GATX Corporation from 233 South Wacker Drive, Chicago, IL60606-7147, Illinois, USA.

Alpha Leasing Limited, a company registered in England and Wales, is the immediate holding company. Alpha Leasing Limited is wholly owned by Alpha Partners Leasing Limited, which heads the smallest group in which the results of the Company are consolidated. Copies of its consolidated financial statements can be obtained from 1 Brewer's Green, London SW1H 0RH.