Platform Group Holdings Limited Directors' report and financial statements for the year ended 31 December 2010

Registered Number 3936396



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Directors and advisors

Directors

Mr D Tweedy Mr P Garlick Mr W Newby Mr P Wilson

Secretary

Mrs S Moss

Independent auditors

KPMG Audit Plc St James Square Manchester M2 6DS

Solicitors

Allen & Overy LLP One Bishops Square London E1 6AD

Registered office Newton House Cheadle Road Leek Staffordshire ST13 5RG

Registered number 3936396

Directors' report for the year ended 31 December 2010

The directors present their report and the audited financial statements of the Company (Registered Company No 3936396) for the year ended 31 December 2010

Principal activities

The principal activity of the Company is that of a holding company of a group that invests in residential mortgage loan portfolios

Review of business and future development

During the year the Company did not receive any dividend income due to the weakened performance of the Company's subsidiaries. The directors expect the future performance of the Company to be comparable to the current year although the year ahead will be influenced by market conditions.

Key performance indicators (KPI's)

Given the straightforward nature of the business, the Company's directors are of the opinion that analysis using key performance indicators is not necessary for an understanding of the development, performance or position of the business

Principal risks and uncertainties

The financial risks faced by the Company are credit risk and liquidity risk. A summary of these risks is included below and more detail regarding the management of these risks is included in note 8 to the financial statements

- credit risk is the risk that a customer or counterparty will not be able to meet its obligations to the Company as they become due Credit risk arises on cash and cash equivalents and other receivables. Credit risk on the Company's other receivables is not considered significant as the majority of the balance being due from The Co-operative Bank plc Group, and
- Inquidity risk is the risk that the Company is not able to meet its financial obligations as they fall due, or can only do
 so at excessive cost. Liquidity risk arises on amounts due to group undertakings. The Co-operative Bank plc,
 manages the liquidity of its subsidiaries to ensure they maintain sufficient liquidity to continue to operate, providing
 additional funding if required. The directors are satisfied that the overall management of liquidity by The Cooperative Bank plc mitigates any risk to the company.

As set out more fully in the statement of accounting policies, these financial statements have been prepared under the current International Financial Reporting Standards (IFRS) framework, as endorsed by the European Union (EU) All financial information given in this directors' report is taken solely from the statutory results prepared on the above basis

Results and dividends

The profit for the year, after tax, amounted to £76K (2009 £91K) The directors paid a dividend of £nil (2009 £nil) Net assets for the year amounted to £15,276K (2009 £15,200K)

Directors and their interests

The directors who held office during the year are given below

Mr R Altham (resigned 10 November 2010)

Mr J Rowan (resigned 22 October 2010)

Mr D Tweedy

Mr P Garlick (appointed 10 November 2010)

Mr W Newby (appointed 10 November 2010)

Mr P Wilson (appointed 10 November 2010)

No director had any beneficial interest in the share capital of the Company or any other company in The Co-operative Group Limited at any time during the period under review

Directors' report for the year ended 31 December 2010 (continued)

Going concern

The directors are satisfied that the Company has adequate resources to continue in business for the foreseeable future and that it is, therefore, appropriate to adopt the going concern basis in preparing the financial statements

Statement of directors' responsibilities in respect of the directors' report and the financial statements. 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 they are elected to prepare the financial statements in accordance with IFRS as adopted by the EU 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 judgements and estimates that are reasonable and prudent,
- state whether they have been prepared in accordance with IFRS as adopted by the EU, and
- prepare the financial statement 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware, and each director has taken all the steps that they ought to have taken as directors to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information

Independent auditors

In accordance with Section 489 of the Companies Act 2006, resolutions for the appointment and remuneration of the auditor are proposed at the next Annual General Meeting

On behalf of the Board

Signed _____\
Mr W E Newby

Director

Date 20 June 2011

Independent auditors' report to the members of Platform Group Holdings Limited

We have audited the financial statements of Platform Group Holdings Limited for the year ended 31 December 2010 set out on pages 5 to 17 The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRS) as adopted by the EU

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 Directors' Responsibilities Statement 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 (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's website at www fre org uk/apb/scope/private cfm

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 31 December 2010 and of its profit for the year then ended.
- have been properly prepared in accordance with IFRSs as adopted by the EU, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matters 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

Andrew Wälker (Senior Statutory Auditor)

For and on behalf of KPMG Audit Plc, Statutory Auditor

Chartered Accountants KPMG Audit Plc St James Square

Manchester

M2 6DS

Statement of comprehensive income for the year ended 31 December 2010

	Notes	2010 £000	2009 £000
Interest and similar income	2	1,037	1,500
Interest expense and similar charges	3	(932)	(1,373)
Profit before tax		105	127
Taxation	5	(29)	(36)
Net profit attributable to equity holders		76	91

Profit is derived from continuing operations and all activities are in the UK

The accounting policies and notes on pages 9 to 17 form part of these financial statements

Balance sheet as at 31 December 2010

		2010	2009
	Notes	£000	£000
Assets			
Other receivables	9	135,375	134,338
Investments	7	5,000	5,000
Total assets	-	140,375	139,338
Liabilities			
Other payables	10	125,070	124,102
Current tax liability		29	36
Total liabilities		125,099	124,138
Equity			
Called-up share capital	11	8,764	8,764
Retained earnings	12	6,512	6,436
Total equity and liabilities		140,375	139,338

The accounting policies and notes on pages 9 to 17 form part of these financial statements

Approved by the Board of directors on 20 June 2011 and signed on their behalf by

Signed

Mr W E Newby

Director

Statement of changes in equity for the year ended 31 December 2010

Year ended 31 December 2010 At 1 January	Share capital £000 8,764	Retained earnings £000 6,436 76	Total £000 15,200 76
Profit for the year	•		
At 31 December	8,764	6,512	15,276
	Share	Retained	
Year ended 31 December 2009	capital £000	earnings £000	Total
			£000
At 1 January	8,764	6,345	15,109
Profit for the year	•	91	91
At 31 December	8,764	6,436	15,200

Statement of cash flows for the year ended 31 December 2010

		2010	2009
	Notes	£000	£000
Cash flows from operating activities	13	-	-
Net movement in cash and cash equivalents		•	
Cash and cash equivalents at 1 January		•	-
Cash and cash equivalents at 31 December	6	-	

Statement of accounting policies for the year ended 31 December 2010

Basis of preparation

Platform Group Holdings Limited is a Company incorporated and domiciled in England and Wales

The Company is required to prepare its financial statements in accordance with International Financial Reporting Standards (IFRS) as endorsed by the European Union (EU) and implemented in the UK, interpretations issued by the International Financial Reporting Interpretations Committee (IFRIC) and with those parts of the Companies Act 2006 applicable to organisations reporting under IFRS

Disclosed below are the standards, interpretations and amendments which as at 31 December 2010 had been issued, and are now effective, but which are not considered to be relevant to the Company's operations

IAS 27 - Consolidated and Separate Financial Statements

IFRS 3 - Business Combinations

There are no significant uncertainties applied in the basis of preparing these financial statements. Key estimates applied are discussed below

As permitted by section 400 of the Companies Act 2006, consolidated financial statements have not been prepared because the Company itself is a wholly owned subsidiary of The Co-operative Bank plc, a body corporate registered in England, and is included in the consolidated financial statements of that body

Functional and presentation currencies

The financial statements are presented in sterling, which is the Company's functional currency (i.e. the primary currency in which it transacts business) and presentation currency

Interest income

This comprises interest income and expense for financial assets and financial liabilities at amortised cost through the statement of comprehensive income, calculated using the effective interest rate method

Effective interest rate

The effective interest rate method is a method of calculating the amortised cost of a financial asset or a financial liability and allocating the interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts over the expected life of the financial instrument or, when appropriate, a shorter period, to the net carrying amount of the financial asset or financial liability. When calculating the effective interest rate, the Company estimates cash flows considering all contractual terms of the financial instrument. The calculation includes all amounts receivable or payable by the Company that are an integral part of the overall return.

Taxation

Tax on the results for the year comprises current tax

Current Tax

The expected tax payable on the results for the year is called current tax. It is calculated using the tax rates in force at the end of the reporting period. The current tax charge includes adjustments to tax payable in prior years.

Cash and cash equivalents

For the purposes of the statement of cash flows, cash and cash equivalents comprise balances with less than 3 months maturity from the date of recognition

Dividends

Dividends are only recognised in the financial statements by the Company once they have been approved by the shareholders

Statement of accounting policies for the year ended 31 December 2010 (continued)

Investments

Investments in subsidiary undertakings are carried at cost less any adjustment for impairment. Impairment reviews are carried out periodically and any reduction in value resulting from such a review is recognised in the statement of comprehensive income.

Segmental reporting

The Company operates in one business segment and all business is conducted in the UK, therefore, no segmental information is presented

Notes to the financial statements for the year ended 31 December 2010

1 Profit before tax

Profit on ordinary activities before taxation is stated after charging

Tront on ordinary delivines before anation is saided and charging	2010	2009
	0003	£000
Audit fee for the audit of the company's financial statements	<u>-</u>	-

The audit fee of £2k (2009 £2K) has been borne by Platform Home Loans Limited, a group Company

2 Interest and similar income

	2010	2009
	£000	£000
On financial assets not at fair value through income and expense		
Interest receivable from Platform Consumer Services Limited	1,037	1,500

3 Interest expense and similar charges

	2010	2009
	£000	£000
On financial liabilities not at fair value through income and expense		
Interest payable to The Co-operative Bank plc	932	1,373

4 Directors' emoluments and employees

The directors received emoluments from The Co-operative Bank plc for services rendered to all companies in the Group However, these are not apportioned to the individual companies

Two directors had benefits accruing under The Co-operative Bank plc Pension scheme (2009) two) Particulars of the latest actuarial valuation of the Group pension scheme are disclosed in the accounts of The Co-operative Bank plc

The Company had no employees during the year (2009 nil)

Notes to the financial statements for the year ended 31 December 2010 (continued)

5 Taxation

	2010	2009
	€000	£000
UK tax at 28% (2009 28%)		
Corporation tax		
Current	29	36
	29	36

Factors affecting tax charge for the year

The average effective rate of corporation tax assessed for the period is consistent with the standard rate of corporation tax in the UK of 28% (2009 28%)

	2010	2009
	£000	000£
Profit on ordinary activities before tax	105	127
Profit before tax multiplied by standard rate of tax	29	36
	29	36

6 Cash and cash equivalents

	2010	2009
	€000	£000
Bank deposits	-	-

7 Investments

The Group has investments in the following subsidiary undertakings

	Country of		Holdings	
Subsidiary undertakings	incorporation	Principal activity	£	%
Platform Consumer Services Limited	United Kingdom	Holding Company	5,000,000	100 0
Platform Funding Limited	United Kingdom	Mortgage ongination	3,000,000 I	100 0
Platform Funding No 2 Limited	United Kingdom	Holding company	2	100 0
Platform Funding No 3 Limited	United Kingdom	Financial warehouse	2	100 0
Platform Funding No 4 Limited	United Kingdom	Financial warehouse	1	100 0
Platform Funding No 5 Limited	United Kingdom	Financial warehouse	1	1000
Platform Funding No 6 Limited	United Kingdom	Finance company	1	100 0
Platform Home Loans Limited	United Kingdom	Mortgage ongination and servicing	1,000,000	100 0
Plum Sterling No 1 PLC	United Kingdom	Ceased trading on 18		
•	Ü	February 2003	49,900	99 8
PCSL Services No 1 Limited	United Kingdom	Dormant	2	100 0

Notes to the financial statements for the year ended 31 December 2010 (continued)

7 Investments (continued)

Platform Consumer Services Limited is the only direct subsidiary of Platform Group Holdings Limited Platform Home Loans No 1 plc and Platform Home Loans No 2 plc and their respective holdings companies Platform Home Loans Holdings Limited and Platform Home Loans Holdings No 2 Limited, all incorporated in the United Kingdom, are also regarded as subsidiaries of the company

	£000
Cost less provision for impairment	
At 1 January 2010 and 31 December 2010	5,000

8 Financial instruments

A financial instrument is a contract that gives rise to a financial asset of one entity and a financial liability of another entity. The Company's financial instruments comprise principally of amounts owed to group undertakings and amounts owed by group undertakings.

As a subsidiary of The Co-operative Financial Services ("CFS"), the Company applies the CFS's formal structure for managing risk. The CFS Risk Management Committee are responsible for review and challenge of the adequacy of capital risks (including operational risk), and for technical risk management activities and portfolio exposures including

- operation of mandates and limits,
- · technical risk management policy approval,
- risk management information reporting and integrity of relevant data,
- · risks adequately identified and measured,
- risk and portfolio exposure management strategy,
- · adequacy of the risk mitigation process, and
- · review and discussion of technical risk issues identified as a result of internal audit work

Credit risk

The directors do not consider the risk associated with other assets as significant due to the balance being due from The Co-operative Bank plc

Liquidity risk

Liquidity risk is the risk that the Company is not able to meet its financial obligations as they fall due, or can only do so at excessive cost

A group company, The Co-operative Bank plc, manages the liquidity of its subsidiaries to ensure they maintain sufficient liquidity to continue to operate, providing additional funding if required. The directors are satisfied that the overall management of liquidity by The Co-operative Bank plc mitigates any risk to the company

Liquidity risk also arises on other payables, primarily made up of amounts due to group undertakings. There is no formal repayment schedule for these monies, which are repayable on demand

The directors have considered other financial and credit risks and the directors confirm that they are not significant

Notes to the financial statements for the year ended 31 December 2010 (continued)

8 Financial instruments (continued)

Fair values of financial instruments

The following table summarises the carrying amounts and fair values of those financial assets and liabilities not presented on the balance sheet at fair value

	Carrying value 2010 £000	Fair value 2010 £000	
Other payables	(125,070)	(125,070)	
Other receivables	135,375	135,375	
	Carrying value	Fair value	
	2009	2009	
	£000	£000	
Other payables	(124,102)	(124,102)	
Other receivables	134,338	134,338	

Fair values have been determined as follows

Other receivables

Other receivable loans represent amounts due from Group undertakings. There is no formal repayment schedule for these monies, which are repayable on demand. Due to the way the parent company manages the inter company balances the actual credit risk on these loans is considered to be minimal.

9 Other receivables

	2010	2009
	000£	£000
Amounts owed from Platform Consumer Services Limited	135,375	134,338

All of the above balances are expected to be settled more than 12 months after the balance sheet date. The amount owed by Platform Consumer Services Limited has a variable rate based on 1 month LIBOR plus 21 basis points

These represent amounts owed by The Co-operative Bank plc's subsidiaries There is no formal repayment schedule for these monies. The nature of the loan is such, however, that repayment cannot be anticipated within one year but will be repaid as the relevant group company receives funds in respect of amounts due from other subsidiaries.

Notes to the financial statements for the year ended 31 December 2010 (continued)

10 Other payables

	2010	2009
	€000	£000
Amounts owed to Plat form Funding Limited	2,334	1,366
Amounts owed to The Co-operative Bank plc	122,736	122,736
	125,070	124,102

All of the above balances are expected to be settled more than 12 months after the balance sheet date

These represent amounts owed to The Co-operative Bank plc's subsidiaries. There is no formal repayment schedule for these monies. The nature of the loans is such, however, that repayment cannot be anticipated within one year but will be repaid as the Company receives funds in respect of amounts due from other subsidiaries.

The amounts owed to The Co-operative Bank plc subsidiaries have a variable rate based on 1 month LIBOR plus 21 basis points

11 Called-up share capital

	2010	2009
	€000	£000
Issued and fully paid		
8,764,288 ordinary shares of £1 each	8,764	8,764

The Company's funding consists of share capital and intercompany funding provided by The Co-operative Bank plc Capital is managed on the whole by The Co-operative Bank plc, who are subject to the capital requirements imposed by its regulator the Financial Services Authority ("FSA") During the period, The Co-operative Bank plc complied with the capital requirements set by the FSA

12 Retained earnings

Movement in retained earnings were as follows

	2010	2009
	000£	£000
At 1 January	6,436	6,345
Profit for the year	76	91
At 31 December	6,512	6,436

Notes to the financial statements for the year ended 31 December 2010 (continued)

13 Reconciliation of operating profit to net cash flows from operating activities

	2010	2009
	000£	£000
Profit before tax	105	127
Net increase in other receivables	(1,037)	(1,500)
Net increase in other payables	932	1,373
Net cash flows from operating activities		<u>-</u>

14 Ultimate parent undertaking and controlling entity

The Company's immediate parent company is Britannia Treasury Services Limited, a company registered in England

The largest Group in which the results of the Company are consolidated is that headed by The Co-operative Group Limited. The Co-operative Group Limited is a mutual organisation owned by its members and consequently has no controlling body. It is incorporated in Great Britain and registered in England and Wales under the Industrial and Provident Society Acts 1965 to 2002. The Co-operative Group Limited is the Company's ultimate parent company and ultimate controlling party. The financial statements of the ultimate parent company are available from New Century House, Manchester, M60 4ES. The smallest Group in which they are consolidated is that headed by The Co-operative Bank plc, which is incorporated in Great Britain. The financial statements of this group are available from 1 Balloon Street, Manchester, M60 4EP.

15 Related party disclosures

As stated in the note above, the Company is a subsidiary of The Co-operative Group Limited Consequently the directors of the Company consider The Co-operative Group Limited and its subsidiaries to be related parties of the Company Transactions with The Co-operative Group Limited and its subsidiaries are disclosed in the financial statements as follows

	Interest	<u>Interest</u>	<u>Balan ce due</u>
	<u>and</u>	<u>and</u>	to/(from) Platform
	<u>similar</u>	<u>similar</u>	Group Holdings
	income	expense	Limited
Year ended 31 December 2010	£000	£000	000£
Platform Consumer Services Limited	1,037	-	135,375
Platform Funding Limited	•	-	(2,334)
The Co-operative Bank plc	-	932	(122,736)

Notes to the financial statements for the year ended 31 December 2010 (continued)

15 Related party disclosures (continued)

	Interest	Interest	Balance due
	<u>and</u>	<u>and</u>	to/(from) Platform
	<u>sımılar</u>	<u>sımılar</u>	Group Holdings
Year Ended 31 December 2009	income	expense	Li mited
	£000	£000	£000
Platform Consumer Services Limited The Co-operative Bank plc Platform Funding Limited	1,500	1,373	134,338 (122,736) (1,366)

16 Dividends per share

Final dividends are not accounted for until they have been ratified at the Annual General Meeting. At the Annual General Meeting no dividend is to be proposed in respect of 2010 (2009 £nil)

17 New pronouncements issued in 2010

The following standards, interpretations and amendments have been issued and will be effective for and relevant to the period ending 31 December 2011

- in October 2009 the IASB issued Classification of Rights Issues Amendment to IAS 32 Financial Instruments
 Presentation with an effective date of 1 February 2010,
- in November 2009 the IASB issued IFRIC 19 Extinguishing Financial Liabilities with Equity Instruments, with an effective date of 1 July 2010,
- in May 2010 the IASB issued improvements to IFRS 2010, which comprises 11 amendments to seven standards. The only amendments relevant to the Company are the revised versions of IAS 1. Presentation of Financial Statements and IFRS 7 Financial Instruments. Disclosures, both with an effective date of 1 January 2011, and
- in November 2009 the IASB issued a revised version of IAS 24 Related Party Disclosures, with an effective date of 1 January 2011

The following pronouncement has been issued and will be effective for and relevant to the period ending 31 December 2013

• IFRS 9 - Financial Instruments

This pronouncement is not mandatory for the year ended 31 December 2010, it will become effective for annual periods beginning on or after 1 January 2013 but may be applied earlier