

LIBERTY SEVERN POINT (CARDIFF) LIMITED
Company Number 04313995

Annual Report and Audited Financial Statements
For the year ended 31 August 2016

WEDNESDAY



A63P3D3V

A18

05/04/2017

#276

COMPANIES HOUSE

LIBERTY SEVERN POINT (CARDIFF) LIMITED

CONTENTS

For the year ended 31 August 2016

Company information	2
Directors' Report	3
Independent Auditors' Report	6
Profit and Loss Account	8
Balance Sheet	9
Statement of Changes in Equity	10
Notes to the Financial Statements	11

LIBERTY SEVERN POINT (CARDIFF) LIMITED

COMPANY INFORMATION

For the year ended 31 August 2016

Directors	Maximilian Biagosch Thomas Jackson John Kenny Gabriel Behr
Registered Number	04313995
Registered Office	Fifth floor Peninsular House 30-36 Monument Street London EC3R 8NB
Company Secretary	Peter Cross
Independent Auditors	Deloitte LLP 2 New Street Square London EC4A 3BZ
Solicitors	Nabarro LLP 125 London Wall London EC2Y 5AL United Kingdom
Property Asset Manager	Liberty Living Limited Fifth floor Peninsular House 30-36 Monument Street London EC3R 8NB
Bank Details	HSBC 130 New Street Birmingham B2 4JU

LIBERTY SEVERN POINT (CARDIFF) LIMITED

Registered number: 04313995

DIRECTORS' REPORT

For the year ended 31 August 2016

The Directors of Liberty Severn Point (Cardiff) Limited (the 'Company') present their Annual Report and the audited Financial Statements for the year ended 31 August 2016. This Directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies' exemption. Accordingly, the Directors have elected to take advantage of the exemption from preparing a Strategic report.

PRINCIPAL ACTIVITY AND FUTURE DEVELOPMENTS

The principal activity of the Company is the letting and management of property. The Directors do not foresee a change of the Company's principal activity in the near future.

PRINCIPAL RISKS AND UNCERTAINTIES

The Directors consider the following to be the principal risks and uncertainties which may affect the Company performance:

- continued availability of finance within the CPPIB Liberty Living Inc. Group
- the supply of, and demand for Student Accommodation, and any associated reputation and compliance risks involved in the operation of the properties

RESULTS AND DIVIDENDS

The Company made a profit for the year of £22,000 (2015: £12,000), which has been transferred to reserves.

The Directors do not recommend the payment of a dividend (2015: £nil).

DIRECTORS

The Directors set out below held office during the year and to the date of this report unless otherwise stated:

M Biagosch	– appointed 1 June 2016
T Jackson	
J Kenny	– appointed 1 June 2016
C Marshall	– resigned 31 December 2016
J Mortimore	– appointed 22 September 2015, resigned 8 December 2015
A Orlandi	– resigned 1 June 2016
P Rayner	– appointed 20 January 2016, resigned 30 November 2016
G Behr	– appointed 30 November 2016

At no time during the year or to date did any Director have any beneficial interest in the shares of the Company.

DIRECTORS INDEMNITY

CPPIB Liberty Living Inc. provides a deed of indemnity to the Directors to the extent permitted by UK law whereby CPPIB Liberty Living Inc. indemnifies a Director against any liability incurred in proceedings in which the Director is successful, and against the cost of applying to the court for breach of duty where the Director acted honestly and reasonably. The indemnity has been in force for the year to 31 August 2016 and up to the date of approval of the annual report and financial statements.

LIBERTY SEVERN POINT (CARDIFF) LIMITED

DIRECTORS' REPORT (CONTINUED)

For the year ended 31 August 2016

DIRECTORS' RESPONSIBILITIES STATEMENT

The Directors are responsible for preparing the Annual 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 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 and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

STATEMENT OF DISCLOSURE TO AUDITORS

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

- so far as the Directors are aware, there is no relevant audit information of which the Company's auditors are unaware; and
- the Directors have taken all the necessary steps that they ought to have taken as Directors in order to make themselves aware of all relevant audit information and to establish that the Company's auditors are aware of that information.

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

GOING CONCERN

The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis in preparing the annual financial statements. See accounting policies for further information.

LIBERTY SEVERN POINT (CARDIFF) LIMITED

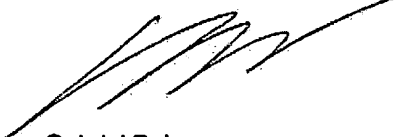
DIRECTORS' REPORT (CONTINUED)

For the year ended 31 August 2016

INDEPENDENT AUDITORS

The independent auditors, Deloitte LLP, have expressed their willingness to continue in office as auditors.

Approved by the Board of Directors on 20 February 2017 and signed on its behalf by:



Gabriel Behr
Director

LIBERTY SEVERN POINT (CARDIFF) LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF LIBERTY SEVERN POINT (CARDIFF) LIMITED

For the year ended 31 August 2016

We have audited the financial statements of Liberty Severn Point (Cardiff) Limited for the year ended 31 August 2016 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Changes in Equity and the related notes 1 to 11. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

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.

Respective responsibilities of Directors and auditors

As explained more fully in the Directors' Responsibilities Statement, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the Directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 August 2016 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.

LIBERTY SEVERN POINT (CARDIFF) LIMITED

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF LIBERTY SEVERN POINT
(CARDIFF) LIMITED (CONTINUED)**

For the year ended 31 August 2016

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.
- the Directors were not entitled to take advantage of the small companies exemption in preparing the Directors' Report or from the requirement to prepare a Strategic Report



Ian Whitefoot, (Senior statutory auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditors
London, UK

20 February 2017

LIBERTY SEVERN POINT (CARDIFF) LIMITED

PROFIT AND LOSS ACCOUNT

For the year ended 31 August 2016

	Note	2016 £000	2015 £000
Turnover	1	1,533	1,396
Operating costs		(1,337)	(1,240)
Administrative expenses		(175)	(135)
Operating profit and profit on ordinary activities before tax	4	21	21
Tax on profit on ordinary activities	5	1	(9)
Profit for the financial year		22	12

All items in the above statement derive from continuing operations.

There are no items of other comprehensive income for either period and accordingly no statement of comprehensive income has been presented.

The accompanying notes form an integral part of these Financial Statements.

LIBERTY SEVERN POINT (CARDIFF) LIMITED

Co. No. 4313995

BALANCE SHEET
As at 31 August 2016

	Note	2016 £000	2015 £000
Current assets			
Debtors due within one year	6	4,271	4,267
Cash at bank		361	213
		<u>4,632</u>	<u>4,480</u>
Creditors: amounts falling due within one year	7	(4,383)	(4,253)
Net current assets		<u>249</u>	<u>227</u>
Net assets		<u>249</u>	<u>227</u>
Capital and reserves			
Share capital	8	-	-
Profit and loss account		<u>249</u>	<u>227</u>
Equity Shareholder's funds		<u>249</u>	<u>227</u>

The accompanying notes form an integral part of these Financial Statements.

The Financial Statements were approved by the Board of Directors on 20 February 2017 and signed on its behalf by:


Gabriel Behr
Director

LIBERTY SEVERN POINT (CARDIFF) LIMITED

STATEMENT OF CHANGES IN EQUITY
For the year ended 31 August 2016

	Share capital £000	Profit and loss account £000	Total £000
At 1 September 2014	-	215	215
Profit for the period	-	12	12
Total comprehensive income	-	12	12
At 1 September 2015	-	227	227
Profit for the period	-	22	22
Total comprehensive income	-	22	22
At 31 August 2016	-	249	249

LIBERTY SEVERN POINT (CARDIFF) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 August 2016

1. ACCOUNTING POLICIES

The Financial Statements are prepared in accordance with accounting standards applicable in the United Kingdom and the functional and presentational currency of the Company is pounds sterling (£). The particular accounting policies adopted are described below.

General Information and basis of accounting

Liberty Severn Point (Cardiff) Limited is a company incorporated in the United Kingdom under the Companies Act. The address of the registered office is given on the company information page. The nature of the Company's operation and its principal activities are set out in the Directors' report.

The financial statements have been prepared under the historical cost convention, modified to include certain items at fair value, and in accordance with Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council.

No adjustments were identified upon adoption of FRS 102.

The Company is included in the consolidated financial statements of Liberty Living Investments Limited. The Company meets the definition of a qualifying entity under FRS 102 and therefore has taken advantage of the disclosure exemptions in relation to financial instruments, the presentation of a cash flow statement, intra-group transactions and remuneration of key management personnel.

Re-presentation of profit and loss account

Separate to the adoption of FRS 102, the Company has re-presented its profit and loss account to reallocate items between operating costs and administrative costs to better reflect the Company's operating model. In the 2015 profit and loss account £126,000 has been transferred from operating costs to administrative costs. There is no impact on turnover, operating profit or profit after tax.

Turnover

Turnover, which relates to the provision of student accommodation, represents rental income which is accounted for on an accruals basis and ancillary income. Rental income is deferred over the rental contract term and recognised on the date that it is receivable. Ancillary income is recognised on the date that the charge is incurred. Turnover is stated net of VAT and is wholly derived from the United Kingdom.

Taxation

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

LIBERTY SEVERN POINT (CARDIFF) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 August 2016

Financial instruments

The Company's financial instruments comprise debtors, cash and cash equivalents and creditors. Debtors and creditors include intercompany balances. Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

Financial assets and liabilities

All financial assets and liabilities are initially measured at fair value and subsequently measured at amortised cost. Financial assets are generally derecognised when the contractual rights to the cash flows from the financial asset expire or are settled. Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

Leases

Rentals payable under operating leases are charged to the profit and loss account on an accrual basis over the term of the lease on a straight line basis.

Going Concern

In considering the appropriateness of the going concern basis the Board have reviewed the key risks and uncertainties to which they believe the Company is exposed, the Company's ongoing financial commitments and the availability of sufficient resources for the next twelve months and beyond.

The Company meets its day to day working capital requirements using cash and intercompany borrowing facilities. The Company's forecasts and projections, taking account of reasonably possible changes in trading performance, show that the Company should be able to operate within the level of its current facility.

The Directors therefore have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

2. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

No material items of judgement and uncertainty have been identified relating to these financial statements.

LIBERTY SEVERN POINT (CARDIFF) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 August 2016

3. STAFF COSTS

	2016	2015
	£000	£000
Salary and wages	98	96
Social security costs	6	10
Total salary and wage costs	104	106
Average number of staff	5	5

Directors

The Directors were not remunerated by the Company in either year as they are employed and remunerated for their service to the wider CPPIB Liberty Living Inc. Group. Certain Directors are employed within the CPPIB Liberty Living Inc. Group by Liberty Living Limited and details of remuneration paid by the company are set out in its financial statements. Where Directors are employed by the Canada Pension Plan Investment Board no charge for remuneration is made in the CPPIB Liberty Living Inc. Group.

4. OPERATING PROFIT

The operating profit is stated after charging:

	2016	2015
	£000	£000
Auditors' remuneration in respect of the audit of the Company's financial statements	-	10
Rent payable	786	602

Auditors' remuneration of £6,000 in respect of the 2016 audit of the Company's financial statements has been borne by related group company.

LIBERTY SEVERN POINT (CARDIFF) LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****For the year ended 31 August 2016****5. TAX ON PROFIT ON ORDINARY ACTIVITIES**

The tax (credit)/charge comprises:

	2016 £000	2015 £000
Current tax		
Charge for the year	-	2
Adjustments in respect of prior years	(1)	7
Total current tax (credit)/charge	(1)	9
Total tax (credit)/charge on profit on ordinary activities	(1)	9

The Finance Act 2016, which was substantively enacted in July 2016, provided for a reduction in the main rate of UK corporation tax from 20% to 19% with effect from 1 April 2017 and a further reduction to 17% with effect from 1 April 2020. These changes have been taken into account in calculating the current year tax charge.

Analysis of the tax (credit)/charge

The tax assessed for the year is lower (2015: higher) than the standard rate of corporation tax and the differences are explained below:

Factors affecting the tax (credit)/charge:

	2016 £000	2015 £000
Profit on ordinary activities before tax	21	21
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 20% (2015:20.58%)	4	4
Effects of:		
Group relief not paid	9	(4)
Expenditure not tax deductible net of property relief	(13)	2
Adjustments to tax charges in respect of previous periods	(1)	7
Total tax (credit)/charge	(1)	9

LIBERTY SEVERN POINT (CARDIFF) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 August 2016

6. DEBTORS DUE WITHIN ONE YEAR

	2016	2015
	£000	£000
Due from Group related undertakings	4,256	4,255
Other debtors	2	-
Prepayments and accrued income	13	12
	4,271	4,267

7. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2016	2015
	£000	£000
Trade creditors	9	9
Tax and social security	-	15
Other creditors	27	64
Accruals	114	139
Deferred income	50	22
Due to Group related undertakings	4,183	4,004
	4,383	4,253

8. SHARE CAPITAL

Authorised

	2016	2016	2015	2015
	£	Number of shares	£	Number of shares
Ordinary shares of £1 each	100	100	100	100

Allotted, called up and fully paid

	2016	2016	2015	2015
	£	Number of shares	£	Number of shares
Ordinary shares of £1 each	2	2	2	2

LIBERTY SEVERN POINT (CARDIFF) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 August 2016

9. CONTROLLING PARTIES

The Company's immediate parent company is Liberty Living (Liberty AP) Limited, a company incorporated and registered in the United Kingdom. The ultimate controlling party is the Canada Pension Plan Investment Board. The smallest and largest group to consolidate these accounts is the group headed by Liberty Living Investments Limited, a company incorporated in the United Kingdom.

10. OTHER FINANCIAL COMMITMENTS

The Company is party to a guarantee for the £200 million loan facilities of £100 million each with HSBC Bank plc and The Royal Bank of Scotland plc (expiring 31 August 2018) and the US\$155 million (c.£100 million) US loan notes (US\$77.5 million expiring 28 February 2022 and US\$77.5 million expiring 28 February 2024) taken out by a related group undertaking. The Company's assets, including any investment property, are pledged as security for the facilities. The Company is also an obligor under the loan facility agreement.

11. SUBSEQUENT EVENTS

There were no material events subsequent to the Balance Sheet date.