

Registered number: 05186608

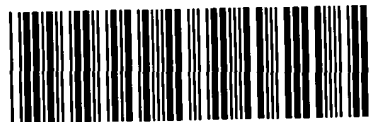
MOORFIELD REAL ESTATE FUND GP LIMITED

AUDITED

ANNUAL REPORT

**FOR THE YEAR ENDED
31 DECEMBER 2020**

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MOORFIELD REAL ESTATE FUND GP LIMITED

COMPANY INFORMATION

Directors	Marc Gilbard Charles Ferguson-Davie
Registered number	05186608
Registered office	Moorfield Group 10 Grosvenor Street London W1K 4QB
Independent auditors	PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors 1 Embankment Place London WC2N 6RH
Bankers	Lloyds Banking Group London Chief Office PO Box 54873 London SW1Y 5WX

MOORFIELD REAL ESTATE FUND GP LIMITED

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MOORFIELD REAL ESTATE FUND GP LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2020

The directors present their report and the audited financial statements for the year ended 31 December 2020.

Directors' responsibilities statement

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

Company law requires the directors to prepare audited financial statements for each financial year. Under that law the directors have elected to prepare the audited financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' Section 1A. Under company law the directors must not approve the audited 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 audited financial statements, the directors are required to:

- select suitable accounting policies for the Company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the audited financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

Principal activities

The Company's principal activities during the year was that of being the general partner of Moorfield Real Estate Fund "A" Limited Partnership and Moorfield Real Estate Fund "B" Limited Partnership.

Results

The profit for the year, after taxation, amounted to £147,000 (2019 - £143,000).

Directors

The directors who served during the year were:

Marc Gilbard
Charles Ferguson-Davie

Directors' confirmations

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

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

MOORFIELD REAL ESTATE FUND GP LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2020**

Independent auditors

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

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

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



Charles Ferguson-Davie
Director

Date: 22.07.21

Independent auditors' report to the members of Moorfield Real Estate Fund GP Limited

Report on the audit of the financial statements

Opinion

In our opinion, Moorfield Real Estate Fund GP Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2020 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 Audited Annual Report (the "Annual Report"), which comprise: Balance Sheet as at 31 December 2020; Statement of Income and Retained Earnings 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

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

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

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Independent auditors' report to the members of Moorfield Real Estate Fund GP Limited (continued)

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.

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

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires 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 2020 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 Directors' responsibilities statement, 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.

Independent auditors' report to the members of Moorfield Real Estate Fund GP Limited (continued)

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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to the Companies Act 2006, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to unusual journals. Audit procedures performed by the engagement team included:

- Identified and tested journal entries, in particular, journal entries which had unexpected account combinations, unusual descriptions or those linked to related party transactions.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

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.

Independent auditors' report to the members of Moorfield Real Estate Fund GP Limited (continued)

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 obtained 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.

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; take advantage of the small companies exemption in preparing the Directors' Report; and take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.



Ian Benham (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London

Date: 22 July 2021

MOORFIELD REAL ESTATE FUND GP LIMITED

STATEMENT OF INCOME AND RETAINED EARNINGS
FOR THE YEAR ENDED 31 DECEMBER 2020

	Note	2020 £000	2019 £000
Interest receivable and similar income		147	143
Profit before tax		<u>147</u>	<u>143</u>
Tax on profit	6	-	-
Profit after tax		<u>147</u>	<u>143</u>
Retained earnings at the beginning of the year		4,895	4,752
Profit for the year		<u>147</u>	<u>143</u>
Retained earnings at the end of the year		<u>5,042</u>	<u>4,895</u>

There were no recognised gains and losses for 2020 or 2019 other than those included in the statement of income and retained earnings.

The notes on pages 9 to 12 form part of these financial statements.

MOORFIELD REAL ESTATE FUND GP LIMITED
REGISTERED NUMBER: 05186608

BALANCE SHEET
AS AT 31 DECEMBER 2020

	Note	2020 £000	2019 £000
Investments		-	-
Current assets			
Debtors: amounts falling due within one year	7	5,039	4,892
Cash at bank and in hand		3	3
		<u>5,042</u>	<u>4,895</u>
Total assets less current liabilities		5,042	4,895
Net assets		<u>5,042</u>	<u>4,895</u>
Capital and reserves			
Called up share capital	8	-	-
Profit and loss account		5,042	4,895
		<u>5,042</u>	<u>4,895</u>

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

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:



Charles Ferguson-Davie
Director

Date: **22.07.21**

The notes on pages 9 to 12 form part of these financial statements.

MOORFIELD REAL ESTATE FUND GP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

1. General information

The Company's principal activity during the year was that of being the general partner of Moorfield Real Estate Fund "A" Limited Partnership and Moorfield Real Estate Fund "B" Limited Partnership. The Company is a private company limited by shares and is incorporated and domiciled in the United Kingdom. The address of its registered office is Moorfield Group, 10 Grosvenor Street, London, W1K 4QB. The Company registered number is 05186608.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

There were no material departures from the standard.

These financial statements are presented in sterling, which is the functional currency of the Company and rounded to the nearest £1,000.

The following principal accounting policies have been applied:

2.2 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Revenue arises as a result of distributions from either a profit share from, or a distribution of the partnership capital account from, Moorfield Real Estate Fund 'A' Limited Partnership and Moorfield Real Estate Fund 'B' Limited Partnership. Distributions are recognised when it is probable that economic benefit will flow to the company.

2.3 Related party transactions

The Company discloses transactions with related parties which are not wholly owned within the same group.

2.4 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.5 Taxation

Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

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

2.6 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

MOORFIELD REAL ESTATE FUND GP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**

2. Accounting policies (continued)

2.7 Debtors

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

2.8 Cash and cash equivalents

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

2.9 Creditors

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

2.10 Interest income

Interest income is recognised in profit or loss using the effective interest method.

3. Judgements in applying accounting policies and key sources of estimation uncertainty

The directors believe that there are no critical judgements or sources of estimation uncertainty that would have a significant effect on amounts recognised in the financial statements which are not readily apparent from other disclosures.

4. Employees

The Company has no employees other than the directors, who did not receive any remuneration (2019 - £NIL).

5. Auditors' remuneration

The Company's ultimate parent has borne the cost of all audit and non audit fees. The Company has taken advantage of the exemption not to disclose amounts paid for non audit services as these are disclosed in the group financial statements of the ultimate parent.

MOORFIELD REAL ESTATE FUND GP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**

6. Tax on profit

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2019 - lower than) the standard rate of corporation tax in the UK of 19% (2019 - 19%). The differences are explained below:

	2020 £000	2019 £000
Profit on ordinary activities before tax	147	143
Profit on ordinary activities before tax multiplied by standard rate of corporation tax in the UK of 19% (2019 - 19%)	28	27
Effects of:		
Group relief claimed and not paid for	(28)	(27)
Total tax charge for the year	-	-

Factors that may affect future tax charges

There were no factors that may affect future tax charges.

7. Debtors: amounts falling due within one year

	2020 £000	2019 £000
Amounts owed by group undertakings	5,039	4,892

MOORFIELD REAL ESTATE FUND GP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**

8. Called up share capital

	2020 £	2019 £
Allotted, called up and fully paid		
2 (2019 - 2) Ordinary share shares of £1.00 each	<u>2</u>	<u>2</u>

9. Related party transactions

The Company is exempt under the terms of Financial Reporting Standard 102 (FRS 102) paragraph 33.1A, from disclosing related party transactions with other group companies, on the grounds that 100% of the voting rights in the Company are controlled within the Group and the Company is included in consolidated financial statements prepared by the Group.

10. Immediate and ultimate parent undertaking and ultimate controlling party

The Company's immediate parent undertaking is Moorfield Group Limited, a company incorporated in England and Wales.

The Company's ultimate parent undertaking and ultimate controlling party is Stessa Trading Limited, a company incorporated in England and Wales.

The smallest and largest group of undertakings for which group financial statements are drawn up and of which the Company is a member is Stessa Trading Limited.

Group financial statements are available from Companies House, Crown Way, Maindy, Cardiff, CF14 3UZ.

**Moorfield Real Estate Fund “A”
Limited Partnership
Annual report and financial statements
for the year ended 31 December 2020**

Moorfield Real Estate Fund “A” Limited Partnership

Annual report for the year ended 31 December 2020

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Moorfield Real Estate Fund “A” Limited Partnership

Partnership information

General Partner

Moorfield Real Estate Fund GP Limited
10 Grosvenor Street
London
W1K 4QB

Carried Interest Partner

Moorfield Real Estate Fund CIP Limited
10 Grosvenor Street
London
W1K 4QB

Investment manager

(authorised by the Financial Conduct Authority)

Moorfield Investment Management Limited
10 Grosvenor Street
London
W1K 4QB

Asset manager

Moorfield Group Limited
10 Grosvenor Street
London
W1K 4QB

Registered number

LP010437

Registered office

10 Grosvenor Street
London
W1K 4QB

Bankers

Lloyds Banking Group
London Chief Office
PO Box 54873
London
SW1Y 5WX

Independent auditors

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
1 Embankment Place
London
WC2N 6RH

Moorfield Real Estate Fund “A” Limited Partnership

General Partner’s report for the year ended 31 December 2020

The General Partner presents its annual report together with the audited financial statements of the Moorfield Real Estate Fund “A” Limited Partnership (the “Partnership”) for the year ended 31 December 2020.

Principal activities

The principal activity of the Partnership was investing in real estate and real estate related opportunities.

Results and dividends

The results for the year ended 31 December 2020 are shown on page 7. The operating loss for the financial year was £1,000 (2019: operating loss of £2,000).

Business review

The Partnership originally had £145 million (2019: £145 million) of commitments, which when combined with its parallel fund, the Moorfield Real Estate Fund “B” Limited Partnership, totalled £265 million (2019: £265 million). Investments were made by the combined parallel Partnerships. The Partners’ commitments are fully drawn. The partnership disposed of its final investment in 2016. There was no activity in 2020.

The term of the Partnership was previously extended from eight to ten years and expired on 16 June 2015, the General Partner believes it is appropriate to prepare the financial statements on a wind up basis and the General Partner has included an estimate of all fees and expenses from the Balance sheet date until the ultimate dissolution of the Partnership. The General Partner continues to operate the Partnership until the remaining investments have been sold, at the date of signing these financial statements the underlying investment properties have been sold and the General Partner has commenced the process of winding up the remaining legal entities, the General Partner expects this to be concluded in 2021. As noted above, the Partnership did not generate a profit during the year. At the Balance sheet date the Partnership has cash of £235,000 (2019: £261,000) and the Partnership’s assets have been stated at their estimated recoverable amounts, the estimated costs of winding up the Partnership and its associated subsidiaries, joint ventures and affiliates have been provided for, and the Partnership’s fixed assets and long term liabilities have been re-classified as current in prior periods.

Key performance indicators

The Partnership’s investment objective was to invest in a diversified portfolio of commercial real estate and real estate related opportunities in the United Kingdom. At the date of signing these financial statements the partnership has disposed of all its underlying investments and is in the process of winding up the remaining legal entities, consequently there are no key performance indicators to report.

Principal risks and uncertainties facing the Partnership

The Partnership’s principal risks and the ways in which the General Partner manages and controls these risks:

- (i) The costs of liquidating the Partnership and the underlying residual entities exceeds the provisions made in the financial statements.

The financial risks and the way in which the Partnership manages them are listed below:

- (i) **Liquidation costs**

Each investment was held in a separate corporate structure which was wholly owned by the combined parallel Partnerships. The general partner and the Directors of the underlying entities have made estimates based on their knowledge of the warranties given at the time of the disposal and estimates of the work involved by third party advisors.

Moorfield Real Estate Fund “A” Limited Partnership

General Partner’s report for the year ended 31 December 2020 (continued)

Statement of General Partner’s responsibilities in respect of the financial statements

The General Partner is responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law, as applied to qualifying partnerships by the Partnership (Accounts) Regulations 2008 (the “Regulations”), requires the general partner to prepare financial statements for each financial year. Under that law the general partner has 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”, and applicable law). Under company law, as applied to qualifying partnerships, the general partner 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 qualifying partnership and of the profit or loss of the qualifying partnership for that period. In preparing the financial statements, the general partner are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, 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 qualifying partnership will continue in business.

The General Partner is also responsible for safeguarding the assets of the qualifying partnership and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The General Partner is responsible for keeping adequate accounting records that are sufficient to show and explain the qualifying partnership’s transactions and disclose with reasonable accuracy at any time the financial position of the qualifying partnership and enable them to ensure that the financial statements comply with the Companies Act 2006.

Statement of disclosure of information to auditors

In the case of the General Partner in office at the date the general partner’s report is approved:

- so far as the General Partner in office is aware, there is no relevant audit information of which the Partnership’s auditors are unaware; and
- it has taken all the steps that it ought to have taken as a member in order to make itself aware of any relevant audit information and to establish that the Partnership’s auditors are aware of that information.

Small companies’ exemption

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006 as applied to qualifying partnerships.

Independent auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed at the Annual General Meeting.

This report was approved by the board on 1 July 2021 and signed on its behalf by



C Ferguson Davie
For Moorfield Real Estate Fund GP Limited
General Partner

Moorfield Real Estate Fund “A” Limited Partnership

Independent auditors’ report to the partners of Moorfield Real Estate Fund "A" Limited Partnership

Report on the audit of the financial statements

Opinion

In our opinion, Moorfield Real Estate Fund "A" Limited Partnership’s financial statements:

- give a true and fair view of the state of the partnership’s affairs as at 31 December 2020 and of its result and cash flows 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”, and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006 as applied to qualifying partnerships by the Partnerships (Accounts) Regulations 2008.

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 2020; the Statement of Comprehensive Income, the Statement of changes in net assets attributable to Partners and the Cash flow statement 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 partnership 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.

Emphasis of matter - financial statements prepared on a basis other than going concern

In forming our opinion on the financial statements, which is not modified, we draw attention to note 3(a) to the financial statements which describes the general partner’s reasons why the financial statements have been prepared on a basis other than 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 general partner is 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.

With respect to the General Partner’s report, we also considered whether the disclosures required by the UK Companies Act 2006 as applied to qualifying partnerships have been included.

Moorfield Real Estate Fund “A” Limited Partnership

Independent auditors’ report to the partners of Moorfield Real Estate Fund “A” Limited Partnership (continued)

Based on our work undertaken in the course of the audit, the Companies Act 2006 as applied to qualifying partnerships requires us also to report certain opinions and matters as described below.

General Partner’s report

In our opinion, based on the work undertaken in the course of the audit, the information given in the General Partner’s report for the year ended 31 December 2020 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 partnership and its environment obtained in the course of the audit, we did not identify any material misstatements in the General Partner’s report.

Responsibilities for the financial statements and the audit

Responsibilities of the general partner for the financial statements

As explained more fully in the Statement of general partner’s responsibilities in respect of the financial statements set out on page 3, the general partner is 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 general partner is 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 general partner is responsible for assessing the partnership’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 general partner either intends to liquidate the partnership or to cease operations, or has 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the partnership and industry, we identified that the principal risks of non-compliance with laws and regulations related to the Companies Act 2006 as applied to qualifying partnerships by the Partnerships (Accounts) Regulations 2008, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management’s incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries to revenue and management bias in accounting estimates. Audit procedures performed by the engagement team included:

- Enquires with management of the General Partner on any instances of non-compliance of laws and regulations, and actual and potential litigation, claims and tax non-compliance;
- Reviewing relevant meeting minutes, including those of the Board of the General Partner;
- Designing audit procedures to incorporate unpredictability around the nature and extent of our testing;
- Challenging assumptions and judgments made by the General Partner in their significant accounting estimates, in particular in relation to the cost of winding up; and
- Identifying and testing journal entries, where any such journal entries were identified.

Moorfield Real Estate Fund "A" Limited Partnership

Independent auditors' report to the partners of Moorfield Real Estate Fund "A" Limited Partnership (continued)

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

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 partners of the qualifying partnership as a body in accordance with the Companies Act 2006 as applied to qualifying partnerships by the Partnerships (Accounts) Regulations 2008 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 as applied to qualifying partnerships we are required to report to you if, in our opinion:

- we have not obtained all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the partnership, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of general partner's remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

Under the Companies Act 2006 as applied to qualifying partnerships we are required to report to you if, in our opinion, the general partner was 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.



Ian Benham (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London

Date: 1 July 2021

Moorfield Real Estate Fund “A” Limited Partnership

Statement of comprehensive income

	Note	2020 £'000	2019 £'000
Administrative expenses		(16)	(2)
Other operating income		15	-
Operating loss	5	(1)	(2)
Interest receivable and similar income	6	1	2
Result before taxation		-	-
Tax on result		-	-
Result for the financial year		-	-

The notes on pages 11 to 15 form part of these financial statements.

Moorfield Real Estate Fund “A” Limited Partnership

Balance sheet as at 31 December 2020

	Note	2020 £'000	2019 £'000
Current assets			
Debtors	7	94	72
Cash at bank and in hand		235	261
		329	333
Creditors: amounts falling due within one year	8	(329)	(333)
Net current assets		-	-
Total assets less current liabilities		-	-
Net assets attributable to Partners		-	-
Represented by:			
Capital contribution accounts		2	2
Partner loan account		113,588	113,588
Accumulated losses		(113,590)	(113,590)
Total attributable to Partners		-	-

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

The notes on pages 11 to 15 are an integral part of these financial statements

The financial statements on pages 7 to 15 were authorised for issue by the board of directors of the General Partner on 1 July 2021 and were signed on its behalf by:



C Ferguson Davie
For Moorfield Real Estate Fund GP Limited
General Partner

Moorfield Real Estate Fund “A” Limited Partnership

Statement of changes in net assets attributable to Partners

	Capital contributions accounts	Partner loan accounts	Accumulated losses	Total equity attributable to Partners
	£'000	£'000	£'000	£'000
At 1 January 2019	2	113,588	(113,590)	-
Movement in net assets attributable to Partners from operations	-	-	-	-
At 31 December 2019 and 1 January 2020	2	113,588	(113,590)	-
Result for the financial year	-	-	-	-
At 31 December 2020	2	113,588	(113,590)	-

The notes on pages 11 to 15 are an integral part of these financial statements.

Moorfield Real Estate Fund “A” Limited Partnership

Cash flow statement

	Notes	2020 £'000	2019 £'000
Net cash used in operating activities	10	(27)	(40)
Cash flow from investing activities			
Interest received		1	2
Net cash generated from investing activities		1	2
Net decrease in cash and cash equivalents		(26)	(38)
Cash and cash equivalents at the beginning of the year		261	299
Cash and cash equivalents at the end of the year		235	261
Cash and cash equivalents consists of:			
Cash at bank and in hand		235	261
Cash and cash equivalents		235	261

The notes on pages 11 to 15 are an integral part of these financial statements.

Moorfield Real Estate Fund “A” Limited Partnership

Notes to the financial statements for the year ended 31 December 2020

1 General information

The Partnership's principal activity during the financial year was investing in real estate and real estate related opportunities. The Partnership is a private limited partnership and is incorporated and domiciled in the UK. The address of the registered office is 10 Grosvenor Street, London, W1K 4QB.

2 Statement of compliance

The financial statements of Moorfield Real Estate Fund “A” Limited Partnership have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, “The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland” (“FRS 102”) and the Companies Act 2006, as applied to qualifying partnerships by the Partnerships (Accounts) Regulations 2008 (the “Regulations”).

3 Summary of significant accounting policies

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.

(a) Basis of preparation

These financial statements are prepared under the historical cost convention. The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the partnership's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 4.

The term of the Partnership expired on 16 June 2015 following a two-year extension of its initial term. The Partnership has begun its liquidation pursuant to the terms of the Limited Partnership Agreement. During liquidation, the General Partner is automatically named the Liquidating Trustee of the Partnership and the General Partnership is tasked with liquidating the Partnership's remaining assets, settling its remaining liabilities (including those due to the General Partner), and winding up the Partnership and its associated subsidiaries, joint ventures, and affiliates all in the best interests of the Partnership. As a result the Partnership no longer believes it is appropriate to apply the going concern basis in preparation of these financial statements and these financial statements have been prepared on a basis other than going concern. Accordingly, the Partnership's assets have been stated at their estimated recoverable amounts, the estimated costs of winding up the Partnership and its associated subsidiaries, joint ventures, and affiliates have been provided for, and the Partnership's fixed assets and long term liabilities have been re-classified as current in prior periods.

The principal accounting policies, which have been applied consistently throughout the year, are set out below and, where necessary, have been updated to include any policies which are now considered significant given the presentation of the financial statements as at 31 December 2020 on a non-going concern basis.

(b) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents the amount receivable for goods supplied or services rendered, net of returns, discounts and rebates allowed by the Partnership and value added taxes.

The Partnership bases its estimate of returns on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

Where the consideration receivable in cash or cash equivalents is deferred, and the arrangement constitutes a financing transaction, the fair value of the consideration is measured as the present value of all future receipts using the imputed rate of interest.

The Partnership recognises revenue when (a) the significant risks and rewards of ownership have been transferred to the buyer; (b) the Partnership retains no continuing involvement or control over the goods; (c) the amount of revenue can be measured reliably; (d) it is probable that future economic benefits will flow to the entity and (e) when the specific criteria relating to each of the Partnership's sales channels have been met, as described below.

Moorfield Real Estate Fund “A” Limited Partnership

Notes to the financial statements for the year ended 31 December 2020 (continued)

3 Summary of significant accounting policies (continued)

(b) Revenue recognition (continued)

Interest income

Interest income is recognised using the effective interest rate method.

Income from participating interests

Income from participating interest relates to distributions from fixed asset investments and is recognised when declared and approved.

(c) Taxation

The Partnership, as a transparent entity, is not subject to pay UK income tax. Any tax liabilities arising from the results of the Partnership are dealt with in the financial statements of the investing Partners

(d) Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks and bank overdrafts. Bank overdrafts are shown within borrowings in creditors: amounts falling due within one year.

(e) Financial instruments

The Partnership has chosen to adopt Sections 11 and 12 of FRS 102 in respect of financial instruments.

(i) Financial assets

Basic financial assets, including and other receivables and cash and bank balances, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Such assets are subsequently carried at amortised cost using the effective interest method. At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in the Statement of comprehensive income. If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in Statement of comprehensive income.

Financial assets are derecognised when (i) the contractual rights to the cash flows from the asset expire or are settled, or (ii) substantially all the risks and rewards of the ownership of the asset are transferred to another party, or (iii) control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

(ii) Financial liabilities

Basic financial liabilities, including other payables, bank overdrafts, bank loans and loans from fellow group undertakings, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

Moorfield Real Estate Fund “A” Limited Partnership

Notes to the financial statements for the year ended 31 December 2020 (continued)

3 Summary of significant accounting policies (continued)

(e) Financial instruments (continued)

(iii) Offsetting

Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

4 Critical accounting judgements and estimation uncertainty

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

(a) Critical judgements in applying the entity's accounting policies

No critical judgments have been made in applying the entity's accounting policies.

(b) Key accounting estimates and assumptions

The General Partner has estimated the cost of winding up the Partnership and its associated subsidiaries and affiliates. It includes an assumption of the timing of the winding up process which is dependent on factors outside the General Partner's control.

5 Operating loss

Operating loss is stated after charging:

	2020 £'000	2019 £'000
Fees payable to the Partnership's auditors for the audit of the financial statements	10	22
Fees payable to the Partnership's auditors in respect of tax compliance services	7	4

6 Interest receivable and similar income

	2020 £'000	2019 £'000
Bank interest receivable	1	2

7 Debtors

	2020 £'000	2019 £'000
Amounts owed by related party undertakings	94	72
	94	72

Amounts owed by related party undertakings are unsecured, interest free and repayable on demand.

Moorfield Real Estate Fund “A” Limited Partnership

Notes to the financial statements for the year ended 31 December 2020 (continued)

8 Creditors: amounts falling due within one year

	2020	2019
	£'000	£'000
Amounts owed to related party undertakings	148	148
Other creditors	14	14
Accruals and deferred income	167	171
	329	333

Amounts owed to related party undertakings are unsecured, interest free and repayable on demand.

9 Financial instruments

The partnership has the following financial instruments:

	2020	2019
	£'000	£'000
Financial assets		
Cash and cash equivalents	235	261
Financial assets that are measured at amortised cost	94	72
	329	333
Financial liabilities		
Financial liabilities that are measured at amortised cost	(329)	(333)

10 Notes to the Statement of cash flows

	2020	2019
	£'000	£'000
Result for the financial year	-	-
Adjustment for:		
- Finance income - net	(1)	(2)
Movement in debtors	(22)	(5)
Movement in creditors	(4)	(33)
Net cash flow used in operating activities	(27)	(40)

Moorfield Real Estate Fund “A” Limited Partnership

Notes to the financial statements for the year ended 31 December 2020 (continued)

11 Related party transactions

The Partnership is operated in conjunction with the Moorfield Real Estate Fund “B” Limited Partnership, its parallel fund. The two Partnerships, with respect to any investment in property, invest and divest on economic and non-economic terms that are the same. The respective interests of the two Partnerships in any investment in property are in proportion to the commitments of each of the Partnerships and they share pro-rata in any related investment expenses (Moorfield Real Estate Fund “A” Limited Partnership: 54.7%, Moorfield Real Estate Fund “B” Limited Partnership: 45.3%). Similarly the Partnership’s bear any operating expenses on a pro rata basis (except to the extent that such expenses are specifically allocable to a particular Partnership).

The following amounts were identified as balances due from/to related parties in the Balance Sheet as at 31 December 2020:

- i) a payable of £148,000 (2019: £148,000) with Moorfield Real Estate Fund GP Limited.
- ii) a receivable of £94,000 (2019: £72,000) with other related parties including those with Moorfield Group and its associates.

**Moorfield Real Estate Fund “B”
Limited Partnership
Annual report and financial statements
for the year ended 31 December 2020**

Moorfield Real Estate Fund “B” Limited Partnership

Annual report for the year ended 31 December 2020

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Moorfield Real Estate Fund “B” Limited Partnership

Partnership information

General Partner

Moorfield Real Estate Fund GP Limited
10 Grosvenor Street
London
W1K 4QB

Carried Interest Partner

Moorfield Real Estate Fund CIP Limited
10 Grosvenor Street
London
W1K 4QB

Investment manager

(authorised by the Financial Conduct Authority)

Moorfield Investment Management Limited
10 Grosvenor Street
London
W1K 4QB

Asset manager

Moorfield Group Limited
10 Grosvenor Street
London
W1K 4QB

Registered number

LP010438

Registered office

10 Grosvenor Street
London
W1K 4QB

Bankers

Lloyds Banking Group
London Chief Office
PO Box 54873
London
SW1Y 5WX

Independent auditors

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
1 Embankment Place
London
WC2N 6RH

Moorfield Real Estate Fund “B” Limited Partnership

General Partner’s report for the year ended 31 December 2020

The General Partner presents its annual report together with the audited financial statements of the Moorfield Real Estate Fund “B” Limited Partnership (the “Partnership”) for the year ended 31 December 2020.

Principal activities

The principal activity of the Partnership was investing in real estate and real estate related opportunities.

Results and dividends

The results for the year ended 31 December 2020 are shown on page 7. The operating loss for the financial year was £1,000 (2019: operating loss of £2,000).

Business review

The Partnership originally had £120 million (2019: £120 million) of commitments which when combined with its parallel fund, the Moorfield Real Estate Fund “A” Limited Partnership, totalled £265 million (2019: £265 million). Investments were made by the combined parallel Partnerships. The Partners’ commitments are fully drawn. The partnership disposed of its final investment in 2016. There was no activity in 2020.

The term of the Partnership was previously extended from eight to ten years and expired on 16 June 2015, the General Partner believes it is appropriate to prepare the financial statements on a wind up basis and the General Partner has included an estimate of all fees and expenses from the Balance sheet date until the ultimate dissolution of the Partnership. The General Partner continues to operate the Partnership until the remaining investments have been sold, at the date of signing these financial statements the underlying investment properties have been sold and the General Partner has commenced the process of winding up the remaining legal entities, the General Partner expects this to be concluded in 2021. As noted above, the Partnership did not generate a profit during the year. At the Balance sheet date the Partnership has cash of £195,000 (2019: £216,000) and the Partnership’s assets have been stated at their estimated recoverable amounts, the estimated costs of winding up the Partnership and its associated subsidiaries, joint ventures and affiliates have been provided for, and the Partnership’s fixed assets and long term liabilities have been re-classified as current in prior periods.

Key performance indicators

The Partnership’s investment objective was to invest in a diversified portfolio of commercial real estate and real estate related opportunities in the United Kingdom. At the date of signing these financial statements the partnership has disposed of all its underlying investments and is in the process of winding up the remaining legal entities, consequently there are no key performance indicators to report.

Principal risks and uncertainties facing the Partnership

The Partnership’s principal risks and the ways in which the General Partner manages and controls these risks:

- (i) The costs of liquidating the Partnership and the underlying residual entities exceeds the provisions made in the financial statements.

The financial risks and the way in which the Partnership manages them are listed below:

- (i) **Liquidation costs**

Each investment was held in a separate corporate structure which was wholly owned by the combined parallel Partnerships. The general partner and the Directors of the underlying entities have made estimates based on their knowledge of the warranties given at the time of the disposal and estimates of the work involved by third party advisors.

Moorfield Real Estate Fund “B” Limited Partnership

General Partner’s report for the year ended 31 December 2020 (continued)

Statement of General Partner’s responsibilities in respect of the financial statements

The General Partner is responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the general partner to prepare financial statements for each financial year. Under that law the general partner has 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”, and applicable law). Under company law the general partner 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 qualifying partnership and of the profit or loss of the qualifying partnership for that period. In preparing the financial statements, the general partner are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, 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 qualifying partnership will continue in business.

The General Partner is also responsible for safeguarding the assets of the qualifying partnership and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The General Partner is responsible for keeping adequate accounting records that are sufficient to show and explain the qualifying partnership’s transactions and disclose with reasonable accuracy at any time the financial position of the qualifying partnership and enable them to ensure that the financial statements comply with the Companies Act 2006.

Statement of disclosure of information to auditors

So far as the Director of the General Partner in office at the date of approval of these financial statements is aware:

- there is no relevant audit information of which the Partnership’s auditors are unaware; and
- it has taken all the steps that it ought to have taken as General Partners in order to make itself aware of any relevant audit information and to establish that the Partnership’s auditors are aware of that information.

Small companies’ exemption

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006 as applied to qualifying partnerships.

Independent auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed at the Annual General Meeting.

This report was approved by the board on 1 July 2021 and signed on its behalf by



C Ferguson Davie
For Moorfield Real Estate Fund GP Limited
General Partner

Moorfield Real Estate Fund “B” Limited Partnership

Independent auditors’ report to the partners of Moorfield Real Estate Fund “B” Limited Partnership

Report on the audit of the financial statements

Opinion

In our opinion, Moorfield Real Estate Fund “B” Limited Partnership’s financial statements:

- give a true and fair view of the state of the partnership’s affairs as at 31 December 2020 and of its result and cash flows 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”, and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006 as applied to qualifying partnerships by the Partnerships (Accounts) Regulations 2008.

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 2020; the Statement of comprehensive income, the Statement of changes in net assets attributable to Partners and the Cash flow statement 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 partnership 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.

Emphasis of matter - financial statements prepared on a basis other than going concern

In forming our opinion on the financial statements, which is not modified, we draw attention to note 3(a) to the financial statements which describes the general partner’s reasons why the financial statements have been prepared on a basis other than 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 general partner is 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.

With respect to the General Partner’s report, we also considered whether the disclosures required by the UK Companies Act 2006 as applied to qualifying partnerships have been included.

Moorfield Real Estate Fund “B” Limited Partnership

Independent auditors’ report to the partners of Moorfield Real Estate Fund "B" Limited Partnership (continued)

Based on our work undertaken in the course of the audit, the Companies Act 2006 as applied to qualifying partnerships requires us also to report certain opinions and matters as described below.

General Partner's report

In our opinion, based on the work undertaken in the course of the audit, the information given in the General Partner's report for the year ended 31 December 2020 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 partnership and its environment obtained in the course of the audit, we did not identify any material misstatements in the General Partner's report.

Responsibilities for the financial statements and the audit

Responsibilities of the general partner for the financial statements

As explained more fully in the Statement of general partner's responsibilities in respect of the financial statements set out on page 3, the general partner is 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 general partner is 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 general partner is responsible for assessing the partnership'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 general partner either intends to liquidate the partnership or to cease operations, or has 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the partnership and industry, we identified that the principal risks of non-compliance with laws and regulations related to the Companies Act 2006 as applied to qualifying partnerships by the Partnerships (Accounts) Regulations 2008, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries to revenue and management bias in accounting estimates. Audit procedures performed by the engagement team included:

- Enquires with management of the General Partner on any instances of non-compliance of laws and regulations, and actual and potential litigation, claims and tax non-compliance;
- Reviewing relevant meeting minutes, including those of the Board of the General Partner;
- Designing audit procedures to incorporate unpredictability around the nature and extent of our testing;
- Challenging assumptions and judgments made by the General Partner in their significant accounting estimates, in particular in relation to the cost of winding up; and
- Identifying and testing journal entries, where any such journal entries were identified.

Moorfield Real Estate Fund “B” Limited Partnership

Independent auditors’ report to the partners of Moorfield Real Estate Fund “B” Limited Partnership (continued)

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

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 partners of the qualifying partnership as a body in accordance with the Companies Act 2006 as applied to qualifying partnerships by the Partnerships (Accounts) Regulations 2008 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 as applied to qualifying partnerships we are required to report to you if, in our opinion:

- we have not obtained all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the partnership, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of general partner’s remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

Under the Companies Act 2006 as applied to qualifying partnerships we are required to report to you if, in our opinion, the general partner was 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.



Ian Benham (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London

Date: 1 July 2021

Moorfield Real Estate Fund “B” Limited Partnership

Statement of comprehensive income

	Note	2020 £'000	2019 £'000
Administrative expenses		(14)	(2)
Other operating income		13	-
Operating loss	5	(1)	(2)
Interest receivable and similar income	6	1	2
Result before taxation		-	-
Tax on result		-	-
Result for the financial year		-	-

The notes on pages 11 to 15 form part of these financial statements.

Moorfield Real Estate Fund “B” Limited Partnership

Balance sheet as at 31 December 2020

	Note	2020 £'000	2019 £'000
Current assets			
Debtors	7	78	60
Cash at bank and in hand		195	216
		273	276
Creditors: amounts falling due within one year	8	(273)	(276)
Net current assets		-	-
Total assets less current liabilities		-	-
Net assets attributable to Partners		-	-
Represented by:			
Capital contribution accounts		1	1
Partner loan account		94,005	94,005
Accumulated losses		(94,006)	(94,006)
Total attributable to Partners		-	-

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

The notes on pages 11 to 15 are an integral part of these financial statements

The financial statements on pages 7 to 15 were authorised for issue by the board of directors of the General Partner on 1 July 2021 and were signed on its behalf by:



C Ferguson Davie
For Moorfield Real Estate Fund GP Limited
General Partner

Moorfield Real Estate Fund “B” Limited Partnership

Statement of changes in net assets attributable to Partners

	Capital contributions accounts	Partner loan accounts	Accumulated losses	Total equity attributable to Partners
	£'000	£'000	£'000	£'000
At 1 January 2019	1	94,005	(94,006)	-
Movement in net assets attributable to Partners from operations	-	-	-	-
At 31 December 2019 and 1 January 2020	1	94,005	(94,006)	-
Result for the financial year	-	-	-	-
At 31 December 2020	1	94,005	(94,006)	-

The notes on pages 11 to 15 are an integral part of these financial statements.

Moorfield Real Estate Fund “B” Limited Partnership

Cash flow statement

	Notes	2020 £'000	2019 £'000
Net cash used in operating activities	10	(22)	(34)
Cash flow from investing activities			
Interest received		1	2
Net cash generated from investing activities		1	2
Net decrease in cash and cash equivalents		(21)	(32)
Cash and cash equivalents at the beginning of the year		216	248
Cash and cash equivalents at the end of the year		195	216
Cash and cash equivalents consists of:			
Cash at bank and in hand		195	216
Cash and cash equivalents		195	216

The notes on pages 11 to 15 are an integral part of these financial statements.

Moorfield Real Estate Fund “B” Limited Partnership

Notes to the financial statements for the year ended 31 December 2020

1 General information

The Partnership's principal activity during the financial year was investing in real estate and real estate related opportunities. The Partnership is a private limited partnership and is incorporated and domiciled in the UK. The address of the registered office is 10 Grosvenor Street, London, W1K 4QB.

2 Statement of compliance

The financial statements of Moorfield Real Estate Fund “B” Limited Partnership have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, “The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland” (“FRS 102”) and the Companies Act 2006, as applied to qualifying partnerships by the Partnerships (Accounts) Regulations 2008 (the “Regulations”).

3 Summary of significant accounting policies

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.

(a) Basis of preparation

These financial statements are prepared under the historical cost convention. The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the partnership's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 4.

The term of the Partnership expired on 16 June 2015 following a two-year extension of its initial term. The Partnership has begun its liquidation pursuant to the terms of the Limited Partnership Agreement. During liquidation, the General Partner is automatically named the Liquidating Trustee of the Partnership and the General Partnership is tasked with liquidating the Partnership's remaining assets, settling its remaining liabilities (including those due to the General Partner), and winding up the Partnership and its associated subsidiaries, joint ventures, and affiliates all in the best interests of the Partnership. As a result the Partnership no longer believes it is appropriate to apply the going concern basis in preparation of these financial statements and these financial statements have been prepared on a basis other than going concern. Accordingly, the Partnership's assets have been stated at their estimated recoverable amounts, the estimated costs of winding up the Partnership and its associated subsidiaries, joint ventures, and affiliates have been provided for, and the Partnership's fixed assets and long term liabilities have been re-classified as current in prior periods.

The principal accounting policies, which have been applied consistently throughout the year, are set out below and, where necessary, have been updated to include any policies which are now considered significant given the presentation of the financial statements as at 31 December 2020 on a non-going concern basis.

(b) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents the amount receivable for goods supplied or services rendered, net of returns, discounts and rebates allowed by the Partnership and value added taxes.

The Partnership bases its estimate of returns on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

Where the consideration receivable in cash or cash equivalents is deferred, and the arrangement constitutes a financing transaction, the fair value of the consideration is measured as the present value of all future receipts using the imputed rate of interest.

The Partnership recognises revenue when (a) the significant risks and rewards of ownership have been transferred to the buyer; (b) the Partnership retains no continuing involvement or control over the goods; (c) the amount of revenue can be measured reliably; (d) it is probable that future economic benefits will flow to the entity and (e) when the specific criteria relating to each of the Partnership's sales channels have been met, as described below.

Moorfield Real Estate Fund “B” Limited Partnership

Notes to the financial statements for the year ended 31 December 2020 (continued)

3 Summary of significant accounting policies (continued)

(b) Revenue recognition (continued)

Interest income

Interest income is recognised using the effective interest rate method.

Income from participating interests

Income from participating interest relates to distributions from fixed asset investments and is recognised when declared and approved.

(c) Taxation

The Partnership, as a transparent entity, is not subject to pay UK income tax. Any tax liabilities arising from the results of the Partnership are dealt with in the financial statements of the investing Partners

(d) Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks and bank overdrafts. Bank overdrafts are shown within borrowings in creditors: amounts falling due within one year.

(e) Financial instruments

The Partnership has chosen to adopt Sections 11 and 12 of FRS 102 in respect of financial instruments.

(i) Financial assets

Basic financial assets, including and other receivables and cash and bank balances, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Such assets are subsequently carried at amortised cost using the effective interest method. At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in the Statement of comprehensive income. If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in Statement of comprehensive income.

Financial assets are derecognised when (i) the contractual rights to the cash flows from the asset expire or are settled, or (ii) substantially all the risks and rewards of the ownership of the asset are transferred to another party, or (iii) control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

(ii) Financial liabilities

Basic financial liabilities, including other payables, bank overdrafts, bank loans and loans from fellow group undertakings, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

Moorfield Real Estate Fund “B” Limited Partnership

Notes to the financial statements for the year ended 31 December 2020 (continued)

3 Summary of significant accounting policies (continued)

(e) Financial instruments (continued)

(iii) Offsetting

Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

4 Critical accounting judgements and estimation uncertainty

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

(a) Critical judgements in applying the entity's accounting policies

No critical judgments have been made in applying the entity's accounting policies.

(b) Key accounting estimates and assumptions

The General Partner has estimated the cost of winding up the Partnership and its associated subsidiaries and affiliates. It includes an assumption of the timing of the winding up process which is dependent on factors outside the General Partner's control.

5 Operating loss

Operating loss is stated after charging:

	2020 £'000	2019 £'000
Fees payable to the Partnership's auditors for the audit of the financial statements	8	18
Fees payable to the Partnership's auditors in respect of tax compliance services	6	3

6 Interest receivable and similar income

	2020 £'000	2019 £'000
Bank interest receivable	1	2

7 Debtors

	2020 £'000	2019 £'000
Amounts owed by related party undertakings	78	60
	78	60

Amounts owed by related party undertakings are unsecured, interest free and repayable on demand.

Moorfield Real Estate Fund “B” Limited Partnership

Notes to the financial statements for the year ended 31 December 2020 (continued)

8 Creditors: amounts falling due within one year

	2020 £'000	2019 £'000
Amounts owed to related party undertakings	122	122
Other creditors	12	12
Accruals and deferred income	139	142
	273	276

Amounts owed to related party undertakings are unsecured, interest free and repayable on demand.

9 Financial instruments

The partnership has the following financial instruments:

	2020 £'000	2019 £'000
Financial assets		
Cash and cash equivalents	195	216
Financial assets that are measured at amortised cost	78	60
	273	276
Financial liabilities		
Financial liabilities that are measured at amortised cost	(273)	(276)

10 Notes to the Statement of cash flows

	2020 £'000	2019 £'000
Result for the financial year	-	-
Adjustment for:		
- Finance income - net	(1)	(2)
Movement in debtors	(18)	(4)
Movement in creditors	(3)	(28)
Net cash flow used in operating activities	(22)	(34)

Moorfield Real Estate Fund “B” Limited Partnership

Notes to the financial statements for the year ended 31 December 2020 (continued)

11 Related party transactions

The Partnership is operated in conjunction with the Moorfield Real Estate Fund "A" Limited Partnership, its parallel fund. The two Partnerships, with respect to any investment in property, invest and divest on economic and non-economic terms that are the same. The respective interests of the two Partnerships in any investment in property are in proportion to the commitments of each of the Partnerships and they share pro-rata in any related investment expenses (Moorfield Real Estate Fund “A” Limited Partnership: 54.7%, Moorfield Real Estate Fund “B” Limited Partnership: 45.3%). Similarly the Partnership’s bear any operating expenses on a pro rata basis (except to the extent that such expenses are specifically allocable to a particular Partnership).

The following amounts were identified as balances due from/to related parties in the Balance Sheet as at 31 December 2020:

- i) a payable of £122,000 (2019: £122,000) with Moorfield Real Estate Fund GP Limited.
- ii) a receivable of £78,000 (2019: £60,000) with other related parties including those with Moorfield Group and its associates.