

Company Registration Number 05745753

DECO 8 – UK CONDUIT 2 HOLDING LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2015



DECO 8 – UK CONDUIT 2 HOLDING LIMITED

ANNUAL REPORT AND ANNUAL FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

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DECO 8 – UK CONDUIT 2 HOLDING LIMITED

COMPANY INFORMATION

The board of directors

Mr Graham Cox
Mr Graham Hodgkin

Company secretary

Sunil Masson

Registered office

c/o Deutsche Bank AG, London Branch
Winchester House
Mailstop 428
1 Great Winchester Street
London
EC2N 2 DB
United Kingdom

DECO 8 – UK CONDUIT 2 HOLDING LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 MARCH 2015

The directors present their report and the unaudited financial statements of Deco 8 – UK Conduit 2 Holding Limited (the “Company”) for the year ended 31 March 2015.

PRINCIPAL ACTIVITY

The Company’s principal activity is to hold an investment in Deco 8 – UK Conduit 2 Plc and hold the Post-Enforcement Call Option and other similar options granted in respect of securities granted by other issuers.

The Post-Enforcement Call Option will permit the Company to acquire from the noteholders all the notes then outstanding at a price of one penny per note when notice is received from the Issuer Security Trustee.

Deco 8 – UK Conduit 2 Plc is a special purpose company established in order to issue floating rate loan notes due April 2018 and January 2036 (“the notes”), to acquire the beneficial interest in a mortgage portfolio from Deutsche Bank AG, London Branch, (“the mortgage loans”), to create security and receive interest in respect thereof, and to enter into certain related transactions as described in the Offering Circular dated 3 May 2006. On 4 May 2006, the company issued £630,131,634 floating rate loan notes in accordance with the Offering Circular.

RESULTS AND PERFORMANCE

The Company did not have any transactions to report and hence no statement of comprehensive income has been presented.

SUBSEQUENT EVENTS

There were no material subsequent events.

GOING CONCERN

The Company’s financial statements have been prepared on a going concern basis. The directors have considered and continue to monitor the status of the Company as a going concern.

STRATEGIC REPORT

As the Company qualifies as a small company under the Companies Act 2006, the Company is exempt from the requirement to prepare the strategic report as permitted by the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013.

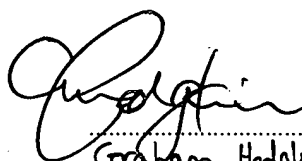
KEY PERFORMANCE INDICATORS ('KPIs')

The Company acts only as a holding company. For this reason, the Company’s directors believe that key performance indicators for the Company are not necessary or appropriate for an understanding of the development, performance or position of the business.

DIRECTORS

The directors who served the Company during the year were as follows:

Mr Graham Cox
Mr Graham Hodgkin



Graham Hodgkin
Director

..... for and on behalf of Deco 8 – UK Conduit 2 Holding Limited

12/11/2015

DECO 8 – UK CONDUIT 2 HOLDING LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 MARCH 2015

The directors are responsible for preparing the Annual Report and the unaudited 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 International Financial Reporting Standards (IFRSs) as adopted by the European Union. 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 year. In preparing these financial statements, International Accounting Standard 1 requires that directors:

- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the Company's ability to continue as a going concern.

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.


DECO 8 – UK CONDUIT 2 HOLDING LIMITED

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 MARCH 2015

The Company did not trade during the year and received no income and incurred no expenditure. Consequently, during the year the Company made neither a profit nor a loss. The closing balances in the cumulative statement of comprehensive income accordingly remain at GBP Nil.

The Company had no other recognised gains and losses during the year and accordingly no statement of recognised income and expenses is presented.

On behalf of the board



Director *Graham Hodgkin*

12/11/2015

The notes on pages 7 to 9 form part of these financial statements.

DECO 8 – UK CONDUIT 2 HOLDING LIMITED

STATEMENT OF FINANCIAL POSITION AS AT 31 MARCH 2015


	Notes	2015 £	2014 £
Non-current asset			
Investment in subsidiary	3	<u>12,501</u>	<u>12,501</u>
Current assets			
Cash and cash equivalents		<u>1</u>	<u>1</u>
Total assets		<u>12,502</u>	<u>12,502</u>
Equity			
Share capital	4	1	1
Retained profit	4	<u>10,126</u>	<u>10,126</u>
Total equity		<u>10,127</u>	<u>10,127</u>
Current liabilities			
Other creditors		<u>2,375</u>	<u>2,375</u>
Total liabilities		<u>2,375</u>	<u>2,375</u>
Total equity and liabilities		<u>12,502</u>	<u>12,502</u>

For the year ended 31 March 2015, the Company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies.

Directors' responsibilities:

- the members have not required the Company to obtain an audit of its accounts for the year in question in accordance with section 476;
- the directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts;
- these accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

These financial statements of Deco 8 – UK Conduit 2 Holding Limited, Company registration 05745753, on pages 4 to 9 were approved and authorised for issue by the directors on12./11./.....2015 and are signed on their behalf by:



..... for and on behalf of Deco 8 – UK Conduit 2 Holding Limited
Graham Hodgkin
Director

The notes on pages 7 to 9 form part of these financial statements.

DECO 8 – UK CONDUIT 2 HOLDING LIMITED

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2015

	2015 £	2014 £
Cash flows from operating activities		
Profit before tax for the year	-	-
Net cash from operating activities	-	-
Net cash used in investing activities	-	-
Cash flows from financing activities	-	-
Net cash from financing activities	-	-
Net increase in cash and cash equivalents	-	-
Cash and cash equivalents at beginning of year	1	1
Cash and cash equivalents at 31 March	1	1

The notes on pages 7 to 9 form part of these financial statements.

DECO 8 – UK CONDUIT 2 HOLDING LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

1. GENERAL INFORMATION

The Company's principal activity is to hold an investment in Deco 8 – UK Conduit 2 Plc and hold the Post-Enforcement Call Option and other similar options granted in respect of securities granted by other issuers.

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Deco 8 – UK Conduit 2 Plc is a special purpose company established in order to issue floating rate loan notes due April 2018 and January 2036 ("the notes"), to acquire the beneficial interest in a mortgage portfolio from Deutsche Bank AG, London Branch, ("the mortgage loans"), to create security and receive interest in respect thereof, and to enter into certain related transactions as described in the Offering Circular dated 3 May 2006. On 4 May 2006, the company issued £630,131,634 floating rate loan notes in accordance with the Offering Circular.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

The financial statements of Deco 8 – UK Conduit 2 Holding Limited (the "Company") have been prepared in accordance with International Financial Reporting Standards ("IFRS") as adopted for use in the European Union that are effective or available for early adoption at the Company's reporting date. The Company, in addition to complying with its legal obligation to comply with IFRSs as adopted for use in the European Union ("EU"), has also complied with the IFRSs as issued by the International Accounting Standards Board.

These policies have been consistently applied during the current year and previous period unless otherwise stated.

Functional and presentation currency

The financial statements are presented in pound sterling (GBP), which is the Company's functional currency. Functional currency is the currency of the primary economic environment in which the entity operates. The issued share capital of the Company is denominated in GBP. The directors of the Company believe that GBP most faithfully represents the economic effects of the underlying transactions, events and conditions.

Except as otherwise indicated, all financial information presented in GBP has been rounded to the nearest GBP.

Standards issued and adopted during the year

All new and amended accounting standards which have become effective for the current year have been adopted but have had no material effect on the reported performance, financial position or disclosures of the Company, with the exception of IFRS 10 Consolidated Financial Statements listed below, therefore these standards have not been listed separately.

Standards issued, not yet effective and not early adopted

At the date of authorisation of these financial statements, the following Standards and Interpretations which have not been applied in these financial statements were in issue but not yet effective (and in some cases had not yet been adopted by the EU):

IFRS 9 Financial Instruments

IFRS 14 Regulatory Deferral Accounts

IFRS 15 Revenue from Contracts with Customers

Annual Improvements to IFRSs: 2012-14 Cycle

Annual Improvements to IFRSs: 2011-13 Cycle

Annual Improvements to IFRSs: 2010-12 Cycle

Investments in subsidiary

Investments in subsidiary undertakings are recorded at cost plus incidental expenses.

DECO 8 – UK CONDUIT 2 HOLDING LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2015

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Cash and cash equivalents

Cash and cash equivalents includes cash at bank. Cash and cash equivalents are carried at amortised cost in the statement of financial position.

Share capital

Incremental external costs directly attributable to the issue of new shares, other than on a business combination, are deducted from equity net of any related income taxes.

Statement of comprehensive income

The Company has not presented any statement of comprehensive income as there were no transactions to report.

Basis of consolidation

During the year ended 31 March 2015, the directors have reassessed the requirement for the preparation of consolidated financial statements as per IFRS 10, 'Consolidated Financial Statements'.

The objective of IFRS 10 'Consolidated Financial Statements' is to establish principles for the presentation and preparation of consolidated financial statements when an entity controls one or more other entities. To meet the objective, this IFRS:

- (a) requires an entity (the parent) that controls one or more other entities (subsidiaries) to present consolidated financial statements;
- (b) defines the principle of control, and establishes control as the basis for consolidation;
- (c) sets out how to apply the principle of control to identify whether an investor controls an investee and
- (d) sets out the accounting requirements for the preparation of consolidated financial statements.

An investor controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Thus, the principle of control sets out the following three elements of control:

IFRS 10 defines 'control' as follows:

- (a) power over the investee;
- (b) exposure, or rights, to variable returns from involvement with the investee; and
- (c) the ability to use power over the investee to affect the amount of the investor's returns.

Based on the above assessment, it was concluded that the Company does not have power to control its subsidiary Deco 8 – UK Conduit 2 Plc. Moreover neither the shareholders nor the directors have a variable return over the Company. The directors have therefore concluded that the Company does not need to prepare consolidated financial statements.

All the comparative information relating to the subsidiary has been removed so that the financial statements shows the correct position of the Company as at and during the year ended 31 March 2015.

Directors' emoluments

Directors' emoluments are £nil (2014: £nil) as they are not remunerated for their services.

The Company has no employees (2014: None).

DECO 8 – UK CONDUIT 2 HOLDING LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2015

3. INVESTMENT IN SUBSIDIARY

	2015 £	2014 £
At 31 March	<u>12,501</u>	<u>12,501</u>

The shares were purchased at par for cash consideration of £12,501 and the net assets of the subsidiary were £12,501 at this date (comprising only cash on issuance of shares); hence no goodwill arose on acquisition. In the opinion of the directors, the aggregate value of the Company's investment in subsidiary undertakings is not less than the amount included in the statement of financial position.

Subsidiary undertakings	Country of incorporation	Class of shares	Holding (%)
Deco 8 – UK Conduit 2 Plc	Great Britain	Ordinary	99.98

Principal activity

Deco 8 – UK Conduit 2 Plc was established as a special purpose vehicle for the sole purpose of issuing commercial mortgage-backed loan notes secured by a pool of commercial mortgages.

4. TOTAL EQUITY

	Issued capital £	Retained profit £	Total £
At 1 April 2014	1	10,126	10,127
Profit for the year	-	-	-
Balance at 31 March 2015	<u>1</u>	<u>10,126</u>	<u>10,127</u>

There are 100 authorised ordinary shares of £1 each. The issued share capital comprises one allotted £1 share called up and fully paid at par. Castlewood CS Holdings Limited holds one fully paid £1 share under a declaration of trust for charitable purposes.

5. RELATED PARTY TRANSACTIONS

Castlewoods CS Holdings Limited holds one fully paid £1 share under a declaration of trust for charitable purposes.

The Company did not have any related party transactions during the year (2014: GBP Nil).

6. ULTIMATE PARENT UNDERTAKING

Deco 8 – UK Conduit 2 Plc is a company registered in England and Wales.

Castlewood CS Holdings Limited holds one share in Deco 8 – UK Conduit 2 Plc under a declaration of trust for charitable purposes.