# REPORT AND UNAUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

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#### **DIRECTORS' REPORT**

# FOR THE YEAR ENDED 31 MARCH 2018

The directors present their annual report and financial statements for the year ended 31 March 2018.

#### Principal activities

The principal activity of the company continued to be that of being a limited partner to Shepperton Studios Property Partnership ("SSPP").

#### **Directors**

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

I P Dunleavy P W M Golding C J Naisby A M Smith

(Resigned 24 April 2017) (Appointed 24 April 2017)

### Qualifying third party indemnity provisions

The company has made qualifying third party indemnity provisions for the benefit of its directors during the year. These provisions remain in force at the reporting date.

#### Going concern

The directors have received notice from Pinewood Group Limited that it will support the operational needs if the company for at least 12 months following the date of signing these financial statements in order to allow it to meet its liabilities as and when they fall due. The directors have considered the ability of Pinewood Group Limited to provide such financial support.

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

On behalf of the board

C J Naisby Director

Date: 13 December 2018

# STATEMENT OF INCOME AND RETAINED EARNINGS FOR THE YEAR ENDED 31 MARCH 2018

|   | Notes  | 2018<br>£'008       | 2017<br>£'000    |
|---|--------|---------------------|------------------|
| Revenue                                     | 3      | 3,224               | 3,295            |
| Investment income<br>Finance costs          | 5<br>6 | 311<br>(1,013)      | 286<br>(964)     |
| Profit before taxation                      |        | 2,522               | 2,617            |
| Tax on profit                               | 7      | (491)               | (2)              |
| Profit for the financial year               |        | 2,031               | 2,615            |
| Retained earnings brought forward Dividends | 8      | 6,1 <b>2</b> 8<br>- | 8,513<br>(5,000) |
| Retained earnings carried forward           |        | 8,159               | 6.128            |

# STATEMENT OF FINANCIAL POSITION AS AT 31 MARCH 2018

|                                       |       | 201         | 8          | 201         | 7      |
|---------------------------------------|-------|-------------|------------|-------------|--------|
|                                       | Notes | £'000       | £'000      | £,000       | £'000  |
| ASSETS                                |       |             |            |             |        |
| Non-current assets                    |       |             |            |             |        |
| Investment in subsidiaries            | 9     |             | 25,657     |             | 25,657 |
| Deferred tax assets                   | 14    |             | 175<br>——— |             |        |
|                                       |       |             | 25,832     |             | 25,657 |
| Current assets                        |       |             |            |             |        |
| Trade and other receivables - other   | 11    | 8,409       |            | 7.835       |        |
|                                       |       | <del></del> | 8,409      | <del></del> | 7,835  |
| Total assets                          |       |             | 34,241     |             | 33,492 |
|                                       |       |             | ====       |             | ==     |
| CAPITAL, RESERVES AND LIABILITI       | ES    |             |            |             |        |
| Capital and reserves                  |       |             |            |             |        |
| Called up share capital               | 12    |             | -          |             | -      |
| Retained earnings                     | 13    |             | 8,159      |             | 6,128  |
|                                       |       |             |            |             |        |
| Total equity                          |       |             | 8,159      |             | 6,128  |
| Non-current liabilities               |       |             |            |             |        |
| Deferred tax liability                | 14    | -           |            | 96          |        |
|                                       |       |             |            |             | 20     |
| Current liabilities                   |       |             | -          |             | 96     |
| Borrowings                            | 15    | 12,829      |            | 12,286      |        |
| Trade and other payables              | 16    | 13,253      |            | 14,982      |        |
| , , , , , , , , , , , , , , , , , , , |       |             |            |             |        |
|                                       |       |             | 26,082     |             | 27,268 |
| Total liabilities                     |       |             | 26,082     |             | 27,364 |
| otal equity and liabilities           |       |             | 34,241     |             | 33,492 |
|                                       |       |             | =====      |             |        |

# STATEMENT OF FINANCIAL POSITION (CONTINUED)

# **AS AT 31 MARCH 2018**

For the financial year ended 31 March 2018 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

The members have not required the company to obtain an audit of its financial statements 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 financial statements.

These financial statements have been prepared and delivered in accordance with the provisions applicable to companies subject to the small companies' regime.

The financial statements were approved by the board of directors and authorised for issue on 3 December / 2018 and are signed on its behalf by:

C J Naisby Director

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

#### 1 Accounting policies

#### Company information

Baltray No. 1 Limited is a private company limited by shares and is registered and incorporated in England and Wales. The registered office is Pinewood Studios, Pinewood Road, Iver Heath, Buckinghamshire, SL0 NNH

The company's principal activities and nature of its operations are disclosed in the Directors' Report.

#### **Accounting convention**

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £1,000.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

This company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements:

- Section 4 'Statement of Financial Position' Reconciliation of the opening and closing number of shares:
- Section 7 'Statement of Cash Flows' Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instrument Issues' –
  Carrying amounts, interest income/expense and net gains/losses for each category of financial
  instrument; basis of determining fair values; details of collateral, loan defaults or breaches, details
  of hedges, hedging fair value changes recognised in profit or loss and in other comprehensive
  income:
- · Section 33 'Related Party Disclosures' Compensation for key management personnel.

The company has taken advantage of the exemption under section 400 of the Companies Act 2006 not to prepare consolidated accounts. The financial statements present information about the company as an individual entity and not about its group.

The financial statements of the company are consolidated in the financial statements of Pinewood Group Limited. These consolidated financial statements are available from its registered office: Pinewood Studios, Pinewood Road, Iver Heath, Buckinghamshire, SL0 0NH.

#### Going concern

The directors have received notice from Pinewood Group Limited that it will support the operational needs if the company for at least 12 months following the date of signing these financial statements in order to allow it to meet its liabilities as and when they fall due. The directors have considered the ability of Pinewood Group Limited to provide such financial support.

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2018

#### 1 Accounting policies (Continued)

#### Revenue

The company's principal activity is that of investment in Shepperton Studios Property Partnership ("SSPP"), both directly as a limited partner, and indirectly via its investment in The Studios Unit Trust ("TSUT"). Revenue represents the company's share of profits from SSPP and distributions from TSUT.

Revenue relating to the company's share of profits from SSPP is recognised over the period that SSPP generates distributable profits, provided that the company's share of profit can be measured reliably and the company is reasonably certain of receipt.

Revenue relating to distributions from TSUT are recognised when the company becomes entitled to receipt of the distribution, provided that the distribution can be measured reliably and the company is reasonably certain of receipt.

#### Non-current investments

Interests in subsidiaries are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

#### Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally 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.

#### Basic financial assets

Basic financial assets, which include trade and other receivables, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the financial asset is measured at the present value of the future receipts discounted at a market rate of interest.

#### Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

#### Basic financial liabilities

Basic financial liabilities, including trade and other payables, and loans from fellow group companies, 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 payments discounted at a market rate of interest.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2018

# 1 Accounting policies (Continued)

#### **Equity instruments**

Equity instruments issued by the company are recorded at the fair value of proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as fiabilities once they are no longer at the discretion of the company.

#### **Taxation**

The tax expense represents the sum of the current tax expense and deferred tax expense. Current tax assets are recognised when tax paid exceeds the tax payable.

Current and deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited to other comprehensive income or equity, when the tax follows the transaction or event it relates to and is also charged or credited to other comprehensive income, or equity.

Current tax assets and current tax liabilities and deferred tax assets and deferred tax liabilities are offset, if and only if, there is a legally enforceable right to set off the amounts and the entity intends either to settle on the net basis or to realise the asset and settle the liability simultaneously.

Current tax is based on taxable profit for the year. Current tax assets and liabilities are measured using tax rates that have been enacted or substantively enacted by the reporting period.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based on tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax liabilities are recognised in respect of all timing differences that exist at the reporting date. Timing differences are differences between taxable profits and total comprehensive income that arise from the inclusion of income and expenses in tax assessments in different periods from their recognition in the financial statements. Deferred tax assets are recognised only to the extent that it is probable that they will be recovered by the reversal of deferred tax liabilities or other future taxable profits.

#### 2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

Management consider that there are no estimates or assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year. Management also consider that there are no judgements which they have made in the application of the company's accounting policies that have had a significant effect on the amounts recognised in the financial statements.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2018

| 3 | Revenue   |             |       |
|---|---|-------------|-------|
| • |   | 2018        | 2017  |
|   |   | £'000       | £,000 |
|   | Revenue analysed by class of business                     |             |       |
|   | Profit share from Shepperton Studios Property Partnership | 1,632       | 1,662 |
|   | Profit distribution from The Studios Unit Trust           | 1,592       | 1,633 |
|   |   | 3,224       | 3,295 |
|   |   | <del></del> | ====  |
|   |   | 2018        | 2017  |
|   |   | £'000       | £'000 |
|   | Other revenue   |             |       |
|   | Interest income   | 311         | 286   |
|   |   |             | ====  |

The company's turnover is derived from the profit share as a single category of income wholly undertaken in the United Kingdom.

# 4 Employees

The company had no employees during the current or prior financial year.

## 5 Investment income

|   |  | 2018        | 2017  |
|---|--|-------------|-------|
|   |  | £'000       | £,000 |
|   | Interest income                          |             |       |
|   | Interest receivable from group companies | 311         | 286   |
|   |  |             | =     |
| 6 | Finance costs                            |             |       |
| _ |  | 2018        | 2017  |
|   |  | £'000       | £'000 |
|   | Interest payable to group undertakings   | 1,013       | 964   |
|   | . ,                                      | <del></del> |       |

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2018

| Taxation   | 2018   | 201  |
|--|--|--|
| Current tax  | £,000  | £'00   |
| Adjustments in respect of prior periods  | 684  |  |
| Group tax relief   | 78   |  |
| Total current tax  | 762  | <del>-</del>                                 |
| Deferred tax   | ====   | ===  |
| Origination and reversal of timing differences   | (271)  |  |
| Changes in tax rates   | (271)  | (  |
| ·  |  |  |
| Total deferred tax   | (271)  | ;  |
|  | ===  | ===  |
| Total tax charge   | 491  |  |
| total tax onaligo  | -  | =  |
|  | 2018<br>£'000  | 201<br>£'00                                  |
|  |  |  |
| Profit before taxation   | 2,522  | 2,61   |
| Profit before taxation   | 2,522  | 2,61   |
|  |  | 2,61   |
| Expected tax charge based on the standard rate of corporation tax in the UK  |  | 2,61   |
| Expected tax charge based on the standard rate of corporation tax in the UK of 19.00% (2017: 20.00%)   |  | 2,61   |
| Expected tax charge based on the standard rate of corporation tax in the UK of 19.00% (2017: 20.00%)  Effect of change in corporation tax rate   | 479<br>32  | 2,61<br>——<br>52                             |
| Expected tax charge based on the standard rate of corporation tax in the UK of 19.00% (2017: 20.00%)   | 479  | 2,61<br>———————————————————————————————————— |
| Expected tax charge based on the standard rate of corporation tax in the UK of 19.00% (2017: 20.00%)  Effect of change in corporation tax rate  Group relief   | 479<br>32  | 2,61<br>———————————————————————————————————— |
| Expected tax charge based on the standard rate of corporation tax in the UK of 19.00% (2017: 20.00%)  Effect of change in corporation tax rate  Group relief  Other permanent differences  | 479<br>32<br>(704)   | 2,61<br>52<br>(51                            |
| Expected tax charge based on the standard rate of corporation tax in the UK of 19.00% (2017: 20.00%)  Effect of change in corporation tax rate  Group relief  Other permanent differences  Under/(over) provided in prior years  Payment for group relief in respect of prior years  | 479<br>32<br>(704)<br>169<br>515                           | 52 (51                                       |
| Expected tax charge based on the standard rate of corporation tax in the UK of 19.00% (2017: 20.00%)  Effect of change in corporation tax rate  Group relief  Other permanent differences  Under/(over) provided in prior years  | 479<br>32<br>(704)   | 52 (51                                       |
| Expected tax charge based on the standard rate of corporation tax in the UK of 19.00% (2017: 20.00%)  Effect of change in corporation tax rate  Group relief  Other permanent differences  Under/(over) provided in prior years  Payment for group relief in respect of prior years  | 479 32 (704) 169 515 491                                   | 2,61  52  (51  (7% for the                   |
| Expected tax charge based on the standard rate of corporation tax in the UK of 19.00% (2017: 20.00%)  Effect of change in corporation tax rate  Group relief  Other permanent differences  Under/(over) provided in prior years  Payment for group relief in respect of prior years  Taxation charge for the year  During the year, the Finance Act 2016 was enacted so as to reduce the corporate financial year 2020. As a result of previous legislation affecting the UK ta  | 479 32 (704) 169 515 491                                   | 2,61  52  (51)                               |
| Expected tax charge based on the standard rate of corporation tax in the UK of 19.00% (2017: 20.00%)  Effect of change in corporation tax rate  Group relief  Other permanent differences  Under/(over) provided in prior years  Payment for group relief in respect of prior years  Taxation charge for the year  During the year, the Finance Act 2016 was enacted so as to reduce the corporate financial year 2020. As a result of previous legislation affecting the UK ta corporation tax reduced from 20% to 19% with effect from 1 April 2017. | 479 32 (704) 169 515 491 2000 tax rate to 1'x rate, the ma | 2,61  52  (51  (7% for the in rate o         |
| Expected tax charge based on the standard rate of corporation tax in the UK of 19.00% (2017: 20.00%)  Effect of change in corporation tax rate  Group relief  Other permanent differences  Under/(over) provided in prior years  Payment for group relief in respect of prior years  Taxation charge for the year  During the year, the Finance Act 2016 was enacted so as to reduce the corporate financial year 2020. As a result of previous legislation affecting the UK ta corporation tax reduced from 20% to 19% with effect from 1 April 2017. | 479 32 (704) 169 515 491 2000 tax rate to 1'x rate, the ma | 2,61 52 (51 (7% for the in rate o            |
| Expected tax charge based on the standard rate of corporation tax in the UK of 19.00% (2017: 20.00%)  Effect of change in corporation tax rate  Group relief  Other permanent differences  Under/(over) provided in prior years  Payment for group relief in respect of prior years  Taxation charge for the year  During the year, the Finance Act 2016 was enacted so as to reduce the corporate financial year 2020. As a result of previous legislation affecting the UK ta corporation tax reduced from 20% to 19% with effect from 1 April 2017. | 479 32 (704) 169 515 491 2000 tax rate to 1'x rate, the ma | 2,61  52  (51)                               |

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2018

| 9 | Fixed asset investments                           |    | 2018<br>£'000 | 2017<br>£'000                                  |
|---|---|----|---------------|--|
|   | Investments in subsidiaries                       | 10 | 25,657        | 25,657<br>———                                  |
|   | Movements in non-current investments              |    | u             | Shares in<br>group<br>ndertakings<br>£'000     |
|   | Cost or valuation At 1 April 2017 & 31 March 2018 |    |               | 25,657   |
|   | Carrying amount At 31 March 2018 At 31 March 2017 |    |               | 25,657<br>==================================== |

#### 10 Subsidiaries

Details of the company's subsidiaries at 31 March 2018 are as follows:

| Name of undertaking                     | Registered office key | Nature of business           | Class of<br>shares held | % Held<br>Direct In |       |
|---|-----------------------|------------------------------|-------------------------|---------------------|-------|
| The Studios Unit Trust                  | 1                     | Holding entity               | Ordinary                | 99.00               |       |
| Shepperton Studios Property Partnership | 2                     | Property investment business | Partner                 | 49,95               | 49.45 |

### Registered Office addresses:

- 1 47 Esplanade, St. Helier, Jersery, JE1 0BD
- 2 Pinewood Studios, Pinewood Road, Iver Heath, SL0 0NH

Shepperton Studios Property Partnership ("SSPP") is a qualifying partnership as defined by section 3 of The Partnership (Accounts) Regulations 2008. In accordance with The Partnership (Accounts) Regulations 2008, SSPP must prepare a report and financial statements, and obtain an auditor's report on those financial statements, in accordance with Part 15 and Chapter 1 of Part 16 of the Companies Act 2006 including compliance with the Accounting Regulations subject to certain modifications, as if the qualifying partnership were a limited company subject to the Companies Act 2006. A copy of the financial statements prepared for SSPP for the year ended 31 March 2018 has been appended to the copy of these financial statements filed with the Registrar of Companies.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2018

| 11 | Trade and other receivables          |             |       |
|----|--------------------------------------|-------------|-------|
|    |                                      | 2018        | 2017  |
|    | Amounts falling due within one year: | £'000       | £,000 |
|    | Amounts owed by group undertakings   | 8,409       | 7,835 |
|    | Deferred tax asset (note 14)         | 175         | -     |
|    |                                      | <del></del> |       |
|    |                                      | 8,584       | 7,835 |
|    |                                      | ===         |       |

Amounts due from group undertakings are repayable on demand and interest is charged at 4.05% (2017: 3.10%).

# 12 Share capital

|                              | 2010  | 2017  |
|------------------------------|-------|-------|
|                              | £'000 | £'000 |
| Issued and fully paid        |       |       |
| 2 Ordinary shares of £1 each | -     | -     |
|                              |       |       |

2010

2047

The company's ordinary shares, which carry no right to fixed income, each carry the right to one vote at general meetings of the company.

### 13 Reserves

# Retained earnings

Retained earnings reserves represent cumulative profit and loss net of distributions to owners.

## 14 Deferred taxation

The major deferred tax liabilities and assets recognised by the company are:

| Balances:  | Liabilities<br>2018<br>£'000 | Liabilities<br>2017<br>£'000 | Assets<br>2018<br>£'000 | Assets<br>2017<br>£'000 |
|--|------------------------------|------------------------------|-------------------------|-------------------------|
| Accelerated capital allowances Short term timing differences | :<br>—                       | 96                           | (102)<br>277            |                         |
|  | -                            | 96<br>——                     | 175<br>——               | ===                     |
| Movements in the year:                                       |                              |                              |                         | 2018<br>£'000           |
| Liability at 1 April 2017<br>Credit to profit or loss        |                              |                              |                         | 96<br>(271)             |
| Liability/(Asset) at 31 March 2018                           |                              |                              |                         | (175)                   |

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2018

#### 14 Deferred taxation (Continued)

The deferred tax asset set out above is expected to reverse within 12 months and relates to the utilisation of tax losses against future expected profits of the same period.

#### 15 Borrowings

|                               | 2018<br>£'000   | 2017<br>£'000   |
|-------------------------------|-----------------|-----------------|
| Loans from group undertakings | 12,829<br>===== | 12,286          |
| Payable within one year       | 12,829<br>=     | 12,286<br>===== |

The intercompany loan is repayable on demand and interest is charged at 4.05% (2017: 4.50%).

#### 16 Other creditors falling due within one year

|                                   | 2018<br>£'000   | 2017<br>£'000 |
|-----------------------------------|-----------------|---------------|
| Amounts due to group undertakings | 13,253<br>===== | 14,982        |

Amounts due to group undertakings are repayable in demand and interest is charged at 4.05% (2017: 3.10%).

# 17 Controlling party

The immediate parent company is Pinewood-Shepperton Studios Limited, a company incorporated in England whose registered office is: Pinewood Studios, Pinewood Road, Iver Heath, Buckinghamshire, SL0 0NH.

The ultimate parent entity is PW Real Estate Fund III GP Limited (a company incorporated in Jersey) in its capacity as general partner of PW Real Estate Fund III LP (a limited partnership formed in Jersey). The registered office of PW Real Estate Fund III GP Limited and PW Real Estate Fund III LP is: 1 Waverley Place, Union Street, St Helier, Jersey, JE1 1SG.

Pinewood Group Limited is the parent of the smallest group that prepares consolidated financial statements which include the company. Pinewood Group Limited is incorporated in England and their registered office is: Pinewood Studios, Pinewood Road, Iver Heath, Buckinghamshire, SLO 0NH.

Picture Holdco Limited is the parent of the largest group that prepares consolidated financial statements which include the company. Picture Holdco Limited is incorporated in England and their registered office is: 18 St. Swithin's Lane, 4th Floor, London, EC4N 8AD.

# Annual report and financial statements

Year ended 31 March 2018

To be killed as an appendix to Baltray No. 1 Limited, company Registration number 05776674 (England and water.)

Registered Number: LP011523

# Registered No:

LP011523

# Limited partners

Baltray No.1 Limited The Studios Unit Trust

# General partner:

Shepperton Studios (General Partner) Limited

#### **Auditor**

Deloitte LLP Statutory Auditor Abbot's House Abbey Street Reading RG1 3BD

# **Registered Office**

Pinewood Studios Pinewood Road Iver Heath Buckinghamshire SL0 0NH

# General Partner's Report

The General Partner presents the annual report and audited financial statements of Shepperton Studios Property Partnership (the 'Partnership') for the year ended 31 March 2018.

The General Partner's report has been prepared in accordance with the provisions applicable to companies subject to the small companies' regime under Section 415a of the Companies Act 2006. The Partnership is also exempt from preparing a Strategic Report under the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013 as it qualifies as a small company.

#### **Principal activities**

The purpose of the Partnership is to hold the Shepperton property and perform asset management and redevelopment activities in relation to such property, and to acquire other property to further the business with the objective of generating investment returns from its activities.

#### Objectives/Strategy:

- o Maximise returns to the Partners through good asset management,
- o Enhance the asset value;
- o Develop new buildings where financially viable; and
- Let remaining vacant units.

#### **Financial Position and Performance**

The profit before members' remuneration charged as an expense for the financial year ended 31 March 2018, amounted to £5.3m (31 March 2017: £14.4m), including fair value movement on investment property of £1.9m (2017: £11.0m).

Members' remuneration charged as an expense amounted to £3.4m (31 March 2017: £3.4m).

#### **Key Performance Indicators**

The Partners consider that the performance of the business can be assessed through the use of key performance indicators ("KPIs"). These are:

- Turnover £4.5m (31 March 2017: £4.6m).
- o Operating profit £6.2m (31 March 2017: £15.4m).

The performance in the year to 31 March 2018 is in line with expectations of the Partners and reflects the ongoing trading performance of the Partnership.

#### **Going Concern**

In assessing the going concern basis, the General Partner considers the Partnership's business activities, the financial position of the Partnership and the Partnership's financial risk management objectives and policies.

The Partners and their respective interests in the Partnership are set out on page 4. The Partners are all wholly owned subsidiaries of Pinewood Group Limited, of which Picture Holdco is the parent. As such the Partnership is a wholly-owned subsidiary of the Group of which Pinewood Group Limited is the parent. Due to the Partnership being in a net current liability position, the Partners have received notice from Pinewood Group Limited that it will support the operational needs of the Partnership for at least twelve months following the date of signing these financial statements in order to allow it to meet its liabilities as and when they fall due. The Partners have considered the ability of Pinewood Group Limited to provide such financial support.

After making enquiries, the General Partner has a reasonable expectation that the Partnership has adequate resources to continue in operational existence for the foreseeable future. Accordingly, the General Partner continues to adopt the going concern basis in preparing the financial statements.

# **General Partner's Report (continued)**

#### Partners and Partners' Interests

The Partners at 31 March 2018 and their interests in the equity capital and redeemable capital were as follows:

|  | Equity<br>Capital | Redeemable<br>Capital |
|--|-------------------|-----------------------|
|  |                   |                       |
|  | £'000             | £'000                 |
| Baltray No.1 Limited                         | 1                 | 13,360                |
| The Studios Unit Trust                       | 1                 | 13,360                |
| Shepperton Studios (General Partner) Limited | -                 | 21                    |

### Financial Risk Management

The Partnership's exposure to different types of risk is limited by the nature of its business. The Partnership's principal asset is investment property and the market value of investment property is subject to market conditions. The Partnership does not have a significant exposure to credit risk as receivables are mainly short term items or balances with Group undertakings.

#### **Future Outlook**

The Partners expect the partnership to continue to hold investment properties, and continue to collect rental income.

#### Disclosure of Information to the Auditor

So far as the General Partner is aware at the date of approving this report, there is no relevant audit information, being information needed by the auditor in connection with the preparation of its report, of which the auditor is unaware. Having made enquiries of the Partnership's auditor, the General Partner confirms it has taken all the steps that it is obliged to take as General Partner in order to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

It is the intention of the General Partner to reappoint the auditor under the deemed appointment rules of Section 487 of the Companies Act 2006.

Approved by the General Partner and signed on its behalf by:

C J Naisby

For the General Partner 13 December 2018

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# Statement of General Partner's Responsibilities

The Partnership (Accounts) Regulations 2008 require that a qualifying partnership prepare financial statements in accordance with the applicable provisions of the Companies Act 2006.

Company law requires the General Partner to prepare financial statements for each financial year. Under that law the General Partners have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland". Under company law the General Partners 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 Partnership and of the profit or loss of the Partnership for that year. In preparing these financial statements, the General Partners are required to:

- select suitable accounting policies and then apply them consistently;
- o make judgements and accounting estimates that are reasonable and prudent; and
- o prepare financial statements on the going concern basis unless it is inappropriate to presume that the Partnership will continue in business.

The General Partner is responsible for keeping adequate accounting records that are sufficient to show and explain the Partnership's transactions and disclose with reasonable accuracy at any time the financial position of the Partnership and enable the General Partner to ensure that the financial statements comply with the law. The General Partner is also responsible for safeguarding the assets of the Partnership and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

# **Independent Auditor's Report**

to the Partners of Shepperton Studios Property Partnership

#### Opinion

In our opinion the financial statements of Shepperton Studios Property Partnership (the 'qualifying partnership'):

- give a true and fair view of the state of the qualifying partnership's affairs as at 31 March 2018 and of its profit for the year then ended.
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006 as applied to qualifying partnerships.

We have audited the financial statements which comprise:

- the statement of comprehensive income;
- · the statement of financial position;
- · the statement of changes in Members' interests; and
- the related notes 1 to 14.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

#### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the qualifying partnership in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Conclusions relating to going concern

We are required by ISAs (UK) to report in respect of the following matters where:

- the General Partner's use of the going concern basis of accounting in preparation of the financial statements is not appropriate; or
- the General Partner has not disclosed in the financial statements any identified material uncertainties
  that may cast significant doubt about the qualifying partnership's ability to continue to adopt the going
  concern basis of accounting for a period of at least twelve months from the date when the financial
  statements are authorised for issue.

We have nothing to report in respect of these matters.

# **Independent Auditor's Report**

to the Partners of Shepperton Studios Property Partnership (continued)

#### Other information

The General Partner is responsible for the other information. The other information comprises the information included in the General Partner's report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion 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 such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in 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 in respect of these matters.

#### Responsibilities of the General Partner

As explained more fully in the statement of General Partner's responsibilities statement, the General Partner is responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the General Partner determines 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 qualifying 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 qualifying partnership or to cease operations, or has no realistic alternative but to do so.

### Auditor's 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 auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

#### Report on other legal and regulatory requirements

#### Opinions on other matters prescribed by the Companies Act 2006

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 financial year for which the financial statements are prepared is consistent with the financial statements; and
- the General Partner's report has been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the qualifying partnership and its environment obtained in the course of the audit, we have not identified any material misstatements in General Partner's report.

#### Independent Auditor's Report

to the Partners of Shepperton Studios Property Partnership (continued)

#### Matters on which we are required to report by exception

Under the Companies Act 2006 as applied to qualifying partnerships we are required to report in respect of the following matters if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- · certain disclosures of the General Partner's remuneration specified by law are not made; or
- · we have not received all the information and explanations we require for our audit; or
- the General Partner's were not entitled to prepare the financial statements in accordance with the small qualifying partnerships regime and take advantage of the small qualifying partnerships' exemptions in preparing the General Partner's report and from the requirement to prepare a strategic report.

We have nothing to report in respect of these matters.

#### Use of our report

This report is made solely to the qualifying partnership's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006 as applied to qualifying partnerships. Our audit work has been undertaken so that we might state to the qualifying partnership's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the qualifying partnership and the qualifying partnership's members as a body, for our audit work, for this report, or for the opinions we have formed.

Andrew Evans FCA (Senior statutory auditor)

for and on behalf of Deloitte LLP

Statutory Auditor

Reading, United Kingdom

Andrew Evan

94 Centember 2018

13 December, 2018.

# Statement of Comprehensive Income for the year ended 31 March 2018

|  |       | Year ended | Year ended |
|--|-------|------------|------------|
|  |       | 31 March   | 31 March   |
|  |       | 2018       | 2017       |
|  | Notes | £'000      | £'000      |
| Turnover - rental income   | 2     | 4,502      | 4,567      |
| Property expense   |       | (185)      | (68)       |
| Administration expenses  |       | (76)       | (50)       |
| Fair value movement on investment property                                       | 8     | 1,920      | 10,982     |
| Operating profit   | 4     | 6,161      | 15,431     |
| Interest receivable and similar income   | 5     | 278        | 100        |
| Interest payable and similar costs   | 6     | (1,114)    | (1,146)    |
| Profit for the financial year before members' remuneration charged as an expense |       | 5,325      | 14,385     |
| Members' remuneration charged as an expense                                      | 7     | (3,405)    | (3,403)    |
| Profit for the financial year available for discretionary division among members | •     | 1,920      | 10,982     |

The notes on pages 12 to 18 form part of these financial statements

# **Statement of Financial Position**

| As at 31 March 2018                                     |          |               |               |
|---|----------|---------------|---------------|
|   | Notes    | 2018<br>£'000 | 2017<br>£'000 |
| Assets  |          |               |               |
| Non-current assets                                      |          |               |               |
| Investment property                                     | 8        | 58,400        | 56,480        |
| Current assets  |          |               |               |
| Trade and other receivables                             | 9        | 8,301         | 8,875         |
| Cash and cash equivalents                               |          | 31            | 1,344         |
|   |          | 8,332         | 10,219        |
| Total assets  |          | 66,732        | 66,699        |
| Partners' funds and liabilities                         |          |               |               |
| Loans and other debts due to members                    | 10       | 20.000        | 22.064        |
| Members capital classified as a liability Other amounts | 10<br>10 | 30,009<br>512 | 32,961<br>375 |
| Other amounts   | 10       | 30,521        | 33,336        |
| Members' other interests                                |          | 30,321        | 33,330        |
| Members' capital classified as equity                   | 10       | 2             | 2             |
| Fair value reserve                                      | 10       | 8,132         | 6,212         |
|   |          | 8,134         | 6,214         |
| Total Partners' funds                                   |          | 38,655        | 39,550        |
| Current liabilities                                     |          |               |               |
| Trade and other payables                                | 11       | 28,077        | 27,149        |
| Total liabilities                                       |          | 28,077        | 27,149        |
| Total Partners' funds and liabilities                   |          | 66,732        | 66,699        |

The financial statements of Shepperton Studios Property Partnership (registered number: LP011523) were approved and authorised for issue by the Board of Partners on 13 December 2018. They were signed on its behalf by:

C J Naisby For the General Partner

The notes on pages 12 to 18 form part of these financial statements

# Statement of Changes in Members' Interests For the year ended 31 March 2018

|  | Me                           | embers' equity                 | ,                        |                              | other amount              | s due to               |                                      |
|--|------------------------------|--------------------------------|--------------------------|------------------------------|---------------------------|------------------------|--------------------------------------|
|  | Members'<br>Capital<br>£'000 | Fair value<br>reserve<br>£'000 | Total<br>Equity<br>£'000 | Members'<br>Capital<br>£'000 | Other<br>amounts<br>£'000 | Total<br>Debt<br>£'000 | Total Members'<br>Interests<br>£'000 |
| At 1 April 2016  | 2                            | (4 770)                        | (4,768)                  | 29,635                       | 298                       | 29,933                 | 25,165                               |
| Members' remuneration charged as an expense                                      | -                            | -                              | -                        | 3 326                        | 77                        | 3,403                  | 3,403                                |
| Profit for the financial year available for discretionary division among members | -                            | 10,982                         | 10,982                   | -                            | -                         | -                      | 10,982                               |
| At 1 April 2017  | 2                            | 6,212                          | 6,214                    | 32,961                       | 375                       | 33,336                 | 39,550                               |
| Members' remuneration charged as an expense                                      |                              | -                              | -                        | 3,268                        | 137                       | 3,405                  | 3,405                                |
| Drawings   | -                            | -                              | -                        | (6,220)                      | -                         | (6,220)                | (6,220)                              |
| Profit for the financial year available for discretionary division among members | -                            | 1,920                          | 1,920                    | -                            | -                         |                        | 1,920                                |
| At 31 March 2018   | 2                            | 8,132                          | 8,134                    | 30,009                       | 512                       | 30,521                 | 38,655                               |

The notes on pages 12 to 18 form part of these financial statements

## Notes to the financial statements for the year ended 31 March 2018

Shepperton Studios Property Partnership is a Partnership registered and domiciled in England. The registered office is located at Pinewood Studios, Pinewood Road, Iver Heath, Buckinghamshire, SL0 0NH.

#### 1 Accounting policies

The principal accounting policies are summarised below. They have all been applied consistently throughout the current year and prior year.

#### Accounting convention

These financial statements have been prepared in accordance with Financial Reporting Standard 102 (FRS 102) and are presented as required by the Companies Act 2006 under the historical cost convention as modified to include investment property at fair value.

The financial statements are prepared in sterling, which is the functional currency of the Partnership. Monetary amounts in these financial statements are rounded to the nearest £1,000.

This limited liability partnership is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this limited liability partnership, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The limited liability partnership has therefore taken advantage of exemptions from the following disclosure requirements:

- Section 7 'Statement of Cash Flows' Presentation of a statement of cash flow and related notes and disclosures,
- Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instrument Issues'

   Carrying amounts, interest income/expense and net gains/losses for each category of
   financial instrument; basis of determining fair values; details of collateral, loan defaults or
   breaches, details of hedges, hedging fair value changes recognised in profit or loss and in
   other comprehensive income;
- Section 33 'Related Party Disclosures' Compensation for key management personnel.

Where required, equivalent disclosures are given in the consolidated financial statements of the Partnership's parent company Pinewood Group Limited which are available to the public from Companies House.

## Going concern

The Partners and their respective interests in the Partnership are set out on page 4. The Partners are all wholly owned subsidiaries of Pinewood Group Limited, of which Picture Holdco is the parent. As such the Partnership is a wholly-owned subsidiary of the Group of which Pinewood Group Limited is the parent. Due to the Partnership being in a net current liability position, the Partners have received notice from Pinewood Group Limited that it will support the operational needs of the Partnership for at least twelve months following the date of signing these financial statements in order to allow it to meet its liabilities as and when they fall due. The Partners have considered the ability of Pinewood Group Limited to provide such financial support.

After making enquiries, the General Partner has a reasonable expectation that the Partnership has adequate resources to continue in operational existence for the foreseeable future. Accordingly, the General Partner continues to adopt the going concern basis in preparing the financial statements.

# Notes to the financial statements for the year ended 31 March 2018 (continued)

#### 1 Accounting policies (continued)

#### Turnover - rental income

Property rental income and the appropriate allocation of rental premiums are accounted for on a straight line basis over the lease term. Trading property sales are accounted for on a legal completion basis. Turnover excludes sales related taxes.

#### Interest receivable and pavable

Interest receivable and payable is recognised using the effective interest rate method.

#### investment property

Investment property is held for long-term rental yields and is not occupied by the Partnership. Investment properties (including properties held under an operating lease) are initially measured at cost and subsequently measured at fair value. Fair value represents the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion. Changes in fair value are recognised in profit or loss.

#### Taxation

The provisions of Section 111 of the Income and Corporation Taxes Act 1988 require the taxable gains and losses of a limited Partnership to be assessable directly upon the partners. Accordingly no provision has been made for taxation in these financial statements.

#### Financial instruments

Financial assets and financial liabilities are recognised when the Partnership becomes a party to the contractual provisions of the instrument.

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Partnership after deducting all of its liabilities.

#### Financial assets and liabilities

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a finance transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Financial assets are derecognised when and only when a) the contractual rights to the cash flows from the financial asset expire or are settled, b) the Partnership transfers to another party substantially all of the risks and rewards of ownership of the financial asset, or c) the Partnership, despite having retained some significant risks and rewards of ownership, has transferred control of the asset to another party and the other party has the practical ability to sell the asset in its entirety to an unrelated third party and is able to exercise that ability unilaterally and without needing to impose additional restrictions on the transfer.

Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

### Equity instruments

Equity instruments issued by the Partnership are recorded at the fair value of proceeds received, cash or other resources received or receivable, net of direct issue costs.

## Notes to the financial statements for the year ended 31 March 2018 (continued)

### 1 Accounting policies (continued)

## Financial instruments (continued)

Interest-bearing loans and borrowings

Obligations for loans and borrowings are recognised when the Partnership becomes party to the related contracts and are measured initially at the fair values of consideration received less directly attributable transaction costs. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest method, allocating the interest income or interest expense over the relevant period. The loan issue costs are amortised in the income statement over the remaining maturity of the loans at a constant carrying amount and are reviewed for changes in circumstances that may indicate that the loans will not be held to maturity

#### Members' participation rights

Members' participation rights are the rights of a member against the Partnership that arise under the members' agreement (for example, in respect of amounts subscribed or otherwise contributed remuneration and profits).

Members' participation rights in the earnings or assets of the Partnership are analysed between those that are, from the Partnership's perspective, either a financial liability or equity, in accordance with section 22 of FR\$ 102. A member's participation rights including amounts subscribed or otherwise contributed by members, for example members' capital, are classed as liabilities unless the Partnership has an unconditional right to refuse payment to members, in which case they are classified as equity.

Profits are automatically divided as they arise, so the Partnership does not have an unconditional right to refuse payment and the amounts arising that are due to members are in the nature of liabilities. They are therefore treated as an expense and presented as members remuneration charged as an expense in arriving at the result for the relevant year. To the extent that they remain unpaid at the period end, they are shown as liabilities. Unrealised gains arising from the revaluation of investment property are treated as profit available for discretionary division among members.

All amounts due to members that are classified as liabilities are presented within 'Loans and other debts due to members' and, where such an amount relates to current year profits, they are recognised within 'Members' remuneration charged as an expense' in arriving at the relevant year's result.

# Significant accounting judgements, estimates and assumptions

The preparation of the Partnership's financial statements requires management to make judgements, estimates and assumptions that affect reported amounts at the end of the year.

Estimates, assumptions and judgements are applied by the Partnership. These include, but are not limited to, accruals and provisions for impairments of assets. These estimates, assumptions and judgements are also evaluated on a continual basis but are not significant.

#### Revaluation of investment property

A key source of estimation and uncertainty relates to the valuation of investment properties, where a market valuation is obtained annually, as at 31 March. Market value represents the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion. The evidence to support these valuations is based on a yield-based valuation approach, however the assumptions applied are inherently subjective and so are subject to a degree of uncertainty.

As at 31 March 2018, the fair value of the property was £58.4m (2017: £56.5m).

# Notes to the financial statements for the year ended 31 March 2018 (continued)

## 2 Turnover

All turnover arises from operating lease income within the UK.

# 3 Employees

There were no employees of the Partnership in the current or prior year

| 4 | Operating profit                           |                 |            |
|---|--|-----------------|------------|
|   |  | 2018            | 2017       |
|   | Operating profit is stated after charging: | £'000           | £'000      |
|   | Fund manager fee                           | 26              | 20         |
|   | Asset manager fee                          | 50              | 50         |
|   | Auditor's remuneration - audit services    | 7               | 6          |
| 5 | Interest receivable and similar income     |                 |            |
| _ |  | 2018            | 2017       |
|   |  | £'000           | £'000      |
|   | Interest received from Parent undertakings | 125             | 53         |
|   | Interest received from Group undertakings  | 153             | <b>4</b> 7 |
|   |  | 278             | 100        |
| 6 | Interest payable and similar costs         |                 |            |
|   |  | 2018            | 2017       |
|   |  | £'000           | £'000      |
|   | Interest paid to Parent undertakings       | 30              | 62         |
|   | Interest paid to Group undertakings        | 4               | 4          |
|   | Loan interest paid to Parent undertakings  | 1,080           | 1,080      |
|   | •  | 1,114           | 1,146      |
| 7 | Members' remuneration                      |                 |            |
|   |  | 2018            | 2017       |
|   |  | £,000           | £'000      |
|   | Mandatory interest payments                | 137             | 77         |
|   | Automatic division of profit               | 3,2 <u>68</u> _ | 3,326      |
|   |  | 3,405           | 3,403      |

# Notes to the financial statements for the year ended 31 March 2018 (continued)

#### 8 Investment property

| Investment property   |            |
|-----------------------|------------|
|                       | Investment |
|                       | property   |
|                       | long       |
|                       | leasehold  |
|                       | £,000      |
| Fair value            |            |
| At 31 March 2017      | 56,480     |
| Fair value adjustment | 1,920      |
| At 31 March 2018      | 58,400     |
|                       |            |

Investment property is carried at market value, as defined in the RICS Valuation – Professional Standards 2014 (the 'Red Book'). Market value represents the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion.

The Partnership's long leasehold investment property was valued as at 31 March 2018 and 31 March 2017 by the General Partner after obtaining appropriate advice. The property's cost and cumulative depreciation on a historical accounting basis are £50.3m and £8.9m respectively (2017: £50.3m and £8.0m). The cumulative revaluation suplus is £8.1m (2017: £6.2m).

The valuation method is based on existing use and includes the following key assumptions. The valuation of the property was undertaken using a yield based approach.

|   | Production space<br>Top up rent<br>Media Hub |       | <b>Yield</b> 5.97% 22.00% 9.00% |
|---|--|-------|---------------------------------|
| 9 | Trade and other receivables                  | 2018  | 2017                            |
|   |  | £'000 | £'000                           |
|   | Amounts due from Group undertakings          | 4,413 | 6,483                           |
|   | Amounts due from Parent undertaking          | 3,888 | 2,392                           |
|   |  | 8,301 | 8,875                           |

Intragroup current account balances are repayable on demand and interest is charged at 4.05% (2017: 3.10%).

# Notes to the financial statements for the year ended 31 March 2018 (continued)

2018

£'000

2017

£'000

## 10 Partners' Funds

| Members' capital treated as equity                         |                             |        |
|--|-----------------------------|--------|
| The Studios Unit Trust                                     | 1                           | 1      |
| Baltray No.1 Limited                                       | 1                           | 1      |
| Shepperton Studios (General Partner) Limited               | -                           | -      |
| Total Members' capital treated as equity                   | 2                           | 2      |
| Partners' contribution and advances, included within Partr | ners' Funds are made up of: |        |
| Redeemable capital   |                             |        |
| The Studios Unit Trust                                     | 13,360                      | 13,360 |
| Baltray No.1 Limited                                       | 13,360                      | 13,360 |
| Shepperton Studios (General Partner) Limited               | 21                          | 21     |
|  | 26,741                      | 26,741 |
| Undistributed profits                                      |                             |        |
| The Studios Unit Trust                                     | 1,632                       | 3,108  |
| Baltray No.1 Limited                                       | 1,632                       | 3,108  |
| Shepperton Studios (General Partner) Limited               | 4                           | 4      |
|  | 3,268                       | 6,220  |
| Other trading balances                                     |                             |        |
| The Studios Unit Trust                                     | 77                          | 14     |
| Baltray No.1 Limited                                       | 423                         | 350    |
| Shepperton Studios (General Partner) Limited               | 12                          | 11     |
|  | 512                         | 375    |
| Total Partner' contribution and advances                   | 30,521                      | 33,336 |

Also included in Partners' Funds is a fair value reserve of £8.1m (31 March 2017: £6.2m).

Partners' funds include equity and redeemable advances. They are non-interest bearing and repayable on wind-up of the Partnership.

# 11 Trade and other payables

|   | 2018   | 2017   |
|---|--------|--------|
|   | £,000  | £'000  |
| Amounts owed to fellow Group undertakings | 687    | 865    |
| Loan due to Parent undertaking            | 27,244 | 26,164 |
| Accruals                                  | 146    | 120    |
|   | 28,077 | 27,149 |

Intragroup current account balances are repayable on demand and interest is charged at 4.05% (2017 3.10%). The loan due to Parent undertaking is repayable on demand and interest is charged at 4.50% (2017, 4.50%).

# Notes to the financial statements for the year ended 31 March 2018 (continued)

## 12 Obligations under leases

#### Lessee

At the reporting end date the Partnership had oustanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows.

|                            | 2018   | 2017   |
|----------------------------|--------|--------|
|                            | £      | £      |
| Within one year            | 25     | 25     |
| Between one and five years | 100    | 100    |
| In over five years         | 24,550 | 24,575 |
|                            | 24,675 | 24,700 |

#### Lessor

At the reporting end date the group had contracted with tenants for the following minimum lease payments:

|                            | 2018   | 2017   |
|----------------------------|--------|--------|
|                            | £'000  | £'000  |
| Within one year            | 2,576  | 2,576  |
| Between one and five years | 7,728  | 7,728  |
| In over five years         | 11,163 | 13,739 |
|                            | 21,467 | 24,043 |

## 13 Related party transactions

The Partnership has taken the exemption available to it under FRS 102 paragraph 33.1A not to disclose its related party transactions with fellow group undertakings.

#### 14 Ultimate parent undertaking and controlling entity

The ultimate parent entity is PW Real Estate Fund III GP Limited (a company incorporated in Jersey) in its capacity as general partner of PW Real Estate Fund III LP (a limited partnership formed in Jersey). The registered office of PW Real Estate Fund III GP Limited and PW Real Estate Fund III LP is: 1 Waverley Place, Union Street, St Helier, Jersey, JE1 1SG.

Pinewood Group Limited is the parent of the smallest group that prepares consolidated financial statements which include the Partnership. Pinewood Group Limited is incorporated in England and their registered office is: Pinewood Studios, Pinewood Road, Iver Heath, Buckinghamshire, SL0 0NH.

Picture Holdco Limited is the parent of the largest group that prepares consolidated financial statements which include the Partnership. Picture Holdco Limited is incorporated in England and their registered office is: 18 St. Swithin's Lane, 4th Floor, London, EC4N 8AD.