Registered number: 06235593

BALLYMORE PROPERTIES (THAMES ROYAL) LIMITED

Directors' report and financial statements

For the Year Ended 31 March 2022

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Company Information

Directors J. Mulryan

S. Mulryan

P. Dalton

D. Pearson (resigned 1 April 2021)

Company secretary P. Dalton

Registered number 06235593

4th Floor Registered office

161 Marsh Wall

London E14 9SJ

Independent auditor KPMG, Statutory Auditor

Chartered Accountants

1 Stokes Place St Stephen's Green

Dublin 2 Ireland

Solicitors Howard Kennedy

No.1 London Bridge

Löndon SE1 9BG

Directors' report For the Year Ended 31 March 2022

The directors present their report and the financial statements for the year ended 31 March 2022.

Statement of directors' responsibilities in respect of the directors' report and the financial statements

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

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland, including Section 1A.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently,
- · make judgements and estimates that are reasonable and prudent;
- state whether applicable Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

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 responsible for such internal controls as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

Principal activity

The principal activity of the Company is property development and investment.

Results and dividends

The profit for the year, after taxation, amounted to £931,875 (2021 - loss £1,173,483).

There were no dividends paid in the year under review (2021 - £Nil).

Directors

The directors who served during the year were:

- J. Mulryan
- S. Mulryan
- P. Dalton
- D. Pearson (resigned 1 April 2021)

Directors' report (continued) For the Year Ended 31 March 2022

Principal risks and uncertainties

Economic risk

Property development is sensitive to the macro environment internationally and nationally. The near-term outlook for the UK appears very challenging with growing uncertainty and the fear of a significant slowdown in economic activity. Globally, there have been significant inflation pressures and increases in interest rates in the UK, the Eurozone area and the US. The Ukraine war, including the stringent sanctions which followed the Russian invasion, has resulted in a major disruption to traditional worldwide supply chains which has caused a global supply shortage of key raw materials. Should these shortages and consequent cost increases continue, the viability of future projects may be impacted. The Company has taken all necessary steps to mitigate the impact of these issues. Nevertheless, the war has introduced global geopolitical and economic risk and uncertainties, the full impact of which is not yet clear.

These risks are managed by due consideration of the interest rate environment, business planning, strict cost control, and management of planning applications.

Disclosure of information to auditor

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 auditor is 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 auditor is aware of that information.

Post balance sheet events

There have been no significant events affecting the Company since the year end.

Auditor

The auditor, KPMG, Statutory Auditor, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

Small companies note

Police of Julles

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 on 21 December 2027 and signed on its behalf.

P. Daiton Director

Independent auditor's report to the members of Ballymore Properties (Thames Royal) Limited

We have audited the financial statements of Ballymore Properties (Thames Royal) Limited ('the Company') the year ended 31 March 2022, which comprise the profit and loss account, the balance sheet and related no including the summary of significant accounting policies set out in note 2. The financial reporting framework has been applied in their preparation is UK Law and FRS 102 The Financial Reporting Standard applicable in UK and Republic of Ireland, including Section 1A.

- opinion:
 the financial statements give a true and fair view of the state of the Company's affairs as at 31 March 2 population of its profit for the year then ended;

 | Company | Company
- the financial statements have been properly prepared in accordance with the requirements of Companies Act 2006.

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 Company in accordance with ethical requirements that are relevant to our audit of financial statements in the UK, including the Financial Reporting Council (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

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

In our evaluation of the directors' conclusions, we considered the inherent risks to the Company's business model and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period.

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.

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 the date when the financial statements are authorised for issue.

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

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the Company will continue in



Independent auditor's report to the members of Ballymore Properties (Thames Royal) Limited (continued)

Report on the audit of the financial statements (continued)

Detecting irregularities including fraud

We identified the areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements and risks of material misstatement due to fraud, using our understanding of the entity's industry, regulatory environment and other external factors and inquiry with the directors. In addition, our risk assessment procedures included: inquiring with the directors as to the Company's policies and procedures regarding compliance with laws and regulations and prevention and detection of fraud; inquiring whether the directors have knowledge of any actual or suspected non-compliance with laws or regulations or alleged fraud; inspecting the Company's regulatory and legal correspondence; and reading Board minutes.

We discussed identified laws and regulations, fraud risk factors and the need to remain alert among the audit team.

The Company is subject to laws and regulations that directly affect the financial statements including companies and financial reporting legislation and taxation legislation. We assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items, including assessing the financial statement disclosures and agreeing them to supporting documentation when necessary.

The Company is subject to other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation. We identified building regulations as those most likely to have such an effect.

Auditing standards limit the required audit procedures to identify non-compliance with these non-direct laws and regulations to inquiry of the directors and other management and inspection of regulatory and legal correspondence, if any. These limited procedures did not identify actual or suspected non-compliance.

We assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. As required by auditing standards, we performed procedures to address the risk of management override of controls. On this audit we do not believe there is a fraud risk related to revenue recognition. We did not identify any additional fraud risks.

In response to risk of fraud, we also performed procedures including: identifying journal entries to test based on risk criteria and comparing the identified entries to supporting documentation; evaluating the business purpose of significant unusual transactions; assessing significant accounting estimates for bias; and assessing the disclosures in the financial statements.

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations (irregularities) is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remains a higher risk of non-detection of irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. We are not responsible for preventing non-compliance and cannot be expected to detect non-compliance with all laws and regulations.

Other information

The directors are responsible for the other information presented in the Annual Report together with the financial statements. The other information comprises the information included in the directors' report. The financial statements and our auditor's report thereon do not comprise part of 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 as explicitly stated below, any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work we have not identified material misstatements in the other information.



Independent auditor's report to the members of Ballymore Properties (Thames Royal) Limited (continued)

Report on the audit of the financial statements (continued)

Opinions on other matters prescribed by the Companies Act 2006

Based solely on our work on the other information undertaken during the course of the audit:

- we have not identified material misstatements in the directors' report;
- in our opinion, the information given in the directors' report is consistent with the financial statements;
- in our opinion, the directors' report has been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report

We have nothing to report in these respects.

Respective responsibilities and restrictions on use

Responsibilities of directors for the financial statements

As explained more fully in the directors' responsibilities statement set out on page 2, the directors are responsible for: the preparation of the financial statements including being satisfied that they give a true and fair view; 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; 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 they either intend to liquidate the Company or to cease operations, or have 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, other irregularities or error, and to issue an opinion in an auditor's report. 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, other irregularities 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 fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities



Independent auditor's report to the members of Ballymore Properties (Thames Royal) Limited (continued)

Respective responsibilities and restrictions on use (continued)

The purpose of our audit work and to whom we owe our responsibilities

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

Tom McEvoy (Senior Statutory Auditor)

for and on behalf of KPMG, Statutory Auditor

1 Stokes Place St Stephen's Green Dublin 2 Ireland

Date: 23 December 2022

Profit and loss account For the Year Ended 31 March 2022

N	lote	2022 £	2021 £
Turnover		1,118,287	1,032,985
Cost of sales		(147,349)	(180,337)
Gross profit		970,938	852,648
Administrative expenses		(39,487)	(223,802)
Impairment of stock		-	(1,748,498)
Other operating expenses		-	(111,337)
Operating profit/(loss)	4	931,451	(1,230,989)
Interest receivable and similar income		424	428
Profit/(loss) before tax		931,875	(1,230,561)
Tax on profit/(loss)	6.	-	57,078
Profit/(loss) for the financial year		931,875	(1,173,483)

The notes on pages 10 to 15 form part of these financial statements.

All amounts relate to continuing operations.

The Company had no other comprehensive income in the financial year or the previous financial year and therefore, no statement of other comprehensive income is provided.

BALLYMORE PROPERTIES (THAMES ROYAL) LIMITED Registered number: 06235593

Balance sheet As at 31 March 2022

	Note	2022 £	2021 £
Current assets			
Stocks	7	44,746,267	42,100,000
Debtors: amounts falling due within one year	8	517,693	171,143
Bank and cash balances		404,586	488,953
		45,668,546	42,760,096
Creditors: amounts falling due within one year	9	(15,828,527)	(13,851,952)
Net current assets		29,840,019	28,908,144
Total assets less current liabilities		29,840,019	28,908,144
Creditors: amounts falling due after more than one year	10	(14,750,000)	(14,750,000)
Net assets		15,090,019	14,158,144
Capital and reserves			
Called up share capital		20,000,000	20,000,000
Profit and loss account		(4,909,981)	(5,841,856)
		15,090,019	14,158,144

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 on 21 December 200

P. Dalton
Director

The notes on pages 10 to 15 form part of these financial statements.

Notes to the financial statements For the Year Ended 31 March 2022

1. General information

Ballymore Properties (Thames Royal) Limited is a company limited by shares and incorporated and domiciled in the UK.

2. Accounting policies

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.

The Company's functional and presentational currency is pounds sterling.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

Going concern

The financial statements of the Company are prepared on the going concern basis, which the directors believe to be appropriate.

The directors have assessed the financial and operational requirements of the Company and having undertaken this review, the directors have a reasonable expectation that the company has adequate resources to fund its operations for the foreseeable future, and in particular for the period of at least 12 months from the date of approval of the financial statements, in line with the financial forecasts. For this reason, they continue to adopt the going concern basis in preparing the financial statements.

Revenue

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.

Stock

Development properties

Development properties are properties acquired for future development and properties on which only initial development has commenced. These are stated at the lower of cost and net realisable value. Cost comprises purchase price and development costs. Costs also includes interest and finance fees which are capitalised from the date of commencement of development until the development is complete. However capitalisation of interest is suspended during extended periods in which active development is interrupted. Interest is calculated by reference to specific borrowings. Net realisable value is defined as the estimated selling price of the completed developments less all further costs to completion and selling costs as estimated by the directors.

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.

Notes to the financial statements For the Year Ended 31 March 2022

2. Accounting policies (continued)

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.

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.

Interest income

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

Expenditure

Expenditure recorded in work in progress is expensed through cost of sales at the time of the related property sale. Operating expenditure in respect of goods and services received is recognised when supplied in accordance with contractual terms.

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.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

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

In the process of applying the Company's accounting policies, the key judgments made by management relate to the valuation of stock (note 7).

Notes to the financial statements For the Year Ended 31 March 2022

4.	Ope	eratin	g l	oss

The operating loss is stated after charging:

	2022	2021
	£	£
Fees payable to the Company's auditor for the audit of the Company's		
annual financial statements	15,000	18,000
•		

During the year, no director received any emoluments (2021 - £Nil).

5. Employees

The Company has no employees (2021: none).

6. Taxation

	2022 £	2021 £
Corporation tax		- 9
Adjustments in respect of previous years	-	(57,078)
Total current tax		(57,078)
	,	

Factors affecting tax (credit) / charge for the year

The tax assessed for the year is lower than (2021 - higher than) the standard rate of corporation tax in the UK of 19% (2021 - 19%). The differences are explained below:

	2022 £	2021 £
Profit/(loss) on ordinary activities before tax	931,875	(1,230,561)
Profit/(loss) on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2021 - 19%) Effects of:	177,056	(233,807)
Group relief Adjustments to tax charge in respect of prior periods	(177,056) -	233,807 (57,078)
Total tax charge for the year	-	(57,078)

Notes to the financial statements For the Year Ended 31 March 2022

6. Taxation (continued)

Factors that may affect future tax charges

There is an unrecognised deferred tax asset as at 31 March 2022 of £5.6 million (2021: £4.2 million).

The Chancellor has confirmed an increase in the corporation tax rate from 19% to 25% with effect from 1 April 2023. This will have a consequential effect on the Company's future tax charge.

7. Stocks

	2022 £	2021 £
Stocks - development property	158,526,677	155,880,410
Provision for impairment	(113,780,410)	(113,780,410)
	44,746,267	42,100,000

Borrowing costs capitalised within stock during the year amounted to £593,763 (2021 - £604,230).

Each year, the directors review the carrying value of the Company's stock in the context of current market conditions, and, where necessary, restate these assets at the lower of cost and net realisable value. In determining the realisable value, the directors appraise the eventual financial outcome on each stock item. They consider the various risks associated with development, including planning risk, construction risk and finance risk. They also examine the prudence of the assumptions underlying an appraisal including the timeline to complete, future attributable costs to complete (including planning, construction, marketing and financial costs, where appropriate) and the eventual proceeds the Company can expect to receive from the sale of the stock.

Net realisable value includes significant estimates concerning the timing and quantum of developments, estimated realisable values for developed properties and the cost of construction. There are significant judgements in determining the carrying value of property under development.

The underlying assumptions used in the estimates may be impacted by matters such as: the state of the general economy, the state of the UK and global property market, the availability of UK mortgage financing, the timing of future sales, the costs of completing the build programme which in turn may be impacted by UK and global raw materials costs and inflation rates.

At year end the directors obtained a third party valuation for the property and using this as a data point, have considered the carrying value of the property at year end. As a result of this review, no additional impairment provision has been recognised (2021: £1,748,498).

The directors are satisfied that the carrying amount of stock is stated at the lower of cost and net realisable value.

Notes to the financial statements For the Year Ended 31 March 2022

8. Debtors

		2022 £	2021 £
	Trade debtors	459,338	97,167
	Accrued income	17,368	16,898
	Prepayments	40,987	-
	Corporation tax recoverable	-	57,078
		517,693	171,143
9.			
	Creditors: Amounts falling due within one year	2022 £	2021 £
	Creditors: Amounts falling due within one year Trade creditors	£	£
	Trade creditors		
		£ 32,622	£ 80,924
	Trade creditors Amounts owed to group undertakings	£ 32,622 14,260,259	£ 80,924
	Trade creditors Amounts owed to group undertakings Amounts owed to related parties	£ 32,622 14,260,259 990,120	£ 80,924 13,416,194 -

Amounts owed to group undertakings are unsecured, interest free and repayable on demand. Amounts owed to related parties comprise amounts due to entities controlled by Mr S. Mulyran. They are unsecured, interest free and repayable on demand.

10. Creditors: Amounts falling due after more than one year

	2022	2021
	£	£
Bank loans	14,750,000	14,750,000

Secured loans

The Company along with a sister company, Ballymore (Bow Paper) Limited has entered into a loan finance agreement with Investec Bank PLC.

The facility is repayable on 1 October 2023. The total facility of £30 million (including £13.25 million drawndown by Ballymore (Bow Paper) Limited) is secured by a fixed charge over the property assets of both companies and by floating charges over other assets, including rights in respect of rental income, contracts and intellectual property.

Notes to the financial statements For the Year Ended 31 March 2022

11. Loans

Analysis of the maturity of loans is given below:

	2022	2021
	£	£
Amounts falling due 1-2 years		
Bank loan	14,750,000	-
Amounts falling due 2-5 years		
Bank loan	-	14,750,000

12. Controlling party and related party transactions

The Company is a wholly owned subsidiary of Ballymore Developments Limited, a company incorporated in England and Wales. At 31 March 2021, the Company's ultimate parent was Ballymore Properties Limited, incorporated in the Republic of Ireland. During the year, the Company's ultimate parent changed to Eglinford Unlimited Company, a company incorporated in the Republic of Ireland. The Company was controlled throughout the period by Mr S. Mulryan.

The largest group in which the results of the Company are consolidated is that headed by Eglinford Unlimited Company.

The smallest group in which the results of the Company are consolidated is that headed by Ballymore Limited. The consolidated financial statements of Ballymore Limited are available from the Company's registered office which is 4th floor, 161 Marsh Wall, London, E14 9SJ.

The Company has availed of the exemption available in FRS 102.1AC.35 from disclosing transactions with Eglinford Unlimited Company and its wholly owned subsidiary undertakings.

The Company has entered into a letting agreement for two of its units with a related party controlled by Mr S. Mulryan. The Company charged the related party £235,856 during the year (2021 - £164,781). The balance due from the related party as at 31 March 2022 was £Nil (2021 - £Nil).

During the year management fees of £990,120 (2021 - £Nil) and recharged salary of £27,406 (2021 - £Nil) were charged by a related party company controlled by Mr S. Mulryan. £990,120 was due to this related party as at 31 March 2022 (2021 - £Nil).

Other transactions and balances with related parties are disclosed throughout the financial statements as they arise.

13. Post balance sheet events

There are no significant post balance sheet events which would materially affect the financial statements.