

Company Registration No: 10535336

SIXMOOR LIMITED
REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019



SIXMOOR LIMITED

DIRECTORS AND OFFICERS

DIRECTORS

W K Procter
C C McGill
P A Hallam
M D Watson

SECRETARY

D T Lau

REGISTERED OFFICE

Berkeley House
304 Regents Park Road
London
N3 2JX

AUDITOR

RSM UK Audit LLP
Chartered Accountants
3rd Floor
One London Square
Cross Lanes
Guildford
Surrey
GU1 1UN

SIXMOOR LIMITED

DIRECTORS' REPORT

The directors present their report together with the audited financial statements for the year ended 31 December 2019.

Principal activities

The principal activity of the company during the year was that of acting as an intermediate financing company for related party undertakings.

Business review and future developments

The directors are satisfied with the financial position of the company at the year end. The results for the year are shown in the statement of comprehensive income on page 7.

Results and dividends

The statement of comprehensive income is set out on page 7 and shows the results for the year. The loss for the year amounted to £519 (2018: £70,934 profit). The directors do not recommend the payment of a dividend for the current year and no dividend was paid in the prior year.

Directors

The following directors have held office since 1 January 2019:

W K Procter

C C McGill

P A Hallam

M D Watson

(Appointed: 10 July 2019)

(Appointed: 22 February 2021)

SIXMOOR LIMITED

DIRECTORS' REPORT (continued)

Statement of directors' responsibilities

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 the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 those financial statements, the directors are required to:

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

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

Statement as to disclosure of information to auditor

The directors who were in office on the date of approval of these financial statements have confirmed that, as far as they are aware, there is no relevant audit information of which the auditor is unaware. The directors have confirmed that they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that it has been communicated to the auditor.

Insurance of Company Officers

The company has maintained insurance throughout the period for its directors and officers against the consequences of actions which may be brought against them in relation to their duties for the company.

Auditor

The auditor, RSM UK Audit LLP, Chartered Accountants, has indicated its willingness to continue in office.

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption. The directors have also taken the available exemption from the requirement to prepare a strategic report.

On behalf of the Board:



P A Hallam
Director

25/3/ 2021

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SIXMOOR LIMITED

Opinion

We have audited the financial statements of Sixmoor Limited (the 'company') for the year ended 31 December 2019 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2019 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the 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 the ethical requirements that are relevant to our audit of the financial statements in the UK, including 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 have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company'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.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information. 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 this regard.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SIXMOOR LIMITED (continued)

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 directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

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

Responsibilities of directors

As explained more fully in the statement of directors' responsibilities set out on page 3, the directors are 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 directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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 Financial Reporting Council's website at: <http://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SIXMOOR LIMITED (continued)

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an 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.

RSM UK ASLW

Colin Roberts FCA (Senior Statutory Auditor)
For and on behalf of RSM UK Audit LLP, Statutory Auditor
Chartered Accountants
3rd Floor
One London Square
Cross Lanes
Guildford
Surrey
GU1 1UN

26/3/ 2021

SIXMOOR LIMITED

STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2019

	Notes	2019 £	2018 £
Administrative expenses		(6,100)	(6,150)
Operating loss		<u>(6,100)</u>	<u>(6,150)</u>
Interest payable and similar expenses	2	(7,700,431)	(7,067,006)
Interest receivable and similar income	3	7,706,012	7,144,090
(Loss)/profit before taxation	4	<u>(519)</u>	<u>70,934</u>
Taxation	6	-	-
(Loss)/profit after taxation		<u><u>(519)</u></u>	<u><u>70,934</u></u>

SIXMOOR LIMITED**STATEMENT OF FINANCIAL POSITION (Company Registration Number: 10535336)****AT 31 DECEMBER 2019**

	Notes	2019 £	2018 £
Debtors: amounts falling due in more than one year	7	168,247,928	160,541,917
Creditors: amounts falling due within one year	8	(12,150)	(6,050)
Total assets less current liabilities		168,235,778	160,535,867
Creditors: amounts falling due in more than one year	9	(168,126,073)	(160,425,643)
Net assets		109,705	110,224
Capital and reserves			
Called up share capital	10	100	100
Profit and loss account		109,605	110,124
Total equity		109,705	110,224

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

The financial statements on pages 7 to 16 were approved by the board of directors and authorised for issue on **25/3 /** 2021 and are signed on its behalf by:



P A Hallam
Director

SIXMOOR LIMITED**STATEMENT OF CHANGES IN EQUITY****FOR THE YEAR ENDED 31 DECEMBER 2019**

	Share capital £	Profit and loss account £	Total £
Balance at 21 December 2017	100	39,190	39,290
Profit and other comprehensive income	-	70,934	70,934
Balance at 31 December 2018	<u>100</u>	<u>110,124</u>	<u>110,224</u>
Loss and other comprehensive income	-	(519)	(519)
Balance at 31 December 2019	<u><u>100</u></u>	<u><u>109,605</u></u>	<u><u>109,705</u></u>

SIXMOOR LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2019

1. Accounting policies

Company information

Sixmoor Limited ("the company") is a private company limited by shares, domiciled and incorporated in England. The address of the company's registered office and principal place of business is Berkeley House, 304 Regents Park Road, London, N3 2JX. The principal activity of the company during the year was that of acting as an intermediate financing company for related party undertakings.

1.1 Basis of accounting

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"), the requirements of the Companies Act 2006 as applicable to companies subject to the small company's regime, and under the historical cost convention. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

With effect from 1 January 2019 the company has adopted the amendments to FRS 102 published in the Triennial Review 2017. There are no adjustments to the current or comparative period in relation to this amendment.

1.2 Going concern

The company's principal creditor, Fairhold Homes Investment (No.16) AL Limited, has agreed not to call its receivable balance to ensure the company can meet its running costs for the foreseeable future, being at least 12 months from the date of signing these financial statements. If necessary, a related party, Fairhold Services Limited has also agreed to provide limited financial support to enable the company to meet day to day running costs incurred in the ordinary course of business for a period of up to 12 months from the date of signing these financial statements.

The directors have assessed the operation of the company and, have determined that the company has, or can expect to have, sufficient working capital for its needs for at least 12 months from the date of approval of these financial statements. In view of this the directors consider it appropriate for the financial statements to be prepared on a going concern basis.

For the reasons disclosed in the post balance sheet events note on page 16 the directors do not believe the COVID-19 pandemic will have an impact on the company's ability to continue as a going concern.

SIXMOOR LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2019

1.3 Functional and presentational currencies

The financial statements are presented in sterling which is also the functional currency of the company.

1.4 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 tax is based on taxable profit for the period. Taxable profit differs from total comprehensive income because it excludes items of income or expense that are taxable or deductible in other periods. Current tax assets and liabilities are measured using tax rates that have been enacted or substantively enacted by the reporting date.

Current and deferred tax is charged or credited in the statement of comprehensive income, 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 a net basis or to realise the asset and settle the liability simultaneously.

1.5 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, in full, to its financial instruments.

Financial assets and financial liabilities are recognised when the company becomes a party to the contractual provisions of the instrument, and are offset only when the company currently has a legally enforceable right to set off the recognised amounts and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Financial assets

Debtors

Debtors which are receivable within one year and which do not constitute a financing transaction are initially measured at the transaction price. Debtors are subsequently measured at amortised cost, being the transaction price less any amounts settled and any impairment losses.

Financial liabilities and equity

Financial instruments are classified as liabilities and equity instruments 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.

Creditors

Creditors payable within one year that do not constitute a financing transaction are initially measured at the transaction price and subsequently measured at amortised cost, being the transaction price less any amounts settled.

Where the arrangement with a creditor constitutes a financing transaction, the creditor is initially and subsequently measured at the present value of future payments discounted at a market rate of interest for a similar instrument.

SIXMOOR LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2019

1.5 Financial instruments (continued)

Derecognition of financial assets and liabilities

A financial asset is derecognised only when the contractual rights to cash flows expire or are settled, or substantially all the risks and rewards of ownership are transferred to another party, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party. A financial liability (or part thereof) is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

1.6 Critical accounting estimates and areas of judgement

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

Critical accounting estimates and assumptions

In preparing these financial statements, the directors have made estimates and assumptions concerning the future. The resulting accounting estimates and assumptions will, by definition, seldom equal the related actual results. There are no estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

2. Interest payable and similar expenses

	2019 £	2018 £
Interest on related party loan	7,700,431	7,067,006
	<hr/>	<hr/>

3. Interest receivable and similar income

	2019 £	2018 £
Interest on related party loan	7,706,012	7,144,090
	<hr/>	<hr/>

SIXMOOR LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2019

4. Loss before taxation

	2019	2018
	£	£
The loss before taxation is stated after charging:		
- Auditor's remuneration	6,100	6,000

5. Employees and directors

There were no employees during the period other than the directors. The directors are remunerated by the related party Fairhold Services Limited.

6. Taxation

	2019	2018
	£	£
Current tax		
UK corporation tax	-	-
Total current tax	-	-
Deferred tax:		
Movement on potential chargeable gain liability	-	-
Total deferred tax	-	-
Total tax on profit	-	-

Factors affecting the tax charge for the period:

The tax assessed for the period is lower than the standard rate of corporation tax in the UK 19% (2018: effective rate 19%). The differences are explained below:

	2019	2018
	£	£
Profit/(Loss) before tax	(519)	70,934
Profit multiplied by the standard rate of corporation tax in the UK of 19% (2018: effective rate 19%)	(99)	13,477
Effects of:		
Movement on potential chargeable gain liability	-	-
Disallowable expenditure	-	-
Group relief (utilised)/surrendered	99	(13,477)
Effect of exceptional item	-	-
Profit on disposal of investment properties	-	-
Tax expense	-	-

SIXMOOR LIMITED**NOTES TO THE FINANCIAL STATEMENTS****FOR THE YEAR ENDED 31 DECEMBER 2019****7. Debtors: amounts falling due in more than one year**

	2019 £	2018 £
Amounts owed by related parties	168,247,928	160,541,917

There are no fixed terms of repayment of the group debtor. Interest is charged at 4.05% + Barclays Base Rate. Despite the debtor being repayable on demand it is not the intention for the loans to be repaid within one year.

8. Creditors: amounts falling due within one year

	2019 £	2018 £
Amounts owed to parent undertaking	12,150	6,050

There are no fixed terms of repayment of the parent company loan. Interest is charged at 3 month Libor +1%. Despite the loan being repayable on demand it is not the intention for the loans to be repaid within one year.

9. Creditors: amounts falling due in more than one year

	2019 £	2018 £
Amounts owed to related parties	168,126,073	160,425,643

There are no fixed terms of repayment on the related party loans. Interest is charged at the Barclay's base rate + 4-4.05%. The loan is repayable immediately in the event of a default or when it reaches maturity on 8 May 2030.

SIXMOOR LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2019

10. Share capital and reserves

Share capital

	2019	2018
	£	£
Allotted, issued and fully paid: 100 ordinary shares of £1	100	100

Ordinary share rights

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.

Reserves

Reserves of the company represent the following:

Profit and Loss account

Cumulative profit and loss net of distributions to owners.

11. Guarantees and contingent liabilities

The company is included in a group registration for VAT purposes and is therefore jointly and severally liable for all other participating group undertakings' unpaid debts in this connection.

12. Ultimate parent company and ultimate controlling party

The company's parent company is Lightyear Estates Holdings Limited, which is registered in England and Wales. Copies of the financial statements are available from Companies House, Crown Way, Cardiff CF14 3UZ.

The directors regard the ultimate holding company to be Euro Investments Overseas Incorporated, a company incorporated in the British Virgin Islands.

The ultimate controlling party is the Tchenguiz Family Trust.

SIXMOOR LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2019

13. Related party transactions

The company has taken advantage of the exemptions provided by Section 33 of FRS 102 'Related Party Disclosures' and has not disclosed transactions entered into between two or more members of a group, provided that any subsidiary undertaking which is party to the transaction is wholly owned by a member of that group.

At 31 December 2019 the company owed the following amount to related parties related by virtue of common control and common directors:

	2019 £	2018 £
Fairhold Services Limited	3,516,470	3,356,058
Fairhold Homes Investment (No.16) AL Limited	164,609,603	157,069,584
	<u> </u>	<u> </u>

The company made interest payments of £7,700,431 (2018: £7,067,006) to Fairhold Services Limited and Fairhold Homes Investment (No.16) AL Limited during the year.

At 31 December 2019 the company was owed the following amount from a related party related by virtue of common control and common directors.

	2019 £	2018 £
Moormead Property Holdings Limited	168,247,928	160,541,917
	<u> </u>	<u> </u>

The company received an interest payment of £7,706,012 (2018: £7,144,090) from Moormead Property Holdings Limited during the year.

14. Post balance sheet events

In March 2020, the COVID-19 pandemic broke in the UK. This event has not impacted on the company's performance for the year ended 31 December 2019 or its financial position at 31 December 2019.

The current situation is unprecedented and the wider economic impact is uncertain. However, the directors are of the view that because of the very long-term nature of the wider group's financing structures and the nature of its core income, being a large number of small ground rent receipts, the impact on the company is likely to be minimal.