

Amending

CASCADES SHOPPING CENTRE GENERAL PARTNER LIMITED

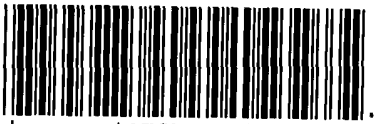
Company number: 05661185

Annual Report and Audited Financial Statements

31 December 2017

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CASCADES SHOPPING CENTRE GENERAL PARTNER LIMITED

Report and financial statements for the year ended 31 December 2017

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Registered office

7th Floor
Exchange House
12 Exchange Square
London
EC2A 2NY

Directors

C Hitchen (resigned 31 December 2017)
S Blackett
L Sunner
V Bell

Company number

05661185

Auditor

KPMG LLP
15 Canada Square
London
E14 5GL

CASCADES SHOPPING CENTRE GENERAL PARTNER LIMITED

Report of the directors for the year ended 31 December 2017

The directors present their report together with the audited consolidated financial statements of Cascades Shopping Centre General Partner Limited (the 'Company') for the year ended 31 December 2017.

Principal activities

The principal activity of the Company is that of a general partner of the Cascades Shopping Centre Limited Partnership (the 'Limited Partnership') which holds a commercial investment property.

Results and dividends

Details of the results for the year are shown in the profit and loss account and the related notes.

The directors do not recommend the payment of a final dividend. No dividend was paid during the year (2016: £nil).

Review of the business and future developments

The Company's sole investment, and activity, is unlikely to change in the forthcoming year.

Charitable and political contributions

During the year the Company made no charitable or political contributions.

Directors

The directors who served during the year and at the date of approving this report were:

C Hitchen (resigned 31 December 2017)
S Blackett
L Sunner
V Bell

Directors' indemnities

The Company has made qualifying third party indemnity provisions for the benefit of its directors which remain in force at the date of this report.

Notwithstanding the net current liabilities position, all short term creditors are due and payable to Railways Pension Trustee Company Limited, the immediate parent of the Company's parent entity. Railways Pension Trustee Company Limited has expressed a willingness to continue to support the company in the foreseeable future. On this basis, the directors consider it appropriate to prepare the financial statements on a going concern basis.

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

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

CASCADES SHOPPING CENTRE GENERAL PARTNER LIMITED

Report of the directors for the year ended 31 December 2017 (Continued)

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

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 UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

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 group and parent company and of their profit or loss for that period. In preparing each of the group and parent company financial statements, the directors are required to:

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

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group and parent company's transactions and disclose with reasonable accuracy at any time the financial position of the group and parent company and enable them to ensure that its financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the group and to prevent and detect fraud and other irregularities.

Disclosure of information to auditor

The directors who held office at the date of approval of this report of the directors confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

CASCADES SHOPPING CENTRE GENERAL PARTNER LIMITED

Report of the directors for the year ended 31 December 2017 (Continued)

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

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

By order of the board



V Bell
Director

7th Floor
Exchange House
12 Exchange Square
London
EC2A 2NY

25 June 2018

Report of the independent auditor

Opinion

We have audited the financial statements of Cascades Shopping Centre General Partner Limited (the 'company') for the year ended 31 December 2017 which comprise the consolidated profit and loss account; consolidated balance sheet; company balance sheet; consolidated cash flow statement; and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2017 and of the group's loss for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the group in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least twelve months from the date of approval of the financial statements. We have nothing to report in these respects.

Report of the directors

The directors are responsible for the report of the directors. Our opinion on the financial statements does not cover that report and we do not express an audit opinion thereon.

Our responsibility is to read the report of the directors 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 report of the directors;
- in our opinion the information given in that report for the financial year is consistent with the financial statements; and
- in our opinion that 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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or

Report of the independent auditor (Continued)

- the parent company 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.

Directors' responsibilities

As explained more fully in their statement set out on pages 1 to 3, the directors are responsible for: the preparation of the financial statements and for 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 group and parent 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 group or the parent company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

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

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.



Fang Fang Zhou (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants

15 Canada Square

London

E14 5GL

25 June 2018

CASCADES SHOPPING CENTRE GENERAL PARTNER LIMITED

Consolidated profit and loss account for the year ended 31 December 2017

	Note	2017 £	2016 £
Turnover		4,329,049	5,975,547
Administrative expenses		(1,526,995)	(1,397,368)
Loss on remeasurement of investments to fair value		(20,402,624)	(14,259,890)
Operating loss	3	(17,600,570)	(9,681,711)
Interest receivable and similar income	4	3,085	13,021
Loss on ordinary activities before taxation		(17,597,485)	(9,668,690)
Tax on loss on ordinary activities	5	(724)	(932)
Loss for the financial year		(17,598,209)	(9,669,622)
Attributable to:			
Owners of the parent company	12	(17,507)	(11,030)
Minority interests		(17,580,702)	(9,658,592)
		(17,598,209)	(9,669,622)

All amounts relate to continuing activities.

There are no differences between the loss on ordinary activities after taxation for the current year, included above, and profits calculated on a historical cost basis. Accordingly a note of historical cost profits and losses, as required by paragraph 26 of FRS 3 has not been presented.

There are no recognised gains or losses in the year other than those shown in the profit and loss account (2016: £nil). Accordingly no statement of other comprehensive income is presented.

The notes on pages 10 to 16 form part of these financial statements.

CASCADES SHOPPING CENTRE GENERAL PARTNER LIMITED

Consolidated balance sheet at 31 December 2017

	Note	2017 £	2016 £
Fixed assets			
Investment property	6	45,332,546	65,193,862
Current assets			
Debtors	8	849,903	1,114,622
Cash at bank and in hand		2,295,682	2,103,447
Current liabilities			
Creditors	9	(8,074,697)	(7,608,768)
Net current liabilities		(4,929,112)	(4,390,699)
Total assets less current liabilities		40,403,434	60,803,163
Minority interests		(40,320,312)	(60,702,534)
Net assets		83,122	100,629
Capital and reserves			
Called up share capital	11	10,002	10,002
Profit and loss reserve	12	73,120	90,627
Equity attributable to owners of the parent company		83,122	100,629

The financial statements have been prepared in accordance with the special provisions in Part 15 of the Companies Act 2006 relating to small companies.

The financial statements were approved by the board on 25 June 2018 and signed on its behalf by:-



V Bell
Director

The notes on pages 10 to 16 form part of these financial statements.

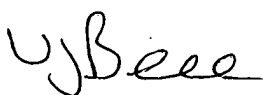
CASCADES SHOPPING CENTRE GENERAL PARTNER LIMITED

Company balance sheet at 31 December 2017

	Note	2017 £	2016 £
Fixed assets			
Investments	7	50,248	70,651
Current assets			
Debtors	8	2,530	2,522
Cash at bank and in hand		37,497	34,312
Current liabilities			
Creditors	9	(7,153)	(6,856)
Net current assets		32,874	29,978
Total assets less current liabilities		83,122	100,629
Capital and reserves			
Called up share capital	11	10,002	10,002
Profit and loss reserve	12	73,120	90,627
Equity shareholders' interest		83,122	100,629

The financial statements have been prepared in accordance with the special provisions in Part 15 of the Companies Act 2006 relating to small companies.

The financial statements were approved by the board on 25 June 2018 and signed on its behalf by:-



V Bell
Director

The notes on pages 10 to 16 form part of these financial statements.

CASCADES SHOPPING CENTRE GENERAL PARTNER LIMITED**Consolidated cash flow statement for the year ended 31 December 2017**

	2017 £	2016 £
Cash flows from operating activities		
Operating loss for the year	(17,600,570)	(9,681,711)
Corporation tax paid	(724)	(932)
Remeasurement of investments	20,402,624	14,259,889
Interest received	3,085	13,021
Distributions to minority interests	(2,801,520)	(4,587,038)
Decrease/(increase) in debtors	264,719	(74,823)
Increase/(decrease) in creditors	465,929	(2,873,879)
Net cash from operating activities	733,543	(2,945,473)
Cash flows from investing activities		
Capital expenditure	(541,308)	(195,027)
Net cash from investing activities	(541,308)	(195,027)
Net increase/(decrease) in cash and cash equivalents	192,235	(3,140,500)
Cash and cash equivalents at 1 January	2,103,447	5,243,947
Cash and cash equivalents at 31 December	2,295,682	2,103,447
Net increase/(decrease) in cash and cash equivalents	192,235	(3,140,500)

The notes on pages 10 to 16 form part of these financial statements.

CASCADES SHOPPING CENTRE GENERAL PARTNER LIMITED

Notes forming part of the financial statements for the year ended 31 December 2017

1 Accounting policies

The Company is limited by shares and incorporated and domiciled in the UK. The financial statements consolidate the results of the Company together with those of the Limited Partnership (the 'Group').

These Group and Company financial statements were prepared in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and Republic of Ireland ('FRS 102') as issued in August 2014. The presentation currency of these financial statements is Sterling. All amounts in the financial statements have been rounded to the nearest £1.

The Company has taken advantage of the exemption conferred by Section 408 of the Companies Act 2006 not to publish its own profit and loss account. The profit of the Company for the year was £2,896 (2016: £3,230).

The financial statements are prepared on the historical cost basis except for investment property which is stated at its fair value.

Going concern

The directors have reviewed the future prospects of the business and do not envisage any material changes to the existing business model. Notwithstanding the net current liabilities position, all short term creditors are due and payable to Railways Pension Trustee Company Limited, the immediate parent of the Company's parent entity. Railways Pension Trustee Company Limited has expressed a willingness to continue to support the company in the foreseeable future. On this basis, the directors considered it is appropriate to prepare the financial statements on a going concern basis.

Basis of consolidation

The Company is the controlling party within the Group and the financial statements have been fully consolidated to include the Limited Partnership's financial statements and results.

The Limited Partnership has taken advantage of the exemption from the requirement to file financial statements conferred by paragraph 7 of The Partnerships (Accounts) Regulations 2008 (Statutory Instrument No. 569).

Turnover

Turnover arises in the UK, and consists of rental income from the Limited Partnership, and is stated net of VAT.

CASCADES SHOPPING CENTRE GENERAL PARTNER LIMITED

**Notes forming part of the financial statements for the year ended 31 December 2017
(Continued)**

1 Accounting policies (continued)

Investment property

Investment properties are properties which are held either to earn rental income or for capital appreciation or for both. Investment properties are recognised initially at cost.

Subsequent to initial recognition;

- investment properties whose fair value can be measured reliably without undue cost or effort are held at fair value. Any gains or losses arising from changes in the fair value are recognised in profit or loss in the period that they arise; and
- no depreciation is provided in respect of investment properties applying the fair value model.

If a reliable measure is not available without undue cost or effort for an item of investment property, this item is thereafter accounted for as tangible fixed assets in accordance with FRS 102 section 17 until a reliable measure of fair value becomes available.

Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred. Current tax is measured at amounts expected to be paid using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

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

- deferred taxation is not recognised on timing differences arising on revalued investments or investment properties unless the Company has entered into a binding sale agreement; and
- the recognition of deferred taxation assets is limited to the extent that the Company anticipates making sufficient taxable profits in the future to absorb the reversal of any underlying timing differences.

Deferred taxation balances are not discounted.

Fixed asset investments

Fixed asset investments in subsidiary companies are stated in the balance sheet at the lower of cost and recoverable value.

Investments in limited partnerships are stated at the Company's share of the partnerships net assets at the balance sheet date on the assumption that those assets had been realised at the value stated.

CASCADES SHOPPING CENTRE GENERAL PARTNER LIMITED

Notes forming part of the financial statements for the year ended 31 December 2017 (Continued)

2 Turnover

Turnover is wholly attributable to the principle activity of the Group and arises solely within the UK.

3 Operating loss

2017
£

2016
£

This has been arrived at after charging:

Auditor's remuneration	5,612	5,154
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The Company had no employees, other than directors, during the year.

Directors' emoluments

No director received any remuneration in respect of services to the Company during the year (2016: £nil).

4 Interest receivable and similar income

2017
£

2016
£

Bank interest	3,085	13,021
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5 Taxation on profit on ordinary activities

2017
£

2016
£

a) Analysis of charge in the year

UK Corporation taxation at 19% (2016: 20%)	724	932
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b) Factors affecting current taxation charge in year

Loss on ordinary activities before taxation	(17,597,485)	(9,668,690)
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Taxation on loss on ordinary activities at 19% (2016: 20%)	(3,519,497)	(1,933,738)
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Non taxable income	4,080,525	2,851,978
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Permanent difference, income not chargeable to taxation in the hands of minority interests	(560,304)	(917,408)
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Late filing penalty	-	100
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Total current taxation charge for the year	<u>724</u>	<u>932</u>
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CASCADES SHOPPING CENTRE GENERAL PARTNER LIMITED

Notes forming part of the financial statements for the year ended 31 December 2017
(Continued)

6	Investment property	Group £
	Freehold property – at valuation	
	Balance as at 1 January 2017	65,193,862
	Net loss from fair value adjustments	(20,402,624)
	Capital expenditure	541,308
	Balance as at 31 December 2017	45,332,546

The closing value as at 31 December 2017 comprises of a professional value of the freehold property held by the Limited Partnership. The professional valuation was carried out by Cushman & Wakefield, 43-45 Portman Square, London W1A 3BG. The valuation was carried out as at 31 December 2017 on the basis of open market value. The certificate is dated 27 January 2018.

The property was gifted to the Limited Partnership by Railways Pension Nominees Limited. The amount paid by the Limited Partnership to acquire the property was nil. The historical cost disclosed below consists of capital expenditure on the property.

	2017 £	2016 £
The historical cost of investment property is:	5,086,388	4,545,078

7	Limited Partnership £	Subsidiary Companies £	Total £
Unlisted investments			
As at 1 January 2017	70,649	2	70,651
Share of undistributed reserves	(20,403)	-	(20,403)
As at 31 December 2017	50,246	2	50,248

The subsidiary undertakings, both of which are wholly owned dormant companies registered in England and Wales are:

Cascades Shopping Centre Nominee No.1 Limited (5661175)
Cascades Shopping Centre Nominee No.2 Limited (5661195)

Capital has been subscribed in the Limited Partnership, registered in England and Wales. The results of the Limited Partnership are proportionally consolidated into these financial statements. The principal activity of the Limited Partnership is that of property investment.

CASCADES SHOPPING CENTRE GENERAL PARTNER LIMITED

**Notes forming part of the financial statements for the year ended 31 December 2017
(Continued)**

8 Debtors

	2017 Group £	2017 Company £	2016 Group £	2016 Company £
Other debtors	849,903	2,530	1,114,622	2,522

This balance includes debtors over 12 months of £722,323 (2016: £595,241).

9 Creditors: amounts falling due within one year

	2017 Group £	2017 Company £	2016 Group £	2016 Company £
Due to related parties	-	2	-	2
Accruals	8,073,973	6,427	7,607,936	6,022
Corporation tax	724	724	832	832
	8,074,697	7,153	7,608,768	6,856

10 Deferred taxation

At 31 December 2017 there is no provision for deferred taxation (2016: £nil) in respect of either the Group or the Company.

In accordance with the Group's accounting policy no provision is made for deferred taxation on revaluation of investments or investment property unless binding sales contracts have been entered into. The total potential provision that could arise should either the investments or the investment property be sold at their revalued amount would be 20% of the total undistributed reserves, calculated as:

	2017 £	2016 £
Group	8,050	12,130
Company	8,050	12,130

11 Share capital

	2017 £
Authorised:	
10,002 ordinary shares of £1 each	10,002
Allotted, called up and fully paid	
10,002 ordinary shares of £1 each	10,002

CASCADES SHOPPING CENTRE GENERAL PARTNER LIMITED

Notes forming part of the financial statements for the year ended 31 December 2017
(Continued)

12 Reconciliation of movement in shareholders' funds

	Called up share capital £	Profit and loss account £	Shareholders' funds £
Group and Company 2017			
At 1 January 2017	10,002	90,627	100,629
Loss for the year	-	(17,507)	(17,507)
As at 31 December 2017	10,002	73,120	83,122

As at 31 December 2017, £40,248 of the profit and loss account is non-distributable as it relates to unrealised gains on investments.

Group and Company 2016

At 1 January 2016	10,002	101,657	111,659
Loss for the year	-	(11,030)	(11,030)
As at 31 December 2016	10,002	90,627	100,629

As at 31 December 2016, £60,651 of the profit and loss account is non-distributable as it relates to unrealised gains on investments.

13 Profit attributable to members of the holding company

No profit and loss account is presented for the Company as permitted by section 408(3) of the Companies Act 2006. The profit recorded in the financial statements of the Company for the year is £2,896 (2016: £3,230).

14 Ultimate holding company

The Company's immediate parent undertaking is Railway Pension Investments Limited, a company incorporated in England and Wales.

The largest group into which the results of the Company are consolidated is the Property Pooled Fund, which is a common investment fund operated by the Railways Pension Trustee Company Limited, a company incorporated in England and Wales, on behalf of the pension schemes of which it is trustee.

The ultimate parent undertaking is Railtrust Holdings Limited, a company incorporated and registered in England and Wales.

CASCADES SHOPPING CENTRE GENERAL PARTNER LIMITED

Notes forming part of the financial statements for the year ended 31 December 2017
(Continued)

15 Related parties

As at 31 December 2017, the Company had the following amount due from a related party:

Related party	Relationship	2017 £	2016 £
Cascades Shopping Centre Limited Partner	Partnership	2,521	2,514

During 2017 the Company received a further £7,480 (2016: £7,486) from the Limited Partnership relating to income distributions.

16 Subsequent events

There have been no material post balance sheet events that would require disclosure or adjustment to these financial statements.