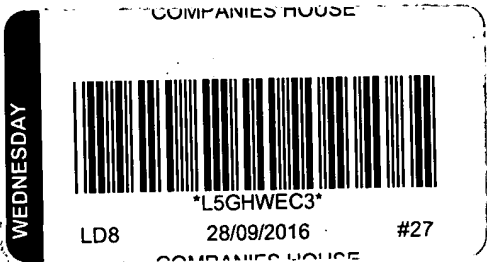


Interbay Holdings Ltd

Annual Report and Financial Statements
For the year ended 31st December 2015
Company Number 05878379



Interbay Holdings Ltd

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For the year ended 31 December 2015

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Interbay Holdings Ltd

Company Information

For the year ended 31 December 2015

DIRECTORS

John Eastgate
Clive Kornitzer
Andrew Parkes
Mark Parrett

SECRETARY

Tatiana Felicien

REGISTERED OFFICE

Reliance House
Sun Pier
Chatham
Kent
ME4 4ET

REGISTERED NUMBER

05878379 (England and Wales)

AUDITORS:

KPMG LLP
Chartered Accountants
1 Sovereign Square
Sovereign Street
Leeds
LS1 4DA

Interbay Holdings Ltd

Directors' Report

For the year ended 31 December 2015

The directors throughout the year were:

- John Eastgate
- Clive Kornitzer
- Andrew Parkes
- Mark Parrett

Results and dividends

The principal activity of Interbay Holdings Ltd is as a holding company. The Company made a loss of £20 in the year (2014: £63).

No dividends were proposed or paid in the period.

Going Concern

The subsidiary undertakings of the Company are dependent on continuing finance being made available by OneSavings Bank plc to continue operating and to meet its liabilities as they fall due. OneSavings Bank plc has agreed to provide sufficient funds to the subsidiaries of this Company for these purposes. The directors believe therefore that it is appropriate to prepare these accounts on a going concern basis.

Political and Charitable Donations

The Company made no political or charitable donations during the year (2014: nil).

Post Balance Sheet Events

There were no material post balance sheet events to disclose.

Directors and their interests

None of the directors who served during the year had any interest in the share capital of the business.

Auditors

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

Disclosure of information to auditor

The directors who held office at the date of approval of this Directors' Report 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.

Interbay Holdings Ltd
Directors' Report
For the year ended 31 December 2015

On behalf of the Board

A handwritten signature in black ink, consisting of several overlapping loops and a long horizontal tail extending to the right.

John Eastgate
Director
27 September 2016

Interbay Holdings Ltd

Statement of Directors' Responsibilities

For the year ended 31 December 2015

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 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 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 UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements.

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 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.

Interbay Holdings Ltd

Independent Auditor's Report

For the year ended 31 December 2015

Independent auditor's report to the members of Interbay Holdings Ltd

We have audited the financial statements of Interbay Holdings Ltd for the year ended 31 December 2015 on pages 8 to 15. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

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.

Respective responsibilities of directors and auditor

As explained more fully in the Statement of Directors' Responsibilities set out on page 5, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit, and express an opinion on, the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2015 and of its loss for the year then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Interbay Holdings Ltd

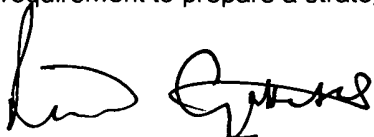
Independent Auditor's Report

For the year ended 31 December 2015

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where 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.
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.



Richard Gabbertas (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants

1 Sovereign Square

Sovereign Street

Leeds

LS1 4DA

27 September 2016

Interbay Holdings Ltd

Income Statement

For the year ended 31 December 2015

		Year ended 31/12/2015	Year ended 31/12/2014
	Notes	£	£
Interest receivable and similar income	2	46	30
Interest payable and similar charges	3	(33)	(21)
Net interest receivable		<u>13</u>	<u>9</u>
Administrative expenses	4	(33)	-
(Loss) / profit on ordinary activities before taxation		<u>(20)</u>	<u>9</u>
Tax charge on ordinary activities	6	-	(72)
Loss for the year		<u><u>(20)</u></u>	<u><u>(63)</u></u>

The loss for the year was derived from continuing operations.

The notes on page 11 to 15 form part of these accounts.

Interbay Holdings Ltd
Statement of Financial Position
For the year ended 31 December 2015

	Notes	31/12/2015 £	31/12/2014 £
Fixed assets			
Investments	7	<u>100</u>	<u>100</u>
		100	100
Current assets			
Debtors	8	1,076	1,030
Cash at bank and in hand		<u>34</u>	<u>67</u>
		1,110	1,097
Current liabilities			
Creditors: amounts falling due within one year	9	<u>(766)</u>	<u>(733)</u>
Net current assets		344	364
Total assets less current liabilities		<u>444</u>	<u>464</u>
Capital and reserves			
Share capital	11	1,000	1,000
Profit & loss account		<u>(556)</u>	<u>(536)</u>
Equity shareholders' funds		<u>444</u>	<u>464</u>

The notes on pages 11 to 15 form part of these accounts.

The accounts were approved by the board of directors on 27 September 2016 and were signed on its behalf by



John Eastgate
Director

27 September 2016

Interbay Holdings Ltd
Statement of Changes in Equity
For the year ended 31 December 2015

	Share Capital 31/12/2015 £	Profit and loss account 31/12/2015 £	Total shareholders' funds 31/12/2015 £	Share Capital 31/12/2014 £	Profit and loss account 31/12/2014 £	Total shareholders' funds 31/12/2014 £
Opening balance	1,000	(536)	464	1,000	(473)	527
Loss for the year	-	(20)	(20)	-	(63)	(63)
Closing balance	1,000	(556)	444	1,000	(536)	464

Interbay Holdings Ltd

Notes to the Financial Statements

For the year ended 31 December 2015

1. Accounting policies

Basis of preparation

The financial statements have been prepared in accordance with FRS 102, the Financial reporting Standard applicable in the United Kingdom and the Republic of Ireland.

FRS 102 is mandatory for accounting periods beginning on or after 1 January 2015.

The transition to FRS 102 has not affected the financial position and financial performance of the Company. The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

Statements of Cash Flows

The Company is exempt from the requirement to prepare a Statement of Cash Flows under Financial Reporting Standard 1, because a consolidated Statement of Cash Flows is included in the consolidated accounts of its ultimate parent undertaking, OneSavings Bank plc.

Going Concern

The subsidiary undertakings of the Company are dependent on continuing finance being made available by OneSavings Bank plc to continue operating and to meet its liabilities as they fall due. OneSavings Bank plc has agreed to provide sufficient funds to the Company for these purposes. The directors believe therefore that it is appropriate to prepare these accounts on a going concern basis.

Related party transactions

The directors have taken advantage of the exemptions available in Financial Reporting Standard 8 from disclosing transactions with related parties that are members of the OneSavings Bank plc group.

Fixed Asset Investments

Investments held as fixed assets are stated at cost less any provisions for impairment. Investments are reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be recoverable.

Interest

Receipts and payments of interest are accounted for on an accruals basis.

Deferred taxation

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the Statement of Financial Position date where transactions or events have occurred at that date that will result in an obligation to pay more, or right to pay less tax, except that deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the Statement of Financial Position date.

Interbay Holdings Ltd
Notes to the Financial Statements
For the year ended 31 December 2015

2. Interest receivable and similar income

	Year ended 31/12/2015 £	Year ended 31/12/2014 £
Interest receivable on loan to group undertaking	<u>46</u>	<u>30</u>

3. Interest payable and similar charges

	Year ended 31/12/2015 £	Year ended 31/12/2014 £
Interest payable on loans from other group companies	<u>33</u>	<u>21</u>

4. Administrative expenses

	Year ended 31/12/2015 £	Year ended 31/12/2014 £
Bank charges	<u>33</u>	<u>-</u>

The audit fee was borne and accounted for by Interbay Funding, Ltd, which was charged £22,000 for audit work completed on 5 companies including this Company (2014: £20,000).

5. Employees

The Company has no staff in the period (2014: Nil).

The Directors were employed and remunerated as Directors or employees of OneSavings Bank plc or within its subsidiaries ("the group") in respect to their services to the group as a whole and it is considered that there is no appropriate basis on which they can apportion part of their remuneration for their services to the company.

6. Taxation

	Year ended 31/12/2015 £	Year ended 31/12/2014 £
Write off of deferred tax asset from previous period	<u>-</u>	<u>(72)</u>

Interbay Holdings Ltd
Notes to the Financial Statements
For the year ended 31 December 2015

7. Fixed asset investments

	Investment in subsidiary companies £
Cost	
At 1 January 2015 and 31 December 2015	<u>100</u>
Net book value	
At 31 December 2014 and 31 December 2015	<u>100</u>

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Class of Shares	Holding
Inter Bay Financial I Limited	Ordinary	100%
Inter Bay Financial II Limited	Ordinary	100%
<u>Subsidiaries in Inter Bay Financial I Ltd:</u>		
5D Finance Limited	Ordinary	100%
5D Lending Ltd	Ordinary	100%
<u>Subsidiaries in Inter Bay Financial II Ltd:</u>		
Interbay Funding, Ltd	Ordinary	100%
Interbay ML, Ltd	Ordinary	100%

The aggregate of the share capital and reserves as at 31 December 2015, and the profit and loss for the year ended on that date for the subsidiary undertaking were as follows:

Name	Aggregate of share capital and reserves £'000	Profit/(Loss) £'000
Inter Bay Financial I Limited	(16,633)	(315)
Inter Bay Financial II Limited	(3,605)	106
5D Finance Limited	1,383	(4)
5D Lending Ltd	46	(82)
Interbay Funding, Ltd	28,157	1,339
Interbay ML, Ltd	19,949	10,476

Interbay Holdings Ltd
Notes to the Financial Statements
For the year ended 31 December 2015

8. Debtors

	31/12/2015	31/12/2014
	£	£
Due within one year:		
Amounts owed by group undertakings	<u>1,076</u>	<u>1,030</u>

9. Creditors: Amounts falling due within one year

	31/12/2015	31/12/2014
	£	£
Amounts due to group undertaking	<u>766</u>	<u>733</u>

10. Deferred Taxation

	Year ended 31/12/2015	Year ended 31/12/2014
	£	£
At 1 January	-	72
Write off of deferred tax asset from previous period	-	(72)
At 31 December	<u>-</u>	<u>-</u>

The elements of deferred taxation are as follows:

	31/12/2015	31/12/2014
	£	£
Losses carried forward	<u>-</u>	<u>-</u>

Reductions in the UK corporation tax rate from 23% to 21% (effective from 1 April 2014) and 20% (effective from 1 April 2015) were substantively enacted on 2 July 2013. Further reductions to 19% (effective from 1 April 2017) and to 18% (effective 1 April 2020) were substantively enacted on 26 October 2015. The deferred tax asset at 31 December 2015 has been calculated based on these rates.

An additional reduction to 17% (effective from 1 April 2020) was announced in the Budget on 16 March 2016.

Interbay Holdings Ltd
Notes to the Financial Statements
For the year ended 31 December 2015

11. Called up share capital

	2015	2014
	£	£
Authorised, Allotted, called up and fully paid		
100,000 A Ordinary shares of £0.01 each	<u>1,000</u>	<u>1,000</u>

12. Related party transactions

	2015		2014	
	Charged by/(to) the Company £	Balance due to/(by) the Company £	Charged by/(to) the Company £	Balance due to/(by) the Company £
5D Finance Ltd	(46)	1,076	(30)	1,030
Inter Bay Financial I Ltd	28	(658)	18	(630)
Inter Bay Financial II Ltd	5	(108)	3	(103)
	<u>(13)</u>	<u>310</u>	<u>(9)</u>	<u>297</u>

13. Ultimate parent undertaking

At the Statement of Financial Position date Interbay Holdings Ltd was a wholly owned subsidiary of Interbay Group Holdings Limited, whose ultimate parent company is OneSavings Bank plc, which has included the company in its group accounts. This is the smallest and largest group in which the company's accounts are consolidated. Copies of these accounts are available from the Bank's registered office: Reliance House, Sun Pier, Chatham, Kent ME4 4ET.