

Company Registration No. 1954109

HARPMANOR LIMITED

Report and Financial Statements

Year ended 30 June 2011

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HARPMANOR LIMITED

REPORT AND FINANCIAL STATEMENTS 2011

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HARPMANOR LIMITED

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

H N Moser
S P Baker
S Bean (resigned 3 August 2010)
G D Beckett
M R Goldberg
A J Grant
A G Lawton (resigned 3 August 2010)
M J Ridley (resigned 3 August 2010)

SECRETARY

M J Ridley

REGISTERED OFFICE

Bracken House
Charles Street
Manchester
M1 7BD

PRINCIPAL BANKERS

The Royal Bank of Scotland Plc
Spinningfields
Manchester
M3 3AP

AUDITOR

Deloitte LLP
Chartered Accountants and Statutory Auditor
Manchester
M60 2AT

HARPMANOR LIMITED

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the year ended 30 June 2011

PRINCIPAL ACTIVITY, REVIEW OF BUSINESS AND FUTURE PROSPECTS

The principal activity of the company continued to be that of financiers

The directors consider the results for the year to be satisfactory and look forward to the future with confidence. The directors do not expect any significant change to the activities of the company

The company qualifies as small in accordance with the provisions of S382(3) of the Companies Act 2006 and is therefore exempt from the requirement to present an enhanced business review

RESULTS AND DIVIDENDS

The audited financial statements for the year ended 30 June 2011 are set out on pages 7 to 13. The profit for the year after tax was £1,362,155 (2010: £848,901)

The directors do not recommend the payment of a dividend (2010: £nil)

STATEMENT OF GOING CONCERN

As set out in the Directors' Responsibilities Statement, in preparing these financial statements the directors are required to prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

The directors of the company have considered the group's forecast funding and liquidity facilities insofar as to the extent to which they might affect the preparation of the company's financial statements on a going concern basis

Current group funding primarily consists of a £378m drawn syndicated loan facility (made between The Royal Bank of Scotland plc, as Agent and Security Agent, and all of the trading and non trading group subsidiary companies as listed in Note 9 of the Jerrold Holdings Limited accounts) and a £323m drawn revolving securitisation facility (made between Charles Street Conduit Asset Backed Securitisation 1 Limited, as Purchaser, The Royal Bank of Scotland plc as Facility Agent, Blemain Finance Limited, Bridging Finance Limited, Cheshire Mortgage Corporation Limited, Harpmanor Limited, Lancashire Mortgage Corporation Limited and Auction Finance Limited as Originators and Servicers)

The syndicated facility is due for renewal on 9 November 2012. The securitised facility is supported by a revolving 364 day liquidity facility which is due for renewal on 11 November 2011. Based on recent successful renewal experience and the lack of receipt of any indication to the contrary from the relevant parties, the directors are of the opinion that the securitised facility will be renewed substantially in the same form as forecast

The company has liabilities due within one year greater than assets due within one year as a result of the revolving loan notes being classified as current liabilities. The terms of these liabilities are that they renew every three months and are underpinned by the liquidity facility detailed above

On the basis that the group and company have adequate funding, together with their current performance and financial position, the directors have a reasonable expectation that, despite the uncertainty in market conditions, the group will have sufficient funding and liquidity facilities to ensure that it will continue in operational existence for the foreseeable future. Accordingly the directors of the company have adopted the going concern basis in preparing financial statements

DIRECTORS

The directors of the company are set out on page 1. All directors served throughout the year and subsequently, except as noted on page 1

HARPMANOR LIMITED

DIRECTORS' REPORT (continued)

DIRECTORS INDEMNITIES

The company has made qualifying third party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report

AUDIT INFORMATION

In the case of each of the persons who are directors of the company at the date when this report is approved

- as far as each of the directors is aware, there is no relevant audit information of which the company's auditor is unaware, and
- each of the directors has taken all the steps that they ought to have taken as a director to make themselves aware of any audit information and to establish that the company's auditor is aware of that information

This statement is given and should be interpreted in accordance with the provisions of S418 of the Companies Act 2006

AUDITOR

A resolution to re-appoint Deloitte LLP as the company's auditor will be proposed at the forthcoming Annual General Meeting

Approved by the Board of Directors
and signed on behalf of the Board



M J Ridley
Secretary

27 October 2011

HARPMANOR LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the Annual 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 these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and accounting estimates that are reasonable and prudent, and
- 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HARPMANOR LIMITED

We have audited the financial statements of Harpmanor Limited for the year ended 30 June 2011 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 17. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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 Directors' Responsibilities Statement, 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

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 30 June 2011 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HARPMANOR LIMITED

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, or
- the directors were not entitled to take advantage of the small companies exemption in preparing the directors' report



Peter Birch (Senior Statutory Auditor)
For and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
Manchester, United Kingdom

30/10/2011

HARPMANOR LIMITED

PROFIT AND LOSS ACCOUNT

Year ended 30 June 2011

	Note	2011 £	2010 £
TURNOVER			
Cost of sales	2	2,197,478 (269,837)	1,828,516 (362,329)
GROSS PROFIT		1,927,641	1,466,187
Administrative expenses		(380,432)	(247,914)
OPERATING PROFIT		1,547,209	1,218,273
Interest payable and similar charges	5	(216,111)	(108,469)
Interest receivable and similar income	5	28,154	69,225
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	4	1,359,252	1,179,029
Tax on profit on ordinary activities	6	2,903	(330,128)
RETAINED PROFIT FOR THE FINANCIAL YEAR	12	1,362,155	848,901

All activity has arisen from continuing operations

There were no recognised gains or losses in either year other than the profit for that year shown above. Accordingly, a separate statement of total recognised gains and losses has not been presented

HARPMANOR LIMITED


BALANCE SHEET As at 30 June 2011

	Note	2011 £	2010 £
CURRENT ASSETS			
Debtors			
- due within one year	7	4,020,851	5,627,667
- due after one year	7	12,228,826	6,040,533
Cash at bank and in hand		267,832	26,030
		<u>16,517,509</u>	<u>11,694,230</u>
CREDITORS: Amounts falling due within one year	8	<u>(6,962,806)</u>	<u>(5,676,326)</u>
NET CURRENT ASSETS		9,554,703	6,017,904
CREDITORS: Amounts falling due after more than one year	9	<u>(2,177,644)</u>	<u>(3,000)</u>
NET ASSETS		<u>7,377,059</u>	<u>6,014,904</u>
CAPITAL AND RESERVES			
Called up share capital	11	2	2
Profit and loss account	12	7,377,057	6,014,902
SHAREHOLDER'S FUNDS	13	<u>7,377,059</u>	<u>6,014,904</u>

These financial statements were approved by the Board of Directors on 27 October 2011

Company Registration No 1954109

Signed on behalf of the Board of Directors


G D Beckett
Director


M R Goldberg
Director

HARPMANOR LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 30 June 2011

1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable law and United Kingdom accounting standards. The principal accounting policies are summarised below. They have all been applied consistently throughout the year and the preceding year.

Accounting convention

The company prepares its accounts under the historic cost convention and on the going concern basis. The directors continue to adopt the going concern basis as disclosed in the Directors' Report - Statement of Going Concern.

Taxation

UK corporation tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as 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 not recognised when fixed assets are revalued unless by the balance sheet date there is a binding agreement to sell the revalued assets and the gain or loss expected to arise on sale has been recognised in the financial statements. Neither is deferred tax recognised when fixed assets are sold and it is more likely than not that the taxable gain will be rolled over, being charged to tax only if and when the replacement assets are sold.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

Loan notes

Loan notes are recognised at amortised cost. Interest and fees payable to the Loan note holders during the financial period are recognised in the profit and loss account over the term of the notes using the effective interest rate method.

Turnover and cost of sales

Turnover consists of interest recoverable on loans, fees and commissions income. Interest income is recognised on an accruals basis. Other finance related fees receivable are credited to income when the related service is performed. Cost of sales includes the direct costs of the financing, any fees and commissions payable.

Bad and doubtful debts

Specific provisions are made when the directors consider that the recoverability of the advance is in part or in whole doubtful. Incurred but not reported loss provisions are raised to cover losses that are judged to be present in loans and advances at the balance sheet date but which have not been specifically identified as such. Provisions for bad and doubtful debts, along with bad debt write-offs, are charged to operating profit as part of administrative expenses.

Interest payable and similar charges

Finance costs of financial liabilities are recognised in the profit and loss account over the term of the facilities at the applicable rates on the carrying amounts in the financial period.

HARPMANOR LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

Year ended 30 June 2011

2. TURNOVER

All turnover arises from the company's principal activity and in the UK

3. STAFF COSTS

The company had no employees and paid no directors' emoluments during either year

Directors' emoluments are borne by a fellow subsidiary company of Jerrold Holdings Limited, Bleman Finance Limited. No emoluments were paid by the company to the directors during the year (2010 £nil)

4. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

The audit fee of £640 (2010 £618) was borne by another group undertaking

5. FINANCE CHARGES

	2011 £	2010 £
<i>Interest payable and similar charges</i>		
Discount payable on loan notes	(216,111)	(108,469)

	2011 £	2010 £
<i>Interest receivable and similar income</i>		
Interest receivable on intragroup loans	28,154	69,225

6. TAX ON PROFIT ON ORDINARY ACTIVITIES

The tax (credit)/charge comprises

	2011 £	2010 £
Current tax		
UK corporation tax	2,707	335,567
Total current tax	2,707	335,567
Deferred tax		
Origination and reversal of timing differences	(5,610)	(5,439)
Total deferred tax (see note 10)	(5,610)	(5,439)
Total tax (credit)/charge on profit on ordinary activities	(2,903)	330,128

HARPMANOR LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

Year ended 30 June 2011

6. TAX ON PROFIT ON ORDINARY ACTIVITIES (continued)

The differences between the total current tax shown above and the amount calculated by applying the standard rate of UK corporation tax to the profit before tax are as follows

	2011 £	2010 £
Profit on ordinary activities before tax	<u>1,359,252</u>	<u>1,179,029</u>
Tax on profit on ordinary activities at standard UK corporation tax rate of 27.5% (2010 28%)	373,813	330,128
Effects of Group relief	(377,332)	
Other timing differences	7,112	5,439
Effects of lower rates of tax	(886)	-
Current tax charge for year	<u>2,707</u>	<u>335,567</u>

The main rate of corporation tax reduced from 28% to 26% from 1 April 2011 resulting in a standard rate of corporation tax for the year to 30 June 2011 of 27.5%

7. DEBTORS

	2011 £	2010 £
Amounts falling due within one year		
Trade debtors	4,020,107	5,626,045
Prepayments	744	1,622
	<u>4,020,851</u>	<u>5,627,667</u>
Amounts falling due after more than one year		
Trade debtors	12,207,624	5,455,324
Amounts owed by group undertakings	-	569,617
Deferred taxation (see note 10)	21,202	15,592
	<u>12,228,826</u>	<u>6,040,533</u>
	<u>16,249,677</u>	<u>11,668,200</u>

Included within Trade Debtors are mortgage assets totalling £8,272,507 (2010 £6,150,092) which is funded through a securitisation vehicle

In the current year, the terms of the intercompany loan were extended, resulting in the balance not being repayable prior to 31 December 2012

HARPMANOR LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued) Year ended 30 June 2011

8. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2011 £	2010 £
Loan notes	6,295,979	4,801,965
Corporation tax	2,707	167,784
Other Creditors	26,217	22,389
Accruals and deferred income	637,903	684,188
	<u>6,962,806</u>	<u>5,676,326</u>

Loan notes are provided through a securitisation vehicle. They are transacted at market value and carry a fixed rate discount. They are secured on specific loan assets. All loan notes revolve within a three month period and are supported by a revolving 364 day liquidity facility which is due for renewal on 11 November 2011.

9. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	2011 £	2010 £
Amounts owed to group undertakings	<u>2,177,644</u>	<u>3,000</u>
Borrowings are repayable as follows		
Within one year	6,295,979	4,801,965
Between one and two years	<u>2,177,644</u>	<u>3,000</u>
	<u>8,473,623</u>	<u>4,804,965</u>

In the current year, the terms of the intercompany loan were extended, resulting in the balance not being repayable prior to 31 December 2012.

10. DEFERRED TAX ASSET

	£
Balance at 1 July 2010	15,592
Credit to profit and loss account	5,610
Balance at 30 June 2011	<u>21,202</u>

The amounts provided in the financial statements comprising a full provision are as follows

	2011 £	2010 £
Other timing differences	<u>21,202</u>	<u>15,592</u>

The directors believe that future profitability will be sufficient to ensure recoverability of the deferred taxation asset.

HARPMANOR LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued) Year ended 30 June 2011

11. CALLED UP SHARE CAPITAL

	2011 £	2010 £
Authorised 100 ordinary shares of £1 each	100	100
Called up, allotted and fully paid 2 ordinary shares of £1 each	2	2

12. PROFIT AND LOSS ACCOUNT

	£
At 1 July 2010	6,014,902
Retained profit for the financial year	1,362,155
At 30 June 2011	7,377,057

13. RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S FUNDS

	2011 £	2010 £
Opening shareholder's funds	6,014,904	5,166,003
Profit for the financial year	1,362,155	848,901
Closing shareholder's funds	7,377,059	6,014,904

14. CONTINGENT LIABILITY

The company's assets are subject to a fixed and floating charge in respect of £378 million of bank borrowings of the group (2010 £378 million)

15. CASH FLOW STATEMENT

As permitted by FRS 1 (Revised 1996) "Cash flow statements", the company has not produced a cash flow statement as it is a wholly owned subsidiary undertaking of Jerrold Holdings Ltd which has produced consolidated financial statements that are publicly available

16. RELATED PARTY TRANSACTIONS

As a wholly owned subsidiary undertaking of Jerrold Holdings Ltd, the company has taken advantage of the exemption in FRS 8 "Related party disclosures" not to disclose transactions with other members of the group headed by Jerrold Holdings Ltd

17. ULTIMATE PARENT COMPANY

The company is a wholly owned subsidiary undertaking of Jerrold Holdings Ltd, a company incorporated in Great Britain and registered in England and Wales

The largest and smallest group of which Harpmanor Limited is a member, and for which group financial statements are drawn up, is that headed by Jerrold Holdings Ltd, whose principal place of business is at Bracken House, Charles Street, Manchester, M1 7BD

H N Moser, a director of Jerrold Holdings Limited, and members of his close family, control the company as a result of controlling directly or indirectly 70% of the voting rights of Jerrold Holdings Limited