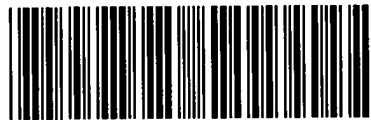


Interbay Holdings Ltd

Directors' Report and Financial Statements
For the Year Ended 31 December 2017
Company Number: 05878379

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Interbay Holdings Ltd

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Interbay Holdings Ltd

Company Information

DIRECTORS

John Eastgate
Clive Kornitzer
Andrew Parkes
Mark Parrett

SECRETARY

Nickesha Graham-Burrell

REGISTERED OFFICE

Reliance House
Sun Pier
Chatham
Kent
ME4 4ET

REGISTERED NUMBER

05878379 (England and Wales)

AUDITOR

KPMG LLP, Statutory Auditor
Chartered Accountants
15 Canada Square
London
E14 5GL

Interbay Holdings Ltd

Directors' Report

For the Year Ended 31 December 2017

The Directors present their Report and the Financial Statements of Interbay Holdings Ltd ('the Company') for the year ended 31 December 2017.

Principal activity

The Company was incorporated on 17 July 2006. The principal activity of the Company is as a holding company.

Business review

The result for the year after taxation amounted to a loss of £22 (2016: £3,861 loss), which reduced total equity shareholders' funds at 31 December 2017 to a net deficit of £3,439 (2016: £3,417 deficit).

Future developments

The Company will continue as a holding company.

Directors and their interests

The Directors who served throughout the period and to the date of this report were as follows:

John Eastgate
Clive Kornitzer
Andrew Parkes
Mark Parrett

No Director had any beneficial interest either in the share capital of the Company, or in any material contract or arrangement with the Company at any time during the period under review.

Third parties indemnities

Qualifying third party indemnity provisions for the benefit of the Directors were in force during the period under review and remain in force as at the date of approval of the Directors' Report and Financial Statements.

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.

Post balance sheet events

There were no material post balance sheet events.

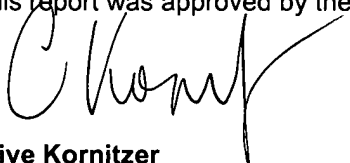
Dividends

The Directors do not recommend payment of a dividend (2016: nil).

Auditor

KPMG LLP have been appointed as auditors of the Company and expressed their willingness to continue in office. 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.

This report was approved by the Board on 26 June 2018 and signed on its behalf by:



Clive Kornitzer
Director

Interbay Holdings Ltd

Statement of Directors' Responsibilities in respect of The Directors' Report and The Financial Statements

For the Year Ended 31 December 2017

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 applicable law and Section 1A of FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (UK Generally Accepted Accounting Practice applicable to Smaller Entities).

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; and
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the Financial Statements, and
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

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

Approved by the Board and signed on its behalf by:



Clive Kornitzer
Director
26 June 2018

Interbay Holdings Ltd

Independent Auditor's Report to the Members of Interbay Holdings Ltd

Opinion

We have audited the Financial Statements of Interbay Holdings Ltd ('the Company') for the year ended 31 December 2017, which comprise the Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity 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 Company's affairs as at 31 December 2017 and of its loss for the year then ended;
- have been properly prepared in accordance with UK accounting standards applicable to smaller entities, including Section 1A of 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 Company in accordance with, UK ethical requirements including the FRC Ethical Standard, and the provisions available for small entities, in the circumstances set out in note 1 to the Financial Statements. 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.

Directors' Report

The Directors are responsible for the Directors' Report. 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 Directors' Report 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 Directors' Report;
- 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, 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

Interbay Holdings Ltd

Independent Auditor's Report to the Members of Interbay Holdings Ltd (continued)

- 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 these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 4, 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 Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

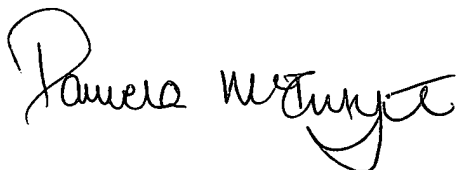
Auditor's responsibilities

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.



Pamela McIntyre (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
15 Canada Square
London
E14 5GL

26 June 2018

Interbay Holdings Ltd

Statement of Comprehensive Income

For the Year Ended 31 December 2017

	Note	2017 £	2016 £
Interest receivable and similar income	2	18	25
Interest payable and similar charges	3	<u>(12)</u>	<u>(18)</u>
Net interest income		6	7
Administrative expenses		<u>(33)</u>	<u>(4,833)</u>
Loss before tax		(27)	(4,826)
Taxation	6	<u>5</u>	<u>965</u>
Loss for the financial year		<u>(22)</u>	<u>(3,861)</u>

There were no recognised gains or losses for 2017 or 2016 other than those included in the Statement of Comprehensive Income.

There was no other comprehensive income for 2017 (2016: nil).

The loss for the year was derived from continuing operations.

The notes on pages 10 to 14 form part of these financial statements.

Interbay Holdings Ltd

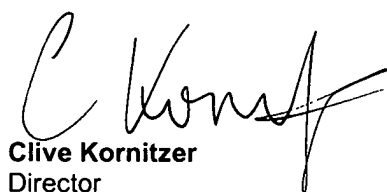
Statement of Financial Position

As at 31 December 2017

	Note	2017 £	2016 £
Fixed assets			
Investments in subsidiary undertakings	7	100	100
Current assets			
Debtors: Amounts falling due within one year	8	2,090	2,067
Cash at bank and in hand		<u>1</u>	<u>1</u>
		2,091	2,068
Creditors: Amounts falling due within one year	9	(5,630)	(5,585)
Net current liabilities		<u>(3,539)</u>	<u>(3,517)</u>
Total assets less current liabilities		<u>(3,439)</u>	<u>(3,417)</u>
Net liabilities		<u>(3,439)</u>	<u>(3,417)</u>
Capital and reserves			
Share capital	10	1,000	1,000
Retained earnings		<u>(4,439)</u>	<u>(4,417)</u>
Equity shareholders' funds		<u>(3,439)</u>	<u>(3,417)</u>

The notes on pages 10 to 14 form part of these accounts.

The accounts were approved by the Board of Directors on 26 June 2018 and were signed on its behalf by:



Clive Kornitzer
Director

Company registered number: 05878379

Interbay Holdings Ltd

Statement of Changes in Equity

For the Year Ended 31 December 2017

	Share capital £	Retained earnings £	Total shareholders' funds £
At 1 January 2016	1,000	(556)	444
Loss for the year	-	(3,861)	(3,861)
At 1 January 2017	1,000	(4,417)	(3,417)
Loss for the year	-	(22)	(22)
At 31 December 2017	1,000	(4,439)	(3,439)

Interbay Holdings Ltd

Notes to the Financial Statements

For the Year Ended 31 December 2017

1. Accounting policies

Basis of preparation

These Financial Statements have been prepared in accordance with applicable UK accounting standards, including Financial Reporting Standard 102: The Financial Reporting Standard Applicable in the United Kingdom and Republic of Ireland ('FRS102'), and with the Companies Act 2006. The Financial Statements have been prepared on the historical cost basis. The presentation currency of these Financial Statements is Pounds Sterling.

The Company's ultimate parent undertaking, OneSavings Bank plc ('OSB'), includes the Company in its consolidated financial statements. The consolidated financial statements of OSB are prepared in accordance with International Financial Reporting Standards ('IFRS') as adopted by the EU and are available to the public and may be obtained from the Bank's registered office: Reliance House, Sun Pier, Chatham, Kent, ME4 4ET. In these Financial Statements, the Company is considered to be a qualifying entity for the purposes of FRS 102 and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- The requirements of Section 3 Financial Statements Presentation paragraph 3.17(d).
- The requirements of Section 7 Statement of Cash Flows.

As the consolidated financial statements of OSB include the disclosures equivalent to those required by FRS 102, the Company has also taken the exemptions available in respect of the following disclosures:

- The requirements of Section 33 Related party Disclosures paragraph 33.7.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these Financial Statements.

There were no significant judgements made by the Directors, in the application of these accounting policies that have significant effect on the Financial Statements and estimates with a significant risk of material adjustment in the next year.

Going Concern

The Company, being loss-making and in a negative equity position, is dependent on continuing finance being made available by its parent undertaking to enable it to continue operating and to meet its liabilities as they fall due. OSB 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.

Interest income and expense

Interest income and interest expense represents interest on intercompany balances with OSB group companies. Interest is calculated in-line with the OSB Group transfer pricing policy and is accounted for on an accruals basis.

Taxation

Tax is recognised in profit or loss, other comprehensive income or directly in equity, consistently with the recognition of items it relates to.

The tax charge is the expected tax or credit on the taxable income or loss in the period and any adjustments in respect of previous years.

Investments in subsidiary undertakings

Investments in subsidiaries are measured at cost less accumulated impairment.

Interbay Holdings Ltd

Notes to the Financial Statements (continued)

For the Year Ended 31 December 2017

1. Accounting policies (continued)

Basic financial instruments

The Company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like amounts owed by and to group undertakings which are recognised at transaction price.

2. Interest receivable and similar income

	2017 £	2016 £
On loans to group undertakings	<u>18</u>	<u>25</u>

3. Interest payable and similar charges

	2017 £	2016 £
On loans from group undertakings	<u>12</u>	<u>18</u>

4. Auditor's remuneration

	2017 £	2016 £
Fees payable to the Company's auditor for the audit of the Company financial statements	<u>-</u>	<u>4,800</u>

The audit fee for the year of £5,000 was borne and paid by Interbay Funding, Ltd.

5. Information regarding Directors and employees

OSB, the ultimate parent company of Interbay Holdings Ltd, provides the Company with employee services. The Company will continue to have no employees.

The Directors were employed and remunerated as Directors or executives of OSB and its subsidiaries ('the Group') in respect of 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.

Interbay Holdings Ltd

Notes to the Financial Statements (continued)

For the Year Ended 31 December 2017

6. Taxation

	2017 £	2016 £
Corporation tax on losses for the year	<u>(5)</u>	<u>(965)</u>

Factors affecting tax charge for the year

Tax is charged at the weighted average rate of corporation tax for the period of 19.25% (2016: 20.00%). The tax reconciliation is presented below:

	2017 £	2016 £
Loss on ordinary activities before tax	<u>(27)</u>	<u>(4,826)</u>
Current tax at 19.25% (2016: 20.00%)	<u>(5)</u>	<u>(965)</u>
	<u>(5)</u>	<u>(965)</u>

Factors that may affect future tax charges

A reduction in the UK corporation tax rate from 20% to 19% (effective from 1 April 2017) and a further reduction to 18% (effective from 1 April 2020) were substantively enacted on 26 October 2015. A further reduction to 17% (effective from 1 April 2020) was substantively enacted on 6 September 2016. This will reduce the Company's future tax charge accordingly.

Interbay Holdings Ltd

Notes to the Financial Statements (continued)

For the Year Ended 31 December 2017

7. Investments in subsidiaries

The Company's cost and net book value of investments in subsidiary undertakings as at 31 December 2017 was £100 (2016: £100).

The Company has the following investments in subsidiary undertakings:

Name	Class of shares	Holding	Principal activity	Aggregate of share capital and reserves £'000	Profit / (loss) £'000
Direct subsidiaries					
Inter Bay Financial I Limited	Ordinary	100%	Holding company	(17,086)	(198)
Inter Bay Financial II Limited	Ordinary	100%	Holding company	31,560	35,198
Indirect subsidiaries					
5D Finance Limited	Ordinary	100%	Origination and servicing of commercial mortgage loans	1,426	12
5D Lending Ltd	Ordinary	100%	Holding of commercial mortgage loans	(55)	(30)
Interbay Funding, Ltd	Ordinary	100%	Origination and servicing of commercial mortgage loans	30,251	36,306
Interbay ML, Ltd	Ordinary	100%	Lending on commercial mortgage loans	29,631	27,734
				75,727	99,022

All subsidiaries have a registered office of Reliance House, Sun Pier, Chatham, Kent, ME4 4ET.

8. Debtors

	2017 £	2016 £
Amounts owed by group undertakings	2,085	1,102
Corporation tax receivable	5	965
	2,090	2,067

Interbay Holdings Ltd

Notes to the Financial Statements (continued)

For the Year Ended 31 December 2017

9. Creditors: Amounts falling due within one year

	2017 £	2016 £
Amounts owed to group undertakings	5,630	785
Accruals and deferred income	-	4,800
	<u>5,630</u>	<u>5,585</u>

10. Called up share capital

	2017 £	2016 £
Shares classified as equity		
Allotted, called-up and fully paid		
100,000 ordinary share of £0.01 each	<u>1,000</u>	<u>1,000</u>

11. 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 OSB, 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 OSB's registered office: Reliance House, Sun Pier, Chatham, Kent, ME4 4ET.