

COMPANY REGISTRATION NUMBER 5698399

HI Tricomm Holdings Limited
Financial statements
30 September 2013



HI Tricomm Holdings Limited

Financial statements

Year ended 30 September 2013

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HI Tricomm Holdings Limited

Officers and professional advisers

The board of directors	Mark Greenwood Andrew R Cunningham Nicholas M F Jopling Nick P On
Company secretary	Michael P Windle
Registered office	Citygate St James' Boulevard Newcastle upon Tyne NE1 4JE
Auditor	PricewaterhouseCoopers LLP Chartered Accountants & Statutory Auditor Central Square South Orchard Street Newcastle upon Tyne NE1 3AZ
Bankers	Barclays Bank Plc Barclays House 71 Grey Street Newcastle Upon Tyne NE99 1JP
Solicitors	Bond Dickinson LLP St Ann's Wharf 112 Quayside Newcastle Upon Tyne NE99 1SB

HI Tricomm Holdings Limited

Directors' report

Year ended 30 September 2013

The directors present their report and the financial statements of the company for the year ended 30 September 2013

Principal activities

The principal activity of the company during the year was that of an investment company

Directors

The directors who served the company during the year were as follows

Mark Greenwood
Andrew R Cunningham
Peter Q P Couch
Nicholas M F Jopling
Nick P On

Peter Q P Couch resigned as a director on 31 January 2014

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 year.

In preparing these financial statements, the directors are required to

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

Auditor

PricewaterhouseCoopers LLP are deemed to be re-appointed under section 487(2) of the Companies Act 2006

Each of the persons who is a director at the date of approval of this report confirm that

- so far as each director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- each director has taken all 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.

HI Tricomm Holdings Limited

Directors' report *(continued)*

Year ended 30 September 2013

Small company provisions

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption

Signed by order of the directors



Michael P Windle
Company Secretary

Approved by the directors on 20 June 2014

HI Tricomm Holdings Limited

Independent auditor's report to the shareholders of HI Tricomm Holdings Limited

Year ended 30 September 2013

Report on the financial statements

Our opinion

In our opinion the financial statements, defined below

- give a true and fair view of the state of the company's affairs as at 30 September 2013 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

This opinion is to be read in the context of what we say in the remainder of this report

What we have audited

The financial statements, which are prepared by HI Tricomm Holdings Limited, comprise

- the profit and loss account for the year ended 30 September 2013,
- the balance sheet as at 30 September 2013,
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information

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)

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events

What an audit of financial statements involves

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)") 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 financial statements to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report

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

HI Tricomm Holdings Limited

Independent auditor's report to the shareholders of HI Tricomm Holdings Limited

Year ended 30 September 2013

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion

- we have not received all the information and explanations we require for our audit, or
- 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

We have no exceptions to report arising from this responsibility

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to prepare financial statements in accordance with the small companies' regime and take advantage of the small companies exemption from preparing a Strategic Report. We have no exceptions to report arising from this responsibility

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Directors' Responsibilities Statement set out on page 2, 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 ISAs (UK & Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.



Jonathan Greenaway (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Newcastle upon Tyne
20 June 2014

HI Tricomm Holdings Limited

Profit and loss account

Year ended 30 September 2013

	Note	2013 £	2012 £
Turnover		-	-
Operating profit	2	-	-
Amount written (back to)/off investments	3	8,288,284	(3,830,737)
Profit/(loss) on ordinary activities before taxation		8,288,284	(3,830,737)
Tax on profit/(loss) on ordinary activities	4	-	-
Profit/(loss) for the financial year		8,288,284	(3,830,737)
Balance brought forward		(21,201,376)	(17,370,639)
Balance carried forward		<u>(12,913,092)</u>	<u>(21,201,376)</u>

All of the activities of the company are classed as continuing

Statement of total recognised gains and losses

There are no recognised gains or losses other than the profit of £8,288,284 attributable to the shareholders for the year ended 30 September 2013 (2012 - loss of £3,830,737)

The notes on pages 8 to 10 form part of these financial statements.

HI Tricomm Holdings Limited

Balance sheet

30 September 2013

	Note	2013		2012
		£	£	£
Fixed assets				
Investments	5		<u>19,210,934</u>	<u>10,922,650</u>
Current assets				
Debtors	6	586,710		586,710
Cash at bank		<u>11,681</u>		<u>11,681</u>
			598,391	598,391
Total assets			<u>19,809,325</u>	<u>11,521,041</u>
Capital and reserves				
Called-up equity share capital	8		32,722,417	32,722,417
Profit and loss account			<u>(12,913,092)</u>	<u>(21,201,376)</u>
Shareholders' funds	9		<u>19,809,325</u>	<u>11,521,041</u>

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies regime

These accounts were approved by the directors and authorised for issue on 20 June 2014, and are signed on their behalf by



Mark Greenwood
Director

Company Registration Number 5698399

The notes on pages 8 to 10 form part of these financial statements.

HI Tricomm Holdings Limited

Notes to the financial statements

Year ended 30 September 2013

1. Accounting policies

Basis of accounting

The financial statements have been prepared under the historical cost convention, and in accordance with applicable UK accounting standards

The financial statements are prepared on the going concern basis in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom, which have been applied consistently throughout the year

Cash flow statement

The company is a wholly owned subsidiary of Grainger plc and the cash flows of the company are included in the consolidated cash flow statement of Grainger plc. Consequently, the company is exempt under the terms of Financial Reporting Standard No 1 (Revised 1996) from preparing a cash flow statement

Investments

Fixed asset investments are stated at cost less provision for diminution in value

Group accounts

The financial statements contain information about HI Tricomm Holdings Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of the ultimate parent company, Grainger plc, a company registered in England and Wales

2. Operating profit

Operating profit is stated after crediting

2013	2012
£	£

Audit fees are statutory audit fees only and are borne by another Group company

There are no persons holding service contracts with the company. None of the directors received any remuneration from the company during the year, or in the previous year

3. (Profit)/loss on disposal of investments

2013	2012
£	£

Amount written (back to)/off investments

(8,288,284)	3,830,737
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4. Taxation on ordinary activities

There is no unprovided deferred tax liability or unrecognised deferred tax asset in these financial statements

HI Tricomm Holdings Limited

Notes to the financial statements

Year ended 30 September 2013

4. Taxation on ordinary activities (continued)

(a) Factors affecting current tax charge

The tax assessed on the profit/(loss) on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 23.50% (2012 - 25%)

	2013 £	2012 £
Profit/(loss) on ordinary activities before taxation	<u>8,288,284</u>	<u>(3,830,737)</u>
Profit/(loss) on ordinary activities by rate of tax	<u>1,947,747</u>	(957,684)
Impairment of investments in subsidiary undertakings	<u>(1,947,747)</u>	<u>957,684</u>
Total current tax (note 4(a))	<u>-</u>	<u>-</u>

(b) Factors that may affect future tax charges

There are no factors that are expected to significantly affect the taxation charge in future years

5. Investments

	Total £
Cost	
At 1 October 2012 and 30 September 2013	<u>29,022,465</u>
Amounts written off	
At 1 October 2012	18,099,815
Written off in prior years written back	<u>(8,288,284)</u>
At 30 September 2013	<u>9,811,531</u>
Net book value	
At 30 September 2013	<u>19,210,934</u>
At 30 September 2012	<u>10,922,650</u>

The company owns 100% of the issued share capital of the companies listed below

Company	Nature of business
Tricomm Housing (Holdings) Limited	Investment company
Infrastructure Investors Defence Housing (Bristol) Limited	Investment company
Tricomm Housing Limited	Property investment

6 Debtors

	2013 £	2012 £
Amounts owed by group undertakings	<u>586,710</u>	<u>586,710</u>

7 Related party transactions

The company has taken advantage of the exemption available under Financial Reporting Standard No 8 and has not disclosed transactions with companies that are part of the Grainger plc group

HI Tricomm Holdings Limited

Notes to the financial statements

Year ended 30 September 2013

8 Share capital

Allotted, called up and fully paid:

	2013		2012	
	No	£	No	£
Ordinary shares of £0.01 each				
	<u>3,272,241,700</u>	<u>32,722,417</u>	<u>3,272,241,700</u>	<u>32,722,417</u>

9 Reconciliation of movements in shareholders' funds

	2013	2012
	£	£
Profit/(Loss) for the financial year	8,288,284	(3,830,737)
Opening shareholders' funds	<u>11,521,041</u>	<u>15,351,778</u>
Closing shareholders' funds	<u>19,809,325</u>	<u>11,521,041</u>

10. Ultimate parent undertaking and controlling party

The directors regard Grainger plc, a company registered in England and Wales, as the ultimate parent undertaking and the ultimate controlling party, being the parent undertaking of the smallest and largest group to consolidate these financial statements. Copies of the Grainger plc consolidated financial statements may be obtained from The Secretary, Grainger plc, Citygate, St James' Boulevard, Newcastle upon Tyne, NE1 4JE.

Atlantic Metropolitan (UK) Limited is the immediate controlling party and parent company by virtue of its 100% shareholding in the company.