

**HARBOUR FUNDING PLC**

**Annual Report**

**For the year ended 31 December 2017**

**Companies House no: 04865683**

# **HARBOUR FUNDING PLC**

## **Annual report and Financial Statements for the year ended 31 December 2017**

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### **Directors**

C. Burke  
F. Edge  
I. Peacock  
P. Williamson

### **Company Secretary**

T.H.F.C. (Services) Limited

### **Registered Office**

4<sup>th</sup> Floor  
107 Cannon Street  
London  
EC4N 5AF

### **Company Number**

04865683

### **Independent Auditor**

Nexia Smith & Williamson Audit Limited  
Chartered Accountants and Statutory Auditor  
25 Moorgate  
London  
EC2R 6AY

## HARBOUR FUNDING PLC

### DIRECTORS' REPORT

Year ended 31 December 2017

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The directors submit their Directors' report, Strategic report and audited financial statements for the year ended 31 December 2017.

### RESULTS AND DIVIDEND

Harbour Funding Plc (the **company**) made neither a profit nor a loss for the year. The directors do not propose the payment of a dividend (2016: £Nil).

### SHARE CAPITAL AND COMPANY STRUCTURE

Harbour Funding Plc is a public limited company incorporated and domiciled in the England and Wales. 49,999 shares of the company are held by Harbour Funding (Holdings) Limited. One share is held by T.H.F.C. (Services) Limited on a fiduciary basis for the benefit of qualified charities.

### DIRECTORS

The directors of the company who served throughout the year and up to the date of signing the financial statements were:

C. Burke  
F. Edge  
I. Peacock  
P. Williamson

### CORPORATE GOVERNANCE

As an issuer of asset-backed securities (the **secured bonds**), the operations of the company are conducted by an administrator, T.H.F.C. (Services) Limited, in accordance with the requirements of a corporate services agreement and the trust deed. This arrangement is monitored by the board of directors who are also directors of the administrator. There is no requirement for a separate audit committee.

### STATEMENT OF DIRECTORS' RESPONSIBILITIES

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 prepared the financial statements in accordance with International Financial Reporting Standards (**IFRSs**) as adopted by the European Union as applied in accordance with the provisions of the Companies Act 2006. 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 accounting estimates that are reasonable and prudent;
- state whether applicable International Financial Reporting Standards (IFRSs) as adopted by the European Union have been followed, subject to any material departures disclosed and explained in the financial statements; and

## HARBOUR FUNDING PLC

### DIRECTORS' REPORT (continued)

Year ended 31 December 2017

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- 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.

The directors are responsible for the maintenance and integrity of any information published on the administrator's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

### DISCLOSURE OF INFORMATION TO AUDITOR

In the case of each director in office at the date the Directors' report is approved:

- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- he/she has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This report was approved by the board and signed on its behalf by:



Colin Burke  
T.H.F.C. (Services) Limited  
**Company Secretary**  
22 May 2018

## HARBOUR FUNDING PLC

### STRATEGIC REPORT

Year ended 31 December 2017

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#### PRINCIPAL ACTIVITIES

The company was incorporated on 13 August 2003. The principal activity of the company is to provide finance for housing associations (**HAs**) registered under The Housing Act 1996 through the issue of bonds secured on the assets of the company (the **secured bonds**).

On 28 August 2003 the company made an initial issue of secured bonds to a nominal value of £180,885,761, the proceeds of which were lent to HAs (the **borrowers**) on terms that ensured the company was not exposed to any risk on changes of interest rates. Further issues of secured bonds to a nominal value of £75,000,000 and £20,450,600 were made on 25 March 2004 and 30 September 2005 respectively.

All the company's operating costs, net of interest earned, are recoverable from borrowers. The borrowing HAs of the company are:

First Wessex  
The Guinness Partnership Limited  
North Hertfordshire Homes Limited

Prudential Trustee Company Limited acts as the trustee on behalf of all secured bondholders, under the terms of a trust deed, and has the benefit of a fixed charge over certain assets of the borrowers and a floating charge over all the assets of the company.

The bond trustee may exercise certain powers in predetermined circumstances in the event of default by the borrowers.

The company expects to continue its principal activity for the life of the secured bonds, which have a final repayment date of 2044.

The company does not use derivative financial instruments in its risk management procedures.

#### REVIEW OF BUSINESS AND FUTURE DEVELOPMENTS

The company has fulfilled its obligations under the bonds. Given the straight forward nature of the business, the company's directors are of the opinion that analysis using key performance indicators is not necessary for an understanding of the development, performance or position of the business. The directors consider the position of the company at the year end to be satisfactory.

On 13 December 2017 the listing of the bonds was moved from the Main Market of the London Stock Exchange to the Professional Securities Market of the London Stock Exchange.

The directors of the issuer's holding company, Harbour Funding (Holdings) Limited, are proposing to simplify the group structure by transferring its investment in the issuer to T.H.F.C. (Services) Limited and then dissolving the holding company.

#### FINANCIAL RISK MANAGEMENT

The key financial risks of the company and how they are managed are explained in note 3.

**HARBOUR FUNDING PLC**

**STRATEGIC REPORT**  
**Year ended 31 December 2017**

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This report was approved by the board and signed on its behalf by:



Colin Burke  
T.H.F.C. (Services) Limited  
**Company Secretary**  
22 May 2018

## **HARBOUR FUNDING PLC**

### **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HARBOUR FUNDING PLC** **Year ended 31 December 2017**

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#### **Opinion**

We have audited the financial statements of Harbour Funding Plc (the **company**) for the year ended 31 December 2017 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Cash Flows and the notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (**IFRSs**) as adopted by the European Union.

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.

#### **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 result for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; 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 under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Conclusions relating to going concern**

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

#### **Other information**

The other information comprises the information included in the Annual Report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or

## **HARBOUR FUNDING PLC**

### **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HARBOUR FUNDING PLC**

**(continued)**

**Year ended 31 December 2017**

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our knowledge obtained in the audit or otherwise appears to be materially misstated.

If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

#### **Opinion on other matters prescribed by the Companies Act 2006**

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic report and the Directors' report have been prepared in accordance with applicable legal requirements.

#### **Matters on which we are required to report by exception**

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic report or the Directors' report.

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.

#### **Responsibilities of directors**

As explained more fully in the directors' responsibilities statement set out on pages 1 to 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for 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 the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

#### **Auditor's responsibilities for the audit of the financial statements**

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



## HARBOUR FUNDING PLC

### INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HARBOUR FUNDING PLC (continued) Year ended 31 December 2017

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A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

*Nexia Smith & Williamson*

Guy Swarbreck  
Senior Statutory Auditor, for and on behalf of  
Nexia Smith & Williamson  
Statutory Auditor  
Chartered Accountants

25 Moorgate  
London  
EC2R 6AY

23 May 2018

**HARBOUR FUNDING PLC****STATEMENT OF COMPREHENSIVE INCOME****Year ended 31 December 2017**

	Note	2017 £	2016 £
<b>OPERATING INCOME</b>			
Interest receivable	4	10,904,386	10,903,759
Costs receivable from borrowers		<u>119,792</u>	<u>116,343</u>
		<u>11,024,178</u>	<u>11,020,102</u>
<b>OPERATING EXPENDITURE</b>			
Interest payable	5	10,904,386	10,903,759
Operating expenses	6	<u>119,792</u>	<u>116,343</u>
		<u>11,024,178</u>	<u>11,020,102</u>
<b>RESULT BEFORE AND AFTER TAXATION</b>	7	<u>-</u>	<u>-</u>
Other comprehensive income		<u>-</u>	<u>-</u>
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		<u>-</u>	<u>-</u>

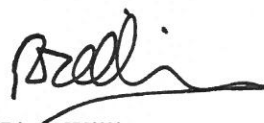
There have been no changes in equity in the current or prior year, therefore no separate statement of changes in equity has been prepared.

**HARBOUR FUNDING PLC****STATEMENT OF FINANCIAL POSITION****As at 31 December 2017**

	Note	2017 £	2016 £
<b>ASSETS</b>			
<b>Non-current assets</b>			
Loans to borrowers	9	206,051,637	206,041,129
<b>Current assets</b>			
Other receivables	10	2,803,323	2,802,679
Cash and cash equivalents		23,353	23,071
<b>TOTAL ASSETS</b>		<b>208,878,313</b>	<b>208,866,879</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Current liabilities</b>			
Other payables	11	2,814,176	2,813,250
<b>Non-current liabilities</b>			
Financial liabilities – secured bonds	12	206,051,637	206,041,129
<b>TOTAL LIABILITIES</b>		<b>208,865,813</b>	<b>208,854,379</b>
<b>Equity attributable to owners of the parent</b>			
Share capital	13	12,500	12,500
Retained earnings		-	-
<b>TOTAL EQUITY</b>		<b>12,500</b>	<b>12,500</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>208,878,313</b>	<b>208,866,879</b>

The accompanying notes on pages 11 - 21 are an integral part of these financial statements.

These financial statements on pages 8 - 21 were approved by the board and signed on its behalf by:



Piers Williamson  
**Director**  
22 May 2018

Harbour Funding Plc

Registered number 04865683

**HARBOUR FUNDING PLC****STATEMENT OF CASH FLOWS****Year ended 31 December 2017**

	Note	2017 £	2016 £
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>			
Cash generated from / (used in) operations	14	282	(627)
Interest received on loans		10,894,560	10,903,759
Interest paid on bonds		(10,894,560)	(10,903,759)
<b>NET CASH GENERATED FROM / (USED IN) OPERATING ACTIVITIES</b>		<b>282</b>	<b>(627)</b>
<b>NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS IN THE YEAR</b>		<b>282</b>	<b>(627)</b>
<b>CASH AND CASH EQUIVALENTS AT 1 JANUARY</b>		<b>23,071</b>	<b>23,698</b>
<b>CASH AND CASH EQUIVALENTS AT 31 DECEMBER</b>		<b>23,353</b>	<b>23,071</b>

# HARBOUR FUNDING PLC

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2017

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### 1 GENERAL INFORMATION

Harbour Funding Plc (the **company**) provides finance for housing associations (**HAs**). The company is a public limited company, limited by shares which has secured bonds listed on the Professional Securities Market of the London Stock Exchange. The listings were transferred from the Main Market of the London Stock Exchange on 13 December 2017. It is incorporated under the Companies Act 2006 and domiciled in England and Wales. The address of the registered office is 4<sup>th</sup> Floor, 107 Cannon Street, London, EC4N 5AF.

The company on-lent the proceeds of the issue of the secured bonds to HAs (the **borrowers**).

### 2 ACCOUNTING POLICIES

#### **Basis of preparation**

The financial statements have been prepared on a going concern basis in accordance with International Financial Reporting Standards (**IFRSs**) as adopted by the European Union, applied in accordance with the provisions of the Companies Act 2006.

The financial statements have been prepared under the historical cost convention.

#### **Changes in accounting policies and disclosures**

##### *(a) New and amended Standards and Interpretations adopted by the Company*

In the current year, the following new and amended Standards and Interpretations have been adopted by the Company:

- IAS 7 Statement of Cash Flows Disclosure Initiative (Effective 1 January 2017): The amendments respond to requests from investors for improved disclosures about changes in liabilities arising from financing activities by introducing a reconciliation of debt balances.

The adoption of these amendments has not had a material impact on the reported results or financial position of the Company and has not given rise to any additional disclosure requirements.

##### *(b) New and amended Standards and Interpretations mandatory for the first time for the financial year beginning 1 January 2017 but not currently relevant to the Company*

Other standards effective or amended in the year have not had a material impact on the reported results or financial position of the Company.

##### *(c) New and amended Standards and Interpretations issued but not effective for the financial year beginning 1 January 2017.*

- IFRS 9 Financial Instruments (Effective 1 January 2018): This deals with the classification, measurement and impairment of financial assets and financial liabilities.
- IFRS 15 Revenue from Contracts with Customers (Effective 1 January 2018): The standard represents a single revenue recognition standard to be applied across various industries. The standard replaces IAS 18 Revenue.

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

**Year ended 31 December 2017**

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- Amendments to IFRS 9 Prepayment Features with Negative Compensation (Effective 1 January 2019, not yet endorsed by the EU): These amendments are designed to enable, if certain conditions are met, companies to measure at amortised cost certain prepayable financial assets with so-called negative compensation and also clarifies the accounting for non-substantial modifications of financial liabilities should follow the same process as financial assets in similar circumstances.

The directors are currently assessing the impact and timing of adoption of these Standards on the Company's results and financial position.

The effect of all other new and amended Standards and Interpretations which are in issue but not yet mandatorily effective is not expected to be material.

**Critical Accounting Judgements**

The preparation of financial statements in accordance with IFRSs requires the use of certain critical accounting adjustments; these require management's judgement in applying the accounting policies. The main critical accounting judgement in preparing these financial statements is the evaluation as to whether the loans to HAs are impaired. The directors have concluded there is no objective evidence of any such impairment in the current year. As the company is not subject to any net credit risk any impairment would be matched by a similar adjustment to the gross liability.

The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented unless otherwise stated.

**Interest**

Interest receivable on loans to HAs and interest payable on the secured bonds is accounted for using the effective interest rate method. Any premiums/discounts on issue are added to/deducted from the original loan amount or secured bond nominal value and charged/credited to the statement of comprehensive income over the expected life of the loan or bond using the effective interest rate method so that the interest receivable and payable, as adjusted for the amortisation of premiums/discounts, gives a constant yield to maturity.

**Cash and cash equivalents**

Cash and cash equivalents represent amounts on demand deposited at commercial banks.

**Loans to borrowers ('loans')**

The loans are stated at amortised cost less allowance for loan impairment. Any premium or discount on issue is added to/deducted from the nominal value of the loans and charged or credited to the statement of comprehensive income over the expected life of the loans so that the interest income as adjusted for the amortisation of premium/discount gives a constant yield to maturity. Additional loan amounts are recognised in the financial statements when proceeds are drawn down.

**Secured bonds**

Secured bonds are stated at amortised cost. Any premium or discount on issue is added to/deducted from the nominal value of the secured bonds and charged or credited to the statement of comprehensive income over the expected life of the secured bonds so that the interest charge as adjusted for the amortisation of premium/discount gives a constant yield to maturity. Secured bonds are recognised in the financial statements as a liability when the proceeds are received.

### Netting

The company does not net financial assets and liabilities and has no other enforceable offsets.

### Fair Values

The fair value of a financial instrument is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction.

IFRS 13 *Fair value measurement* requires an entity to classify for disclosure purposes its financial instruments held at amortised cost according to a hierarchy that reflects the significance of observable market inputs. The three levels of the fair value hierarchy are defined below.

#### *Quoted market prices – Level 1*

Financial instruments are classified as Level 1 if their value is observable in an active market. Fair values for such instruments are reported by reference to unadjusted quoted prices for identical assets or liabilities where the quoted price is readily available, and the price represents actual and regularly occurring market transactions on an arm's length basis.

#### *Valuation technique using observable inputs – Level 2*

Financial instruments classified as Level 2 are fair valued using models whose inputs (for example, interest rates and credit spreads) are observable in an active market.

#### *Valuation technique using significant unobservable inputs – Level 3*

Financial instruments are classified as Level 3 if their valuation incorporates significant inputs that are not based on observable market data. The company has no instruments classified in Level 3 (2016: none).

The company's secured bonds are tradable but the markets are not considered to be active. Accordingly market prices of the reference gilts have been adjusted for an appropriate credit spread to arrive at a fair value (Level 2 valuation). The fair value of the associated fixed rate loan is similarly adjusted for appropriate credit spreads (Level 2 valuation).

### Prepayment

It is expected that each loan will run to maturity, however each loan agreement provides that any borrower may at any time purchase bonds at any price and following such a purchase the borrower is required to surrender the bonds to the company by way of prepayment of the borrower's loan in an amount equal to the outstanding balance of the bonds being surrendered. The prepaid amount of the loan and the equivalent bond nominal amount is removed from the statement of financial position on delivery of the Deed of Surrender.

### Segmental Analysis

All operating income and expenditure is derived from activities undertaken in the United Kingdom. The company's only activity is to provide finance to HAs. Other relevant segmental information is given in note 19.

### 3 FINANCIAL RISK MANAGEMENT

The proceeds from the issue of the 5.28% secured bonds due 2044 were used to make loans to HAs.

#### **Credit risk**

The company is subject to gross credit risk on its loans but no net risk.

The ability of the company to make payments of interest, principal and any other sums due in respect of the bonds will depend on the company receiving like amounts from the borrowers under their loan agreements.

To the extent that the company does not receive sufficient amounts in respect of such loan agreements (whether in the ordinary course of business, following the enforcement of its security obtained in respect of each loan agreement or otherwise) then the company will not have sufficient monies to pay interest, principal or other sums due in respect of the bonds. Non-payment by the company may not necessarily constitute an event of default under the bonds.

The carrying value of the loans represents the maximum exposure to gross credit risk. No loans are past due or impaired at 31 December 2017 (2016: None).

Gross credit risk on the loans is mitigated by the collateral and security arrangements described below:

The secured bonds are rated "A2/A" by Moody's Investor Service and Standard & Poor's at 31 December 2017 (2016: "A1/AA-").

On 28 September 2017 Moody's lowered their rating on the bonds in line with the Sovereign downgrade. On 22 December 2017 Standard & Poor's also lowered their rating on the bonds following a review and adoption of alternative rating criteria "Principles of Credit Rating".

#### **Collateral and security arrangements**

The company's gross credit risk is mitigated by the following factors. The loans are secured by way of a fixed charge over certain assets of the borrowers. All borrowers are subject to external regulation by the Regulator of Social Housing.

Each borrower has provided a first legal mortgage over property owned or leased by the borrower to ensure that the debt is adequately serviced from the relevant assets through to maturity in the event of a default.

As the on-going cash flow from the underlying security is the key component to securing the transaction, measurement of the book value and fair value of the secured properties is not required by the transaction documentation. For this reason it would not be practical or cost effective to obtain this information on an annual basis.

Prudential Trustee Company Limited acts as the trustee on behalf of all secured bondholders (the bond trustee), under the terms of a trust deed, and has the benefit of a fixed charge over certain assets of the borrowers and a floating charge over all the assets of the company.

The bond trustee has the power to take control of the charged properties in certain pre-determined circumstances to protect cash flows to be used to satisfy obligations under the bonds.



**Liquidity risk**

To mitigate liquidity risk the company collects interest from borrowers four business days prior to payment to bondholders. Additionally borrowers maintain a debt service reserve fund with the bond trustee which amounts to a minimum of one year's worth of interest payments that can be drawn upon in the event of a late payment.

Interest is receivable half yearly in arrears at an amount equal to the relevant borrower's proportionate share of all interest falling due for payment by the company on the secured bonds.

Each loan agreement provides that each borrower must repay its loan in full four business days prior to 31 March 2034. The company will upon receipt of such repayments redeem the whole, or the outstanding balance, of the bonds as appropriate.

Should a borrower default under the repayment obligation in its loan on 31 March 2034 there are provisions within the operation of the security for the loan whereby sufficient income is trapped with the intention of repaying the loan and associated bonds over a period of amortisation not exceeding 31 March 2044. The maturity analysis of financial liabilities is given in note 12.

As with credit risk to the extent that the company does not receive sufficient amounts in respect of the loan agreements (whether in the ordinary course of business, following the enforcement of its security obtained in respect of each loan agreement or otherwise) then the company will not have sufficient monies to pay interest, principal or other sums due in respect of the bonds. Non-payment by the company may not necessarily constitute an event of default under the bonds.

**Interest rate risk**

The interest charged on the loans is fixed and is equal to the interest payable on the related secured bonds and hence there is no cash flow risk between the receipt and payment of interest. Accordingly, the directors consider that the company is not subject to any risk on the fluctuation of interest rates.

**Fair value risk and market price risk**

There is a gross fair value risk on the loans and secured bonds but there is no net risk. Market price risk is not expected to impact on the company because (i) the loans and secured bonds are held at amortised cost in the financial statements and (ii) the company expects to hold them until maturity.

**Currency risk**

All financial assets and liabilities are denominated in sterling and hence there is no currency risk.

**4 INTEREST RECEIVABLE**

	2017 £	2016 £
On loans to borrowers	10,894,560	10,894,560
Amortisation of net discount	9,826	9,199
	<u>10,904,386</u>	<u>10,903,759</u>

# HARBOUR FUNDING PLC

## NOTES TO THE FINANCIAL STATEMENTS (continued) Year ended 31 December 2017

### 5 INTEREST PAYABLE

	2017 £	2016 £
On 5.28% secured bonds due 2034/2044	10,894,560	10,894,560
Amortisation of net discount	9,826	9,199
	<u>10,904,386</u>	<u>10,903,759</u>

### 6 OPERATING EXPENSES

Operating charges comprise management fees payable to T.H.F.C. (Services) Limited and other professional services fees.

### 7 RESULT BEFORE AND AFTER TAXATION

The result before and after taxation is wholly attributable to the company's principal activity, arose wholly within the United Kingdom and is stated after charging:

	2017 £	2016 £
Fees paid to current auditor for annual audit of financial statements – current year	<u>6,990</u>	<u>7,374</u>

### 8 EMPLOYEES

There were no employees during the year other than the directors (2016: Nil). The directors received no remuneration during the year directly from the company in respect of their qualifying services (2016: £Nil). All directors are remunerated by T.H.F.C. (Services) Limited for their services to the company. It is not practicable to obtain the relevant data to accurately disclose the company's share of this cost.

### 9 LOANS TO BORROWERS

	2017 £	2016 £
Loan amount	206,336,361	206,336,361
Unamortised discount	(1,054,100)	(1,093,793)
Unamortised premium	<u>758,868</u>	<u>788,735</u>
<b>Amortised cost</b>	<b>206,041,129</b>	<b>206,031,303</b>
Net discount due within one year	<u>10,508</u>	<u>9,826</u>
<b>Non-current amortised cost</b>	<b><u>206,051,637</u></b>	<b><u>206,041,129</u></b>

Collateral arrangements are set out in note 3.

# HARBOUR FUNDING PLC

## NOTES TO THE FINANCIAL STATEMENTS (continued) Year ended 31 December 2017

### 10 OTHER RECEIVABLES

	2017 £	2016 £
Net discount on loans due within one year	10,508	9,826
Interest receivable	2,746,026	2,746,026
Other receivables	7,500	7,884
Prepaid expenses	39,289	38,943
	<u>2,803,323</u>	<u>2,802,679</u>

### 11 OTHER PAYABLES

	2017 £	2016 £
Net discount on secured bonds due within one year	10,508	9,826
Interest payable	2,746,026	2,746,026
Other payables	10,853	10,571
Accruals	46,789	46,827
	<u>2,814,176</u>	<u>2,813,250</u>

### 12 FINANCIAL LIABILITIES – SECURED BONDS

	2017 £	2016 £
5.28% secured bonds due 2034/ 2044		
Nominal amount	206,336,361	206,336,361
Unamortised discount	(1,054,100)	(1,093,794)
Unamortised premium	758,868	788,736
<b>Amortised cost</b>	<b>206,041,129</b>	<b>206,031,303</b>
Net discount due within one year	10,508	9,826
<b>Non-current amortised cost</b>	<b><u>206,051,637</u></b>	<b><u>206,041,129</u></b>

Details of security are set out in note 3.

# HARBOUR FUNDING PLC

## NOTES TO THE FINANCIAL STATEMENTS (continued) Year ended 31 December 2017

The 5.28% secured bonds are listed and are repayable between 2034 and 2044 and were issued in the following tranches:

	<b>Nominal Value £</b>	<b>Premium/ (Discount) £</b>
28 August 2003	180,885,761	(12,844)
25 March 2004	75,000,000	(1,451,250)
30 September 2005	20,450,600	1,041,140
	<u>276,336,361</u>	<u>(422,954)</u>
Prepayment	(70,000,000)	-
	<u>206,336,361</u>	<u>(422,954)</u>

The net discount and cumulative amortisation at the beginning of the year was £305,058 and £117,897 (2016: £314,257 and £108,697) respectively. Amortisation charged during the year was £9,826 (2016: £9,199).

The discount arising on 28 August 2003 was charged to the statement of comprehensive income on issue because the amount was not significant in relation to nominal value and had no impact on the effective interest rate. The other discount/premium has been deducted from/added to the value of the secured bonds and is amortised through the statement of comprehensive income over the life of the secured bonds.

The net proceeds of the above issues were used to make loans to the borrowers of the company. The secured bonds are repayable in full between 31 March 2034 and 31 March 2044.

Interest on the secured bonds is payable half yearly in arrears.

### Contractual cash flows on secured bonds

<b>2017</b>	<b>Due within one year £</b>	<b>Due within one to two years £</b>	<b>Due within two to five years £</b>	<b>Due in over five years £</b>	<b>Total 2017 £</b>
Principal	-	-	-	206,336,361	206,336,361
Interest	10,894,560	10,894,560	32,683,680	125,287,438	179,760,238
<b>Total</b>	<u>10,894,560</u>	<u>10,894,560</u>	<u>32,683,680</u>	<u>331,623,799</u>	<u>386,096,599</u>

# HARBOUR FUNDING PLC

## NOTES TO THE FINANCIAL STATEMENTS (continued) Year ended 31 December 2017

2016	Due within one year	Due within one to two years	Due within two to five years	Due in over five years	Total 2016
	£	£	£	£	£
Principal	-	-	-	206,336,361	206,336,361
Interest	10,894,560	10,894,560	32,683,680	136,181,998	190,654,798
<b>Total</b>	<b>10,894,560</b>	<b>10,894,560</b>	<b>32,683,680</b>	<b>342,518,359</b>	<b>396,991,159</b>

### 13 SHARE CAPITAL

	2017 £	2016 £
<i>Allotted and part paid</i>		
50,000 (2016: 50,000) ordinary shares of £1 each quarter paid	<b>12,500</b>	12,500

The company's capital comprises only its share capital which the directors consider adequate for its ongoing working capital requirements in relation to its obligations under the bonds. The company is not subject to externally imposed capital requirements.

### 14 RECONCILIATION OF RESULT BEFORE TAXATION TO CASH GENERATED FROM / (USED IN) OPERATIONS

	2017 £	2016 £
Result before tax	-	-
Adjustments for:		
Interest receivable	(10,904,386)	(10,903,759)
Interest payable	10,904,386	10,903,759
Changes in working capital:		
Decrease / (increase) in receivables	38	(2,547)
Increase in payables	244	1,920
Cash generated from / (used in) operations	<b>282</b>	(627)

**NOTES TO THE FINANCIAL STATEMENTS (continued)**  
**Year ended 31 December 2017**

**15 FAIR VALUES OF FINANCIAL INSTRUMENTS**

The Level 2 fair value of the 5.28% secured bonds due 2034/2044 and associated loans, as at 31 December 2017 are shown below. The fair value is derived from the market value of the reference gilts at that date. There is no difference between the fair value and carrying value of all other financial assets and liabilities.

	2017		2016	
	Carrying value	Fair value	Carrying value	Fair value
	£	£	£	£
<b>Financial assets:</b>				
<i>Classified as loans &amp; receivables</i>				
Loans to borrower(s)				
Non-current	206,051,637		206,041,129	
Current	(10,508)		(9,826)	
Total	<u>206,041,129</u>	<u>271,725,193</u>	<u>206,031,303</u>	<u>267,896,763</u>
Interest receivable	2,746,026	2,746,026	2,746,026	2,746,026
Other receivables	7,500	7,500	7,884	7,884
<b>Total financial assets</b>	<u>208,794,655</u>	<u>274,478,719</u>	<u>208,785,213</u>	<u>270,650,673</u>
<b>Financial liabilities:</b>				
<i>Classified as financial liabilities at amortised cost</i>				
Secured bonds				
Non-current	206,051,637		206,041,129	
Current	(10,508)		(9,826)	
Total	<u>206,041,129</u>	<u>271,725,193</u>	<u>206,031,303</u>	<u>267,896,763</u>
Interest payable	2,746,026	2,746,026	2,746,026	2,746,026
Other payables and accruals	57,642	57,642	57,398	57,398
<b>Total financial liabilities</b>	<u>208,844,797</u>	<u>274,528,861</u>	<u>208,834,727</u>	<u>270,700,187</u>

**16 ULTIMATE PARENT COMPANY**

At 31 December 2017 the company's immediate and ultimate parent company was Harbour Funding (Holdings) Limited, a company incorporated in the United Kingdom. Harbour Funding (Holdings) Limited is the only company to prepare consolidated financial statements which include the company. The entire share capital of Harbour Funding (Holdings) Limited is held by a share trustee under a declaration of trust on behalf of qualified charities. Copies of the group financial statements may be obtained from the Company Secretary's office c/o T.H.F.C. (Services) Limited, 4<sup>th</sup> Floor, 107 Cannon Street, London EC4N 5AF.

The directors of Harbour Funding (Holdings) Limited are proposing to simplify the group structure by transferring its investment in the issuer to T.H.F.C. (Services) Limited and then dissolving the holding company.

## HARBOUR FUNDING PLC

### NOTES TO THE FINANCIAL STATEMENTS (continued) Year ended 31 December 2017

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#### 17 RELATED PARTY TRANSACTIONS

All administrative services are provided under a management agreement with T.H.F.C. (Services) Limited, a subsidiary of The Housing Finance Corporation Limited. The directors are employees of T.H.F.C. (Services) Limited. Management fees payable to T.H.F.C. (Services) Limited during the year amounted to £79,031 (2016: £77,253). Amounts due from T.H.F.C. (Services) Limited at 31 December 2017 amounted to £20,288 (2016: £19,581).

The company has granted security in favour of Prudential Trustee Company Limited ("the bond trustee") to secure the bonds and other monies under the terms of a trust deed dated 28 August 2003 (as amended by supplemental agreements). Fees payable to the trustee for the year amounted to £8,036 (2016: £7,750). Amounts due from the bond trustee at 31 December 2017 amounted to £5,322 (2016: £5,230).

#### 18 TAXATION

The company has incurred no tax liability in the current year or prior year.

#### 19 SEGMENTAL INFORMATION

Details of borrowers whose total interest payable to the company exceeds 10% of the total interest receivable for the year are given below.

<b>Borrower</b>	<b>2017</b>	<b>2016</b>
	<b>%</b>	<b>%</b>
North Hertfordshire Housing Association Limited	<b>42</b>	42
First Wessex	<b>36</b>	36
The Guinness Partnership Limited	<b>22</b>	22
<b>Total</b>	<b>100</b>	100

#### 20 SECURITY OFFERED TO INVESTORS

Harbour Funding Plc is a special purpose vehicle and the security offered to investors is limited only to the assets of the company being principally the secured loans and share capital. The shareholders of the company's parent, Harbour Funding (Holdings) Limited (or the company's parent following the proposed dissolution of the holding company), cannot be held liable for the debts of the company in the event of insolvency.