

**SUNDERLAND (SHG) FINANCE PLC**

**Annual Report**

**For the year ended 31 December 2017**

**Companies House no: 04226284**

## **SUNDERLAND (SHG) FINANCE 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**

04226284

#### **Independent Auditor**

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

## SUNDERLAND (SHG) FINANCE 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

Sunderland (SHG) Finance Plc (the **company**) made neither a profit nor a loss for the year. The directors do not propose the payment of a dividend.

### SHARE CAPITAL AND COMPANY STRUCTURE

Sunderland (SHG) Finance Plc is a public limited company incorporated and domiciled in England and Wales. 49,999 shares of the company are held by Sunderland (SHG) Finance Holdings Limited. One share is held by Prudential Trustee Company Limited on a fiduciary basis.

### 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;

## SUNDERLAND (SHG) FINANCE PLC

### DIRECTORS' REPORT (continued)

Year ended 31 December 2017

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- 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
- 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  
of T.H.F.C. (Services) Limited  
**Company Secretary**  
22 May 2018

## SUNDERLAND (SHG) FINANCE PLC

### STRATEGIC REPORT

Year ended 31 December 2017

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#### PRINCIPAL ACTIVITIES

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 ultimately secured on the assets of the company (the **secured bonds**). The company issued its first secured bonds to provide such finance on 26 June 2001. The company on-lent the proceeds to Gentoo Group Limited (**GGL**) via T.H.F.C. (Capital) Plc (**THFCC**) (the **borrower**) which is an aggregating intermediary for loans to GGL.

All the company's operating costs, net of interest earned, are recoverable from the borrower.

Prudential Trustee Company Limited acts as the trustee on behalf of all secured bond holders, 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 issuer.

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 2042.

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, Sunderland (SHG) Finance Holdings Limited, are proposing to simplify the group structure by transferring its investment in the issuer to the Prudential Trustee Company Limited and then dissolving the holding company.

#### FINANCIAL RISK MANAGEMENT

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

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



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

## SUNDERLAND (SHG) FINANCE PLC

### INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SUNDERLAND (SHG) FINANCE PLC

Year ended 31 December 2017

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#### Opinion

We have audited the financial statements of Sunderland (SHG) Finance 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.



## **SUNDERLAND (SHG) FINANCE PLC**

### **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SUNDERLAND (SHG) FINANCE PLC (continued)** **Year ended 31 December 2017**

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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 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

**SUNDERLAND (SHG) FINANCE PLC**

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SUNDERLAND (SHG) FINANCE  
PLC (continued)  
Year ended 31 December 2017**

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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.

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



**SUNDERLAND (SHG) FINANCE PLC****STATEMENT OF COMPREHENSIVE INCOME****Year ended 31 December 2017**

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	Note	2017 £	2016 £
<b>OPERATING INCOME</b>			
Interest receivable	4	13,574,519	13,574,953
Costs receivable from borrower		<u>21,176</u>	<u>23,607</u>
		<u>13,595,695</u>	<u>13,598,560</u>
 <b>OPERATING EXPENDITURE</b>			
Interest payable	5	13,574,519	13,574,653
Operating expenses		<u>21,176</u>	<u>23,907</u>
		<u>13,595,695</u>	<u>13,598,560</u>
 <b>RESULT BEFORE AND AFTER TAXATION</b>	6	<u>-</u>	<u>-</u>
 Other comprehensive income		<u>-</u>	<u>-</u>
 <b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		<u><u>-</u></u>	<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.

**SUNDERLAND (SHG) FINANCE PLC****STATEMENT OF FINANCIAL POSITION****As at 31 December 2017**

	Note	2017 £	2016 £
<b>ASSETS</b>			
<b>Non-current assets</b>			
Loan to borrower	8	212,859,400	212,861,795
<b>Current assets</b>			
Other receivables	9	3,435,856	3,435,943
Cash and cash equivalents		12,500	12,500
<b>TOTAL ASSETS</b>		<b>216,307,756</b>	<b>216,310,238</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Current liabilities</b>			
Other payables	10	3,435,856	3,435,943
<b>Non-current liabilities</b>			
Financial liabilities – secured bonds	11	212,859,400	212,861,795
<b>TOTAL LIABILITIES</b>		<b>216,295,256</b>	<b>216,297,738</b>
<b>Equity</b>			
Share capital	12	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>216,307,756</b>	<b>216,310,238</b>

The accompanying notes on pages 10-20 are an integral part of these financial statements.

These financial statements on pages 7-20 were approved by the board and signed on its behalf by:



Piers Williamson

**Director**

22 May 2018

Sunderland (SHG) Finance Plc

Registered No. 04226284

**SUNDERLAND (SHG) FINANCE PLC****STATEMENT OF CASH FLOWS****Year ended 31 December 2017**

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	Note	2017 £	2016 £
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>			
Cash generated from/(used in) operations	13	-	(300)
Interest received on loan		<b>13,576,768</b>	13,577,068
Interest paid on secured bonds		<b>(13,576,768)</b>	(13,576,768)
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>		<b>-</b>	<b>-</b>
<b>NET INCREASE IN CASH AND EQUIVALENTS IN THE YEAR</b>		<b>-</b>	<b>-</b>
<b>CASH AND CASH EQUIVALENTS AT 1 JANUARY</b>		<b>12,500</b>	12,500
<b>CASH AND CASH EQUIVALENTS AT 31 DECEMBER</b>		<b>12,500</b>	12,500

## SUNDERLAND (SHG) FINANCE PLC

### NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2017

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#### 1 GENERAL INFORMATION

Sunderland (SHG) Finance Plc (the **company**) provides finance for housing associations (HAs). The company is a public limited company limited by shares which has issued 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 and domiciled in England and Wales. The address of the registered office is 4th Floor, 107 Cannon Street, London, EC4N 5AF.

The company on-lent the proceeds of the issue of the secured bonds to T.H.F.C. (Capital) Plc (**THFCC**) (the **borrower**). THFCC on-lent the proceeds to Gentoo Group Limited (**GGL**) under a loan agreement.

#### 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.

- 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 loan to THFCC is 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 the loan to the borrower 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 bonds 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.

### **Loan to borrower ('loan')**

The loan is stated at amortised cost less allowance for loan losses. Any premium or discount on issue is added to/deducted from the nominal value of the loan and charged or credited to the statement of comprehensive income over the expected life of the loan so that the interest income as adjusted for the amortisation of premium/discount gives a constant yield to maturity.

### **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 bond so that the interest charge as adjusted for the amortisation of premium/discount gives a constant yield to maturity.

## SUNDERLAND (SHG) FINANCE PLC

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

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#### **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 gilt 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 loans is similarly adjusted for appropriate credit spreads (Level 2 valuation).

#### **Prepayment**

It is expected that each loan will run to maturity, however the loan agreement between THFCC and GGL provides that GGL may at any time purchase the secured bonds. Bonds purchased must be surrendered to the company and an amount of the outstanding balance of the loan between THFCC and GGL equal to the outstanding balance of the bonds surrendered shall be deemed to be prepaid. Following any such purchase a corresponding amount of the outstanding loan between the company and THFCC equal to the amount of the bonds surrendered shall also be deemed to be prepaid. The prepaid amounts 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 THFCC. Therefore 100% of interest income is receivable from THFCC.

## 3 FINANCIAL RISK MANAGEMENT

The proceeds from the issue of the 6.38% secured bonds 2042 were used to make a loan to the borrower.

### Credit risk

The company is subject to gross credit risk on its loan to THFCC 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 THFCC under its loan agreement and by THFCC receiving the like amounts from GGL under its loan agreement with GGL.

To the extent that the company does not receive sufficient amounts in respect of the loan agreement (whether in the ordinary course of business, following the enforcement of its security obtained in respect of the 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 loan represents the maximum exposure to gross credit risk. The loan is not past due or impaired at 31 December 2017 (2016: None).

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

The secured bonds are rated "A1/AA-" by Moody's Investor Service and Standard & Poor's at 31 December 2017 (2016: "Aa3/AA-").

On 28 September 2017 Moodys Investor Service lowered their rating on the bonds in line with the Sovereign downgrade.

On 27 December 2017 Standard & Poor's confirmed that the rating of the bonds is still on credit watch with negative implications.

### Collateral and security arrangements

The company's gross credit risk is mitigated by the following factors. The loan is secured by way of a fixed charge over certain assets of the underlying borrower (GGL). The underlying borrower is subject to external regulation by the Regulator of Social Housing. The underlying 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.

The Prudential Trustee Company Limited acts as the trustee on behalf of all secured bond holders (the bond trustee), under the terms of a Security trust deed, and has the benefit of a fixed charge over certain assets of the borrower 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 borrower collects interest from GGL four business days prior to payment to bondholders. Additionally GGL maintains a debt service reserve fund with the bond trustee which is a minimum of one year's worth of interest payments that can be drawn upon in the event of a late payment.

The loan repayments by GGL to the borrower commence four business days before 31 March 2022. The repayments are calculated on an annuity basis with the final repayment being made four business days before 31 March 2042. Interest is receivable half yearly in arrears at an amount equal to the interest falling due for payment by the company on the secured bonds.

Interest on the secured bonds is payable half yearly in arrears. As from 31 March 2022, each half yearly payment will be increased to include a capital element in order to redeem part of the principal amount of the secured bonds.

The maturity analysis of financial liabilities is given in note 11.

As with credit risk to the extent that the company does not receive sufficient amounts in respect of the loan agreement (whether in the ordinary course of business, following the enforcement of its security obtained in respect of the 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 loan 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 loan and secured bonds but there is no net risk. Market price risk is not expected to impact on the company because (i) the loan 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.

**SUNDERLAND (SHG) FINANCE PLC****NOTES TO THE FINANCIAL STATEMENTS (continued)****Year ended 31 December 2017****4 INTEREST RECEIVABLE**

	2017 £	2016 £
Bank interest	-	300
On loan to borrower	13,576,768	13,576,768
Amortisation of premium	(2,249)	(2,115)
	<u>13,574,519</u>	<u>13,574,953</u>

**5 INTEREST PAYABLE**

	2017 £	2016 £
On 6.38% secured bonds 2042	13,576,768	13,576,768
Amortisation of premium	(2,249)	(2,115)
	<u>13,574,519</u>	<u>13,574,653</u>

**6 RESULT BEFORE AND AFTER TAXATION**

The result before 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>

**7 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.

**SUNDERLAND (SHG) FINANCE PLC****NOTES TO THE FINANCIAL STATEMENTS (continued)**  
**Year ended 31 December 2017****8 LOAN TO BORROWER**

	<b>2017</b>	<b>2016</b>
	<b>£</b>	<b>£</b>
Loan Amount	<b>212,802,000</b>	212,802,000
Unamortised premium	<b>59,795</b>	62,044
Amortised Cost	<b>212,861,795</b>	212,864,044
Premium due within one year	<b>(2,395)</b>	(2,249)
Non-current amortised cost	<b>212,859,400</b>	212,861,795

Collateral arrangements are set out in note 3.

**9 OTHER RECEIVABLES**

	<b>2017</b>	<b>2016</b>
	<b>£</b>	<b>£</b>
Premium due within one year	<b>2,395</b>	2,249
Interest receivable	<b>3,422,089</b>	3,422,089
Prepayments	<b>3,872</b>	3,721
Other receivables	<b>7,500</b>	7,884
	<b>3,435,856</b>	3,435,943

**10 OTHER PAYABLES**

	<b>2017</b>	<b>2016</b>
	<b>£</b>	<b>£</b>
Premium on secured bonds due within one year	<b>2,395</b>	2,249
Interest payable	<b>3,422,089</b>	3,422,089
Accruals	<b>11,372</b>	11,605
	<b>3,435,856</b>	3,435,943

**SUNDERLAND (SHG) FINANCE PLC**

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

**11 FINANCIAL LIABILITIES – SECURED BONDS**

	2017 £	2016 £
6.38% secured bonds 2042		
Amortised cost	212,802,000	212,802,000
Unamortised premium	59,795	62,044
Amortised cost	212,861,795	212,864,044
Premium due within one year	(2,395)	(2,249)
Non-current amortised cost	212,859,400	212,861,795

Details of security are set out in note 3.

The 6.38% secured bonds are listed and are repayable between 31 March 2022 and 31 March 2042 and were issued as follows:

	Nominal Value £	Premium £
26 June 2001	239,500,000	94,363
Prepayment 18 June 2010	(26,698,000)	(10,519)
	212,802,000	83,844

The net premium and cumulative amortisation at the beginning of the year was £62,044 and £21,800 respectively (2016: £64,159 and £19,685). Amortisation charged during the year was £2,249 (2016: £2,115).

The proceeds of the above issue of £239,594,363 were used to make loans to GGL via T.H.F.C. (Capital) Plc. All issue costs relating to the issue of these secured bonds were met directly by the GGL.

The premium on issue has been added to the value of the secured bonds and are amortised through the statement of comprehensive income over the life of the secured bonds.

**Contractual cash flows on secured bonds**

2017	Due within one year £	Due within one to two years £	Due within two to five years £	Due in over five years £	Total 2017 £
Principal	-	-	5,257,486	207,544,514	212,802,000
Interest	13,576,768	13,576,768	40,647,763	158,109,992	225,911,291
<b>Total</b>	13,576,768	13,576,768	45,905,249	365,654,506	438,713,291

# SUNDERLAND (SHG) FINANCE 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	-	-	-	212,802,000	212,802,000
Interest	13,576,768	13,576,768	40,730,303	171,604,219	239,488,058
<b>Total</b>	<b>13,576,768</b>	<b>13,576,768</b>	<b>40,730,303</b>	<b>384,406,219</b>	<b>452,290,058</b>

## 12 SHARE CAPITAL

	2017 £	2016 £
<i>Allotted and part paid</i>		
50,000 (2016: 50,000) ordinary shares of £1 each of which 25p per share is 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.

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

	2017 £	2016 £
Result before taxation	-	-
Adjustments for:		
Interest receivable	(13,574,519)	(13,574,953)
Interest payable	13,574,519	13,574,653
Changes in working capital:		
Decrease/(increase) in receivables	233	(192)
(Decrease)/increase in payables	(233)	192
Net cash generated from/(used in) operations	-	(300)

## 14 ULTIMATE PARENT COMPANY

At 31 December 2017 the company's immediate and ultimate parent company was Sunderland (SHG) Finance Holdings Limited, a company incorporated in the United Kingdom. Sunderland (SHG) Finance Holdings Limited is the only company to prepare consolidated financial statements which include the company. The entire share capital of Sunderland (SHG) Finance Holdings Limited is held by a Share



## SUNDERLAND (SHG) FINANCE PLC

### NOTES TO THE FINANCIAL STATEMENTS (continued)

Year ended 31 December 2017

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 Sunderland (SHG) Finance Holdings Limited are proposing to simplify the group structure by transferring its investment in the issuer to the Prudential Trustee Company Limited and then dissolving the holding company.

#### 15 FAIR VALUES OF FINANCIAL INSTRUMENTS

The Level 2 fair value of the 6.38% secured bonds due 2042 and associated loan, 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>				
Loan to borrower				
Non-current	212,859,400		212,861,795	
Current	2,395		2,249	
Total	212,861,795	314,301,624	212,864,044	300,484,936
Interest receivable	3,422,089	3,422,089	3,422,089	3,422,089
Other receivables	7,500	7,500	7,884	7,884
<b>Total financial assets</b>	<b>216,295,256</b>	<b>317,731,213</b>	<b>216,294,017</b>	<b>303,914,909</b>
<b>Financial liabilities:</b>				
<i>Classified as financial liabilities at amortised cost</i>				
Secured bonds				
Non-current	212,859,400		212,861,795	
current	2,395		2,249	
Total	212,861,795	314,301,624	212,864,044	300,484,936
Interest payable	3,422,089	3,422,089	3,422,089	3,422,089
Other payables and accruals	11,372	11,372	11,605	11,605
<b>Total financial liabilities</b>	<b>216,295,256</b>	<b>317,735,085</b>	<b>216,297,738</b>	<b>303,918,629</b>

#### 16 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 current directors are employees of T.H.F.C. (Services) Limited. Management fees payable to T.H.F.C. (Services) Limited during the

## **SUNDERLAND (SHG) FINANCE PLC**

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

**Year ended 31 December 2017**

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year amounted to £7,479 (2016: £7,260). Amounts prepaid in respect of the next period to T.H.F.C. (Services) Limited at 31 December 2017 amounted to £3,762 (2016: £Nil).

The company has granted security in favour of The Prudential Trustee Company Limited ("the trustee") to secure the bonds and other moneys under the terms of a trust deed dated 27 June 2001. Fees payable to the trustee for the year amounted to £5,549 (2016: £5,392). Amounts due to the trustee at 31 December 2017 amounted to £Nil (2016: £Nil).

#### **17 TAXATION**

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

#### **18 SECURITY OFFERED TO INVESTORS**

Sunderland (SHG) Finance 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 shareholder of the company's parent, Sunderland (SHG) Finance 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.

#### **19 EVENTS AFTER REPORTING PERIOD**

On 23 February 2018 Standard & Poor's reduced their rating on both the company and Gentoo Group Limited to BBB+. This will potentially have an impact on the fair value of the bonds.