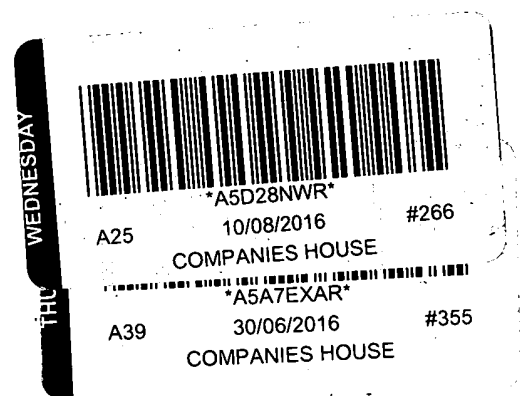


Registration number 08874920

**Colonial Capital Group PLC**  
**Directors' report and financial statements**  
**for the year ended 31 December 2015**



## **Colonial Capital Group PLC**

### **Company information**

Directors	K Neil	Appointed - 04/02/2014
	P Shuttleworth	Appointed - 04/02/2014
Secretary	Gordon Dadds Corporate Services Limited	
Company number	08874920	
Registered office	Suites 14-15 The Aquarium 101 Lower Anchor Street Chelmsford Essex CM2 0AU	
Auditors	Nokes & Co Squire House 81/87 High Street Billericay Essex CM12 9AS	
Business address	Suites 14-15 The Aquarium 101 Lower Anchor Street Chelmsford Essex CM2 0AU	

# **Colonial Capital Group PLC**

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## **Colonial Capital Group PLC**

### **Directors' report for the year ended 31 December 2015**

The directors present their report and the financial statements for the year ended 31 December 2015.

#### **Principal activity and review of the business**

The principal activity of the company is that of raising capital through investment bonds for the purposes of managing a portfolio of US real estate assets.

#### **Results and dividends**

The results for the year are set out on page 5.

The directors do not recommend payment of a final dividend.

#### **Financial risk management objectives and policies**

- a) the financial risk management objectives and policies of the company including the policy for hedging each major type of forecasted transaction for which hedge accounting is used; and
  - b) the exposure of the company to price risk, credit risk, liquidity risk and cash flow risk;
- unless such information is not material for the assessment of the assets, liabilities, financial position and profit or loss of the company.

#### **Directors**

The directors who served during the year are as stated below:

K Neil	Appointed - 04/02/2014
P Shuttleworth	Appointed - 04/02/2014

#### **Statement of 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 apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

**Colonial Capital Group PLC**

**Directors' report  
for the year ended 31 December 2015**

..... continued

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.

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.

**Auditors**

Nokes & Co are deemed to be reappointed in accordance with an elective resolution made under Section 386(1) of the Companies Act 1985 which continues in force under the Companies Act 2006.

This report was approved by the Board on 28 June 2016, and signed on its behalf by:

**K Neil**



## **Independent auditor's report to the shareholders of Colonial Capital Group PLC**

We have audited the financial statements of Colonial Capital Group PLC for the year ended 31 December 2015 which comprise the Profit and Loss Account, the Balance sheet, the Cash Flow Statement, the Reconciliation of Movements in Shareholders' Funds and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

### **Respective responsibilities of directors and auditors**

As explained more fully in the Directors' Responsibilities Statement set out on page 1 - 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 International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

### **Scope of the audit of the financial statements**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Directors' report 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 financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2015 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### **Opinion on other matter prescribed by the Companies Act 2006.**

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

**Independent auditor's report to the shareholders of  
Colonial Capital Group PLC**

.....continued

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

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

*Nokes & Co*

.....  
**Mark Nokes (senior statutory auditor)**  
**For and on behalf of Nokes & Co**  
**Chartered Certified Accountants and**  
**Registered Auditors**  
**30 September 2016**

**Squire House**  
**81/87 High Street**  
**Billericay**  
**Essex**  
**CM12 9AS**

<p style="text-align: center;"><b>Nokes &amp; Co</b> Squire House, 81-87 High Street Billericay, Essex, CM12 9AS Tele 01277 633971</p>
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# Colonial Capital Group PLC

## Profit and loss account for the year ended 31 December 2015

		Continuing operations	
		2015	2014
	Notes	£	£
<b>Turnover</b>	<b>2</b>	1,026,750	316,978
Cost of sales		(197,529)	(224,706)
<b>Gross profit</b>		<u>829,221</u>	<u>92,272</u>
Administrative expenses		(292,545)	(20,713)
<b>Operating profit</b>	<b>3</b>	<u>536,676</u>	<u>71,559</u>
Interest payable and similar charges	<b>5</b>	(506,771)	(56,464)
<b>Profit on ordinary activities before taxation</b>		<u>29,905</u>	<u>15,095</u>
Tax on profit on ordinary activities	<b>7</b>	(5,981)	(3,019)
<b>Profit for the year</b>	<b>12</b>	<u>23,924</u>	<u>12,076</u>
Retained profit brought forward		12,076	-
<b>Retained profit carried forward</b>		<u>36,000</u>	<u>12,076</u>

There are no recognised gains or losses other than the profit or loss for the above two financial years.

The notes on pages 8 to 12 form an integral part of these financial statements.



**Colonial Capital Group PLC**

**Balance sheet  
as at 31 December 2015**

		2015		2014	
	Notes	£	£	£	£
<b>Current assets</b>					
Debtors	8	8,716,053		2,662,120	
Cash at bank and in hand		58,732		9,651	
		<u>8,774,785</u>		<u>2,671,771</u>	
<b>Creditors: amounts falling due within one year</b>	9	<u>(2,320,351)</u>		<u>(1,141,838)</u>	
<b>Net current assets</b>			<u>6,454,434</u>		<u>1,529,933</u>
<b>Total assets less current liabilities</b>			6,454,434		1,529,933
<b>Creditors: amounts falling due after more than one year</b>	10		<u>(6,368,234)</u>		<u>(1,467,657)</u>
<b>Net assets</b>			<u><u>86,200</u></u>		<u><u>62,276</u></u>
<b>Capital and reserves</b>					
Called up share capital	11		50,200		50,200
Profit and loss account	12		<u>36,000</u>		<u>12,076</u>
<b>Shareholders' funds</b>	13		<u><u>86,200</u></u>		<u><u>62,276</u></u>

These accounts were approved by the directors on 28 June 2016, and are signed on their behalf by:



**K Neil  
Director**

**Registration number 08874920**

**The notes on pages 8 to 12 form an integral part of these financial statements.**

# Colonial Capital Group PLC

## Cash flow statement for the year ended 31 December 2015

	Notes	2015 £	2014 £
<b>Reconciliation of operating profit to net cash outflow from operating activities</b>			
Operating profit		536,676	71,559
(Increase) in debtors		(6,053,933)	(2,662,120)
Increase in creditors		1,175,551	1,138,819
<b>Net cash outflow from operating activities</b>		<b>(4,341,706)</b>	<b>(1,451,742)</b>
<b>Cash flow statement</b>			
Net cash outflow from operating activities		(4,341,706)	(1,451,742)
Returns on investments and servicing of finance	16	(506,771)	(56,464)
		(4,848,477)	(1,508,206)
Financing	16	-	50,200
<b>Decrease in cash in the year</b>		<b>(4,848,477)</b>	<b>(1,458,006)</b>
<b>Reconciliation of net cash flow to movement in net debt (Note 17)</b>			
<b>Decrease in cash in the year</b>		<b>(4,848,477)</b>	<b>(1,458,006)</b>
<b>Net debt at 1 January 2015</b>		<b>(6,358,583)</b>	<b>(1,467,657)</b>
<b>Net debt at 31 December 2015</b>		<b>(11,207,060)</b>	<b>(2,925,663)</b>

**Colonial Capital Group PLC**  
**Notes to the financial statements**  
**for the year ended 31 December 2015**

**1. Accounting policies**

**1.1. Accounting convention**

The financial statements are prepared under the historical cost convention and comply with financial reporting standards of the Accounting Standards Board.

**1.2. Turnover**

Turnover represents the total invoice value, excluding value added tax, of sales made during the year.

**1.3. Deferred taxation**

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax, with the following exceptions:

Provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold;

Provision is made for deferred tax that would arise on remittance of the retained earnings of overseas subsidiaries, associates and joint ventures only to the extent that, at the balance sheet date, dividends have been accrued as receivable;

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

**1.4. Foreign currencies**

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange prevailing at the accounting date. Transactions in foreign currencies are recorded at the date of the transactions. All differences are taken to the Profit and Loss account.

**2. Turnover**

The total turnover of the company for the year has been derived from its principal activity wholly undertaken in the UK.

**Colonial Capital Group PLC**  
**Notes to the financial statements**  
**for the year ended 31 December 2015**

..... continued

<b>3. Operating profit</b>	<b>2015</b>	<b>2014</b>
	<b>£</b>	<b>£</b>
Operating profit is stated after charging:		
Auditors' remuneration (Note 4)	5,250	7,500
Net foreign exchange gain	(213,204)	(1,958)
<b>4. Auditors' remuneration</b>	<b>2015</b>	<b>2014</b>
	<b>£</b>	<b>£</b>
Auditors' remuneration - audit of the financial statements	5,250	7,500
<b>5. Interest payable and similar charges</b>	<b>2015</b>	<b>2014</b>
	<b>£</b>	<b>£</b>
Other interest	506,771	56,464
<b>6. Employees</b>		
There were no employees during the year apart from the directors.		
<b>7. Tax on profit on ordinary activities</b>		
<b>Analysis of charge in period</b>	<b>2015</b>	<b>2014</b>
	<b>£</b>	<b>£</b>
<b>Current tax</b>		
UK corporation tax	5,981	3,019
<b>8. Debtors</b>	<b>2015</b>	<b>2014</b>
	<b>£</b>	<b>£</b>
Other debtors	8,665,853	2,611,920
Called up share capital not paid	50,200	50,200
	8,716,053	2,662,120

**Colonial Capital Group PLC**  
**Notes to the financial statements**  
**for the year ended 31 December 2015**

..... continued

9. Creditors: amounts falling due within one year	2015 £	2014 £
Corporation tax	5,981	3,019
Other creditors	1,891,192	1,074,855
Accruals and deferred income	423,178	63,964
	<u>2,320,351</u>	<u>1,141,838</u>

Blackstar wealth managment A limited have registered a charge on the company over all assets,property and undertaking for the issuing of upto £100,000,000 of bonds.

10. Creditors: amounts falling due after more than one year	2015 £	2014 £
Other creditors	6,368,234	1,467,657

11. Share capital	2015 £	2014 £
<b>Authorised</b>		
50,200 Ordinary shares of £1 each	<u>50,200</u>	<u>50,200</u>
<b>Allotted, called up and fully paid</b>		
50,200 Ordinary shares of £1 each	<u>50,200</u>	<u>50,200</u>
<b>Equity Shares</b>		
50,200 Ordinary shares of £1 each	<u>50,200</u>	<u>50,200</u>

During the period the company issued 50,200 ordinary shares at par value of which only £12,500 has been paid to date.

12. Revenue Reserves	Profit and loss account £	Total £
At 1 January 2015	12,076	12,076
Profit for the year	<u>23,924</u>	<u>23,924</u>
At 31 December 2015	<u>36,000</u>	<u>36,000</u>

**Colonial Capital Group PLC**  
**Notes to the financial statements**  
**for the year ended 31 December 2015**

..... continued

**13. Reconciliation of movements in shareholders' funds**

	<b>2015</b>	<b>2014</b>
	<b>£</b>	<b>£</b>
Profit for the year	23,924	12,076
Net proceeds of equity share issue	-	50,200
Net addition to shareholders' funds	<u>23,924</u>	<u>62,276</u>
Opening shareholders' funds	62,276	-
Closing shareholders' funds	<u><u>86,200</u></u>	<u><u>62,276</u></u>

**14. Related party transactions**

As at 31st December 2015 the following balances were due from other group companies and included in debtors. Colonial Capital Limited £ 3,963,920 ( 2014 £ 1,000,500), Colonial Capital LLC £ 1,343,728 ( 2014 £ 316,978 ) Struan Capital Limited £ 1,226 ( 2014 £ Nil). These parties are related by virtue of common directorship of Mr K Neil and shareholding.

**15. Controlling interest**

The controlling interest is K Neil.

**16. Gross cash flows**

	<b>2015</b>	<b>2014</b>
	<b>£</b>	<b>£</b>
<b>Returns on investments and servicing of finance</b>		
Interest paid	<u>(506,771)</u>	<u>(56,464)</u>
<b>Financing</b>		
Issue of ordinary share capital	<u><u>-</u></u>	<u><u>50,200</u></u>

**Colonial Capital Group PLC**

**Notes to the financial statements**  
**for the year ended 31 December 2015**

..... continued

**17. Analysis of changes in net funds**

	<b>Opening balance</b>	<b>Cash flows</b>	<b>Closing balance</b>
	<b>£</b>	<b>£</b>	<b>£</b>
Cash at bank and in hand	9,651	49,081	58,732
Debt due after one year	(6,368,234)	-	(6,368,234)
<b>Net funds</b>	<u>(6,358,583)</u>	<u>49,081</u>	<u>(6,309,502)</u>

**Colonial Capital Group PLC**

**The following pages do not form part of the statutory accounts.**