

Codesurge Limited

**Directors' report and financial
statements**

Registered number 02202038

For the 18 month period ended

30 June 2013



Directors and Advisors

Directors	David Manson Ted Smith
Secretary	Katharine Kandelaki (resigned 6 September 2013)
Company Number	02202038
Registered Office	Two Parklands Business Park Great Park Rubery Birmingham B45 9PZ

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Directors' report

The directors present their report and financial statements for the 18 month period ended 30 June 2013

Change of accounting reference date

The company has changed its accounting reference date from 31 December to 30 June

Principal activities and review of the business

The company did not trade during the period under review

Directors

The following directors have held office since 1 January 2012

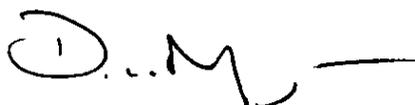
Anoup Treon	(resigned 20 March 2012)
David Perry	(resigned 29 May 2012)
Jaynee Treon	(resigned 20 March 2012)
David Manson	(appointed 20 March 2012)
Ted Smith	(appointed 20 March 2012)

Company Secretary

The company secretary (Katharine Kandelaki) resigned on 6 September 2013. No new company secretary has been appointed.

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006

By order of the board



David Manson
Director

Two Parklands Business Park
Great Park
Rubery
Birmingham
B45 9PZ

2014

Statement of directors' responsibilities in respect of the Directors' Report and the financial statements

The directors are responsible for preparing the directors' report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice)

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 judgments 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, 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 proper 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 its financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Profit and loss account
for the period ended 30 June 2013

	<i>Note</i>	Period ended 30 June 2013 £	Year ended 31 December 2011 £
Administrative expenses		-	(1,144)
Loss on ordinary activities before taxation		-	(1,144)
Taxation on loss on ordinary activities		-	-
Loss for the financial period		-	(1,144)

Balance Sheet
 at 30 June 2013

	<i>Note</i>	30 June 2013		31 December 2011	
		£	£	£	£
Current assets					
Debtors	2	57,781		57,781	
Creditors: amounts falling due within one year	3	<u>(67,657)</u>		<u>(67,657)</u>	
Total net liabilities			<u>(9,876)</u>		<u>(9,876)</u>
Capital and reserves					
Called up share capital	4		50		50
Other reserves	5		50		50
Profit and loss account	5		<u>(9,976)</u>		<u>(9,976)</u>
Shareholders' deficit			<u>(9,876)</u>		<u>(9,876)</u>

a) For the period ended 30 June 2013 the company was entitled to exemption from audit under Section 480 of the Companies Act 2006 relating to dormant companies

b) Members have not required the company to obtain an audit in accordance with Section 476 of the Companies Act 2006

c) The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting periods and the preparation of accounts

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

These financial statements were approved by the board of directors on behalf by

2014 and were signed on its



David Manson
 Director

Company registered number 02202038

Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements, except as noted below

Basis of accounting

The financial statements are prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008)

2 Debtors

	30 June 2013 £	31 December 2011 £
Amounts owed by parent and fellow subsidiary undertakings	<u>57,781</u>	<u>57,781</u>

3 Creditors: amounts falling due within one year

	30 June 2013 £	31 December 2011 £
Amounts owed to parent and fellow subsidiary undertakings	<u>67,657</u>	<u>67,657</u>

4 Called up share capital

	30 June 2013 £	31 December 2011 £
<i>Allotted, called up and fully paid</i> 50 ordinary shares of £1 each	<u>50</u>	<u>50</u>

5 Reserves

	Capital redemption reserve £	Profit and loss account £
At 1 January 2012 and 30 June 2013	<u>50</u>	<u>(9,976)</u>

Notes (continued)

6 Remuneration of directors

The directors of the company are paid by European Care & Lifestyles (UK) Limited. Details of their remuneration are disclosed in that company's financial statements.

7 Contingent liabilities

The company has given cross guarantees to the bankers of the holding company and some of its fellow subsidiaries and connected companies, up to £280,723,000.

8 Related party disclosures

The company has taken advantage of the exemption in Financial Reporting Standard Number 8 from the requirement to disclose transactions with group companies on the grounds that consolidated financial statements are prepared by Esquire Consolidated Group Limited.

9 Ultimate parent company and parent undertaking of larger group of which the company is a member

The Directors regard Esquire Realty (Geffen) Limited, a company registered in England and Wales, as the immediate parent company of Codesurge Limited, and as of 16 April 2014, Embrace Group Limited, a company registered in England and Wales, as the ultimate parent company in the United Kingdom. At 30 June 2013, Esquire Group Investment (Holdings) Limited, a company incorporated in the British Virgin Islands, was the ultimate parent company. Embrace Group Limited is beneficially owned by funds managed by Värde Partners and D E Shaw & Co who are considered by the directors to be the ultimate controlling party of the group.

10 Post balance sheet events

On 16 April 2014, Embrace Group Limited, a company whose significant shareholders are Varde Partners and D E Shaw & Co acquired certain of the subsidiaries of European Care & Lifestyles (UK) Limited and Esquire Realty Holdings Limited. Esquire Realty (Geffen) Limited, the immediate parent company, is a subsidiary of Embrace Group Limited.