

DUELGUIDE (STOCKLEY PARK) LIMITED

FINANCIAL STATEMENTS

31 DECEMBER 2007

TUESDAY



LD6 24/06/2008 32
COMPANIES HOUSE

DUELGUIDE (STOCKLEY PARK) LIMITED

DIRECTORS AND ADVISERS

Directors

DJ Collins
PC O'Driscoll

Secretary

E L Services Limited

Registered Office

25 Harley Street
London
W1G 9BR

Registered Auditors

KPMG LLP
8 Salisbury Square
London
EC4Y 8BB

DUELGUIDE (STOCKLEY PARK) LIMITED

DIRECTORS' REPORT

The directors present their report and financial statements for the year ended 31 December 2007

Principal activity

The company's principal activity is investment. It is anticipated that this principal activity will continue for the foreseeable future.

Review of business

The company did not actively trade during the year. At year end the company reassessed the carrying value of its investment in Stockley Park Consortium Limited and consequently increased its provision against this investment.

Results and dividend

The results for the year are shown in the profit and loss account on page 5. The loss for the year of £928,533 (2006 – loss of £6) has been transferred from reserves.

The directors do not recommend the payment of a dividend (2006 - £nil).

Directors and directors' interests

The directors who held office during the year were as follows:

PC O'Driscoll	(appointed 18 th September 2007)
DJ Collins	(appointed 13 th February 2008)
MR Turner	(resigned 29 th November 2007)
SAJ Nahum	(resigned 13 th December 2007)
RA McDiven	(resigned 13 th February 2008)

None of the directors had any interest in the share capital of the company or any other company within the R&M Investments (BVI) Limited group.

Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware, and each director has taken all the steps that he/ she ought to have taken as a director to make himself/ herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Auditors

The auditors, KPMG LLP, will continue in office as the company has passed an elective resolution to dispense with their annual re-appointment.

By order of the board



DJ Collins
Director

22 May 2008

DUELGUIDE (STOCKLEY PARK) LIMITED

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).

The financial statements are required by law to 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 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 1985. 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.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF DUELGUIDE (STOCKLEY PARK) LIMITED

We have audited the financial statements of Duelguide (Stockley Park) Limited for the year ended 31 December 2007 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. 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.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities on page 3.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with UK Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2007 and of its profit for the year then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the Directors' Report is consistent with the financial statements.



KPMG LLP
Chartered Accountants
Registered Auditor
London

22 May 2008

DUELGUIDE (STOCKLEY PARK) LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2007**

	Notes	2007 £	2006 £
Other income		8	-
Administrative expenses		-	(6)
Operating profit/(loss)		8	(6)
Loss on investments	2	(928,534)	-
Loss on ordinary activities before taxation	3	(925,526)	(6)
Taxation	4	-	-
Loss for the year		(925,526)	(6)

The above results relate entirely to continuing operations

There is no material difference between the result as disclosed in the profit and loss account and the retained profit/(loss) for the year stated above and their historical equivalents

DUELGUIDE (STOCKLEY PARK) LIMITED

**BALANCE SHEET
AS AT 31 DECEMBER 2007**

	Notes	2007 £	2006 £
Fixed assets			
Investments	5	7,321,633	8,250,167
Current liabilities			
Creditors	6	(1,743,305)	(1,743,313)
Net assets		<u>5,578,328</u>	<u>6,506,854</u>
Capital and reserves			
Called up share capital	7	10,000	10,000
Share premium account		6,040,000	6,040,000
Profit and loss account	8	(471,672)	456,854
Equity shareholders' funds	9	<u>5,578,328</u>	<u>6,506,854</u>

Approved by the board of directors on 22 May 2008 and signed on its behalf by



DJ Collins
Director

DUELGUIDE (STOCKLEY PARK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2007

1 ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared in accordance with applicable accounting standards, under historical cost accounting rules, as modified for the revaluation of land and buildings

The company is exempt by virtue of s228 of the Companies Act 1985 from the requirement to produce group accounts

Fixed asset investments

Fixed asset investments are stated in the balance sheet at cost less a provision if, in the opinion of the directors, there has been a permanent diminution in value

Taxation

The charge for taxation is based on the results for the year. Deferred tax is provided in respect of all timing differences that have originated but not reversed at the balance sheet date where an event has occurred that results in an obligation to pay more or less tax in the future, except that

- (i) provision is not made in respect of property revaluation surpluses unless an unconditional sales agreement has been signed and rollover relief is not available to cover any gain arising, and
- (ii) deferred tax assets are recognised only to the extent that it is more likely than not that there will be suitable taxable profits from which the future reversal of the relevant timing differences can be deducted

Deferred tax is measured on a non discounted basis at the tax rates which apply at the balance sheet date

Cashflow statement

A cashflow statement has not been prepared as the company did not hold any bank accounts during the year, and there was no cash from operating activities nor any financing or investing transactions during the year

2 PROFIT ON INVESTMENTS

	2007 £	2006 £
Movement in provision against carrying value of subsidiary	<u>928,534</u>	<u>-</u>

DUELGUIDE (STOCKLEY PARK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2007 (continued)

3 PROFIT/ (LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION

None of the directors received any remuneration from the company during the year (2006 - £nil)

The company has no employees

Audit fees are paid by Duelguide Management Services Limited and accounted for on a group basis. Audit fees attributable to Duelguide (Stockley Park) Limited are estimated to be £1,000 (2006 - £1,000)

4	TAXATION	2007 £	2006 £
	(i) Analysis of charge for the year		
	Current tax		
	UK corporation tax credit on results (refer (ii))	-	-
	Deferred tax		
	Tax charge on ordinary activities (refer (iii))	-	-
		<u>-</u>	<u>-</u>
		<u>-</u>	<u>-</u>
	(ii) Factors affecting the tax charge for the year		
	Loss on ordinary activities before tax	(928,526)	(6)
		<u>(928,526)</u>	<u>(6)</u>
	Profit/(loss) on ordinary activities multiplied by standard rate of corporation tax in UK of 30 per cent (2006 - 30 per cent)	(278,558)	(2)
	Effects of		
	Losses to be carried forward for offset against future profits	-	2
	Movement in provision against loans not deductible for tax purposes	278,560	-
	Transfer/(receipt) of losses from other group companies for which no charge will be received/paid	(2)	-
		<u>(2)</u>	<u>-</u>
	Current tax charge for the year	-	-
		<u>-</u>	<u>-</u>

(iii) Factors that may affect future tax charges

The company has transferred any tax losses brought forward to other group companies so it has not recognised any deferred tax asset

DUELGUIDE (STOCKLEY PARK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2007 (continued)

5	FIXED ASSET INVESTMENT	2007 £	2006 £
	Cost		
	At 1 January and 31 December	<u>9,667,520</u>	<u>9,667,520</u>
	Amounts provided		
	At 1 January	(1,417,353)	(1,417,353)
	Movement in provision	<u>(928,534)</u>	<u>-</u>
	At 31 December	<u>(2,345,887)</u>	<u>(1,417,353)</u>
	Net book value as at 31 December	<u>7,321,633</u>	<u>8,250,167</u>

The company's investment comprises £2,000 in ordinary shares and £9,665,520 in preference shares in Stockley Park Consortium Limited, an unlisted company registered in England and Wales, representing 16²/₃ per cent of that company's issued share capital

The company reassessed the carrying value of its investment at year end and accordingly increased the provision against its investment by £928,534. The movement was charged to the profit and loss account

6	CREDITORS: amounts falling due within one year	2007 £	2006 £
	Amounts owed to related parties	1,743,305	-
	Amounts owed to other group undertakings	-	1,743,313
		<u>1,743,305</u>	<u>1,743,313</u>

The company was sold outside the Duelguide group on 7th December 2007, therefore the loan with Duelguide (UK) Limited, previously considered a loan with other group undertakings, became a related party loan on this date

7	CALLED UP SHARE CAPITAL	Authorised £	Allotted, called up and fully paid £
	Class 'A' ordinary shares of £1 each	4,900	4,900
	Class 'B' ordinary shares of £1 each	5,100	5,100
		<u>10,000</u>	<u>10,000</u>

DUELGUIDE (STOCKLEY PARK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2007 (continued)

8	PROFIT AND LOSS ACCOUNT	2007	2006
		£	£
	At 1 January	456,854	456,860
	Loss for the year	(928,526)	(6)
	At 31 December	<u>(471,672)</u>	<u>456,854</u>
9	RECONCILIATION OF MOVEMENT IN SHAREHOLDERS FUNDS	2007	2006
		£	£
	At 1 January	6,506,854	6,506,860
	Loss for the year	(928,526)	(6)
	At 31 December	<u>5,578,328</u>	<u>6,506,854</u>
10	RELATED PARTY TRANSACTIONS	2007	2006
		£	£
	Related party loans payable		
	Duelguide (UK) Limited (refer (i))	(1,743,305)	-
		<u>(1,743,305)</u>	<u>-</u>
	(i) Duelguide (UK) Limited		
	At 1 January	-	-
	Reclassification at date of sale outside Duelguide group	(1,743,305)	-
	At 31 December	<u>(1,743,305)</u>	<u>-</u>

The company was sold outside the Duelguide group on 7th December 2007. On this date the loan with Duelguide (UK) Limited, previously considered a loan with other group undertakings, became a related party loan.

11 HOLDING COMPANIES

During the year the company was transferred from Duelguide (UK) Limited to Duelguide Holdings Ltd, and then sold to R&M Investments (BVI) Limited. R&M Investments (BVI) Limited, incorporated in the British Virgin Islands, is now the immediate and also the ultimate parent company.