

Duelguide RL Limited

Report and Financial Statements

Year Ended

31 March 2013

Company Number 03334623

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Duelguide RL Limited

**Report and financial statements
for the year ended 31 March 2013**

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Directors

P C O'Driscoll
M R Turner

Registered office

4th Floor, Millbank Tower, 21-24 Millbank, London, SW1P 4QP

Company number

03334623

Auditor

Deloitte LLP, London

Duelguide RL Limited

Report of the directors for the year ended 31 March 2013

The directors present their report together with the audited financial statements for the year ended 31 March 2013. The report of the directors has been prepared in accordance with the provisions applicable to the small companies' exemption.

Results and dividend

The profit and loss account is set out on page 5 and shows the result for the year. The Company made a profit of £74,857,000 for the year ended 31 March 2013 (2012 loss £567,000). As per the minutes of the board of directors meeting held on Thursday 14 February 2013, the directors paid a dividend of £130,060,301 (2012 £nil) to the sole member of the Company, Global Switch Limited.

Principal activities, business review and future outlook

The principal activity of the Company is investment in holding entities which provide financing for related parties and fellow subsidiaries.

As part of an on-going process to "tidy up" balances within the Global Switch UK group, a number of distributions, loan repayments and inter group balance offsets were made during 2013.

On 14 February 2013 Duelguide RL Limited received dividends of £127,828,961 (2012 nil) from its 100% owned subsidiary company Chatham Property SA.

On 27 March 2013 Duelguide RL Limited received £14,517,699 distribution and £11,259,865 repayment of partner loan from Global Switch Partnership Limited by way of receivables due from Global Switch Property Amsterdam BV £18,006,956 and Global Switch Paris SAS £7,770,608 being assigned from Global Switch Partnership Limited to Duelguide RL Limited.

Going concern

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis in preparing the financial statements.

Further details regarding the adoption of the going concern basis can be found in the statement of accounting policies in the financial statements.

Directors

The directors of the Company during the year and up to the date of signing these financial statements were:

P C O'Driscoll
M R Turner

None of the directors who held office at the end of the financial year had an interest in the equity of the Company or of any other group company.

Certain directors benefit from qualifying third party indemnity provisions in place during the financial period and at the date of this report. The Company provided qualifying third party indemnity provisions to certain directors of associated companies during the financial period and at the date of this report.

Duelguide RL Limited

Report of the directors for the year ended 31 March 2013 (*Continued*)

Directors' responsibilities statement

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 elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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, 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 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 the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Auditor

All of the current directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the Company's auditors for the purposes of their audit and to establish that the auditor is aware of that information. The directors are not aware of any relevant audit information of which the auditor is unaware. This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Deloitte LLP have indicated their willingness to be reappointed for another term and appropriate arrangements have been put in place / are being made for them to be deemed reappointed as auditor in the absence of an Annual General Meeting.

Approved by the Board and signed on its behalf by:



P C O'Driscoll
Director

2nd April 2014

Duelguide RL Limited

Independent auditor's report

TO THE MEMBERS OF DUELGUIDE RL LIMITED

We have audited the financial statements of Duelguide RL Limited for the year ended 31 March 2013 which comprise the profit and loss account, the balance sheet and the related notes 1 to 12. 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 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

As explained more fully in the statement of directors' responsibilities, 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 annual report to identify material inconsistencies with the audited financial statements. If we become aware of any 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 March 2013 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 matters 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.

Duelguide RL Limited

Independent auditor's report (*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, or
- the directors were not entitled to take advantage of the small companies exemption in preparing the directors' report



Mark Goodey (Senior statutory auditor)
For and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
London
United Kingdom

2nd April 2014

Duelguide RL Limited

Profit and loss account for the year ended 31 March 2013

	Note	2013 £'000	2012 £'000
Administrative expenses		(7)	-
Impairment of investments release	2	-	1,307
Operating (loss) / profit		(7)	1,307
Net gains on investments	2	72,403	-
Other expense, net		(4,475)	(5,288)
Interest receivable and similar income	4	8,747	4,654
Interest payable and similar charges	5	(1,811)	(1,240)
Profit/(loss) on ordinary activities before taxation	2	74,857	(567)
Taxation on profit/(loss) on ordinary activities	6	-	-
Profit/(Loss) for the financial year	11	74,857	(567)

All amounts relate to continuing activities. There were no recognised gains or losses during the year other than those disclosed in the profit and loss account.

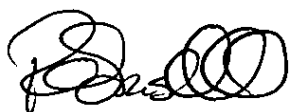
The notes on pages 7 to 12 form part of these financial statements.

Duelguide RL Limited

Balance sheet
at 31 March 2013

Company number 03334623	Note	2013 £'000	2012 £'000
Fixed assets			
Investments	7	3,352	85,844
Current assets			
Debtors	8	46,044	119,084
Creditors, amounts falling due within one year	9	-	(14,856)
Net current assets		46,044	104,228
Total assets less current liabilities		46,044	190,072
Creditors, amounts falling due after more than one year	9	-	(85,473)
Net assets		49,396	104,599
Capital and reserves			
Called up share capital	10	-	-
Profit and loss account	11	49,396	104,599
Equity shareholders' funds	11	49,396	104,599

The financial statements were approved by the Board of Directors and authorised for issue on ~~March~~ 2nd April 2014 and signed on their behalf by



P C O'Driscoll
Director

The notes on pages 7 to 12 form part of these financial statements

Duelguide RL Limited

Notes forming part of the financial statements for the year ended 31 March 2013

1 Accounting policies

The financial statements have been prepared under the historical cost convention and are in accordance with United Kingdom Generally Accepted Accounting Practice applicable accounting standards

The directors have reviewed the current and projected financial position of the Company, making reasonable assumptions about the future trading performance. After making enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements.

The following principal accounting policies have been applied

Consolidation

The Company is a wholly owned subsidiary of and is included in the consolidated financial statements of Global Switch Holdings Limited. Consequently, the Company has taken advantage of the exemption from preparing consolidated financial statements. These financial statements therefore present the results of the Company only.

Cash flow statement

The Company has taken advantage of the exemption available to small companies and has not prepared a cash flow statement.

Investments

Investments are held at cost less provision for impairment. Investments are subject to an impairment review when there are indications that the carrying value may not be recoverable. An impairment loss is recognised for the amount by which the asset exceeds its recoverable amount. The recoverable amount is the higher of the fair value less costs to sell and value in use. Interest income from investment is recognised when it is probable that the economic benefits will flow to the Company and the amount of revenue can be measured reliably.

Taxation and deferred taxation

The charge for taxation is based on the results for the period and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Provision is made for deferred tax on 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 deferred tax assets are recognised only to the extent that it is more likely than not that there will be suitable taxable profit from which future reversal of the relevant timing differences can be deducted. Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on an undiscounted basis.

Foreign currencies

Transactions recognised in foreign currencies are recorded at the rates of exchange at the dates of the transactions or, if hedged, at the forward contract rates. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date or, if appropriate, at the forward contract rates.

Duelguide RL Limited

Notes forming part of the financial statements
for the year ended 31 March 2013 (Continued)

1 Accounting policies (Continued)

Employees

The Company did not have any employees in the current or prior period

Related party transactions

The Company is a wholly-owned subsidiary of Global Switch Limited and is included in the consolidated financial statements of Global Switch Holdings Limited. The address of its registered office is 2nd Floor, O'Neal Marketing Associates Building, PO Box 3174, Road Town, Tortola, British Virgin Islands

Consequently the Company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with wholly owned entities which form part of the group

2 (Loss)/ profit on ordinary activities before taxation

This is stated after charging/(crediting)

	2013 £'000	2012 £'000
Auditor's remuneration - audit	-	-
Foreign currency exchange losses	4,475	5,288
Fair Value adjustment	(1,288)	-
Write up/(down) investments	50,344	(1,307)
Income from investments	(121,459)	-
	<u> </u>	<u> </u>

Auditor's remuneration of £4,000 (2012 £3,000) has been borne by Global Switch Limited in the current year. The fair value adjustment relates to the revaluation of Euro assets received at the rate prevailing at the date of transaction being 27 March 2013

3 Directors' remuneration

The directors did not receive any remuneration in respect of their services to the Company during the year (2012 £nil)

4 Interest receivable and similar income

	2013 £'000	2012 £'000
Interest receivable from fellow subsidiary undertakings	8,747	4,654
	<u> </u>	<u> </u>
	8,747	4,654
	<u> </u>	<u> </u>

5 Interest payable and similar charges

	2013 £'000	2012 £'000
Interest payable to related parties	-	230
Interest payable to fellow subsidiary undertakings	1,811	1,010
	<u> </u>	<u> </u>
	1,811	1,240
	<u> </u>	<u> </u>

Duelguide RL Limited

Notes forming part of the financial statements for the year ended 31 March 2013 (Continued)

6 Taxation on profit on ordinary activities

a) Analysis of tax charge in the year

	2013 £'000	2012 £'000
<i>Current tax</i>		
UK corporation tax at 24% (2012 26%)	-	-
<i>Deferred tax</i>		
Accelerated capital allowances	-	-
	<hr/>	<hr/>
Taxation on (loss)/ profit on ordinary activities	-	-
	<hr/>	<hr/>

b) Factors affecting the tax charge for the year

The differences between the tax assessed for the year and the standard rate of corporation tax in the UK are explained below

	2013 £'000	2012 £'000
(Loss)/ profit on ordinary activities before taxation	74,857	(567)
	<hr/>	<hr/>
(Loss)/ profit on ordinary activities at the standard rate of corporation tax in the UK of 24% (2012 26%)	17,966	(147)
Effects of		
Non-assessable income items and permanent differences	(17,377)	-
Share of Partnership profits	926	461
Utilisation of losses brought forward	(1,515)	(314)
	<hr/>	<hr/>
Current tax charge for the year	-	-
	<hr/>	<hr/>

c) Factors that may affect future tax charges

Future tax charges of the Company may be affected by the availability of tax losses from previous years and the surrender of tax losses from other UK Group companies

A deferred tax asset of £4,499,000 (2012 £6,014,000) in respect of non-trading losses on revaluing underlying investments has not been recognised in the current period as it is not deemed 'more likely than not' that the asset will be reversed in the foreseeable future

Duelguide RL Limited

Notes forming part of the financial statements
for the year ended 31 March 2013 (*Continued*)

7 Investments

	Investment in subsidiaries £'000	Other investments £'000	Total £'000
<i>Cost</i>			
At 1 April 2012	61,406	56,990	118,396
Repayment of partnership loan	(20,888)	(11,260)	(32,148)
<i>Impairment</i>			
At 1 April 2012	-	(32,552)	(32,552)
Movement during the year	(37,166)	(13,178)	(50,344)
At 31 March 2013	3,352	-	3,352
<i>Net book value</i>			
At 31 March 2013	3,352	-	3,352
At 31 March 2012	61,406	24,438	85,844

Investments in Subsidiaries

The only subsidiary undertaking, which had share capital consisting entirely of ordinary shares is as follows

Name	Principal activity	Percentage owned	Country of incorporation
Chatham Property SA	Non-operating company	100%	British Virgin Islands

In December 2012 there was a write down in investment in Chatham Property SA of £37,166,000

Other investments

On the 27 March 2013 the Global Switch Limited Partnership returned its assets to the partners by means of distribution and repayment of partner loans. The holding value of the investment in the partnership has been reduced to £Nil (2012 £24,438,000)

Duelguide RL Limited

Notes forming part of the financial statements
for the year ended 31 March 2013 *(Continued)*

8 Debtors

<i>Amounts falling due within one year</i>	2013 £'000	2012 £'000
Amounts due from fellow subsidiary undertakings	46,044	119,084
	<hr/> 46,044 <hr/>	<hr/> 119,084 <hr/>

Amounts due from fellow subsidiary undertakings include amounts owed by Global Switch Limited £36,898 (2012 £43,022), ICT Centre Holding BV £18,941,847 (2012, 119,041,161), amount was offset against ICT Centre Holding BV creditor balance (See note 9 Creditors), Global Switch Paris Sarl £8,155,260 (2012 Nil) note assigned from Global Switch Partnership Limited and £18,909,748 (2012 Nil) Global Switch Amsterdam BV note assigned from Global Switch Partnership Limited.

9 Creditors

<i>Amounts falling due within one year</i>	2013 £'000	2012 £'000
Amounts due to related parties	-	-
Amounts due to fellow subsidiary undertakings	-	14,856
	<hr/> -	<hr/> 14,856
	<hr/> -	<hr/> 14,856
 <i>Amounts falling due after more than one year</i>	 2013 £'000	 2012 £'000
Amounts due to related parties	-	-
Amounts due to fellow subsidiary undertakings	-	85,473
	<hr/> -	<hr/> 85,473

Amounts due to fellow subsidiaries is £nil (2012 £100,329,000 due to ICT Centre Holdings BV)

Duelguide RL Limited

Notes forming part of the financial statements for the year ended 31 March 2013 (Continued)

10 Share capital

	Allotted, called up and fully paid			
	2013 Number	2012 Number	2013 £	2012 £
Ordinary shares of £1 each	2	2	2	2
	<u> </u>	<u> </u>	<u> </u>	<u> </u>

On 14 February 2013 The Board of Directors made a bonus issue 1 fully paid Ordinary share for every 2 fully paid Ordinary shares. Therefore the sole shareholder, Global Switch Limited increased it's shareholding from 2 Ordinary shares to 3 Ordinary shares. The bonus share, in sum of £172,129,623 would be paid from the share premium Account. There then followed a reduction in share capital reducing the share capital from 3 Ordinary shares to 2 Ordinary shares.

11 Reconciliation of movements in shareholders' funds

	Share capital (*) £'000	Profit and loss account £'000	2013 Total £'000	2012 Total £'000
Opening shareholders' funds/(deficit)	-	104,599	104,599	105,166
Profit/(loss) for the financial year	-	74,857	74,857	(567)
Dividends Paid	-	(130,060)	(130,060)	-
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Closing shareholders' funds	-	49,396	49,396	104,599
	<u> </u>	<u> </u>	<u> </u>	<u> </u>

* Less than £1,000

As per the minutes of the board of directors meeting held on 14 February 2013, the directors paid a dividend of £130,060,301 (2012: £nil) to the sole member of the Company, Global Switch Limited.

12 Ultimate and immediate holding company

The immediate holding company is Global Switch Limited, a company registered in England and Wales.

The largest and smallest group in which the results of the Company are consolidated is the Global Switch Holdings Limited group.

The ultimate holding and controlling entity is Landal Worldwide Corp, a company registered in the British Virgin Islands. The ultimate controlling parties are David and Simon Reuben.