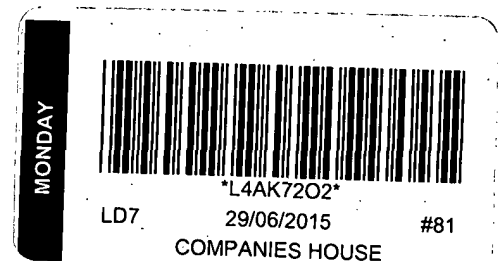


Company Registration No. 05273857

Dorrington Lyndale Limited

Report and Financial Statements

31 December 2014



Dorrington Lyndale Limited

Report and financial statements 2014

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Dorrington Lyndale Limited

Report and financial statements 2014

Officers and professional advisers

Directors

J P Kennedy
A J Leibowitz
T Moross
D Salvesen

Secretary

Hanover Management Services Limited

Registered Office

16 Hans Road
London
SW3 1RT

Auditor

Deloitte LLP
Chartered Accountants and Statutory Auditor
London
United Kingdom

Dorrington Lyndale Limited

Directors' report

The directors present their report and the audited financial statements for the year ended 31 December 2014.

This directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies' exemption.

Business review and principal activities

The company's principal activity is that of an investment holding company. There have not been any significant changes in the company's principal activities during the year under review. The directors are not aware, at the date of this report, of any likely major changes in the company's activities in the next year.

The financial statements have been prepared on the going concern basis. The balance sheet shows that the company has net current liabilities. The directors have received confirmation from the parent company that they shall continue to fund the company so that it can meet its external liabilities for at least twelve months from the date of approval of the financial statements. Accordingly, they continue to adopt the going concern basis in preparing the accounts (Note 1).

The results for the year are shown in the profit and loss account on page 7. The retained profit for the year is £1,135,526 (2013: £1,038,717). The position of the company at the year end is set out on page 9 of the financial statements.

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). 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 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 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 to 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.

Dividends

The directors do not recommend the payment of a dividend in respect of the year ended 31 December 2014 (2013: £nil).

Dorrington Lyndale Limited

Directors' report (continued)

Directors

The present directors are shown on page 1. All directors served throughout the year and subsequently.

Directors indemnities

The company has made qualifying third party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report.

Disclosure of information to auditor

Each of the persons who is a director at the date of approval of this report confirms that:

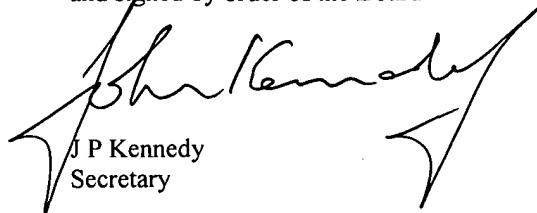
- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006

Auditor

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

Approved by the Board of Directors
and signed by order of the Board



J P Kennedy
Secretary

For and on behalf of
Hanover Management Services Limited

29th June 2015

Dorrington Lyndale Limited

Independent auditor's report to the members of Dorrington Lyndale Limited

We have audited the financial statements of Dorington Lyndale Limited for the year ended 31 December 2014 which comprise the profit and loss account, the reconciliation of movements in shareholders' funds, the balance sheet and the related notes 1 to 13. 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 auditor

As explained more fully in the Directors' Responsibilities Statement, 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 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 2014 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 in 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.

Dorrington Lyndale Limited

Independent auditor's report to the members of Dorrington Lyndale Limited (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 entitled to take advantage of the small companies exemption in preparing the Strategic report and the Directors' Report.



Helen George ACA (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
London, United Kingdom

29th June 2015

Dorrington Lyndale Limited

Profit and loss account Year ended 31 December 2014

	Notes	2014 £	2013 £
Administrative expenses		(1,800)	(1,800)
Operating loss	3	(1,800)	(1,800)
Interest payable and similar charges	4	(558,009)	(545,422)
Decrease in provision against investment in subsidiary undertaking	6	1,575,014	1,458,728
Profit on ordinary activities before taxation		1,015,205	911,506
Tax credit on profit on ordinary activities	5	120,321	127,211
Profit on ordinary activities after taxation retained for the year	10	<u>1,135,526</u>	<u>1,038,717</u>

All activities derive from continuing operations in both the current and preceding years.

There are no recognised gains or losses other than the profit for both the current and preceding years. Accordingly, no statement of total recognised gains and losses is given.

The historical cost results are the same as the reported results; accordingly no note of historical cost profits and losses has been prepared.

Dorrington Lyndale Limited

Reconciliation of movements in shareholders' funds Year ended 31 December 2014

	2014	2013
	£	£
Profit for the financial year	<u>1,135,526</u>	<u>1,038,717</u>
Net increase in shareholders' funds	1,135,526	1,038,717
Opening shareholders' funds	<u>1,228,075</u>	<u>189,358</u>
Closing shareholders' funds	<u><u>2,363,601</u></u>	<u><u>1,228,075</u></u>


Dorrington Lyndale Limited

Balance sheet 31 December 2014

	Note	2014		2013	
		£	£	£	£
Fixed assets					
Investment in subsidiary undertakings	6		21,404,579		19,829,565
Creditors: amounts falling due within one year	7	(1,800)		(1,800)	
Net current liabilities			(1,800)		(1,800)
Total assets less current liabilities			21,402,779		19,827,765
Creditors: amounts falling due after more than one year	8		(19,039,178)		(18,599,690)
Net assets			<u>2,363,601</u>		<u>1,228,075</u>
Capital and reserves					
Called up share capital	9		2		2
Profit and loss account	10		<u>2,363,599</u>		<u>1,228,073</u>
Shareholders' funds			<u>2,363,601</u>		<u>1,228,075</u>

The financial statements of Dorrrington Lyndale Limited, Company Registration No. 005273857 were approved by the Board of Directors on 29th June 2015.

Signed on behalf of the Board of Directors


A J Leibowitz
Director


T Moross
Director

Dorrington Lyndale Limited

Notes to the financial statements Year ended 31 December 2014

1. Accounting policies

The financial statements are prepared in accordance with applicable United Kingdom law and accounting standards. The particular accounting policies adopted are described below. They have been applied consistently throughout the current and preceding financial years.

The financial statements have been prepared on the going concern basis. The balance sheet shows that the company has net current liabilities. The directors have received confirmation from the parent company that they shall continue to fund the company so that it can meet its external liabilities for at least twelve months from the date of approval of the financial statements. Accordingly, they continue to adopt the going concern basis in preparing the accounts.

Accounting convention

The financial statements are prepared under the historical cost convention.

Basis of consolidation

The company is exempt from preparing consolidated accounts under the Companies Act 2006 because it is a wholly-owned subsidiary of a UK parent, as disclosed in note 11 of the financial statements. These financial statements present information as an individual undertaking and not as a group.

Taxation

Corporation tax is payable on taxable profits at current rates.

Deferred taxation is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

Turnover

Turnover excludes value added tax (where applicable), represents rents receivable and arises wholly within the United Kingdom. Where a rent free period is offered as an incentive to sign a lease, the rent is recognised over the entire lease and hence is accrued for.

Sales are invoiced when the goods are delivered or services have been performed. Where payments are received from customers in advance of services provided, the amounts are recorded as deferred income and included as part of creditors due within one year.

Investments in subsidiary undertakings

Investments in subsidiary undertakings in the company's balance sheet are stated at cost less provision for impairment.

2. Information regarding directors and employees

None of the directors received any emoluments for their services to the company during the year and preceding year. There were no other employees (2013: none).

Dorrington Lyndale Limited

Notes to the financial statements Year ended 31 December 2014

3. Operating loss

	2014 £	2013 £
Operating loss is stated after charging: Fees paid to the Company's auditor for the audit of the company's annual accounts	<u>1,800</u>	<u>1,800</u>

There are no non audit fees included within the stated operating loss figure for the year (2013: £nil)

4. Interest payable and similar charges

	2014 £	2013 £
On loans from group undertakings	<u>558,009</u>	<u>545,422</u>

5. Tax credit on profit on ordinary activities

	2014 £	2013 £
UK corporation tax credit at 23% and 21% (2013: 24% and 23%)	<u>120,321</u>	<u>127,211</u>

The effective rate of corporation tax for the year varies from the standard rate in the United Kingdom as applied to the Company's pre-tax profit for the reasons analysed below.

	2014 £	2013 £
Profit on ordinary activities before tax	<u>1,015,205</u>	<u>911,506</u>
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK	218,200	211,894
Provisions	<u>(338,521)</u>	<u>(339,105)</u>
Current tax credit for the year	<u>(120,321)</u>	<u>(127,211)</u>
Accounted for as tax: On profit on ordinary activities	<u>(120,321)</u>	<u>(127,211)</u>

Finance Act 2013 provided for a reduction in the main rate of corporation tax to 20% effective from 1 April 2015.

Dorrington Lyndale Limited

Notes to the financial statements Year ended 31 December 2014

6. Investments in subsidiary undertakings

	£
At cost	
At 1 January and 31 December 2014	35,666,394
Provisions	
At 1 January 2014	15,836,829
Release/write back of provision	(1,575,014)
At 31 December 2014	14,261,815
Net book value	
At 31 December 2014	21,404,579
At 31 December 2013	19,829,565

The current year release of provision is an adjustment to reflect the movement in the market value of the subsidiary's trading properties.

The following company is the principal subsidiary in which the company has an interest. The subsidiary is incorporated in Great Britain, registered in England and Wales and is 100% owned.

Directly held	Principal activity
Lyndale Development Company	Property trading

Group financial statements have not been prepared as the company is a subsidiary of another company incorporated in Great Britain. Consequently, the financial statements deal with the company rather than the group. In the opinion of the directors the aggregate value of the shares in and amounts owing from the company's unconsolidated subsidiary undertakings is not less than the total amount at which they are stated in the balance sheet.

7. Creditors: amounts falling due within one year

	2014 £	2013 £
Accruals and deferred income	1,800	1,800

8. Creditors: amounts falling due after more than one year

	2014 £	2013 £
Amounts due to immediate parent undertaking	9,502,869	10,318,785
Amounts due to subsidiary undertaking	9,536,309	8,280,905
	19,039,178	18,599,690

The loans from the immediate parent company and the subsidiary undertaking are repayable after more than one year with no fixed repayment date. The loans are unsecured and interest is charged at a commercial rate.

Dorrington Lyndale Limited

Notes to the financial statements Year ended 31 December 2014

9. Called up share capital

	2014 £	2013 £
Authorised:		
100 ordinary shares of £1 each	100	100
Allotted, called up and fully paid:		
2 ordinary shares of £1	2	2

10. Statement of movements on reserves

	Profit and loss account £
Balance at 1 January 2014	1,228,073
Profit retained for the year	1,135,526
At 31 December 2014	2,363,599

11. Ultimate parent undertaking

The company's ultimate parent undertaking and controlling party is Quadriga International Limited, a company incorporated in the British Virgin Islands.

The company is a subsidiary of its immediate parent company Dorrrington Investment PLC, the smallest group for which the results of this company are consolidated and intermediate parent undertakings, Dorrrington PLC and Hanover Acceptances Limited, all companies being incorporated in Great Britain and registered in England and Wales. Hanover Acceptances Limited is the largest group for which consolidated financial statements are prepared and Dorrrington Investment PLC is the smallest group for which consolidated financial statements are prepared.

Copies of the financial statements of Dorrrington Investment PLC and Hanover Acceptances Limited are available from the Company Secretary, 16 Hans Road, London SW3 1RT.

12. Related party transactions

The company has taken advantage of the exemption from the disclosure of related party transactions with entities that are part of the group in accordance with Paragraph 3(c) of Financial Reporting Standard No. 8.

13. Cash flow statement

The company is a wholly owned subsidiary of Hanover Acceptances Limited and the cash flows of the company are included in the consolidated cash flow statement of Hanover Acceptances Limited. Consequently the company is exempt under Financial Reporting Standard No. 1 (Revised) from the requirement to prepare a cash flow statement.