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HERRADURA LIMITED
REPORT AND FINANCIAL STATEMENTS
Year ended 31 December 2012



Company Registered No 2703869

HERRADURA LIMITED

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the year ended 31 December 2012. This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

Previously the principal activity of the Company was the issue and hedging of credit linked notes, the last of which were terminated in January 2007. Since that time the Company has earned interest on remaining deposits held with Commerzbank AG London Branch.

The directors do not expect the Company to enter into any new transactions in the foreseeable future. The Company's principal activity is therefore that of a deposit holding subsidiary in the Commerzbank AG Group.

RESULTS AND DIVIDENDS

The results of the Company for the year are set out in detail on page 4.

The profit for the financial year was £54 (2011: £55). The directors do not recommend the payment of a dividend (2011: £nil).

DIRECTORS

The directors of the Company who held office throughout the year and up to the date of signing the financial statements were as follows:

N G Aiken
P R Burrows
A D Levy
J C Wall

Certain directors benefited from qualifying third party indemnity provisions in place during the year.

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 prepared the financial statements in accordance with UK Generally Accepted Accounting Practice (UK 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 accounting 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 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.

HERRADURA LIMITED

DIRECTORS' REPORT (continued)

DISCLOSURE OF INFORMATION TO INDEPENDENT AUDITORS

The directors in 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 they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information

INDEPENDENT AUDITORS

PricewaterhouseCoopers LLP have indicated their willingness to continue in office and will be re-appointed in accordance with Section 487 of the Companies Act 2006

Approved by the Board of Directors
and signed on behalf of the Board



J C Wall
Secretary
Herradura Limited
Company Registered No 2703869

15 May 2013

HERRADURA LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF HERRADURA LIMITED

We have audited the financial statements of Herradura Limited for the year ended 31 December 2012 which comprise the Profit and Loss Account, the Balance Sheet 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).

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page 1, 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.

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 Report and financial statements to identify material inconsistencies with the audited financial statements. 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 2012 and of its profit for the year then ended,
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice, and
- have been prepared in accordance with the Companies Act 2006.

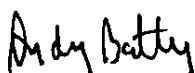
Opinion on other matter prescribed by the Companies Act 2006

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.

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.



Andrew Batty (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London

15 May 2013

HERRADURA LIMITED

PROFIT AND LOSS ACCOUNT

For the year ended 31 December 2012

	Note	2012 £	2011 £
OPERATING PROFIT		-	-
Interest receivable from Commerzbank AG London Branch		54	55
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		<u>54</u>	<u>55</u>
Tax on profit on ordinary activities	3	-	-
PROFIT FOR THE FINANCIAL YEAR	5	<u>54</u>	<u>55</u>

All amounts stated above derive from continuing activities

There is no difference between the profit for the financial year above and its historical cost equivalent

There are no recognised gains or losses for the current year or the previous year other than the profit on ordinary activities after taxation disclosed above. Accordingly no statement of total recognised gains and losses is given.

A statement showing the movement in the profit and loss account reserve is set out in note 5 on page 7

The accounting policies and notes on pages 6 and 7 form an integral part of these financial statements

HERRADURA LIMITED

BALANCE SHEET

As at 31 December 2012

	Note	2012 £	2011 £
CURRENT ASSETS			
Debtors amounts falling due within one year			
Amounts owed by Commerzbank AG London Branch		4,701	4,647
		<hr/>	<hr/>
NET ASSETS		4,701	4,647
		<hr/>	<hr/>
CAPITAL AND RESERVES			
Called up share capital	4	1	1
Profit and loss account	5	4,700	4,646
		<hr/>	<hr/>
TOTAL SHAREHOLDER'S FUNDS	5	4,701	4,647
		<hr/>	<hr/>

The accounting policies and notes on pages 6 and 7 form an integral part of these financial statements

These financial statements on pages 4 to 7 were approved by the Board of Directors and signed on its behalf by



A D Levy
Director

15 May 2013

HERRADURA LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2012

1. ACCOUNTING POLICIES

Basis of preparation

The financial statements have been prepared on the going concern basis, under the historical cost convention, and in accordance with the Companies Act 2006 and applicable accounting standards in the UK. The principal accounting policies, which have been applied consistently throughout the year, are set out below.

Interest receivable

Deposit interest receivable is accounted for on an accruals basis.

Taxation

The charge for taxation is based on the profits for the year.

Related party transactions

The Company's ultimate parent undertaking, Commerzbank AG, prepares consolidated financial statements, which are publicly available. Accordingly advantage is taken in these financial statements of the exemptions available in FRS 8, 'Related Party Disclosures' for disclosure of transactions with entities that are part of the group or investees of group entities as related parties.

Cash flow statement

The Company has taken advantage of the exemption under FRS 1 (revised) 'Cash Flow Statements' not to prepare a cash flow statement on the grounds that the ultimate parent undertaking, Commerzbank AG, prepares consolidated financial statements, which are publicly available.

2 ADMINISTRATIVE EXPENSES

All administrative expenses, including auditors' remuneration for services to the Company, were borne by Commerzbank AG London Branch. The Company had no employees during the year (2011: None). None of the directors received any emoluments in respect of their services to the Company (2011: £nil). The audit fee applicable in respect of this Company's financial statements was £5,000 (2011: £4,725), with no further services provided to the Company by the Company's auditor.

3. TAX ON PROFIT ON ORDINARY ACTIVITIES

	2012	2011
	£	£
a) Analysis of tax charge for the year		
Current tax (note 3b)	-	-
b) Factors affecting the tax charge for the year:		
The tax assessed for the year differs from the standard rate of corporation tax in the UK. The differences are explained below.		
Profit on ordinary activities before tax	54	55
Standard rate tax charge in the UK of 24.5 % (2011: 26.5 %)	(13)	(15)
Effect of:		
Group relief claimed free of charge	13	15
Current tax charge for the year (note 3a)	-	-

HERRADURA LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2012

4. CALLED UP SHARE CAPITAL

	2012 £	2011 £
Authorised:		
25,000 ordinary shares of £1 each	25,000	25,000
3,000 preference shares of Euro 10,000 each	21,137,925	21,137,925
	<hr/>	<hr/>
Allotted, called up and fully paid:		
1 ordinary shares of £1 each	1	1
	<hr/>	<hr/>

5. COMBINED RECONCILIATION OF MOVEMENTS IN TOTAL SHAREHOLDER'S FUNDS AND STATEMENT OF MOVEMENTS ON RESERVES

	Called up share capital 2012 £	Profit and loss account 2012 £	Shareholder's funds total 2012 £	Shareholder's funds total 2011 £
At beginning of the year	1	4,646	4,647	4,592
Profit for the financial year	-	54	54	55
At the end of the year	1	4,700	4,701	4,647

6. ULTIMATE PARENT UNDERTAKING

The immediate parent undertaking of the Company is Commerzbank Leasing Holdings Limited, a company incorporated in England & Wales

The smallest and the largest group in which the results of the Company are consolidated is that headed by Commerzbank AG, a company incorporated in Germany under German law. Commerzbank AG is also the ultimate parent undertaking and controlling party. Financial statements of Commerzbank AG are available from Commerzbank AG, Investor Relations, Kaiserplatz, D-60261 Frankfurt am Main, Germany