

**LAIRDSAIN LIMITED**

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 DECEMBER 2013**

TUESDAY



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**DIRECTORS AND ADVISERS**

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**Directors**

C M Ireland  
R C Batten

**Company secretary**

R Webster  
G Thomas  
A J Bruce

**Registered office**

30 Warwick Street  
LONDON  
W1B 5NH

**Bankers**

Barclays Bank PLC  
1 Churchill Place  
LONDON  
E14 5HP

**Independent auditor**

KPMG Audit LLP  
Chartered Accountants and Statutory Auditor  
15 Canada Square  
London  
E14 5GL

## DIRECTORS' REPORT

### For the year ended 31 December 2013

The Directors present their annual report and the audited financial statements of the Company for the year ended 31 December 2013. This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

### Principal activities, business review and future developments

The Company provides management services to the General Partner of the Chelsea Limited Partnership. The Directors consider that all turnover derives from a single class of business.

The Directors consider the results for the period, which are set out in the profit and loss account on page 6, to be in line with expectations and that the Company will trade profitably in the coming year. The Directors do not recommend the payment of a dividend (31 December 2012: £nil).

### Going concern

The financial statements have been prepared on a going concern basis, which the members believe to be appropriate for the following reasons. The company is dependent for its working capital on funds provided to it by Jones Lang LaSalle Incorporated, the ultimate parent company. Jones Lang LaSalle Incorporated has provided the company with an undertaking that for at least 12 months from the date of the approval of these financial statements, it will continue to make available such funds as are needed by the company and in particular will not seek repayment of the amounts currently made available. This should enable the company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment. As with any company placing reliance on other group entities for financial support, the members acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Based on this undertaking the members believe that it remains appropriate to prepare the financial statements on a going concern basis. The financial statements do not include any adjustments that would result from the basis of preparation being inappropriate.

### Directors

The Directors of the Company during the period and up to the date of signing the accounts were as shown below.

C M Ireland  
R C Batten

### Directors' responsibilities statement

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 period. Under that law the directors have prepared 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 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;
- 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

## **DIRECTORS' REPORT**

**For the year ended 31 December 2013**

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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.

### **Disclosure of information to auditor**

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 auditor is unaware; and each director has taken all steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

### **Auditor**

KPMG Audit Plc resigned as auditor on 13 March 2014 pursuant to Section 516 of the Companies Act 2006. On 14 April 2014 the Directors appointed KPMG LLP as auditor of the company to fill the casual vacancy as auditor under Section 485(3) of the Companies Act 2006. Pursuant to Section 487 of the Companies Act 2006, the auditors, KPMG LLP, will be deemed to be reappointed and therefore continue in office.

### **Directors' liability insurance**

As permitted by the Companies Act 2006, the Company has purchased insurance cover in respect of Directors' and officers' liabilities which was in force throughout the period and at the date of approval of the financial statements.

By order of the board



A J Bruce  
**Company Secretary**  
29 August 2014

30 Warwick Street  
London  
W1B 5NH

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF LAIRDSAIN LIMITED**

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We have audited the financial statements of Lairdsain Limited for the year ended 31 December 2013 set out on pages 6 to 11.

The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK 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 set out on page 2, 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 (APB's) Ethical Standards for Auditors.

### **Scope of the audit of the financial statements**

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at [www.frc.org.uk/auditscopeprivate](http://www.frc.org.uk/auditscopeprivate).

### **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 2013 and of its loss for the period then ended
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of 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 period for which the financial statements are prepared is consistent with the financial statements.

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF LAIRDSAIN LIMITED**

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### **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 prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption in preparing the directors' report and take advantage of the small companies exemption from the requirement to prepare a strategic report.



Sean McCallion (Senior Statutory Auditor)  
For and on behalf of KPMG Audit LLP  
Chartered Accountants and Statutory Auditor  
15 Canada Square  
London  
E14 5GL

29 August 2014

## PROFIT AND LOSS ACCOUNT

For the year ended 31 December 2013

	Note	Year ended 31 December 2012 £	Year ended 31 December 2012 £
Turnover	1	16,950	16,950
Cost of sales		(16,000)	(16,000)
Gross profit		950	950
Administrative expenses		(3,080)	(3,836)
Operating loss	2	(2,130)	(2,886)
Loss on ordinary activities before taxation		(2,130)	(2,886)
Tax on loss on ordinary activities	4	-	-
Loss for the financial period	9	(2,130)	(2,886)

All results derive from continuing operations.

The Company has no recognised gains and losses for the current period and prior financial year other than those as stated in the profit and loss account, and therefore no separate statement of total recognised gains and losses has been presented.

There are no material differences between the loss on ordinary activities before taxation and the loss for the financial period stated above and their historical cost equivalents.

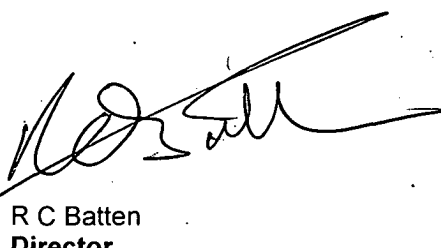
The notes on page 7 to 11 form part of these financial statements.



**BALANCE SHEET****As at 31 December 2013**

	Note	31 December 2013 £	31 December 2012 £
<b>Fixed assets</b>			
Investments	5	100	100
<b>Current assets</b>			
Debtors	6	4,990	5,085
Cash at bank and in hand		3,948	3,029
		<b>8,938</b>	<b>8,114</b>
<b>Creditors: amounts falling due within one year</b>	7	<b>(17,450)</b>	<b>(14,496)</b>
<b>Net current liabilities</b>		<b>(8,512)</b>	<b>(6,382)</b>
<b>Net liabilities</b>		<b>(8,412)</b>	<b>(6,282)</b>
<b>Capital and reserves</b>			
Called up share capital	8	2	2
Profit and loss account	9	(8,414)	(6,284)
<b>Total shareholders' deficit</b>	10	<b>(8,412)</b>	<b>(6,282)</b>

These financial statements on pages 6 to 11 were approved by the board of directors and signed on its behalf by:



R C Batten  
Director  
LairdsAin Limited  
Registered number: 3690440

29 August 2014

The notes on page 7 to 11 form part of these financial statements.

## NOTES TO THE FINANCIAL STATEMENTS

For the period ended 31 December 2013

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**1 Accounting policies**

The following accounting policies have been applied consistently throughout the period in dealing with items which are considered material in relation to the Company's financial statements.

**a) Basis of preparation**

The accounts 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.

**b) Turnover**

Turnover represents fees receivable excluding value added tax. The amount of revenue reflects the accrual of the right to consideration as contract activity progresses by reference to the fair value of the work performed.

**c) Going concern**

The financial statements have been prepared on a going concern basis, which the members believe to be appropriate for the following reasons. The company is dependent for its working capital on funds provided to it by Jones Lang LaSalle Incorporated, the ultimate parent company. Jones Lang LaSalle Incorporated has provided the company with an undertaking that for at least 12 months from the date of the approval of these financial statements, it will continue to make available such funds as are needed by the company and in particular will not seek repayment of the amounts currently made available. This should enable the company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment. As with any company placing reliance on other group entities for financial support, the members acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Based on this undertaking the members believe that it remains appropriate to prepare the financial statements on a going concern basis. The financial statements do not include any adjustments that would result from the basis of preparation being inappropriate.

**d) Investments**

Investments are stated at cost less any provision for impairment. Impairment reviews are carried out by Management when there has been an indication of impairment.

**e) Taxation**

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

Deferred taxation is recognized, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed BY the balance sheet date, except as otherwise required by FRS 19.

**f) Cash flow statement**

Under Financial Reporting Standard no. 1, the company is exempt from the requirements to prepare a cash flow statement on the grounds that a parent undertaking includes the company in its own published consolidated financial statements.

## NOTES TO THE FINANCIAL STATEMENTS

For the period ended 31 December 2013

## 2 Operating loss

Operating loss is stated after charging:

	31 December 2013 £	31 December 2012 £
Auditor's remuneration – audit	3,000	3,000

## 3 Directors and other employees

There were no employees during the period (31 December 2012: nil)

Directors received no emoluments for their services as directors during the period (31 December 2012: £nil).

## 4 Tax on loss on ordinary activities

	31 December 2013 £	31 December 2012 £
<b>Current tax:</b>		
UK corporation tax on profits for the period	-	-

**Current tax reconciliation**

The tax assessed for the period is higher (31 December 2012: higher) than the standard rate of corporation tax in the UK applied to the Company of 23.25% (31 December 2012: 24.5%). The differences are explained below:

	31 December 2013 £	31 December 2012 £
<b>Loss on ordinary activities before taxation</b>	<b>(2,130)</b>	<b>(2,886)</b>
Loss on ordinary activities multiplied by the standard rate of corporation tax in the UK of 23.25% (31 December 2012: 24.5%)	<b>(495)</b>	<b>(707)</b>
Effects of:		
Losses submitted to group companies	<b>495</b>	<b>707</b>
<b>Current tax charge for the period</b>	<b>-</b>	<b>-</b>

There are no material recognised or unrecognised deferred tax assets or liabilities (31 December 2012: £nil).

The Budget of the Chancellor of the Exchequer, dated 21 March 2012 announced a phased reduction in the main UK corporation tax rate from 26% to 22% by April 2014, with a 2% reduction taking effect from 1 April 2012 (substantively enacted on 26 March 2012), followed by a subsequent reduction to 23% from 1 April 2013 (substantively enacted on 3 July 2012) and a further reduction to 22% from 1 April 2014. The Autumn Statement of the Chancellor of the Exchequer, dated 5 December 2012 announced the intention to reduce the corporation tax rate in the UK for large companies to 21% by April 2014. The Budget of the Chancellor of the Exchequer, dated 20 March 2013 announced that the UK corporation tax rate will reduce to 20% by 1 April 2015.

## NOTES TO THE FINANCIAL STATEMENTS

For the period ended 31 December 2013

## 5 Investments

Shares in  
associated  
undertakings  
£

## Cost and net book value

At 1 January 2013 and 31 December 2013	100
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Investments in associated undertakings relate to a 33% share in the ordinary share capital of Chelsea (General Partner) Limited. Chelsea (General Partner) Limited acts as the General Partner of The Chelsea Limited Partnership which is engaged in the business of commercial property development and investment.

The Directors believe that the book value of investments is supported by underlying net assets.

## 6 Debtors

	31 December 2013 £	31 December 2012 £
Trade debtors	-	5,085
VAT debtor	752	-
Prepayments and accrued income	4,238	-
	<b>4,990</b>	<b>5,085</b>

## 7 Creditors: amounts falling due within one year

	31 December 2013 £	31 December 2012 £
Amounts owed to parent company	11,450	6,650
Accruals and deferred income	7,150	7,000
Other tax and social security	-	846
	<b>18,600</b>	<b>14,496</b>

## 8 Called up share capital

	31 December 2013 £	31 December 2012 £
Allotted, issued and fully paid: 2 ordinary shares of £1 each	2	2

## NOTES TO THE FINANCIAL STATEMENTS

For the period ended 31 December 2013

## 9 Profit and loss reserve account

	£
At 1 January 2013	(6,284)
Loss for the financial period	(3,280)
At 31 December 2013	(9,564)

## 10 Reconciliation of movements in shareholders' funds

	2013 £	2012 £
Loss for the financial period	(3,280)	(2,886)
Opening shareholders' funds	(6,282)	(3,396)
Closing shareholders' deficit	(9,562)	(6,282)

## 11 Related parties

The Company has taken the exemption available under paragraph 3(c) from the provisions of FRS 8, Related Party Disclosures, on the grounds that it is a wholly owned subsidiary of a group headed by Jones Lang LaSalle Incorporated whose accounts are publicly available.

The following information is provided in accordance with FRS 8 as being transactions with related parties for the period.

Name of related party	Relationship	Type of transaction	Transactions for the period ended 31 December 2013 £	Balance at 31 December 2013 £	Transactions for the period ended 31 December 2012 £	Balance at 31 December 2012 £
Chelsea GP Limited	Associate	Secretarial and director services provided	16,950	-	16,950	5,085

## 12 Ultimate controlling party

The company's immediate parent company during the period was King Sturge Holdings Limited, a company incorporated in England and Wales, and the ultimate parent company is Jones Lang LaSalle Incorporated, a company incorporated in Maryland, USA.

The only group in which the financial statements of the company are consolidated is that headed by Jones Lang LaSalle Incorporated. Copies of the group financial statements of Jones Lang LaSalle Incorporated can be obtained from Jones Lang LaSalle Incorporated, 200 East Randolph Drive, Chicago, Illinois 60601, USA.