

## FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2011

MONDAY

A07 17/09/2012 COMPANIES HOUSE #28

Company Registration Number 3891703

#### **BOARD OF DIRECTORS**

Costas P Michaelides Director

Paul E Hare Director

Michel Judet Director

#### **COMPANY SECRETARY**

Paul E Hare Secretary

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2011

The directors present their report and financial statements for the year ended 31 December 2011

#### International Financial Reporting Standards

The Company's 2011 annual accounts have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted for use in the European Union (EU)

The financial statements were authorized for issue by the directors on 13 September 2012

#### Principal activities

LG/SL Property Holdings Limited (the "Company") is domiciled in the United Kingdom whose ultimate parent is Credit Suisse Group AG. The Company was established as a holding company whose subsidiaries were engaged in property investment. As of 10 October 2001, the Company's subsidiaries had sold all of their properties.

#### Results

The Profit for the year was US\$ Nil (2010 profit of US\$ 26,716) There were no dividends proposed or paid during the year (2010 US\$ Nil)

#### Share capital

During the year, no additional share capital was issued (2010 US\$ Nil)

#### **Directors**

The names of the directors as at the date of this report are set out on page 2. Changes in the directorate since 31 December 2010, and up to the date of this report are as follows

Appointment

Michel Judet

05 April 2012

Resignation

Susie L. Aliker

05 April 2012

All directors benefited from qualifying third party indemnity provisions in place during the financial year and at the date of this report

None of the directors who held office at the end of the financial year were beneficially interested, at any time during the year, in the shares of the Company or had any disclosable interest in shares of Credit Suisse group companies

#### **Donations**

No charitable or political donations were made during the year (2010 US\$ Nil)

#### **Auditors**

For the year ended 31 December 2011, the Company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies. The members have not required the Company to obtain an audit in accordance with section 476 of the Companies Act 2006.

#### Prompt payment code

It is the policy of the Company to pay all invoices in accordance with contract and payment terms

## LG/SL PROPERTY HOLDINGS LIMITED DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2011

#### Subsequent events

On 01 June 2012, LG/SL Land Ltd returned the contribution to reserves of USD 200,000 to its parent (LG/SL Properties Ltd)

On 27 July 2012, LG/SL Properties Ltd returned the contribution to reserves of USD 200,000 to its parent (the Company)

On the same day, LG/SL Properties Ltd cancelled 19,826,981 Preferred Redeemable shares of GBP 1 each to its parent (the Company) by returning GBP 13,849

There are no other material post balance sheet events which have a bearing on the understanding of the financial statements

By Order of the Board

Paul E Hare Secretary

One Cabot Square London E14 4QJ 13 September 2012

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 IFRS as adopted by the EU 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 they have been prepared in accordance with IFRS as adopted by the EU, 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 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.

## LG/SL PROPERTY HOLDINGS LIMITED STATEMENT OF INCOME FOR THE YEAR ENDED 31 DECEMBER 2011

	Note	2011 US\$	2010 US\$
Other income	3	-	26,716
Profit before tax		•	26,716
Income tax	4	-	-
Profit after tax	<u></u>	<u> </u>	26,716

Profit for 2011 and 2010 are from continuing operations

There is no other comprehensive income for the current and prior years. Accordingly no statement of other comprehensive income is provided

The notes on pages 10 to 18 form an integral part of these financial statements

## LG/SL PROPERTY HOLDINGS LIMITED STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2011

	Note	2011 US\$	2010 US\$
Non-current assets Investment in subsidiaries	5	200,000	200,000
Current assets Amounts due from related company	6	200,161	200,161
Total assets		400,161	400,161
Current liabilities Amounts due to related company	7	(200,000)	(200,000)
Total liabilities	_	(200,000)	(200,000)
Net assets	_	200,161	200,161
Shareholders' equity Share capital Contribution reserves Retained earnings	8 9	161 200,000 -	161 200,000 -
Total shareholders' equity	_	200,161	200,161

The notes on pages 10 to 18 form an integral part of these financial statements

For the year ended 31 December 2011

- The Company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies
- The members have not required the Company to obtain an audit in accordance with section 476 of the Companies Act 2006
- The directors acknowledge their responsibility for complying with the requirements of the Act with respect to accounting records and for the preparation of accounts
- These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies regime

Approved by the Board of Directors on 13 September 2012 and signed on its behalf by

Director

## LG/SL PROPERTY HOLDINGS LIMITED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2011

	Share capital	Contribution reserves	Retained earnings	Total
	US\$	US\$	US\$	US\$
Balance at 1 January 2011	161	200,000	-	200,161
Profit for the year	-	-	-	-
Total recognised income and expense for the year	-	-	-	-
Balance at 31 December 2011	161	200,000		200,161
	Share capital	Contribution reserves	Retained earnings	Total
				Total US\$
Balance at 1 January 2010	capital	reserves	earnings	
Balance at 1 January 2010 Profit for the year	capital US\$	reserves US\$	earnings US\$	US\$
	capital US\$	reserves US\$	earnings US\$ (26,716)	US\$

The notes on pages 10 to 18 form an integral part of these financial statements

## LG/SL PROPERTY HOLDINGS LIMITED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 DECEMBER 2011

	Note	2011 US\$	2010 US\$
Operating activities of operations Profit / (loss) before taxation		-	26,716
Operating profit / (loss) before working capital changes			<u></u>
(Decrease) in amount due to related companies			(26,716)
Net cash flow generated from operating activities		-	
Net cash flow from investing activities			
Net cash flow generated from financing activities		-	
Net increase in cash and cash equivalents		-	
Cash and cash equivalents at beginning of year		<u>-</u>	
Cash and cash equivalents at end of year		•	-

The notes on pages 10 to 18 form an integral part of these financial statements

# LG/SL PROPERTY HOLDINGS LIMITED NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2011

#### 1. General

LG/SL Property Holdings Limited is a company domiciled in the United Kingdom

#### 2. Significant accounting policies

#### a) Statement of compliance

The financial statements have been prepared on a going concern basis and approved by the directors in accordance with International Financial Reporting Standards as adopted by the EU ("adopted IFRS") and the International Financial Reporting Interpretations Committee ("IFRIC")

#### b) Basis of preparation

The financial statements are presented in United States dollars (US\$) They are prepared on the historical cost basis

The preparation of financial statements in conformity with adopted IFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of revision and future periods if the revision has a significant effect on both current and future periods.

#### Standards and Interpretations effective in the current period

The Company has adopted the following amendments and interpretation in the current year

- Revised IAS 24 Related Party Disclosures In November 2009, the IASB issued revisions to IAS 24 "Related Party Disclosures" (IAS 24) effective from 1st January 2011. The objective of the revised IAS 24 is to simplify and ensure that an entity's financial statements contain the disclosures necessary to draw attention to the possibility that its financial position and profit or loss may have been affected by the existence of related parties and by transactions and outstanding balances with such parties. The Company has adopted the revisions to IAS 24 and these do not have a material impact on the existing related party disclosures. For further information refer to Note-10 Related party transactions.
- Improvements to IFRS's 2010 In May 2010, the IFRS issued "Improvements to IFRSs", which contains numerous amendments to IFRS. The "Improvements to IFRSs" comprise amendments that result in accounting changes for presentation, recognition or measurement purposes, as well as terminology or editorial amendments related to a variety of individual IFRS standards. The adoption of Improvements to IFRS's did not have a material impact on the Company's financial position, results of operations or cash flows. The disclosures required as a result of adoption are included in the notes to the financial statements for the year ended 31 December 2011.

## LG/SL PROPERTY HOLDINGS LIMITED NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2011

#### 2. Significant accounting policies (continued)

#### b) Basis of preparation (continued)

#### Standards and Interpretations in issue but not yet effective

The Company is not required to adopt the following standards and interpretations which are issued but not yet effective

- Amendments to IFRS 7 Disclosures Transfers of Financial Assets The amendments improved the understanding of transfer transactions of financial assets (for example, securitizations) by users of financial statements, including understanding the possible effects of any risks that may remain with the entity that transferred the assets. The amendments also require additional disclosures if a disproportionate amount of transfer transactions are undertaken around the end of a reporting period. The amendments are effective for annual periods beginning on or after 1 July 2011. As the amendments are for disclosures only, the adoption of the standard will not have a material impact on the Company's financial position, results of operation or cash flows.
- In Oct 2010, IASB issued disclosures –Transfer of financial asset (Amendment to IFRS 7) with an effective date of 1 July 2011
- In Oct 2010, IASB issued IFRS 9 Financial instruments (IFRS 9(2010)) with an effective date of 1 January 2013 Early adopters may elect to adopt for periods ending before 1 January 2013
- In December 2010, IASB issued Deferred tax- Recovery of underlying assets Amendments to IAS 12 with an effective date of 1 January 2012
- In June 2011, IASB issued Presentation of items of Other Comprehensive Income effective from 1 July 2011
- IFRS 13 Fair Value measurement published by IASB in May 2011, replaces existing guidance on fair value measurement in different IFRS's with a single definition of fair value, a framework for measuring fair values and disclosures about fair value measurements
- IFRS 9 Accounting for financial liabilities and derecognition was issued by IASB in October 2010 is effective from 1 January 2013
- IAS 32 Financial Instruments Presentation Amendments to application guidance on the offsetting of financial assets and financial liabilities was issued in December 2011 with effect from 1 January 2013

The expected impact of the standards and interpretations issued but not yet effective is still being assessed, however, the Company does not anticipate the above interpretations will have a material impact on the reported numbers in the financial statements in the initial period of application

The accounting policies set out below have been applied consistently to all periods presented in these financial statements. The financial statements have also been prepared in accordance with the Companies Act 2006.

#### 2. Significant accounting policies (continued)

#### c) Foreign currency

Transactions denominated in currencies other than the functional currency of the reporting entity are translated at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at balance sheet date are translated to US\$ at the foreign exchange rate ruling at that date. Foreign exchange differences arising from translation are recognised in the income statement. Non-monetary assets and liabilities denominated in foreign currencies at balance sheet date are not revalued for movements in foreign exchange rates.

#### d) Income taxes

Income tax on the profit or loss for the year comprises current tax and deferred tax. Income tax is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case the income tax is recognised in equity. For items initially recognised in equity and subsequently recognised in the income statement, the related income tax initially recognised in equity is also subsequently recognised in the income statement.

Current tax is the expected tax payable on the taxable income for the year and includes any adjustment to tax payable in respect of previous years. Current tax is calculated using tax rates enacted or substantially enacted at the balance sheet date.

Information as to the calculation of income tax on the profit or loss for the periods presented is included in Note 4

#### e) Critical accounting estimates and judgements in applying accounting policies

The Company makes estimates and assumptions that affect the reported amounts of assets and liabilities within the next financial year. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

#### Income taxes

#### Deferred tax valuation

Deferred tax assets and liabilities are recognised to reflect the estimated amounts of income tax recoverable/payable in future periods in respect of temporary differences and unused carry forward of tax losses. For temporary differences, a deferred tax asset is recognised to the extent that it is probable that taxable income will be available against which the deductible temporary difference can be utilised. Similarly, a deferred tax asset is recognised on unused carry forward tax losses to the extent that it is probable that future taxable profits will be available against which the unused carry forward tax losses and credits can be utilised.

Periodically, management evaluates the probability that taxable profits will be available against which the deductible temporary differences and unused carry forward tax losses can be utilised Within this evaluation process, management also considers tax-planning strategies. The evaluation process requires significant management judgement, primarily with respect to projecting future taxable profits.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2011

#### 2. Significant accounting policies (continued)

### e) Critical accounting estimates and judgements in applying accounting policies (continued)

#### Income taxes (continued)

#### Tax contingencies

Significant judgement is required in determining the effective tax rate and in evaluating certain tax positions. The Company may accrue for tax contingencies despite the belief that positions taken in tax returns are always fully supportable. Tax contingency accruals are adjusted due to changing facts and circumstances, such as case law, progress of audits or when an event occurs requiring a change to the tax contingency accruals. Management regularly assesses the appropriateness of provisions for income taxes. Management believes that it has appropriately accrued for any contingent tax liabilities.

#### 3. Other income

	2010	2010
	US\$	US\$
Foreign exchange gain / (loss)	•	389
Other income / (expense)	<del>-</del>	26,327
	•	26,716

In previous year, the other income of US\$26,327 represents the release of the amounts due to related companies

#### 4. Income tax

#### a) Components of tax benefit

No current tax (2010 US\$ Nil) or deferred tax charge arises for the year (2010 US\$ Nil)

#### b) An explanation of the relationship between tax credit and the accounting profit

The income tax charge/(benefit) for the year can be reconciled to the profit/(loss) per the Statement of Income as follows

	2011 US\$	2010 US\$
Profit before tax	<del>-</del> _	26,716
Profit before tax multiplied by the UK statutory rate of corporation tax of 26 5% (2010 28%)	-	7,480
Other permanent differences	-	(7,372)
Deferred Tax not recognized	-	(108)
Income tax charge / (benefit)	<u> </u>	

#### 4. Income tax (continued)

#### c) Deferred taxes not recognised

The company had no unrecognised deferred tax as at 31 December 2011 (2010 US\$NI)

#### 5. Investment in subsidiaries

All subsidiaries were previously involved in property investment. As of 10 October 2001 the Company's subsidiaries had sold all of their properties. Dormant companies are denoted below

Investments 100% owned and with companies incorporated in England & Wales are

LG/SL Properties Limited

Cost of investment in LG/SL Properties Limited of US\$3 was fully written off in 2001

Investment indirectly owned and incorporated outside the United Kingdom is

LG/SL Land Limited

(LG/SL Land Limited is incorporated in Gibraltar and registered in the United Kingdom as a foreign company)

On 25 October 2011, LG/SL (H) Limited and LG/SL (H Investment) Limited (Company's indirectly owned investments) were dissolved

	2011 US\$	2010 US\$
As at 1 January As at 31 December	200,000 <b>200,000</b>	200,000 <b>200,000</b>
6. Amounts due from related company		
	2011 US\$	2010 US\$
Amounts due from related company	200,161	200,161

Amounts due from related company is non-trade, unsecured, repayable on demand and non-interest bearing. Due to their short-term nature the fair value of this amount approximates book value.

#### 7. Amounts due to related company

	2011 US\$	2010 US\$
Amounts due to related company	200,000	200,000

Amounts due to related company are non-trade, unsecured, repayable on demand and non-interest bearing

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2011

#### 8. Share capital

Authorised	2011 US\$	2010 US\$
Equity 1,000 Ordinary shares of £1 each	1,610	1,610
Allotted, called up and fully paid Equity		
100 Ordinary shares of £1 each	161	161

During the year, no additional share capital was issued (2010 US\$ Nil)

#### Capital management

The Board's policy is to maintain an adequate capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business

The capital structure of the Company consists of equity attributable to equity holders of the Company, comprising issued capital, and reserves

The Company funds its operations and growth through equity. This includes assessing the need to raise additional equity where required

The Company is not subject to externally imposed capital requirements

There were no changes in the Company's approach to capital management during the year

#### 9 Contribution reserves

As at 31 December	200,000	200,000
As at 1 January	200,000	200,000
	2011 US\$	2010 US\$

#### 10. Related party transactions

The Company is a wholly owned subsidiary of Credit Suisse AG, which is incorporated in Switzerland. The ultimate holding company is Credit Suisse Group AG, which is incorporated in Switzerland.

Copies of group financial statements of the ultimate holding company, which are those of the smallest and largest groups in which the results of the Company are consolidated, are available to the public and may be obtained from Credit Suisse Group AG, Paradeplatz, P O Box 1, 8070 Zurich

LG/SL PROPERTY HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2011

10 Related party transactions (continued)

# a) Related party assets and liability

		2011			2010	
	Parent	Subsidiaries	Total	Parent	Subsidiaries	Total
	\$SO	\$SN	ns\$	\$SO	\$SO	\$S∩
Assets Non-current assets						
Investment in subsidiaries	1	200,000	200,000	1	200,000	200,000
,						
Current assets						
Amounts due from related company	200,161	•	200,161	200,161	1	200,161
Total related party assets	200,161	200,000	400,161	200,161	200,000	400,161
labilities						
Current liabilities						
Amounts due to related company	•	200,000	200,000	•	200,000	200,000
Total related party liabilities	•	200,000	200,000	•	200,000	200,000

# b) Related party revenues and expenses

2010	Parent Subsidiaries Total Parent Subsidiaries Total	\$SN				
			Other income	Total related party income	Other expense	

#### 10. Related party transactions (continued)

#### c) Remuneration of directors and key management personnel

The directors and key management personnel did not receive any remuneration in respect of their services for the Company (2010 US\$Nil). The directors and key management personnel are employees of its related companies and the Company does not reimburse its related companies for the services rendered by these directors and key management personnel. All directors benefited from qualifying third party indemnity provisions.

There were no loans or advances made to directors or key management personnel during the period (2010 US\$ Nil)

#### d) Liabilities due to pension funds

The Company has no employees and therefore does not have any liabilities with regard to pension funds

#### 11. Financial risk management

Risk management is carried out by a central treasury department (Credit Suisse Group Treasury) under policies approved by its Board of Directors. Group Treasury identifies, evaluates and hedges financial risks. The Credit Suisse Board provides written principles for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, interest-rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments, and investing excess liquidity.

#### a) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. Due to the dynamic nature of the underlying businesses, Group Treasury aims to maintain flexibility in funding by keeping committed credit lines available.

The remaining contractual maturity for amounts due to related companies are short term in nature and approximate their carrying values as at 31 December 2011 in an 'on demand' categorisation

#### b) Foreign exchange risk

The Company's reporting currency is US Dollars. The Company is exposed to foreign exchange risk arising from GBP exposures on amounts due to related companies.

Group Treasury is responsible for managing the net position in each foreign currency, where appropriate using external forward currency contracts or other suitable transactions

#### c) Credit risk

The Company is exposed to credit risk from other Credit Suisse group companies. Cash transactions are limited to fellow group companies and high-credit-quality financial institutions. The carrying value of loans and other receivables represents the maximum credit exposure of the Company to counterparties. The Company has policies that limit the amount of credit exposure to any financial institution.

There were no significant concentrations of credit risk by country or by industry other than the disclosures produced in Note 10 related party transactions

#### 11. Financial risk management (continued)

#### c) Credit risk (continued)

There are no loans and other receivables due from group companies which are past due but not impaired. The Company has no interest-bearing assets and liabilities including cash and cash equivalents, amounts due to and from related companies and so the Company is not exposed to any cash flow and interest rate risk

#### 12. Subsequent events

On 01 June 2012, LG/SL Land Ltd returned the contribution to reserves of USD 200,000 to its parent (LG/SL Properties Ltd)

On 27 July 2012, LG/SL Properties Ltd returned the contribution to reserves of USD 200,000 to its parent (the Company)

On the same day, LG/SL Properties Ltd cancelled 19,826,981 Preferred Redeemable shares of GBP 1 each to its parent (the Company) by returning GBP 13,849

There are no other material post balance sheet events which have a bearing on the understanding of the financial statements