Company Registration No. 05107527 (England and Wales)

ABSTRACT LEGAL HOLDINGS LIMITED **DIRECTORS' REPORT AND FINANCIAL STATEMENTS** FOR THE YEAR ENDED 31 MAY 2012





COMPANIES HOUSE

COMPANY INFORMATION

Directors D Werth

L Beck D Scott Rees

Company number 05107527

Registered office Quadrant House – 6th Floor

4 Thomas More Square

London E1W 1YW

Business address Accident Advice House

Merrion Avenue Stanmore Middlesex HA7 4RP

Bankers HSBC Bank plc

90 Baker Street

London W1V 6AX

Auditors UHY Hacker Young

Quadrant House

4 Thomas More Square

London E1W 1YW

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DIRECTORS' REPORT FOR THE YEAR ENDED 31 MAY 2012

The directors present their report and the financial statements for the year ended 31 May 2012

Principal activities and review of the business

Abstract Legal Holdings Limited is the holding company of a group of companies whose principal activities are the assistance of individuals with personal injury claims

Review of the business

The personal injury claims sector remained a challenging market place during the year and the group's main focus during 2011/12 has been to develop the business whilst maintaining a consistent level of healthy profits and cash flow

The group's development during the year

During 2011/12 there has been no change to the group's target market which has continued to be members of the public who have suffered a no-fault personal injury

The group has never generated customers through door-to-door canvassing or cold calling and it also has no commission based sales force approaching potential claimants. In fact all customer contacts are handled by the group's client management call centre

The group's performance

Despite the difficult economic conditions in 2011/12, the group still managed to increase its turnover and pre-tax profits Turnover rose by £3,093,268 to £19,310,755 (2011 £16,217,487), whilst pre-tax profits of £4,983,405 were £607,707 higher than last year

Comparisons of turnover and pre-tax profits with last year's results are key performance indicators for the group as they measure the progress and development of the business

The group's cash position at the year end, included within cash at bank and in hand, amounted to £5,095,204 (2011 £2,529,754)

The group's position

The directors believe that the group's position in the marketplace is strong and we can look forward to further growth in 2012/13

No events have occurred since the balance sheet date which significantly affects the group.

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MAY 2012

Principal risks and uncertainties facing the group

The principal risks and uncertainties facing the group are -

Operational risk this is the risk of loss resulting from a breakdown in internal control systems which are designed to prevent and detect fraud and error

Financial reporting risk this is the risk that due to a breakdown in internal control or fraud, the financial statements are materially misstated

Bad debt risk this is the risk of defaults on debts from customers

Business continuity risk this is the risk that a disaster or other unexpected event occurs leading to an inability to conduct our business

Compliance and regulatory risk this is the risk that changes in the regulatory framework within which the group operates could reduce our ability to operate profitably in the future

The group seeks to manage these risks by having sound systems of internal control and risk management. The effectiveness of these systems are reviewed on a regular basis

Such systems are designed to manage rather than eliminate risk and any system can provide only reasonable and not absolute assurance against material misstatement or loss

As regards the risk of defaults on debts from customers, the group's exposure to bad debts has been low historically due to the tight credit control procedures which are maintained

The risk of disruption to the business as a result of a disaster or unexpected event is mitigated as the group does have internal disaster recovery solutions in place. Moreover tapes containing up to date operational, financial and other business critical data are backed up on a daily basis and then stored in an off-site location.

From Spring 2013 disaster recovery controls have been enhanced through the installation of supplementary servers in Premises in Watford where a direct internet line between there and Accident Advice House will soon provide a complete real time back up facility

Future changes in the personal injury (PI) claims sector

In January 2012 new legislation came into effect allowing non-lawyers to own Law Firms This involves the firms applying for an Alternative Business Structure Licence (ABS) Directors are planning to take advantage of this opportunity and have submitted an application to the SRA looking to acquire or establish a strategic relationship with an established firm of personal injury lawyers. The directors see this as an exciting opportunity to both increase revenues and reduce costs

The Legal Aid, Sentencing and Punishment of Offenders Bill (LASPO) will come into force in April 2013 It is a very large and far reaching justice bill which is proposing major changes to the British justice system. Included in the Bill are proposals that will affect Personal Injury Claims. The most significant of which are the recommendations to ban the payment of referral fees and the recovery of ATE insurance premiums. However at the time of writing there are no finalised rules in place.

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MAY 2012

In addition the level of costs recoverable by Personal Injury Solicitors is being reviewed, with a view to reducing them to reflect the ban in referral fees

The Directors are confident that the group is well placed to adapt to any operational changes should they become necessary

Results and dividends

The results for the year are set out on page 7

An interim ordinary dividend was paid amounting to £nil (2011 £3,000,000) The directors do not recommend payment of a final dividend

Post balance sheet events

On 30 November 2012 the shareholders of the company signed an agreement whereby, subject to approval of the Solicitors Regulation Authority and the Financial Services Authority, on or after 2 April 2013 the ultimate controlling party will become Quindell Portfolio Plc

Directors

The following directors have held office since 1 June 2011

D Werth

L Beck

D Scott Rees

Auditors

UHY Hacker Young are deemed to be re-appointed in accordance with an elective resolution made under section 386 of the Companies Act 1985 which continues in force under Companies Act 2006

Charitable donations

During the period, the group made charitable donations of £6,760 (2011 £4,151), these were to various charitable organisations within the UK

Directors' responsibilities

The directors are responsible for preparing the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare the 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 the group and of the profit or loss for that period In preparing those 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,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MAY 2012

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's and group'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.

Statement of disclosure to auditor

So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information

On behalf of the board

Director

5 December 2012



INDEPENDENT AUDITORS' REPORT

TO THE SHAREHOLDERS OF ABSTRACT LEGAL HOLDINGS LIMITED

We have audited the financial statements of Abstract Legal Holdings Limited for the year ended 31 May 2012 set out on pages 7 to 22. 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 Directors' Responsibilities Statement set out on page 3, 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 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

A description of the scope of an audit of financial statements is provided on the APB's web-site at www frc org uk/apb/scope/private cfm

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the group's and the parent company's affairs as at 31 May 2012 and of the group's 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 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



INDEPENDENT AUDITORS' REPORT (CONTINUED)

TO THE SHAREHOLDERS OF ABSTRACT LEGAL HOLDINGS LIMITED

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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us, or
- the parent company 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

Derek Levy (Senior statutory auditor) for and on behalf of UHY Hacker Young,

Chartered Accountants Statutory Auditor 5 December 2012

CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MAY 2012

	Notes	2012 £	2011 £
Turnover	2	19,310,755	16,217,487
Cost of sales		(5,986,388)	(4,896,420)
Gross profit		13,324,367	11,321,067
Administrative expenses Other operating income		(8,296,823) 40,413	(6,848,737)
Operating profit	3	5,067,957	4,472,330
Interest receivable	4	28,157	16,210
Interest payable and similar charges	5	(112,709)	(112,842)
Profit on ordinary activities before taxation		4,983,405	4,375,698
Tax on profit on ordinary activities	6	(1,350,042)	(1,254,680)
Profit for the year	15	3,633,363	3,121,018

The group's operations remain unchanged, no operations were disposed of or acquired

There are no recognised gains or losses other than those passing through the profit and loss account

CONSOLIDATED BALANCE SHEET AS AT 31 MAY 2012

N	otes	£	2012 £	£	2011 £
Fixed assets Tangible assets	10		38,267		31,700
Current assets Debtors Cash at bank and in hand	12	2,696,143 5,095,204		2,283,699 2,529,754	
Creditors: amounts falling due within one year	13	7,791,347 (3,132,419)		4,813,453 (3,781,321)	
Net current assets/(liabilities)			4,658,928		1,032,132
Total assets less current assets/(liabilit	ies)		4,697,195		1,063,832
Capital and reserves Called up share capital	14		62,500		62,500
Profit and loss account	15		4,634,695		1,001,332
Shareholders' funds – equity interests	16		4,697,195		1,063,832

These financial statements were approved by the Board and authorised for issue on 5 December 2012

D Scott Rees

Director

L Beck Director

Company Registration No. 05107527

COMPANY BALANCE SHEET AS AT 31 MAY 2012

	Notes	£	2012 £	£	2011 £
Fixed assets Investments	11		6		6
Current assets Debtors Cash at bank and in hand	12	1,902,287 990 ——————————————————————————————————		1,900,685 384 	
Creditors: amounts falling due within one year	13	(1,824,509)		(1,822,301)	
Net current assets			78,768		78,768
Total assets less current liabilities			78,774		78,774
Capital and reserves Called up share capital	14		62,500		62,500
Profit and loss account	15		16,274		16,274
Shareholders' funds – equity interest	ts 16		78,774		78,774

These financial statements were approved by the Board and authorised for issue on 5 December 2012

L Beck Director

Company Registration No. 05107527

D Scott Rees

Director

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MAY 2012

	Notes	£	2012 £	£	2011 £
Net cash inflow from operating activities	17		4,882,658		4,176,441
Returns on investments and servicing of finance					
Interest received		28,157		16,210	
Other interest paid Bank interest paid		99 (112,808)		(342) (112,500)	
Net cash outflow from returns on investments and servicing of finan	ce		(84,552)		(96,632)
Taxation Corporation tax paid			(1,079,546)		(991,219)
Capital expenditure Payments to acquire tangible fixed a	ssets	28,110		23,493	
Net cash outflow for capital expen-	diture		(28,110)		(23,493)
Equity dividends paid			-		(3,000,000)
Net cash (outflow)/inflow before fin	ancing		3,690,450		65,097
Financing Repayment of other short term loans			(1,125,000)		<u>.</u>
Increase in cash in the year		19	2,565,450		65,097

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2012

1. Accounting policies

1 1 Accounting convention

The financial statements are prepared under the historical cost convention

12 Compliance with accounting standards

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently (except as otherwise stated)

13 Turnover

Turnover represents the amounts receivable for the sale of lead referrals and related commissions net of VAT and trade discounts and is recognised on the following basis

- a) income is recognised on an accruals basis when the right to consideration occurs,
- b) all other income contingent on a third party event is recognised on the occurrence of that event

14 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the company and its subsidiary undertakings drawn up to 31 May 2012 by the acquisition method of accounting Intra-group transactions and results are eliminated on consolidation

1.5 Tangible fixed assets

Tangible fixed assets other than freehold land are stated at cost or valuation less depreciation Depreciation is provided at rates calculated to write off the cost or valuation less estimated residual value of each asset over its expected useful life, as follows

Computer equipment

33% straight line

Fixtures and fittings

33% straight line

16 Leasing

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible assets and depreciated over the shorter of the lease term and their useful lives Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the profit and loss account so as to produce a constant periodic rate of charge on the net obligation outstanding in each period

Rentals payable under operating leases are charged against income on a straight line basis over the lease term

17 **Investments**

Fixed asset investments are stated at cost less provision for impairment in value

18 Deferred taxation

Deferred tax is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. The deferred tax balance has not been discounted

19 Goodwill

Acquired goodwill is written off over its estimated useful economic life of one year

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2012

2. Turnover

The total turnover of the group for the period has been derived from its principal activity wholly undertaken in the United Kingdom

3.	Operating profit/(loss)	2012 £	2011 £
	Operating profit/(loss) is stated after charging, Depreciation of tangible fixed assets	21,543	26,069
	Depreciation of tangine fixed assets	21,343	20,009
	Rentals under operating leases - land and buildings	365,711	301,431
	- plant and machinery	76,525	31,205
	Auditors' remuneration	40.000	10.10.
	Audit fees	42,000	40,125
4.	Other interest receivable and similar income	2012	2011
		£	£
	Bank interest	2 8,157	16,210
			
5.	Interest payable and similar charges	2012	2011
•		£	£
	Bank loans and overdrafts	(99)	342
	Other loan interest	112,808	112,500
	One four interest	112,000	
		110 000	
		112,709	112,842

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2012

		2012 £	2011 £
6.	Taxation	-	_
	UK current year tax	1,347,964	1,257,138
	UK prior year tax	2,078	(2,458)
	UK corporation tax charge	1,350,042	1,254,680
	Factors affecting the tax charge for the year		
	Profit on ordinary activities before taxation	4,983,405	4,375,698
	Profit on ordinary activities before taxation		
	multiplied by standard rate of UK corporation tax of 26% (2011 28%)	1,295,685	1,225,195
	Effects of		
	Depreciation	5,601	7,299
	Expenses not deductable for tax	56,266	50,873
	Capital allowances	(8,659)	(10,101)
	Prior year tax charge	2,078	(2,458)
	Other tax adjustments	(929)	(16,128)
		54,357	29,485
	Current tax charge	1,350,042	1,254,680
		2012	2011
_	D	£	£
7.	Dividends Ordinary interim paid	-	3,000,000

8. Profit and loss account of parent company

As permitted by Section 408 of the Companies Act 2006, the profit and loss account of the parent company is not presented as part of these accounts. The parent company's profit on ordinary activities after taxation for the financial year amounted to £Nil (2011 £2,899,999)

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MAY 2012

9.	Goodwill			
	Group			Total £
	Cost As at 1 June 2011 and 31 May 2012			299,998
	Amortisation As at 1 June 2011 and 31 May 2012			299,998
	Net book value As at 31 May 2011 and 31 May 2012			-
10.	Tangible fixed assets	Computer	Fixtures and	
		equipment	fittings	Total
	Group	£	£	£
	Cost At 1 June 2011 Additions	185,238 28,110	75,937 -	261,175 28,110
	At 31 May 2012	213,348	75,937	289,285
	Depreciation At 1 June 2011 Charge for the period	153,538 21,543	75,937	229,475 21,543
	At 31 May 2012	175,081	75,937	251,018
	Net book value At 31 May 2012	38,267	-	38,267
	At 31 May 2011	31,700		31,700

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MAY 2012

11. Fixed asset investments

Company	Shares in subsidiaries £
Cost	
At 1 June 2011 Additions	6 -
Disposal	•
At 31 May 2012	6
Impairment	₩
At 1 June 2011 Disposal	-
Disposal	
At 31 May 2012	-
Net book value	
At 31 May 2012	6 ≈======
At 31 May 2011	6

The following subsidiaries are wholly owned, are registered in England and the class of shares held in each case are ordinary shares

Company

Principal activities

Access to Compensation Limited Accident Advice Helpline Direct Limited Accident Advice Helpline Limited Cab Claims Limited Claim 4 Limited Claim 4 Limited Legal Facilities Management & Services Limited*** Liberty Protect Limited Claim 103 Limited* Accident Advice Insurance Management Group Limited* Sentinel Alliance Limited** Accident Advice (IA) Limited** Fast Track PPI Limited***	Advertising and marketing services Assisting individuals with personal injury claims Intermediate holding company Dormant Dormant Assisting individuals with personal injury claims Assisting individuals with personal injury claims Dormant Intermediate holding company Services for the group Dormant Dormant
Fast Track PPI Limited***	Dormant

- * Shares held by Accident Advice Helpline Limited
- ** Shares held by Accident Advice Insurance Management Group Limited
- *** Shares held by Accident Advice Helpline Direct Limited

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2012

12.	Debtors	Group 2012 £	Company 2012	Group 2011 £	Company 2011 £
	Trade debtors Amounts owed by subsidiary undertakings Other debtors Prepayments and accrued income	1,211,605 68,651 1,415,887	1,874,999 - 27,288	995,678 - 21,333 1,266,688	1,874,999 - 25,686
		2,696,143	1,902,287	2,283,699	1,900,685
13.	Creditors: amounts falling due within one year	Group 2012 £	Company 2012 £	Group 2011 £	Company 2011 £
	Trade creditors Amounts owed to group companies Taxes and social security Other creditors Corporation tax payable Accruals and deferred income Bank overdraft	565,829 1,056,705 85,396 790,739 633,750	1,823,974	393,881 786,209 1,192,554 718,603 690,074	1,821,801
		3,132,419	1,824,509	3,781,321	1,822,301

Included in other creditors for the year ended 31 May 2011 is an amount of £1,125,000 relating to a loan from shareholders which was repaid on 30 May 2012 and interest of 10% per annum was paid on this loan

14. Share capital

Group and company	2012	2011
Authorised	£	£
100,000 Ordinary shares of £1 each	100,000	100,000
Group and company	2012	2011
	£	£
Called up, allotted and fully paid		
62,500 Ordinary shares of £1 each	62,500	62,500
		

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2012

15.	Statement of movements on reserves	
		Profit and loss £
	Group	ı
	As at 1 June 2011	1,001,332
	Profit for the year	3,633,363
	Dividends paid	-
	Balance at 31 May 2012	4,634,695
		Profit and loss £
	Company	
	As at 1 June 2011	16,274
	Profit for the year	-
	Dividends paid	
	Balance at 31 May 2012	16,274

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2012

16.	Reconciliation of movements in shareholders' funds		
	Group	2012 £	2011 £
	Profit/(loss) for the year Dividends paid	3,633,363	3,121,018 (3,000,000)
	Net addition to shareholders' funds Opening shareholders' funds	3,633,363 1,063,832	121,018 942,814
	Closing shareholders' funds	4,697,195	1,063,832
	Company	2012 £	2011 £
	Profit for the year Dividends paid	-	2,899,999 (3,000,000)
	Net addition to shareholders' funds Opening shareholders' funds	78,774	(100,001) 178,775
	Closing shareholders' funds	78,774	78,774
17.	Reconciliation of operating profit to net cash outflow from	operating activitie	s
		2012 £	2011 £
	Operating profit Depreciation Increase in debtors Increase in creditors within one year	5,067,957 21,543 (412,444) 205,602	4,472,330 26,069 (750,044) 428,086
	Net cash inflow from operating activities	4,882,658	4,176,441

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2012

Debt

Net funds

Debt due within one year

18.	Reconciliation of net cash flow to movement in net funds			
			2012 £	2011 £
	Increase in cash in period Cash outflow from decrease in debt		2,565,450 1,125,000	65,097
	Change in net debt resulting from cash Opening net funds	n flows	3,690,450 1,404,754	65,097 1,339,657
	Closing net funds		5,095,204 ======	1,404,754
19.	Analysis of net funds			
		At 1 June 2011 £	Cash flow £	At 31 May 2012 £
	Net cash Cash at bank and in hand	2,529,754	2,565,450	5,095,204

2,529,754

(1,125,000)

(1,125,000)

1,404,754

2,565,450

1,125,000

1,125,000

3,690,450

5,095,204

5,095,204

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2012

20. Financial commitments

There were no capital commitments at the end of the period

Lease commitments

As at 31 May 2011, the group had annual commitments under non-cancellable operating leases as follows

follows Expiry date	Land and Buildings 2012 £	Land and Buildings 2011 £	Other 2012 £	Other 2011 £
Within one year Within two to five years Over five years	- - 228,982	170,546	62,622 12,591	430 69,260
	228,982	170,546	75,213 =====	69,690
21. Directors' emoluments			2012 £	2011 £
Emoluments for qualifying service	es		633,000	643,000
Emoluments disclosed above included paid to the highest paid director	ude the follown	ng amount	270,000	280,000
22. Employees				
Number of employees The average monthly number of eduring the period was	employees (incl	uding directors)		
during the period was			2012 Number	2011 Number
Sales and administration			169	138
Employment costs			£	£
Wages and salaries Social security costs			5,156,564 521,896	4,325,271 426,807
			5,678,460	4,750,927

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2012

23. Related party transactions

The group had the following related party transactions during the year

The group paid rent and service charges of £346,925 (2011 £277,094) to AAG (HQ) Limited B A Beck and L Beck are directors of AAG (HQ) Limited and shareholders in AAG (HQ) Limited's parent company

The group paid consultancy fees of £239,796 (2011 £344,701) to Marson Management Services Limited B A Beck is a director and shareholder of Marson Management Services Limited

B A Beck is a substantial shareholder of Abstract Legal Holdings Limited

24. Control

The control of the company is by the Beck family

25. Post balance sheets events

On 30 November 2012 the shareholders of the company signed an agreement whereby, subject to approval of the Solicitors Regulation Authority and the Financial Services Authority, on or after 2 April 2013 the ultimate controlling party will become Quindell Portfolio Plc