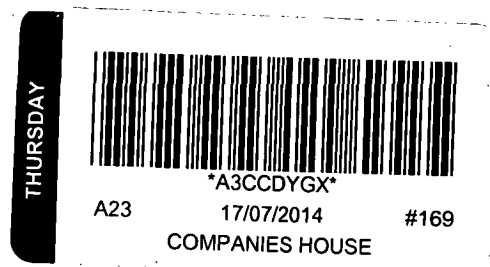

R&Q ARCHIVE SERVICES LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2013



R&Q ARCHIVE SERVICES LIMITED

COMPANY INFORMATION

DIRECTORS	M A Langridge I Stark
COMPANY SECRETARY	R&Q Central Services Limited
REGISTERED NUMBER	07586143
REGISTERED OFFICE	110 Fenchurch Street London EC3M 5JT
INDEPENDENT AUDITORS	PKF Littlejohn LLP Statutory Auditor 1 Westferry Circus Canary Wharf London E14 4HD
BANKERS	National Westminster Bank plc PO Box 12258 1 Princes Street London EC2R 8PA

R&Q ARCHIVE SERVICES LIMITED

CONTENTS

	Page
Directors' Report	1 - 2
Independent Auditors' Report	3 - 4
Profit and Loss Account	5
Balance Sheet	6
Notes to the Financial Statements	7 - 13

R&Q ARCHIVE SERVICES LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2013**

The Directors present their report and the financial statements for the year ended 31 December 2013.

DIRECTORS

The Directors who served during the year were:

M A Langridge
M E Randall (resigned 3 May 2013)
I Stark

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

As permitted by the Companies Act 2006, an insurance policy has been purchased on a Group basis which covers the Directors of the Company.

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 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 judgments 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 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 AUDITORS

Each of the persons who are Directors at the time when this Directors' Report is approved has confirmed that:

- so far as that Director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- that Director has taken all the steps that ought to have been taken as a Director in order to be aware of any relevant audit information and to establish that the company's auditors are aware of that information.

R&Q ARCHIVE SERVICES LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2013**

AUDITORS

Under section 487(2) of the Companies Act 2006, PKF Littlejohn LLP (formerly Littlejohn LLP) will be deemed to have been reappointed as auditors 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

In preparing this report, the Directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board and signed on its behalf.


.....
R&Q Central Services Limited
Secretary

Date: 16 April 2014

R&Q ARCHIVE SERVICES LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDER OF R&Q ARCHIVE SERVICES LIMITED

We have audited the financial statements of R&Q Archive Services Limited for the year ended 31 December 2013, 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).

This report is made solely to the company's shareholder 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 shareholder those matters we are required to state to them in an Auditors' 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 shareholder 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, 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 Directors' 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 2013 and of its loss 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.

R&Q ARCHIVE SERVICES LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDER OF R&Q ARCHIVE SERVICES 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, 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 from the requirement to prepare a Strategic Report or in preparing the Directors' Report.



Ian Cowan (Senior Statutory Auditor)

for and on behalf of

PKF Littlejohn LLP

Statutory Auditor

London

Date:

17 April 2014

R&Q ARCHIVE SERVICES LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2013**

	Note	2013 £	2012 £
TURNOVER	1,2	201,836	226,277
Administrative expenses		<u>(246,661)</u>	<u>(221,457)</u>
OPERATING (LOSS)/PROFIT	3	(44,825)	4,820
Interest payable and similar charges	6	<u>(12,163)</u>	<u>(17,855)</u>
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(56,988)	(13,035)
Tax on loss on ordinary activities	7	<u>-</u>	<u>564</u>
LOSS FOR THE FINANCIAL YEAR	13	<u>(56,988)</u>	<u>(12,471)</u>

All amounts relate to continuing operations.

There were no recognised gains and losses for 2013 or 2012 other than those included in the Profit and Loss Account.

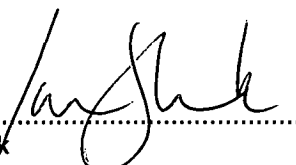
The notes on pages 7 to 13 form part of these financial statements.

R&Q ARCHIVE SERVICES LIMITED
REGISTERED NUMBER: 07586143

BALANCE SHEET
AS AT 31 DECEMBER 2013

	Note	£	2013 £	2012 £
FIXED ASSETS				
Tangible assets	9		63,737	96,332
CURRENT ASSETS				
Debtors	10	65,558	276,298	
Cash at bank		2,936	6,392	
		<u>68,494</u>	<u>282,690</u>	
CREDITORS: amounts falling due within one year	11	<u>(350,372)</u>	<u>(540,175)</u>	
NET CURRENT LIABILITIES			<u>(281,878)</u>	<u>(257,485)</u>
NET LIABILITIES			<u>(218,141)</u>	<u>(161,153)</u>
CAPITAL AND RESERVES				
Called up share capital	12		1	1
Profit and loss account	13		<u>(218,142)</u>	<u>(161,154)</u>
SHAREHOLDER'S DEFICIT	14		<u>(218,141)</u>	<u>(161,153)</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:



I Stark
 Director

Date: 16 April 2014

The notes on pages 7 to 13 form part of these financial statements.

R&Q ARCHIVE SERVICES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2013**

1. ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

1.2 Going concern

The Directors have received confirmation from Randall & Quilter Investment Holdings Ltd. that the Group will continue to support the operations of the Company for the foreseeable future and therefore the going concern of the Company is not in doubt.

1.3 Cash flow

The company, being a subsidiary undertaking where 90% or more of the voting rights are controlled within the group whose consolidated financial statements are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with FRS 1.

1.4 Turnover

Turnover comprises revenue recognised by the company in respect of goods and services supplied during the year, exclusive of Value Added Tax and trade discounts.

Turnover is recognised when the right to such income is established through a contract and in line with the provision of services to which they relate.

1.5 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Motor vehicles	-	25% straight line
Fixtures & fittings	-	25% straight line
Computer equipment	-	25% straight line

1.6 Operating leases

Rentals under operating leases are charged to the Profit and Loss Account on a straight line basis over the lease term.

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight line basis over the period until the date the rent is expected to be adjusted to the prevailing market rate.

R&Q ARCHIVE SERVICES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2013**

1. ACCOUNTING POLICIES (continued)**1.7 Deferred taxation**

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation.

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse.

Deferred tax assets and liabilities are not discounted.

1.8 Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date.

Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction.

Exchange gains and losses are recognised in the Profit and Loss Account.

2. TURNOVER

Turnover comprises archiving services provided to external clients and other Group companies and is attributable to continuing operations.

All turnover arose within the United Kingdom.

3. OPERATING (LOSS)/PROFIT

The operating (loss)/profit is stated after charging/(crediting):

	2013 £	2012 £
Depreciation of tangible fixed assets:		
- owned by the company	34,785	34,310
Operating lease rentals:		
- other operating leases	50,400	42,525
Difference on foreign exchange	2	(330)
	<u> </u>	<u> </u>

R&Q ARCHIVE SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2013

4. AUDITORS' REMUNERATION

	2013 £	2012 £
Fees payable to the company's auditor and its associates for the audit of the company's annual accounts	4,000	5,000

5. STAFF COSTS

Costs are recharged to each company by means of a Group recharge. Full staff costs are disclosed in the employing company R&Q Insurance Services Limited.

6. INTEREST PAYABLE

	2013 £	2012 £
On bank loans and overdrafts	-	13
On loans from group undertakings	12,163	17,842
	12,163	17,855

7. TAXATION

No provision has been made in the financial statements for corporation tax on the results for the period as a tax loss arises. Group relief relates to amounts receivable for losses surrendered to other group companies.

	2013 £	2012 £
Group taxation relief	-	(564)
Tax on loss on ordinary activities	-	(564)

R&Q ARCHIVE SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2013

7. TAXATION (continued)

Factors affecting tax charge for the year

The tax assessed for the year is higher than (2012 - *higher than*) the standard rate of corporation tax in the UK of 23.25% (2012 - 24.5%). The differences are explained below:

	2013 £	2012 £
Loss on ordinary activities before tax	(56,988)	(13,035)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 23.25% (2012 - 24.5%)	(13,248)	(3,192)
Effects of:		
Expenses not deductible for tax purposes	46	87
Depreciation for year in excess of capital allowances	3,572	2,541
Unrelieved tax losses carried forward	9,630	-
Current tax charge/(credit) for the year (see note above)	-	(564)

Factors that may affect future tax charges

The Company has tax losses carried forward in the UK of £41,000 that are available indefinitely for offset against future taxable profits of the Company.

In the Finance Bill 2013 it was announced that the main rate of UK corporation tax would reduce from 23% to 21% from 1 April 2014, and to 20% from 1 April 2015. The Bill was substantially enacted on 2 July 2013.

The Company's 2013 profits are taxed at an effective rate of 23.25%.

8. DEFERRED TAX

Details of the deferred tax asset at 20% not provided for in the financial statements are given below. Deferred tax is not recognised due to the uncertainty in its recovery.

	2013 £	2012 £
Decelerated capital allowances	(6,532)	(4,065)
Trading losses available for carry forward	(8,285)	-
Total	(14,817)	(4,065)

R&Q ARCHIVE SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2013

9. TANGIBLE FIXED ASSETS

	Motor vehicles £	Fixtures & fittings £	Computer equipment £	Total £
Cost				
At 1 January 2013	11,300	154,831	938	167,069
Additions	-	2,190	-	2,190
At 31 December 2013	11,300	157,021	938	169,259
Depreciation				
At 1 January 2013	6,345	63,689	703	70,737
Charge for the year	2,820	31,730	235	34,785
At 31 December 2013	9,165	95,419	938	105,522
Net book value				
At 31 December 2013	2,135	61,602	-	63,737
At 31 December 2012	4,955	91,142	235	96,332

10. DEBTORS

	2013 £	2012 £
Trade debtors	14,125	18,337
Amounts owed by group undertakings	31,933	196,600
Other debtors	-	1,881
Prepayments and accrued income	19,500	59,480
	<u>65,558</u>	<u>276,298</u>

11. CREDITORS:

Amounts falling due within one year

	2013 £	2012 £
Amounts owed to group undertakings	342,731	511,895
Other taxation and social security	2,579	-
Accruals and deferred income	5,062	28,280
	<u>350,372</u>	<u>540,175</u>

R&Q ARCHIVE SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2013

12. SHARE CAPITAL

	2013 £	2012 £
Allotted, called up and fully paid		
1 Ordinary share of £1	<u>1</u>	<u>1</u>

13. RESERVES

	Profit and loss account £
At 1 January 2013	(161,154)
Loss for the financial year	(56,988)
At 31 December 2013	<u>(218,142)</u>

14. RECONCILIATION OF MOVEMENT IN SHAREHOLDER'S DEFICIT

	2013 £	2012 £
Opening shareholder's deficit	(161,153)	(148,682)
Loss for the financial year	(56,988)	(12,471)
Closing shareholder's deficit	<u>(218,141)</u>	<u>(161,153)</u>

15. OPERATING LEASE COMMITMENTS

At 31 December 2013 the company had annual commitments under non-cancellable operating leases as follows:

	Land and buildings 2013 £	2012 £
Expiry date:		
After more than 5 years	<u>63,000</u>	<u>63,000</u>

The operating lease commitment disclosed above was entered into by RQIH Ltd (formerly Randall & Quilter Investment Holdings plc). The property is however occupied and used solely for the purposes of the Company's principal activity. The Company incurs lease expenses, via Group recharges, for the entire lease rentals.

R&Q ARCHIVE SERVICES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2013**

16. RELATED PARTY TRANSACTIONS

The Company has taken advantage of provisions in FRS8 which allows the Company not to disclose transactions with other Group entities where all subsidiaries that are party to the transaction are wholly owned by a member group.

17. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The immediate parent undertaking is R&Q Insurance Services Limited, which is registered in England and Wales.

Group financial statements are prepared by the ultimate parent undertaking, Randall & Quilter Investment Holdings Ltd., a company registered in Bermuda, and can be obtained from 110 Fenchurch Street, London, EC3M 5JT.