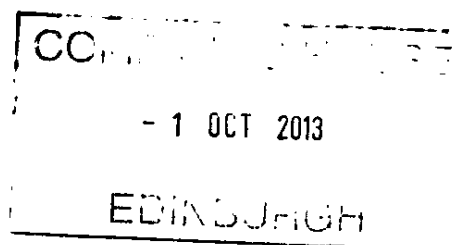


Manor Kingdom (Scotland) Limited

Annual report and financial statements for the year ended 31 December 2012

Company number: SC121949



Manor Kingdom (Scotland) Limited

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Manor Kingdom (Scotland) Limited

Directors and advisors

Directors

Neil Fitzsimmons

Colin E Lewis

Elizabeth Catchpole (Appointed 20 June 2012)

Paul A Moran (Appointed 1 May 2013)

Company secretary

Joanne E Massey

Registered office

Regency House

Crossgates Road

Halbeath

Dunfermline

Fife

KY11 7EG

Independent auditors

PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

Erskine House

68-73 Queen Street

Edinburgh

EH2 4NH

Manor Kingdom (Scotland) Limited

Directors' report for the year ended 31 December 2012

The directors present their annual report together with the audited financial statements of the Company for the year ended 31 December 2012. In this report, the 'Group' means Avant Homes Holdings Limited (formerly Gladedale Limited) and its subsidiary undertakings, the 'Residential Group' means Avant Homes Limited (formerly Gladedale Residential Group Limited) and its subsidiaries and the 'Company' means Manor Kingdom (Scotland) Limited.

Principal activities

The Company's principal activity during the year continued to be that of property development and investment.

Review of the business and future developments

The profit and loss account is set out on page 5 and shows turnover for the year of £8,882,000 (2011: £17,781,000) and loss before taxation for the year of £7,583,000 (2011: loss of £7,500,000).

The directors are unable to recommend the payment of a final dividend (2011: £nil). Accordingly, the loss for the financial year of £7,576,000 (2011: loss of £7,500,000) has been transferred to reserves.

On 28 June 2012, Avant Homes Holdings Limited (formerly Gladedale Limited) acquired the entire share capital of Avant Homes Group Limited (formerly Gladedale Group Holdings Limited) (formerly the ultimate parent undertaking of the Gladedale Group). Arising from this new ownership, the Group was financially restructured and entered into new facilities agreements with the Group's principal lender, Bank of Scotland plc.

The directors consider it appropriate to prepare the financial statements on the going concern basis, which takes into account an undertaking from the new ultimate parent to continue to support the Company for the foreseeable future.

Principal risks and uncertainties

The Company is a member of the Residential Group and its risks are disclosed in the consolidated financial statements of Avant Homes Limited (formerly Gladedale Residential Group Limited). Operational and financial risks are managed on a Residential Group basis.

Financial instruments and risk management

Working capital requirements are principally satisfied from cash generated by the Company and through funding made available from the bank facilities established by Avant Homes Limited (formerly Gladedale Residential Group Limited), whose treasury function also handles hedging arrangements.

Key performance indicators (KPIs)

Given the straightforward nature of the business, the directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business.

Manor Kingdom (Scotland) Limited

Directors' report for the year ended 31 December 2012 (continued)

Directors

The directors who, unless otherwise stated, served throughout the year and up to the date of signing the financial statements were as follows:

N Fitzsimmons	
C E Lewis	
N Yardley	(resigned 31 July 2012)
E Catchpole	(appointed 20 June 2012)
P A Moran	(appointed 1 May 2013)

Statement of directors' responsibilities

The directors are responsible for preparing the annual 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 judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

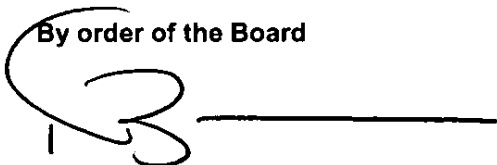
The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Statement of disclosure of information to auditors

In the case of each of the persons who are directors at the time when the report is approved, the following applies:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- he has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

By order of the Board



N Fitzsimmons

Director

30 September 2013

Manor Kingdom (Scotland) Limited

Independent auditors' report to the members of Manor Kingdom (Scotland) Limited

We have audited the financial statements of Manor Kingdom (Scotland) Limited for the year ended 31 December 2012 which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page 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 and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

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

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report and financial statements for the year ended 31 December 2012 to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2012 and of its 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.

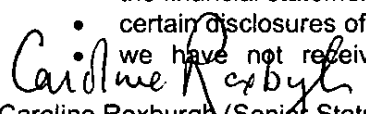
Opinion on other matter prescribed by the Companies Act 2006

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.

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.


Caroline Roxburgh (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Edinburgh

1 October

2013

Manor Kingdom (Scotland) Limited**Profit and loss account for the year ended 31 December 2012**

	Note	2012 £'000	2011 £'000
Turnover	2	8,882	17,781
Cost of sales		(13,557)	(22,509)
Gross loss		(4,675)	(4,728)
Administrative expenses		(589)	(2,873)
Loss on revaluation of investment properties	9	(2,383)	-
Other operating income		50	47
Operating loss	5	(7,597)	(7,554)
Interest payable and similar charges	6	-	(1)
Interest receivable and similar income	7	14	55
Loss on ordinary activities before taxation		(7,583)	(7,500)
Taxation on loss on ordinary activities	8	7	-
Loss for the financial year	14	(7,576)	(7,500)

All amounts relate to continuing activities.

There is no material difference between the loss on ordinary activities before taxation and the loss for the financial year stated above and their historical cost equivalents.

Manor Kingdom (Scotland) Limited

**Statement of total recognised gains and losses for the year ended
31 December 2012**

	Note	2012	2011
Loss for the financial year		(7,576)	(7,500)
Net movement: reduction reserve	14	(1,300)	-
Total loss recognised for the year		(8,876)	(7,500)

Manor Kingdom (Scotland) Limited

Balance sheet as at 31 December 2012

	Note	2012 £'000	2011 £'000
Fixed assets			
Tangible assets	9	2,430	6,192
Current assets			
Stock	10	12,763	23,094
Debtors	11	746	1,408
Cash at bank and in hand		3,300	7,786
		16,809	32,288
Creditors: amounts falling due within one year	12	(30,181)	(40,546)
Net current liabilities		(13,372)	(8,258)
Total assets less current liabilities		(10,942)	(2,066)
Net liabilities		(10,942)	(2,066)
Capital and reserves			
Called up share capital		-	-
Share premium account	14	11,698	11,698
Revaluation reserve	14	700	2,000
Other capital reserve	14	10,300	10,300
Profit and loss reserve	14	(33,640)	(26,064)
Total shareholder's deficit	15	(10,942)	(2,066)

The financial statements on pages 5 to 17 were approved by the Board and authorised for issue on 30 September 2013

N Fitzsimmons
Director

Manor Kingdom (Scotland) Limited, Company number: SC121949

Manor Kingdom (Scotland) Limited

Notes to the financial statements for the year ended 31 December 2012

1 Accounting policies

Basis of preparation

These financial statements are 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 United Kingdom. The principal accounting policies, which have been applied consistently throughout the year, are set out below.

The directors consider it appropriate to prepare the financial statements on the going concern basis, which takes into account an undertaking from the ultimate parent to continue to support the Company for the foreseeable future.

Cash flow statement

The Company is a wholly owned subsidiary of Avant Homes Holdings Limited (formerly Gladedale Limited), and is included in its consolidated financial statements which are publicly available. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 1.

Revenue recognition

Sale of residential properties

Revenue on the sale of residential property is recognised when the contract has legally completed.

Sale of land

Revenue is recognised on land sales when contracts are exchanged and all material conditions of the contract have been met.

Construction contracts

Revenue under construction contracts is recognised in accordance with the stage of completion. Revenue is only recognised on a construction contract when the outcome can be estimated reliably. Revenue and costs are recognised by reference to the stage of completion of contract activity at the balance sheet date, normally measured by surveys of work performed to date.

Amounts recoverable on contracts are included in debtors and stated at cost plus attributable profit, less any foreseeable losses. Payments received on account of contracts are deducted from amounts recoverable on contracts. Payments received in excess of amounts recoverable are included in creditors.

Tangible fixed assets

Tangible fixed assets are stated at historic purchase cost less accumulated depreciation. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use.

Depreciation is calculated to write off the cost of tangible fixed assets, less their residual values, over their expected useful lives using the straight line basis. The expected useful lives of the assets to the business are reassessed periodically in the light of experience.

Plant and machinery	5 – 10 Years Straight line
Fixtures, fittings, equipment	4 – 5 Years Straight line
Motor vehicles	3 – 5 Years Straight line
Tenant improvements	10 – 15 Years Straight line

Freehold land is not depreciated.

Freehold buildings include land held for long-term development and capital appreciation. This is revalued annually to open market value, with changes in the carrying value recognised in the revaluation reserve.

Manor Kingdom (Scotland) Limited

Notes to the financial statements for the year ended 31 December 2012 (continued)

1 Accounting policies (continued)

Stock

Raw materials and consumables stock, land for development, work in progress and part exchange properties are valued at the lower of cost and net realisable value.

Costs include materials, labour and overheads appropriate to the relevant stage of completion. Net realisable value is based on estimated selling prices less all further costs to completion and all relevant marketing and selling costs.

The Company's principal activity is residential housebuilding. Due to the nature of this activity, much of the development entered into by the Company is speculative in nature. Accordingly, at each year-end, the Company has in its balance sheet current assets that are not covered by a forward sale. At the year-end, the Company conducts a review of the net realisable value of its land and work in progress. This review is conducted on a site by site basis, using valuations which incorporate forecast sales rates and average selling prices that reflect both current and anticipated market conditions. In making these assessments, there is a degree of judgement and uncertainty due to the volatility and speculation that has surrounded the residential housing sector.

Where the estimated future net realisable value of the site is less than its current carrying value within the balance sheet, the Company impairs the land and work in progress value.

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date.

A net deferred tax asset is recognised as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on an undiscounted basis.

Leases

Where assets are financed by leasing agreements that give rights approximating to ownership (finance leases), the assets are treated as if they have been purchased outright. The amount capitalised is the present value of the minimum lease payments payable during the lease term. The corresponding leasing commitments are shown as amounts payable to the lessor. Depreciation on the relevant assets is charged to the profit and loss account.

Lease payments are analysed between capital and interest components. The interest element on the payment is charged to the profit and loss account over the period of the lease and is calculated so that it represents a constant proportion of the balance of capital repayments outstanding. The capital part reduces the amounts payable to the lessor.

Annual rentals under operating leases are charged to the profit and loss account on a straight-line basis over the term of the lease.

Manor Kingdom (Scotland) Limited

Notes to the financial statements for the year ended 31 December 2012 (continued)

1 Accounting policies (continued)

Pension costs

Defined contributions scheme

The Company participates in a Group-wide defined contribution pension scheme. Pension costs are charged to the profit and loss account on an accruals basis.

Equity share receivables

The Company has entered into agreements whereby it retains a fixed proportion of the equity in a newly constructed residential property until the date of the first resale of the property or an agreed future date, when it will receive a fixed proportion of the market value of the property.

These agreements are initially measured at the fair value of the right to consideration on the date the agreement is entered into. The unwinding of the discount is credited to finance income over the life of the agreement and is recognised when it is considered probable that it will result in an inflow of economic benefit to the Company.

2 Turnover

Turnover represents amounts derived from the provision of goods and services which fall due within the Company's ordinary activities, after deduction of discounts and valued added tax. The turnover and loss on ordinary activities before taxation, all of which arises in the United Kingdom, is attributable to the Company's principal activity that of residential house building, property development and investment.

3 Employees

Staff costs during the year (including directors' remuneration) consists of:	2012 £'000	2011 £'000
Wages and salaries	948	1,895
Social Security costs	97	199
Other pension costs	48	64
	1,093	2,158

Average monthly number of persons employed (including executive directors):	2012 Number	2011 Number
Production	11	30
Administration	15	37
	26	67

Manor Kingdom (Scotland) Limited

Notes to the financial statements for the year ended 31 December 2012 (continued)

4 Directors

	2012	2011
	£'000	£'000
Emoluments	125	96
Pension contributions	4	7
	129	103

	2012	2011
	Number	Number
Number of directors who are members of a defined contribution pension scheme	1	1

The Company employed only one Director in the period, therefore details of the highest paid Director are as above.

5 Operating loss

	2012	2011
	£'000	£'000
Operating loss is stated after charging:		
Depreciation		
- tangible owned fixed assets	79	114
Rentals under operating leases		
- land and buildings	-	27
- plant and machinery	88	321
- (loss) on revaluation of investment property - unrealised	(2,383)	-
Auditors' remuneration		
- audit	-	50

Auditors' remuneration in 2012 was borne by a fellow Group company.

Manor Kingdom (Scotland) Limited

Notes to the financial statements for the year ended 31 December 2012 (continued)

6 Interest payable and similar charges

	2012	2011
	£'000	£'000
Other interest	-	1

7 Interest receivable and similar income

	2012	2011
	£'000	£'000
Bank interest receivable	-	7
Unwinding of discounted equity share receivables	14	48
	14	55

8 Taxation on loss on ordinary activities

	2012	2011
	£'000	£'000
Current tax		
UK corporation tax on losses of the year	-	-
Prior year adjustment	7	-
Total current tax	7	-

The tax assessed for the year is higher than (2011: higher than) the standard rate of corporation tax in the UK for the year ended 31 December 2012 of 24.5% (2011: 26.5%). The differences are explained below:

Manor Kingdom (Scotland) Limited

Notes to the financial statements for the year ended 31 December 2012 (continued)

8 Taxation on loss on ordinary activities (continued)

	2012	2011
	£'000	£'000
Loss on ordinary activities before taxation	(7,583)	(7,500)
Loss on ordinary activities at the standard rate of corporation tax in the UK of 24.5% (2011: 26.5%)	(1,858)	(1,988)
Effects of:		
Prior year adjustment	7	-
Expenses not deductible	616	-
Unutilised tax losses	1,242	1,988
Current tax credit for year	7	-

Factors affecting current and future charges:

The main rate of corporation tax changed to 24% with effect from 1 April 2012. The 2012 Finance Bill included legislation to reduce the main rate of corporation to 23% with effect from 1 April 2013. This change was substantially enacted by the balance sheet date and the unrecognised deferred tax asset is based on this reduced rate.

There is an unrecognised deferred tax asset of £12,043,000 (2011: £11,877,000) relating to unrelieved tax losses and £106,000 (2011: £113,000) relating to capital expenses available to carry forward. These have not been provided for in the financial statements as the directors of the Company feel that it is unlikely that there will be sufficient taxable profits in the foreseeable future against which to recover the asset.

There are proposed reductions in the main rate of corporation tax to 21% by 2014 which are expected to be enacted separately each year. The estimated overall effect of the further changes from 23% to 21%, if these applied to the deferred tax balance at 31 December 2012, would be to reduce the unrecognised deferred tax asset by approx £1,056,000.

Manor Kingdom (Scotland) Limited

Notes to the financial statements for the year ended 31 December 2012 (continued)

9 Tangible fixed assets

	Plant and machinery £'000	Fixtures, fittings and equipment £'000	Motor vehicles £'000	Tenants' improvements £'000	Investment properties £'000	Total £'000
Cost or valuation						
At 1 January 2012	176	437	18	1,153	5,783	7,567
Loss on revaluation of investment properties	-	-	-	-	(3,683)	(3,683)
At 31 December 2012	176	437	18	1,153	2,100	3,884

	Plant and machinery £'000	Fixtures, fittings and equipment £'000	Motor vehicles £'000	Tenants' improvements £'000	Investment properties £'000	Total £'000
Accumulated depreciation						
At 1 January 2012	174	432	18	751	-	1,375
Charge for the year	2	4	-	73	-	79
At 31 December 2012	176	436	18	824	-	1,454

Net book amount						
At 31 December 2012	-	1	-	329	2,100	2,430
At 31 December 2011	2	5	-	402	5,783	6,192

The investment property has been valued on an open market basis – the instruction of the directors, with the assistance of valuations prepared by Christie & Co, Montagu-Evans and Knight Frank, in May/July 2013. Of the £3,683,000 reduction in asset value, £2,383,000 has been charged to the profit and loss account, and £1,300,000 related to the Rutherford Castle Hotel development reduces the revaluation reserve, and is shown in the statement of total recognised gains and losses. If the freehold property were held at historic cost it would be held at £3,783,490 (2011: £3,783,490). No depreciation has been charged on the freehold investment properties.

Manor Kingdom (Scotland) Limited

Notes to the financial statements for the year ended 31 December 2012 (continued)

10 Stock

	2012	2011
	£'000	£'000
Stock	845	1,111
Land for development	200	697
Work in progress	11,718	21,286
	12,763	23,094

11 Debtors

	2012	2011
	£'000	£'000
Trade debtors	21	21
Amounts owed by Group undertakings	294	40
Other debtors	10	78
Corporation tax receivable	7	-
VAT debtor	28	809
Prepayments and accrued income	15	15
Equity share receivable	371	445
	746	1,408

All debtors are due within one year, with the exception of equity share receivables of £371,000 (2011: £445,000), which is due in more than one year.

Amounts owed by Group and related undertakings are unsecured, interest free and repayable on demand.

Shared equity debtor is calculated using an imputed interest rate of 9.50% (2011: 9.50%) over a period of 7.5 years (2011: 7.5 years). The directors have frozen the unwinding of the discount to NPV with effect from 31 December 2011.

Manor Kingdom (Scotland) Limited

Notes to the financial statements for the year ended 31 December 2012 (continued)

12 Creditors: amounts falling due within one year

	Note	2012 £'000	2011 £'000
Trade creditors		1,058	1,720
Amounts due to Group undertakings		28,891	38,168
Other taxation and social security		15	70
Other creditors		24	143
Accruals and deferred income		193	445
		30,181	40,546

Amounts due to Group undertakings are unsecured, interest free and are repayable on demand.

13 Called up share capital

	2012 £'000	2011 £'000
Allotted, called up and fully paid:		
51 (2011: 51) ordinary shares of £1 each	-	-

14 Reserves

	Other capital reserve £'000	Share premium account £'000	Revaluation reserve £'000	Profit and loss reserve £'000	Total £'000
Balance at 1 January 2012	10,300	11,698	2,000	(26,064)	(2,066)
Reduction in revaluation reserve	-	-	(1,300)	-	(1,300)
Loss for the financial year	-	-	-	(7,576)	(7,576)
Balance at 31 December 2012	10,300	11,698	700	(33,640)	(10,942)

The reduction in the revaluation reserve is as a result of a reassessment of the realisable value of the Rutherford Castle Hotel development (see note 9).

Manor Kingdom (Scotland) Limited

Notes to the financial statements for the year ended 31 December 2012 (continued)

15 Reconciliation of movements in total shareholder's deficit

	2012	2011
	£'000	£'000
Loss for the financial year	(7,576)	(7,500)
Reduction in revaluation reserve (note 14)	(1,300)	-
Capital contribution	-	10,300
Net (decrease)/increase in total shareholder's deficit	(8,876)	2,800
Opening total shareholder's deficit	(2,066)	(4,866)
Closing total shareholder's deficit	(10,942)	(2,066)

16 Contingent liabilities

On 28 June 2012, the Company along with other Group member and related companies entered into cross guarantee and debenture instruments with the Bank of Scotland plc guaranteeing and securing liability in relation to their banking facilities. The aggregate amount outstanding at 31 December 2012 under these facilities was £342,794,440 (2011: £524,414,681).

The Company has given counter indemnities and guarantees to the National House Building Council in respect of performance bonds in the normal course of business.

17 Related party transactions

The Company is a wholly owned subsidiary of Manor Kingdom Holdings Limited. Avant Homes Holdings Limited (formerly Gladedale Limited), the ultimate parent undertaking, has prepared consolidated financial statements for the year ended 31 December 2012 and therefore the Company has relied on the exemptions contained within Financial Reporting Standard No. 8 in respect of the disclosure of related party transactions.

There are no related parties transactions that require disclosure in these financial statements.

18 Ultimate parent undertaking

The Company is a wholly owned subsidiary of Manor Kingdom Holdings Limited. The Company's shares have been pledged to HSDL Nominees Limited, a nominee of Bank of Scotland plc, as security for the Group's long term funding arrangements.

Following the post balance sheet event noted above, from 28 June 2012 the directors consider Avant Homes Holdings Limited (formerly Gladedale Limited) to be the Company's ultimate parent company and controlling party. Avant Homes Holdings Limited (formerly Gladedale Limited) is the largest and Avant Homes Limited (formerly Gladedale Residential Group Limited) is the smallest group of which the Company is a member and for which consolidated financial statements will be prepared from 31 December 2012. Copies of the financial statements of Avant Homes Holdings Limited (formerly Gladedale Limited) are available from Companies House, Crown Way, Maindy, Cardiff CF4 3UZ.