

**REGISTERED NUMBER: SC242765 (Scotland)**

**Report of the Directors and  
Financial Statements for the Year Ended 31 March 2012  
for  
Credential Dunbar Limited**



**Credential Dunbar Limited**  
**Contents of the Financial Statements**  
**for the Year Ended 31 March 2012**

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**Credential Dunbar Limited**  
**Company Information**  
**for the Year Ended 31 March 2012**

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<b>DIRECTORS:</b>	RB Clapham D Porter
<b>SECRETARY:</b>	DA Cumine
<b>REGISTERED OFFICE:</b>	8 Elmbank Gardens Glasgow G2 4NQ
<b>REGISTERED NUMBER:</b>	SC242765 (Scotland)
<b>AUDITORS:</b>	Baker Tilly UK Audit LLP Chartered Accountants Breckenridge House 274 Sauchiehall Street Glasgow G2 3EH

**Credential Dunbar Limited**  
**Report of the Directors**  
**for the Year Ended 31 March 2012**

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The directors present their report with the financial statements of the company for the year ended 31 March 2012.

**PRINCIPAL ACTIVITY**

The company's principal activity was that of residential property development.

**REVIEW OF BUSINESS**

During the year, the company incurred residual transactions on its former residential development in Dunbar. The directors do not intend to enter into any new development projects.

**DIVIDENDS**

The loss for the year, after taxation, amounted to £284 (2011 - profit £1,675). The directors recommend no dividend for the year.

**DIRECTORS**

The directors shown below have held office during the whole of the period from 1 April 2011 to the date of this report.

RB Clapham  
D Porter

Other changes in directors holding office are as follows:

JA Cockburn - resigned 12 July 2011

**DIRECTORS' QUALIFYING THIRD PARTY INDEMNITY PROVISIONS**

The company has granted an indemnity to its directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006. Such qualifying third party indemnity provision remains in force as at the date of approving the directors' report.

**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The directors are responsible for preparing the Report of the Directors 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;
- 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 THE AUDITORS**

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the company's auditor, each director has taken all the steps that he is obliged to take as a director in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information.

**Credential Dunbar Limited**


**Report of the Directors  
for the Year Ended 31 March 2012**

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**AUDITORS**

Baker Tilly UK Audit LLP, Chartered Accountants, has indicated its willingness to continue to act as auditors to the company.

**BY ORDER OF THE BOARD:**

  
.....  
DA Cumine - Secretary

14 September 2012

## **Report of the Independent Auditors to the Members of Credential Dunbar Limited**

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We have audited the financial statements of Credential Dunbar Limited for the year ended 31 March 2012 on pages six to eleven. 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 a Report of the Auditors 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 Statement of Directors' Responsibilities set out on page two, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

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

A description of the scope of an audit of financial statements is provided on the APB's website at [www.frc.org.uk/apb/scope/private.cfm](http://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 company's affairs as at 31 March 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.

### **Emphasis of matter - Going concern**

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosures made in note 1 to the financial statements concerning the company's ability to continue as a going concern, principally in respect of the need to renegotiate the terms of the bank funding. This condition indicates the existence of a material uncertainty which may cast significant doubt about the company's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the company were unable to continue as a going concern.

### **Opinion on other matter prescribed by the Companies Act 2006**

In our opinion the information given in the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements.

**Report of the Independent Auditors to the Members of  
Credential Dunbar Limited**

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**Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

*Baker Tilly UK Audit LLP*

Patrick Norris (Senior Statutory Auditor)  
For and on behalf of Baker Tilly UK Audit LLP, Statutory Auditor  
Chartered Accountants  
Breckenridge House  
274 Sauchiehall Street  
Glasgow  
G2 3EH

*18<sup>th</sup> September* 2012

**Credential Dunbar Limited**  
**Profit and Loss Account**  
**for the Year Ended 31 March 2012**

	Notes	2012 £	2011 £
<b>TURNOVER</b>	2	-	5,000
Cost of sales		<u>750</u>	<u>2,240</u>
<b>GROSS (LOSS)/PROFIT</b>		(750)	2,760
Administrative expenses		<u>985</u>	<u>1,085</u>
<b>OPERATING (LOSS)/PROFIT</b>	4	(1,735)	1,675
Waiver of group loan		<u>1,000</u>	<u>-</u>
<b>(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		(735)	1,675
Tax on (loss)/profit on ordinary activities	5	<u>(451)</u>	<u>-</u>
<b>(LOSS)/PROFIT FOR THE FINANCIAL YEAR</b>		<u>(284)</u>	<u>1,675</u>

**CONTINUING OPERATIONS**

All amounts relate to discontinued activities.

**TOTAL RECOGNISED GAINS AND LOSSES**

The company has no recognised gains or losses other than the loss for the current year and the profit for the previous year.

The notes form part of these financial statements



**Credential Dunbar Limited**

**Balance Sheet  
31 March 2012**

*Registered No: SC 242765*

	Notes	2012 £	2011 £
<b>CURRENT ASSETS</b>			
Debtors	6	451	922
Cash at bank		<u>1,842</u>	<u>1,755</u>
		2,293	2,677
<b>CREDITORS</b>			
Amounts falling due within one year	7	<u>(900)</u>	<u>(1,000)</u>
<b>NET CURRENT ASSETS</b>		<u>1,393</u>	<u>1,677</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>1,393</u>	<u>1,677</u>
 <b>CAPITAL AND RESERVES</b>			
Called up share capital	8	2	2
Profit and loss account	9	<u>1,391</u>	<u>1,675</u>
<b>SHAREHOLDERS' FUNDS</b>	13	<u>1,393</u>	<u>1,677</u>

The financial statements were approved by the Board of Directors, authorised for issue on *14 September* 2012 and were signed on its behalf by:

  
.....  
RB Clapham - Director

*14 September 2012*

The notes form part of these financial statements

## **Credential Dunbar Limited**

### **Notes to the Financial Statements for the Year Ended 31 March 2012**

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#### **1. ACCOUNTING POLICIES**

##### **Accounting convention**

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

##### **Going concern**

The Group has, along with most other property investment companies, experienced a significant reduction in the market value of its property portfolio. This has primarily been caused by the lack of available debt funding in the market creating both uncertainty as to future value and a flight to quality leaving secondary properties in limbo.

The continuing fall in values has prompted debate between the parent company and its funders, which has led the parent company's directors to explore options in respect of the potential replacement of its Group funders. The parent company's directors are therefore in discussion with a variety of parties and are confident that a deal can be struck in the near future to replace its bankers and secure the mid to long term future of the Credential Group.

Going concern is dependent upon successful completion of these discussions. It is the company's directors' belief that a satisfactory conclusion will be achieved and have therefore prepared the financial statements on a going concern basis. This belief is bolstered by the current trading position of the Credential Group where debt continues to be serviced without stress, income levels remain constant (despite the economic conditions), and occupancy levels remain consistent with previous years.

##### **Cash flow statement**

The company has taken advantage of the exemption conferred by Financial Reporting Standard 1 'Cash Flow Statements (Revised 1996)' not to prepare a cash flow statement on the grounds that it is a 'small' company under the Companies Act 2006.

##### **Turnover**

Turnover represents the value of property development sales receivable during the year.

Turnover from the sale of trading properties arises where legal contracts have been completed during the period. No turnover is included in the financial statements in connection with trading property sales unless a legally binding contract for sale has been entered into and completion has taken place before or shortly after the period end.

##### **Deferred tax**

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date except that:

- deferred tax is not recognised on timing differences arising on revalued properties unless the company has entered into a binding sale agreement and is not proposing to take advantage of rollover relief; and
- the recognition of deferred tax assets is limited to the extent that the company anticipates making sufficient taxable profits in the future to absorb the reversal of the underlying timing differences.

Deferred tax balances are not discounted.

#### **2. TURNOVER**

Turnover is wholly attributable to the principal activity of the company and arises solely within the United Kingdom.

#### **3. STAFF COSTS**

There were no staff costs for the year ended 31 March 2012 nor for the year ended 31 March 2011.

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**Credential Dunbar Limited**

**Notes to the Financial Statements - continued  
for the Year Ended 31 March 2012**

**4. OPERATING (LOSS)/PROFIT**

The operating loss (2011 - operating profit) is stated after charging:

	2012 £	2011 £
Auditors' remuneration	<u>900</u>	<u>1,000</u>
Directors' remuneration	<u>-</u>	<u>-</u>

**5. TAXATION**

**Analysis of the tax credit**

The tax credit on the loss on ordinary activities for the year was as follows:

	2012 £	2011 £
Current tax:		
Group relief receivable	<u>(451)</u>	<u>-</u>
Tax on (loss)/profit on ordinary activities	<u>(451)</u>	<u>-</u>

UK corporation tax was charged at 28% in 2011.

**Factors affecting the tax credit**

The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The difference is explained below:

	2012 £	2011 £
(Loss)/profit on ordinary activities before tax	<u>(735)</u>	<u>1,675</u>
(Loss)/profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 26% (2011 - 28%)	(191)	469
Effects of:		
Utilisation of tax losses brought forward	-	(445)
Group relief received for no consideration	-	(24)
Receipt for group relief	(451)	-
Group relief surrendered	451	-
Non taxable income	<u>(260)</u>	<u>-</u>
Current tax credit	<u>(451)</u>	<u>-</u>

**Credential Dunbar Limited**

**Notes to the Financial Statements - continued  
for the Year Ended 31 March 2012**

**6. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2012	2011
	£	£
Other debtors	-	922
Group relief receivable	<u>451</u>	<u>-</u>
	<u>451</u>	<u>922</u>

**7. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2012	2011
	£	£
Accruals and deferred income	<u>900</u>	<u>1,000</u>

**8. CALLED UP SHARE CAPITAL**

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	2012	2011
			£	£
1	"A" Ordinary Shares	£1	1	1
1	"B" Ordinary Shares	£1	<u>1</u>	<u>1</u>
			<u>2</u>	<u>2</u>

All ordinary "A" and ordinary "B" shares are non-redeemable and rate equally in terms of voting rights and rights to participate in all approved dividends and participate in any capital distribution on winding up.

**9. RESERVES**

	Profit and loss account £
At 1 April 2011	1,675
Loss for the year	<u>(284)</u>
At 31 March 2012	<u>1,391</u>

**10. ULTIMATE PARENT COMPANY**

The directors regard Credential Investment Holdings Limited, a company registered in Scotland as the company's ultimate parent company. Credential Investment Holdings Limited, which is controlled by R B Clapham by virtue of his controlling interest in the share capital of that company, is the parent undertaking of the largest group of which the company is a member, and for which group accounts are drawn up. Credential Residential Finance Limited is the parent undertaking of the smallest group of which the company is a member and for which group accounts are drawn up. Copies of the accounts of Credential Investment Holdings Limited and of Credential Residential Finance Limited may be obtained from the Register of Companies.

**Credential Dunbar Limited**

**Notes to the Financial Statements - continued  
for the Year Ended 31 March 2012**

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**11. CONTINGENT LIABILITIES**

The bank borrowings of Credential Investment Holdings Limited and certain of its subsidiary undertakings, totalling £174,442,539 are guaranteed by the company. As security for the company's obligations the bank holds a floating charge over the assets of the company.

**12. RELATED PARTY DISCLOSURES**

At 31 March 2012, Credential Investment Holdings Limited, the ultimate parent company, waived its loan of £1,000 with Credential Dunbar Limited.

Credential Dunbar Limited is a 100% owned subsidiary of Credential Residential Finance Limited. Credential Residential Finance Limited is a subsidiary undertaking of Credential Investment Holdings Limited.

Pursuant to the exemptions granted by Financial Reporting Standard 8 'Related Party Disclosures' transactions with other undertakings within, and related parties of, Credential Residential Finance Limited have not been disclosed in these financial statements.

**13. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS**

	2012	2011
	£	£
(Loss)/profit for the financial year	<u>(284)</u>	<u>1,675</u>
<b>Net (reduction)/addition to shareholders' funds</b>	<b>(284)</b>	<b>1,675</b>
Opening shareholders' funds	<u>1,677</u>	<u>2</u>
<b>Closing shareholders' funds</b>	<b><u>1,393</u></b>	<b><u>1,677</u></b>