

**REGISTERED NUMBER: SC242765 (Scotland)**

**Report of the Directors and  
Financial Statements for the Year Ended 31 March 2013  
for  
Credential Dunbar Limited**

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**Credential Dunbar Limited**  
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**for the Year Ended 31 March 2013**

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**Credential Dunbar Limited**  
**Company Information**  
**for the Year Ended 31 March 2013**

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**DIRECTORS:**

RB Clapham  
D Porter

**SECRETARY:**

DA Cumine

**REGISTERED OFFICE:**

8 Elmbank Gardens  
Glasgow  
G2 4NQ

**REGISTERED NUMBER:**

SC242765 (Scotland)

**AUDITORS:**

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 2013**

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The directors present their report with the financial statements of the company for the year ended 31 March 2013.

**PRINCIPAL ACTIVITY**

The company did not trade during the year.

**REVIEW OF BUSINESS**

The company had completed its residential development in previous years and the directors do not intend to enter into any new development projects.

**DIVIDENDS**

The loss for the year, after taxation, amounted to £43 (2012 - loss £284). 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 2012 to the date of this report.

RB Clapham  
D Porter

**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 2013**

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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

20 December 2013

## **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 2013 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 [http://www.frc.org.uk/Our-Work/Codes-Standards/Audit-and-assurance/Standards-and-guidance/Standards-and-guidance-for-auditors/Scope-of-audit/UK-Private-Sector-Entity-\(issued-1-December-2010\).aspx](http://www.frc.org.uk/Our-Work/Codes-Standards/Audit-and-assurance/Standards-and-guidance/Standards-and-guidance-for-auditors/Scope-of-audit/UK-Private-Sector-Entity-(issued-1-December-2010).aspx).

### **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 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.

### **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 group's 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

*23rd December 2013*

**Credential Dunbar Limited**  
**Profit and Loss Account**  
**for the Year Ended 31 March 2013**

	Notes	2013 £	2012 £
<b>TURNOVER</b>		-	-
Cost of sales		<u>-</u>	<u>750</u>
<b>GROSS LOSS</b>		-	(750)
Administrative expenses		<u>43</u>	<u>985</u>
<b>OPERATING LOSS</b>	3	(43)	(1,735)
Waiver of group loan		<u>-</u>	<u>1,000</u>
<b>LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		(43)	(735)
Tax on loss on ordinary activities	4	<u>-</u>	<u>(451)</u>
<b>LOSS FOR THE FINANCIAL YEAR</b>		<u>(43)</u>	<u>(284)</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 losses for the current year or previous year.

The notes form part of these financial statements

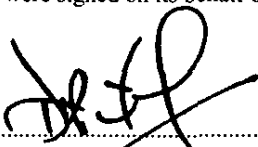


Credential Dunbar Limited (Registered number: SC242765)

Balance Sheet  
31 March 2013

	Notes	2013 £	2012 £
<b>CURRENT ASSETS</b>			
Debtors	5	1,350	451
Cash at bank		-	1,842
		1,350	2,293
<b>CREDITORS</b>			
Amounts falling due within one year	6	-	(900)
<b>NET CURRENT ASSETS</b>		<u>1,350</u>	<u>1,393</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>1,350</u>	<u>1,393</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	7	2	2
Profit and loss account	8	<u>1,348</u>	<u>1,391</u>
<b>SHAREHOLDERS' FUNDS</b>	12	<u>1,350</u>	<u>1,393</u>

The financial statements were approved by the Board of Directors, authorised for issue on 20 December 2013 and were signed on its behalf by:

  
.....  
D Porter - Director

20 December 2013

The notes form part of these financial statements

**Credential Dunbar Limited**

**Notes to the Financial Statements  
for the Year Ended 31 March 2013**

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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**

At 31 March 2013 the Group was in breach of its loan covenants with its principal banker because of the significant reduction in the market value of the Group property portfolio. The Group continues to service its debt without stress and Group income levels continue to remain consistent with previous years.

On 23 April 2013 the Group's principal banker transferred its Group loans as part of a debt portfolio sale to KW Real Estate I Ltd / Deutsche Bank AG. On 28 November 2013 KW Real Estate I Ltd / Deutsche Bank AG sold on these Group loans to a new debt provider. The parent company directors have been in discussion with this new debt provider to restructure the Group loan terms, the loan covenants and the security package. These terms have now been agreed but not yet signed and the directors are satisfied that the financial statements can be prepared on the going concern basis.

As the terms are the same the group remains in breach of its loan to value covenant and the new debt provider will deal with this by way of the issue of reservation of rights letter. The directors are confident that the new debt provider will be supportive.

**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.

**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. STAFF COSTS**

There were no staff costs for the year ended 31 March 2013 nor for the year ended 31 March 2012.

**3. OPERATING LOSS**

The operating loss is stated after charging:

	2013	2012
	£	£
Auditors' remuneration	<u>-</u>	<u>900</u>
Directors' remuneration	<u>-</u>	<u>-</u>

Auditors remuneration is payable the by the parent company, Credential Investment Holdings Limited.

**Credential Dunbar Limited**

**Notes to the Financial Statements - continued  
for the Year Ended 31 March 2013**

**4. TAXATION**

**Analysis of the tax credit**

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

	2013 £	2012 £
Current tax:		
Group relief receivable	<u>-</u>	<u>(451)</u>
Tax on loss on ordinary activities	<u>-</u>	<u>(451)</u>

**Factors affecting the tax credit**

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

	2013 £	2012 £
Loss on ordinary activities before tax	<u>(43)</u>	<u>(735)</u>
Loss on ordinary activities multiplied by the standard rate of corporation tax in the UK of 24% (2012 - 26%)	(10)	(191)
Effects of:		
Unrealised tax losses carried forward	10	-
Receipt for group relief	-	(451)
Group relief surrendered	-	451
Non taxable income	<u>-</u>	<u>(260)</u>
Current tax credit	<u>-</u>	<u>(451)</u>

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

	2013 £	2012 £
Amounts owed by group undertakings	1,350	-
Group relief receivable	<u>-</u>	<u>451</u>
	<u>1,350</u>	<u>451</u>

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

	2013 £	2012 £
Accruals and deferred income	<u>-</u>	<u>900</u>

**Credential Dunbar Limited**

**Notes to the Financial Statements - continued  
for the Year Ended 31 March 2013**

**7. CALLED UP SHARE CAPITAL**

Allotted, issued and fully paid:		Nominal value:	2013	2012
Number:	Class:		£	£
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.

**8. RESERVES**

	Profit and loss account £
At 1 April 2012	1,391
Loss for the year	<u>(43)</u>
At 31 March 2013	<u>1,348</u>

**9. 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.

**10. CONTINGENT LIABILITIES**

The bank borrowings of Credential Investment Holdings Limited, and certain of its subsidiary undertakings, totalling £169,017,163 (2012 - £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.

**11. RELATED PARTY DISCLOSURES**

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.

**Credential Dunbar Limited**

**Notes to the Financial Statements - continued  
for the Year Ended 31 March 2013**

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

	2013	2012
	£	£
Loss for the financial year	<u>(43)</u>	<u>(284)</u>
<b>Net reduction of shareholders' funds</b>	<b>(43)</b>	<b>(284)</b>
Opening shareholders' funds	<u>1,393</u>	<u>1,677</u>
<b>Closing shareholders' funds</b>	<b><u>1,350</u></b>	<b><u>1,393</u></b>