AMENDING

Topco (No 1) Limited

Directors' report and financial statements
Registered number SC207263
29 March 2012

The revised financial statements replace the original financial statements.

They are now the statutory accounts.

They have been prepared as at the date of the original financial statements, and not as at the date of the revision and accordingly do not deal with events between those dates.

The original financial statements showed:

- **Issued share capital as being £1 and fully paid whereas the true figure was £5,250,000 with £4,500,000 not paid,**
- **Creditors amounts falling due within one year as being £nil whereas the true figure was £3,000; and**
- **Profit and loss account reserve as being £nil whereas the true figure was (£753,000).**

There was no charge to the reported profit or loss for the period as the company received no income and incurred no expenditure during the period.

Certain consequential revisions have been made in the notes to the financial statements.

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COMPANIES HOUSE

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Company information

Director	RG Fraser
Secretary	RG Fraser
Bankers	Bank of Scotland The Mound Edinburgh EH1 1YZ
Registered office	Whiteside House Bathgate West Lothian EH48 2RX

Directors' report

The director presents his annual report and the financial statements for the year ended 29 March 2012.

Principal activity

The company has not traded during the year.

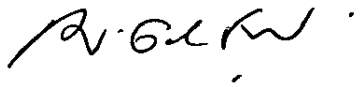
Directors

The director who held office during the year and at the date of this report is shown on page 1.

Auditors

The company has ceased to trade and is dormant. Accordingly, the members have passed a resolution not to appoint auditors.

By order of the board



RG Fraser
Secretary

Whiteside House
Bathgate
West Lothian
EH48 2RX

2012

Statement of directors' responsibilities in respect of the Directors' Report and the financial statements

The director is responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law he has elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

Under company law the director must not approve the financial statements unless he is 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 year. In preparing these financial statements, the director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgments 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; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Balance sheet

At 29 March 2012

	Note	2012 £000	2011 £000
Called up share capital not paid		**4,500**	4,500
Creditors: amounts falling due within one year	*3*	**(3)**	(3)
Net current liabilities		**(3)**	(3)
Net assets		**4,497**	4,497
Capital and reserves			
Called up share capital	*4*	**5,250**	5,250
Profit and loss account	*5*	**(753)**	(753)
Shareholders' funds		**4,497**	4,497

For the year ended 29 March 2012 the company was entitled to exemption under section 480 of the Companies Act 2006. The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Companies Act 2006.

The director acknowledges his responsibility for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of account.

These financial statements were approved by the board of directors on 2012 and were signed on its behalf by:

RG Fraser
Director

Notes
(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

Basis of preparation

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

Under Financial Reporting Standard 1 the company is exempt from the requirement to prepare a cash flow statement on the grounds of its size.

2 Profit and loss account

The company received no income and incurred no expenditure in either the current year or preceding period and consequently it made neither a profit nor a loss.

3 Creditors: amounts falling due within one year

	2012 £000	2011 £000
Accruals and deferred income	3	3

4 Called up share capital

	2012 £000	2011 £000
Authorised		
5,250,000 ordinary shares of £1 each	5,250	5,250
Allotted		
5,250,000 ordinary shares of £1 each	5,250	5,250

5 Reserves

	2012 £000	2011 £000
At beginning of year	(753)	(753)
At end of year	(753)	(753)

Notes *(continued)*

6 Related party transactions

The company is controlled by The Royal Bank of Scotland Investments plc (45%), Uberior Investments plc (40%) and Macdonald Hotels and Resorts Limited (formerly Macdonald Hotels plc) (15%).

The balances due from related parties in relation to called up share capital not paid are as follows:

	2012	2011
	£000	£000
Uberior Investments plc	**1,800**	1,800
The Royal Bank of Scotland Investments plc	**2,025**	2,025
Macdonald Hotels and Resorts Limited	**675**	675