Registered number: 2486005

HOEGH CAPITAL PARTNERS LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

for the year ended 30 June 2009

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COMPANY INFORMATION

DIRECTORS G D Lafferty

R Parsons (resigned 28 August 2008)

L O Hoegh T C Hoegh

M C Riachi (resigned 19 March 2009)

M E Vice Holter K M Bailey

COMPANY SECRETARY O R Shapleski

COMPANY NUMBER 2486005

REGISTERED OFFICE 5 Young Street

London W8 5EH

AUDITORS Horwath Clark Whitehill LLP

Chartered Accountants & Statutory Auditor

St. Brides House 10 Salisbury Square

London EC4Y 8EH

SOLICITORS Taylor Wessing

Carmelite House

50 Victoria Embankment

London EC4Y 0DX

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DIRECTORS' REPORT for the year ended 30 June 2009

The directors present their report and the financial statements for the year ended 30 June 2009.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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 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.

PRINCIPAL ACTIVITIES

Höegh Capital Partners Limited

Höegh Capital Partners Limited ("the Company") is a London based advisor on general investment strategy, asset allocation, macro economic conditions, portfolio performance and risk measurement. It is the investment advisor to a number of asset class specific companies investing in fixed income securities, listed equity, hedge funds, private equity and venture capital funds. Höegh Capital Partners Limited is regulated by the Financial Services Authority. The company also provides financial advice through an industry specialist division Arts Alliance Advisors.

Arts Alliance Advisors

Arts Alliance Advisors is the investment advisor to the Digital Venture series of funds. Investors in Digital Venture Funds include institutional investors from the U.S. and Europe.

DIRECTORS' REPORT for the year ended 30 June 2009

BUSINESS REVIEW

Performance for the year ended 30 June 2009

The Directors of Höegh Capital Partners Limited are disappointed to report revenues of £7.0m for the year ended 30 June 2009, a 12.7% decrease over the prior year's revenues of £8.0m. The decrease in revenues has been due to a reduction in the level of advisory fees earned by the Company.

The turmoil in the Fixed Income and Equity markets, in particular in Q3 2008, had the effect of severely reducing the level of assets subject to the advisory mandates of the Company. Asset levels fell both as a result of the market movements as well as client redemptions resulting from client preferences for liquidity. Revenue falls were, to some extent, compensated for by the strength of the US dollar as a number of fees are calculated and received in US dollars.

Cost of sales for the year was £3.8m, down 13.8% from 2008, reflecting a reduction in investment staff costs and in particular a reduction in performance related costs. Administrative costs have fallen by 1.5% during the year to £3.4m.

Change of Name

Höegh Capital Partners Limited changed its name from Höegh Capital Partners Advisors Limited on the 30th July 2008.

RESULTS AND DIVIDENDS

The loss for the year, after taxation, amounted to £206,141 (2008 - profit £98,176).

The directors do not recommend the payment of a dividend.

DIRECTORS

The directors who served during the year were:

G D Lafferty R Parsons (resigned 28 August 2008) L O Hoegh T C Hoegh M C Riachi (resigned 19 March 2009) M E Vice Holter K M Bailey

DIRECTORS' REPORT for the year ended 30 June 2009

PROVISION 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 information needed by the company's auditors in connection with preparing their report and to establish that the company's auditors are aware of that information.

AUDITORS

The auditors, Horwath Clark Whitehill LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on 24 SEPTEMBER

and signed on its behalf.

M E Vice Holter

Director

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF HOEGH CAPITAL PARTNERS LIMITED

We have audited the financial statements of Hoegh Capital Partners Limited for the year ended 30 June 2009, set out on pages 6 to 16. 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 Sections 495 and 496 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 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 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, 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 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.

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 30 June 2009 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.

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF HOEGH CAPITAL PARTNERS 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

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we have not received all the information and explanations we require for our audit.

David Devon (Senior statutory auditor)

for and on behalf of HORWATH CLARK WHITEHILL LLP

Chartered Accountants Statutory Auditor

St. Brides House 10 Salisbury Square London EC4Y 8EH

Date: 24 Suptruly 2009

PROFIT AND LOSS ACCOUNT for the year ended 30 June 2009

	Note	2009 £	2008 £
TURNOVER	1,2	6,989,138	8,007,832
Cost of sales	_	(3,850,867)	(4,461,274)
GROSS PROFIT		3,138,271	3,546,558
Administrative expenses	_	(3,407,076)	(3,459,458)
OPERATING (LOSS)/PROFIT	3	(268,805)	87,100
Interest receivable		22,770	40,422
Interest payable	7 _		(1,609)
(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		(246,035)	125,913
Tax on (loss)/profit on ordinary activities	8 _	39,894	(27,737)
(LOSS)/PROFIT FOR THE FINANCIAL YEAR	14 =	(206,141)	<u>98,176</u>

All amounts relate to continuing operations.

There were no recognised gains and losses for 2009 or 2008 other than those included in the Profit and loss account.

The notes on pages 9 to 16 form part of these financial statements.

BALANCE SHEET as at 30 June 2009

	Note	£	2009 £	£	2008 £
FIXED ASSETS					
Tangible fixed assets	9		-		751
Fixed asset investments	10				10
			-		761
CURRENT ASSETS					
Debtors	11	1,084,250		1,942,608	
Cash at bank and in hand		683,919		259,759	
		1,768,169		2,202,367	
CREDITORS: amounts falling due within one year	12	(769,058)		(997,876)	
NET CURRENT ASSETS			999,111		1,204,491
TOTAL ASSETS LESS CURRENT LIABILITI	ES		999,111		1,205,252
CAPITAL AND RESERVES					
Called up share capital	13		41,700		41,700
Share premium account	14		4,850		4,850
Profit and loss account	14		952,561		<u>1,158,702</u>
SHAREHOLDERS' FUNDS	15		999,111		1,205,252

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 24 September 2009

M E Vice Holter

Director

The notes on pages 9 to 16 form part of these financial statements.

CASH FLOW STATEMENT for the year ended 30 June 2009

		2009	2008
	Note	£	£
Net cash inflow from operating activities	16	431,539	228,823
Returns on investments and servicing of finance	17	22,770	38,813
Taxation .		(30,149)	(44,994)
INCREASE IN CASH IN THE YEAR		404.400	200 640
		424,160	222,642
DECONCH IATION OF NET CASH ELOW	TO MOVEMENT IN		
RECONCILIATION OF NET CASH FLOW 1 for the year ended			2008 £
		NET FUNDS/DEBT	
for the year ended		NET FUNDS/DEBT 2009 £	£
for the year ended		NET FUNDS/DEBT 2009 £ 424,160	£ 222,642
Increase in cash in the year MOVEMENT IN NET FUNDS IN THE YEAR		2009 £ 424,160	£ 222,642 222,642

The notes on pages 9 to 16 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2009

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 TURNOVER

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

1.3 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:

Bike Scheme

50% straight line

1.4 INVESTMENTS

Investments held as fixed assets are shown at cost less provision for impairment.

1.5 OPERATING LEASES

Rentals under operating leases are charged 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.

1.6 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.

1.7 PENSIONS

The company operates a defined contribution pension scheme and the pension charge represents the amounts payable by the company to the fund in respect of the year.

NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2009

2. **TURNOVER**

Turnover represents income receivable in respect of corporate advisory services and invoices raised. Income is recognised in accordance with the relevant agreements in force during the year.

	A geographical analysis of turnover is as follows:		
		2009 £	2008 £
	EC and Channel Islands Rest of world	6,677,288 311,850	7,466,202 541,630
		<u>6,989,138</u>	8,007,832
3.	OPERATING (LOSS)/PROFIT		
	The operating (loss)/profit is stated after charging/(crediting):		
		2009 £	2008 £
	Depreciation of tangible fixed assets: - owned by the company	751	778
	Operating lease rentals: - other operating leases	363,584	488,900
	Difference on foreign exchange	(94,785)	140,543
4.	AUDITORS' REMUNERATION		
		2009 £	2008 £
	Fees payable to the company's auditor for services relating to taxation	5,000	4,750
	Fees payable to the company's auditor for the audit of the company's annual accounts	11,300	10,850
5.	STAFF COSTS		
	Staff costs, including directors' remuneration, were as follows:		
		2009 £	2008 £
	Wages and salaries	3,075,897	3,639,857
	Social security costs Other pension costs	374,467 105,241	449,449 128,917
		3,555,605	4,218,223

NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2009

5.	STAFF COSTS (continued)		
	The average monthly number of employees, including the director	rs, during the year was a	s follows:
		2009 No.	2008 No.
	Director Staff	4 18	4 18
			22
6.	DIRECTORS' REMUNERATION		
		2009 £	2008 £
	Emoluments	<u> 1,343,481</u>	1,588,722
	The highest paid director received remuneration of £675,051 (20)	08 - £533,437).	
7.	INTEREST PAYABLE		
		2009 £	2008 £
	On bank loans and overdrafts		1,609
8.	TAXATION		
		2009 £	2008 £
	ANALYSIS OF TAX (CREDIT)/CHARGE IN THE YEAR		
	UK corporation tax (credit)/charge on (loss)/profit for the year Adjustments in respect of prior periods	(39,894) -	30,149 (2,412)
	TAX ON (LOSS)/PROFIT ON ORDINARY ACTIVITIES	(39,894)	27,737

NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2009

8. TAXATION (continued)

FACTORS AFFECTING TAX CHARGE FOR THE YEAR

The tax assessed for the year is lower than (2008 - higher than) the standard rate of corporation tax in the UK (21%). The differences are explained below:

	2009 £	2008 £
(Loss)/profit on ordinary activities before tax	(246,035)	125,913
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 21% (2008 - 20.25%)	(51,667)	25,496
EFFECTS OF:		
Expenses not deductible for tax purposes Capital allowances for period in excess of depreciation Tax losses not recognised Adjustments to tax charge in respect of prior periods	6,456 114 5,203 -	4,562 91 - (2,412)
CURRENT TAX (CREDIT)/CHARGE FOR THE YEAR (see note above)	(39.894)	27,737

FACTORS THAT MAY AFFECT FUTURE TAX CHARGES

There were no factors that may affect future tax charges.

NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2009

	ioi the year chaca o		
9.	TANGIBLE FIXED ASSETS		
			Bike Scheme £
	COST		
	At 1 July 2008 and 30 June 2009		1 619
	DEPRECIATION		1,618
			867
	At 1 July 2008 Charge for the year		751
	At 30 June 2009		
			1,618
	NET BOOK VALUE		
	At 30 June 2009		
	At 30 June 2008		751
10.	FIXED ASSET INVESTMENTS		
			Listed and
			unlisted investments £
	COST OR VALUATION		_
	At 1 July 2008		10
	Amounts written off At 30 June 2009		(10)
11.	DEBTORS		
		2009	2008
		£	£
	Trade debtors Other debtors	584,623 106,422	160,981 95,320
	Prepayments and accrued income	393,205	1,686,307
		1,084,250	1,942,608

NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2009

12.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		2009 £	2008 £
	Trade creditors Corporation tax	98,609	304,585 30,149
	Social security and other taxes	79,511	206,054
	Other creditors Accruals and deferred income	156,859 434,079	14,286 442,802
	- Accidais and deletted income		
	=	769,058	997,876
13.	SHARE CAPITAL		
		2009	2008
		£	£
	AUTHORISED		
	100,000- Ordinary shares of £1 each	100,000	100,000
	ALLOTTED, CALLED UP AND FULLY PAID		
	41,700- Ordinary shares of £1 each	41,700	41,700
14.	RESERVES		
		Share premium account £	Profit and loss account £
	At 1 July 2008	4,850	1,158,702
	Loss for the year		(206,141)
	At 30 June 2009		
		4,850	<u>952,561</u>
15.	RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS	S	
		2009	2008
		£	£
	Opening shareholders' funds	1,205,252	1,107,076
	(Loss)/profit for the year	(206,141)	98,176
	Closing shareholders' funds	000 444	4 005 050
	-	<u> </u>	<u>1,205,252</u>

NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2009

	NET CASH FLOW FROM OPER	ATING ACTIVITIES			
				2009	2008
				£	£
	Operating (loss)/profit			(268,805)	87,100
	Depreciation of tangible fixed ass	ets		751	778
	Investments written off Decrease in debtors			10	420.000
	(Decrease)/increase in creditors			898,252 (198,669)	132,225 8,720
	(2 obvious principal and a countries				
	NET CASH INFLOW FROM OPE	FRATIONS			
				431,539	228,823
7.	ANALYSIS OF CASH FLOWS F	OR HEADINGS NET	TED IN CASH FLO	OW STATEMENT	
				2009	2008
				£	£
	RETURNS ON INVESTMENTS	AND SERVICING OF	FINANCE		
	Interest received			22,770	40,422
	Interest paid			-	
	·	TIRNS ON INVESTM		• 	(1,609)
	NET CASH INFLOW FROM RET SERVICING OF FINANCE	URNS ON INVESTM	IENTS AND	<u>-</u>	
	NET CASH INFLOW FROM RET	URNS ON INVESTM	IENTS AND	22,770	
8.	NET CASH INFLOW FROM RET		IENTS AND	22,770	(1,609,
8.	NET CASH INFLOW FROM RET SERVICING OF FINANCE		IENTS AND		(1,609,
8.	NET CASH INFLOW FROM RET SERVICING OF FINANCE		IENTS AND	Other	(1,609,
8.	NET CASH INFLOW FROM RET SERVICING OF FINANCE	ET FUNDS 1 July	IENTS AND		38,813
8.	NET CASH INFLOW FROM RET SERVICING OF FINANCE	ET FUNDS 1 July 2008		Other non-cash changes	38,813 30 June 2009
3.	NET CASH INFLOW FROM RET SERVICING OF FINANCE	ET FUNDS 1 July		Other non-cash	38,813 30 June 2009
8.	NET CASH INFLOW FROM RET SERVICING OF FINANCE	ET FUNDS 1 July 2008		Other non-cash changes	38,813 30 June 2009
8.	NET CASH INFLOW FROM RET SERVICING OF FINANCE ANALYSIS OF CHANGES IN NE	ET FUNDS 1 July 2008 £	Cash flow £	Other non-cash changes £	38,813

19. PENSION COMMITMENTS

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £105,240 (2008-£128,917).

NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2009

20. RELATED PARTY TRANSACTIONS

The company has been charged £1,456,021 (2008: £1,214,241) rent and services by Hoegh Capital Partners Services Limited, a company of which Ms M Vice Holter, Mr K M Bailey and Mr G D Lafferty are also directors. The company also charged services to Hoegh Capital Partners Services Limited of £33,753 (2008: £72,675). At the year end £1,441 (2008: £2,675) was owed by Hoegh Capital Partners Services Limited and £53,900 (2008: £64,078) was owed to them.

The company has charged Leif Hoegh UK Limited, a company of which Mr L O Hoegh is also a director, £15,461 (2008: £17,922) under a services agreement during the year. The company was charged £3,185 (2008: £4,127) by Leif Hoegh UK Limited. At the year end the company was owed £2,246 (2008: £nil) by Leif Hoegh UK Limited and £nil (2008: £377) was owed to them.

The company has charged Leif Hoegh & Co Limited, a company of which Mr L O Hoegh is also a director, £323,262 (2008: £499,947) under a services agreement during the year. At the year end the company was owed £12,994 (2008: £16,024) by Leif Hoegh & Co Limited.

The company charged management fees totaling £235,987 (2008: £117,550) to Arts Alliance UK Screens Limited, a company of which Mr T C Hoegh is also a director, and received recharges of £nil (2008: £52). At the year end the company was owed £235,175 (2008: £117,500) by Arts Alliance UK Screens Limited.

The company made recharges totaling £23,343 (2008: £82,043) to Arts Alliance Media Limited, a company of which Ms M Vice Holter and Mr T C Hoegh are also directors and received recharges totaling £nil (2008: £1,696). At the year end the company was owed £13,006 (2008: £3,875) by Arts Alliance Media Limited.

The company incurred transactions with Delemere Limited totaling £515,525 (2008: £389,519) and charged services to Delemere Limited of £9,413 (2008: £18,916). At the year end the company was owed £936 (2008: £nil) from Delemere Limited and owed £nil (2008: £166) to Delemere Limited, a company of which Mr G D Lafferty is also a director.

The company incurred transactions with Arts Alliance Productions Ltd totaling £542,236 (2008: £359,747) and charged services to Arts Alliance Productions Limited of £14,184 (2008: £28,946). At the year end the company was owed £3,789 (2008: £2,816) from Arts Alliance Productions Ltd, a company of which Ms M Vice Holter and Mr T C Hoegh are also directors and owed £5,844 (2008: £25,449) to them.

The company incurred transactions with Hoegh Capital Partners Inc £722,063 (2008: £635,745). At the year end the company owed £151,006 (2008: £113,065) to Hoegh Capital Partners Inc , a company of which Mr G D Lafferty is a director.

The company also charged services to Gemini Oil & Gas Advisors LLP, of which Mr G D Lafferty is a partner, totaling £742 (2008: £876). £502 (2008: £nil) was due to the company at the year end.

The company charged services to Terje Vigen Productions Limited totaling £7,172 (2008: £nil). At the year end the company was owed £547 (2008: £nil) from Terje Vigen Productions Limited, a company which T C Hoegh is a director.