Report and Financial Statements

Year Ended

31 July 2007

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# Annual report and financial statements for the year ended 31 July 2007

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# Secretary and registered office

R I Gourlay, 18-20 Huntsworth Mews, London, NW1 6DD

# Company number

3610855

# **Auditors**

BDO Stoy Hayward LLP, Emerald House, East Street, Epsom, Surrey, KT17 1HS

# **Bankers**

Barclays Bank plc, 50 Pall Mall, London, SW1A 1QB

#### **Directors**

D Thorp (Chairman) Partner ISIS Equity Partners, manager of the market leading Baronsmead VCTs, Chairman of the AIC VCT Forum. Twenty years with 3i Group, Chairman Unipalm, UK's 1st ISP, 1992-95 — (London Stock Exchange Company of the year, 1995) Chairman British Venture Capital Association (2000-01). London Business School UK Regional Advisory Board and alumnus MSc 1971

PD Atherton Founder Queensgate Instruments sold to SDL for in excess of \$200m. Imperial College Innovations (NED). Executive chairman, Infinitesima, C2V BV, Nexeon, Midaz. Former Governor of London Business School, UK Regional Advisory Board and alumnus MBA 1989.

AJ Bates Adjunct Professor of Entrepreneurship, London Business School. Chairman of London Technology Network and NED at Centre for Creative Business. Founder of Datapaq 1985 through to exit. Founder of London Business School Entrepreneurial courses 1986

IM Laing Principal investor Oxford Asymmetry sold to Evotec for more than £300m, investor in Oxford Semiconductor and founder of Milton Park Science Park, Oxford. Chairman SQW Ltd (Oxford Innovation) (2005-date) Former Deputy Chair of Governors of London Business School and alumnus MSc 1971.

MC Williams Adjunct Professor of Entrepreneurship, London Business School. CEO Bailey Newspaper Group sold to Southern Newspapers. Former investment executive at 3i Group and Robert Fleming Investment Bank. Entrepreneurship course leader (1996-date) and alumnus MBA 1990

R I Gourlay (Managing Director). Investment Manager Top Technology Ventures Limited (1996 – 2004); Financial Times journalist, latterly writing about venture capital and growing businesses (1986 - 1996); graduate recruit Citibank.

#### Report of the directors for the year ended 31 July 2007

The directors present their report together with the audited financial statements for the year ended 31 July 2007

#### Results and dividends

The consolidated profit and loss account is set out on page 7 and shows the loss for the year

The directors do not recommend the payment of a dividend (2006 - £Nil)

The directors intend to apply profits not required for working capital to charitable purposes.

### Principal activities

The group provides investment management services to venture capital funds

The funds are constituted as limited partnerships with investors having the status of limited partners. The general partners of these limited partnerships are limited companies and subsidiaries of Sussex Place Ventures Limited. Under the partnership agreements of the funds, the general partners have appointed Sussex Place Ventures Limited as investment manager with control over investment decisions.

#### Review of the business and future developments

The business of the Company is to manage the Sussex Place Partners venture capital funds and the Combined London Colleges University Challenge Limited Partnership fund

The Sussex Place Ventures funds have reached the end of their investment period and most of the investments have been realised. The major uncertainty that the business faces is that of future fundraising

The business has performed in line with expectations during the financial year under review and is well placed at the year end with a healthy cash position. The Directors are satisfied with the results achieved by the Group during the year.

In comparison to 2006, turnover has fallen by 26% The reason for this is that the company reduced fund management fees following the sale of Sussex Place Partners fund portfolio companies

Since 31 July 2007, the Company has raised its next earlier stage fund, Regents Park Partners LP ('RPP'). Sussex Place Ventures Limited will leverage the experience, knowledge and industry connections of London Business School's alumni for the benefit of the investors in this fund. At the first close, £5million had been raised from over 40 investors. The fund will invest in a variety of earlier stage businesses, appropriately-sized development capital deals and pre-IPO investments in more mature businesses alongside co-investors

Sussex Place Ventures Limited expects RPP to be the first in a series of venture capital funds leveraging the knowledge and experience of the London Business School alumni for the benefit of investors, the portfolio companies and the Business School.

# Report of the directors for the year ended 31 July 2007 (Continued)

#### Principal risks and uncertainties

### Market place

The market for raising venture capital funds is evolving. The Board meets regularly to discuss and evaluate how the Company can best position itself in order to raise new funds and leverage value from its connections with the London Business School. The Board ensure that there is regular communication with the existing investors in the Funds.

#### Financial instruments

Working capital requirements are met principally out of retained profits In addition, trade debtors and trade creditors arise directly from the group's operations. The group does not enter into any hedging arrangements

The Group's credit risk is primarily attributable to its trade debtors. Credit risk is managed by running credit checks on new customers and by monitoring payments against contractual agreements. At the balance sheet date there were no significant concentrations of credit risk. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the balance sheet.

#### **Directors**

The directors of the company during the year were

D Thorp A J Bates M C Williams P D Atherton I M Laing R Gourlay

# Report of the directors for the year ended 31 July 2007 (Continued)

# Directors' responsibilities

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice.

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the group and company and of the profit or loss of the group and company for that year. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable 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 group will continue in business

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. 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.

#### **Auditors**

All of the current directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the company's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the auditors are unaware

BDO Stoy Hayward LLP have expressed their willingness to continue in office and a resolution to re-appoint them will be proposed at the annual general meeting

On behalf of the Board

Richard I. Com

R I Gourlay Director

22 November 2007

#### Report of the independent auditors

#### To the shareholders of Sussex Place Ventures Limited

We have audited the group and parent company financial statements (the "financial statements") of Sussex Place Ventures Limited for the year ended 31 July 2007 which comprise the Group and Company Profit and Loss Accounts, the Group and Company Balance Sheets, the Group Cash Flow Statement and the related notes. These financial statements have been prepared under the accounting policies set out therein

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and have been properly prepared in accordance with the Companies Act 1985 and whether the information given in the Directors' Report is consistent with those financial statements. We also report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it

Our report has been prepared pursuant to the requirements of the Companies Act 1985 and for no other purpose No person is entitled to rely on this report unless such a person is a person entitled to rely upon this report by virtue of and for the purpose of the Companies Act 1985 or has been expressly authorised to do so by our prior written consent. Save as above, we do not accept responsibility for this report to any other person or for any other purpose and we hereby expressly disclaim any and all such liability

# Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the group's and company's circumstances, consistently applied and adequately disclosed

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

# Report of the independent auditors (Continued)

## Opinion

## In our opinion.

- the group financial statements give a true and fair view, in accordance with United Kingdom Generally Accounting Practice, of the state of the group's affairs as at 31 July 2007 and of the group's loss for the year then ended,
- the parent company financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the parent company's affairs as at 31 July 2007 and of the company's loss for the year then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the Directors' Report is consistent with the financial statements.

BOO Stoy Haywallep

BDO STOY HAYWARD LLP

Chartered Accountants and Registered Auditors Epsom

22 November 2007

Sussex Place Ventures Limited

Consolidated profit and loss account for the year ended 31 July 2007

	Note	2007 £	2006 £
Turnover	2	283,584	384,420
Administrative expenses		(377,466)	(394,467)
		(93,882)	(10,047)
Other operating income		-	11,445
Operating (loss)/profit	3	(93,882)	1,398
Interest receivable		18,277	11,182
(Loss)/profit on ordinary activities before and after taxation	13	(75,605)	12,580

All amounts relate to continuing activities

All recognised gains and losses are included in the profit and loss account

The notes on pages 12 to 20 form part of these financial statements

Sussex Place Ventures Limited

Company profit and loss account for the year ended 31 July 2007

i	Note	2007 £	2006 £
Turnover	2	283,584	384,420
Administrative expenses		(377,466)	(394,467)
		(93,882)	(10,047)
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# Consolidated balance sheet at 31 July 2007

	Note	2007 £	2007 £	2006 £	2006 £
Fixed assets					
Tangible assets	7		368		763
Current assets					
Investments	9	6,946		6,946	
Debtors	10	18,655		48,775	
Cash at bank		658,763		404,738	
		684,364		460,459	
Creditors: amounts falling due					
within one year	11	346,552		47,437	
Net current assets			337,812		413,022
Total assets less current liabilities			338,180		413,785
Capital and reserves					
Called up share capital	12		5,000		5,000
Profit and loss account	13		333,176		408,781
Shareholders' funds	14		338,176		413,781
Minority interests			4		4
			222.422		410 505
			338,180		413,785
					<del></del>

The financial statements were approved by the Board and authorised for issue on 22 November 2007.

R I Gourlay

Director

The notes on pages 12 to 20 form part of these financial statements.

Richard I. Com

# Company balance sheet at 31 July 2007

	Note	2007 £	2007 £	2006 £	2006 £
Fixed assets					
Tangible assets	7		368		763
Investments in subsidiaries	8		7		7
			375		770
Current assets					
Investments	9	6,946		6,946	
Debtors	10	22,471		48,919	
Cash at bank		405,030		404,586	
		434,447		460,451	
Creditors: amounts falling due				,	
within one year	11	96,647		47,441	
Net current assets			337,800		413,010
Total assets less current liabilities			338,175		413,780
Capital and reserves					
Called up share capital	12		5,000		5,000
Profit and loss account	13		333,175		408,780
Shareholders' funds	14		338,175		413,780
			<del></del>		

The financial statements were approved by the Board and authorised for issue on 22 November 2007.

R I Gourlay Director

The notes on pages 12 to 20 form part of these financial statements

Richard I. Com

Sussex Place Ventures Limited Need to Change

# Consolidated cash flow statement for the year ended 31 July 2007

	Note	2007 £	2007 £	2006 £	2006 £
Net cash inflow/(outflow) from operating activities	17		235,748		(50,619)
Returns on investment and servicing of finance Interest received		18,277		11,182	
N. 11.6					
Net cash inflow from returns on investment and servicing of finance			18,277		11,182
Capital expenditure and financial investment					
Sale of investments		-		129,499	
Net cash inflow from capital expenditure and financial investment		,	<u>-</u>		129,499
Increase in cash	18		254,025		90,062

The notes on pages 12 to 20 form part of these financial statements

# Notes forming part of the financial statements for the year ended 31 July 2007

#### 1 Accounting policies

The financial statements have been prepared under the historical cost convention and are in accordance with applicable accounting standards. The following principal accounting policies have been applied.

# Basis of consolidation

The consolidated financial statements incorporate the results of the company and all of its subsidiary undertakings as at 31 July 2007 using the acquisition method of accounting.

#### Turnover

Turnover comprises the value (excluding value added tax) of services provided during the year in the normal course of business and the revenues from participation in the assets of limited partnerships in the form of non-recourse loans, which will be satisfied by allocation against the companies' share of future income of the partnerships. This income is recognised in the profit and loss account in the year to which its guaranteed receipt relates

#### Depreciation

Depreciation is provided to write off the cost or valuation, less estimated residual values, of all tangible fixed assets evenly over their expected useful lives. It is calculated at the following rates.

Office equipment - 331/3% per annum straight line

#### Valuation of investments

Investments held as fixed assets are stated at cost less any provision for impairment. Investments held as current assets are stated at the lower of cost and net realisable value

#### Taxation

Corporation tax payable is provided on taxable profits at the current rate

#### Deferred taxation

Deferred tax balances are recognised in respect of all material timing differences that have originated but not reversed by the balance sheet date, except that the recognition of deferred tax assets is limited to the extent that the company anticipates to make sufficient taxable profits in the future to absorb the reversal of the underlying timing differences. Deferred tax balances are not discounted

## Notes forming part of the financial statements for the year ended 31 July 2007 (Continued)

## 1 Accounting policies (continued)

#### Dividends

Equity dividends are recognised when they become legally payable Interim equity dividends are recognised when paid Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

#### Pensions

The company made payments to a certain employee's individual personal pension plan during the prior year. These payments are charged to the profit and loss account in the year in which they are paid.

# Operating leases

Operating lease annual rentals are charged to the profit and loss account on a straight-line basis over the term of the lease.

#### 2 Turnover

All turnover arises from the conduct of investment management services and related corporate finance services solely within the United Kingdom.

## 3 Operating (loss)/profit

	2007	2006
Group	£	£
This has been arrived at after charging		
Depreciation	395	467
Fees payable to the company's auditor for the audit of the		
company's annual accounts	6,000	5,700
Fees payable to the company's auditor for other services.		
- the audit of the company's subsidiaries	3,450	3,300
- tax services	6,500	6,257
Hire of other assets – operating leases	12,000	12,000
Profit on sale of current asset investments	-	11,445

# Notes forming part of the financial statements for the year ended 31 July 2007 (Continued)

4	Staff costs		
		2007 £	2006 £
	Group and company	~	~
	Employee costs (including directors) consist of		
	Wages and salaries	206,214	240,026
	Social security costs	25,122	26,378
	Other pension costs	-	20,000
		231,336	286,404
	The average number of persons (including directors) employed		<del> </del>
	by the company and group during the year was as follows:		
		2007	2006
		Number	Number
	Investment advice and analysis	2	2
	Administration	1	1
		3	3
5	Directors' remuneration		
	Group and company		
		2007	2006
		£	£
	Directors' emoluments	140,000	201,445
	Payments to director's personal pension plan	-	20,000
	Compensation for loss of office	•	20,000

Emoluments of highest paid director amounted to £140,000 (2006 £110,000). Company contributions to the personal pension plan of the highest paid director amounted to £nil (2006 £20,000)

In addition to the above, F Bailey & Sons Limited, a company of which M Williams is a director, made a charge of £10,800 (2006 - £21,200) for the services of M Williams

# Notes forming part of the financial statements for the year ended 31 July 2007 (Continued)

# 5 Directors' remuneration (continued)

Sussex Place (Founder Partner) Limited is a limited partner in Combined London Colleges University Challenge LP, Sussex Place Partners LP and Sussex Place Partners II LP which entitles it to a share in any income and gains of the partnerships over the preferred return defined in the relevant Partnership Deed. Its share in Combined London Colleges University Challenge LP, and a proportion of its share in Sussex Place Partners LP and Sussex Place Partners II LP, have been assigned to J Bates and M Williams.

# 6 Taxation on (loss)/profit on ordinary activities

No taxation is payable due to the availability of group loss relief.

The tax assessed for the period is different from the standard rate of corporation tax in the UK. The differences are explained below:

	Group 2007 £	Group 2006 £
(Loss)/profit on ordinary activities before taxation	(64,805)	12,580
Expected tax (credit)/charge at a standard rate of UK corporation tax of 30% (2006 - 30%)	(19,442)	3,774
Effects of Increase in losses Group relief	19,442 -	(3,774)
Current tax charge		

# Notes forming part of the financial statements for the year ended 31 July 2007 (Continued)

7	Tangible assets	Office equipment
	Group and company	£
	Cost At 1 August 2006 and 31 July 2007	41,095
	Depreciation At 1 August 2006 Provided in the year	40,332 395
	At 31 July 2007	40,727
	Net book value At 31 July 2007	368
	At 31 July 2006	763
8	Fixed asset investments	CL.: 3:
	Company	Subsidiary undertakings £
	Cost and net book value At 1 August 2006 and 31 July 2007	7

The following were subsidiary undertakings at the end of the year and have all been included in the consolidated financial statements

Name	Proportion of voting rights and ordinary share capital held	Nature of business
Sussex Place (General Partner)	100%	General partner of venture
Limited		capital fund
Sussex Place II (General	100%	General partner of venture
Partner) Limited		capital fund
Combined London Colleges	100%	General partner of venture
(General Partner) Limited		capital fund
Sussex Place (Founder	100%	Dormant
Partner) Limited		

# Notes forming part of the financial statements for the year ended 31 July 2007 (Continued)

# 9 Current asset investments

The company holds 138,935 (2006: 138,935) ordinary 5p shares in Bamboo Investments (Isle of Man) PLC at a subscription price of 5p per share The investment is held at cost in the balance sheet.

10	Debtors		
	Group	2007 £	2006 £
	Trade debtors	4,360	6,468
	Prepayments and accrued income	14,295	42,307
		18,655	48,775
	Company	<u></u>	
	Trade debtors	<del>-</del>	6,468
	Prepayments and accrued income	14,295	42,307
	Amounts due from group undertakings	<b>8,17</b> 6	144
		22,471	48,919
	All amounts fall due for payment within one year		
11	Creditors: amounts falling due within one year		
		2007	2006
	Group	£	£
	Trade creditors	5,258	533
	Creditors for taxation and social security	33,983	9,883
	Other creditors	249,914	-
	Accruals and deferred income	57,397	37,021
		346,552	47,437
	Company	<del></del>	<del></del>
	Trade creditors	1,167	533
	Creditors for taxation and social security	33,983	9,883
	Accruals and deferred income	57,397	37,021
	Amounts due to group undertakings	4,100	4
		96,647	47,441

# Notes forming part of the financial statements for the year ended 31 July 2007 (Continued)

12	Share capital			****	2007
	Group and company			2007 £	2006 £
	Authorised 100,000 ordinary shares of £1 each			100,000	100,000
	Allotted, called up and fully paid up 5,000 ordinary shares of £1 each			5,000	5,000
13	Profit and loss account			Group £	Company £
	As at 1 August 2006 Loss for the year			408,781 (75,605)	408,780 (75,605)
	As at 31 July 2007			333,176	333,175
14	Reconciliation of movements in share	reholders' funds			
		Group 2007 £	Group 2006 £	Company 2007 £	Company 2006 £
	Profit for the year Opening shareholders' funds	(75,605) 413,781	12,580 401,201	(75,605) 413,780	12,580 401,200
	Closing shareholders' funds	338,176	413,781	338,175	413,780

# 15 Revenues from the partnerships and contingent liabilities

The subsidiaries of the company are general partners in limited partnerships operating as venture capital investment funds. They are entitled to a guaranteed income from the partnerships, but do not otherwise participate in partnership assets. If, upon the winding up of the partnerships, the liabilities of the partnership exceed the limited partners' outstanding capital and loans, the subsidiaries are liable for the shortfall of assets. The directors are of the opinion that no liability is likely to arise in this respect.

Net funds carried forward

# Notes forming part of the financial statements for the year ended 31 July 2007 (Continued)

16	Commitments under operating leases		
	The company had annual commitments under non-cancellable op	erating leases as set out be	elow:
		2007	2006
		£	£
	Operating leases which expire:	10.000	10.000
	Within one year	12,000 	12,000
17	Reconciliation of operating (loss)/profit to net cash inflow from operating activities		
		2007	2006
		£	£
	Operating (loss)/profit	(93,882)	1,398
	Depreciation	395	467
	Profit on sale of current asset investments	-	(11,445)
	Decrease in debtors	30,120	19,414
	Increase in creditors	299,115	(60,453)
	Net cash inflow/(outflow) from operating activities	235,748	(50,619)
18	Reconciliation of net cash flow to movement in net funds		
		2007 £	2006 £
	Increase in cash in the year	254,025	90,062
	Net funds brought forward	404,738	314,676

404,738

658,763

#### 19 Related party transactions

The company has taken advantage of the exemption under Financial Reporting Standard No 8, 'Related Party Transactions', not to disclose transactions with members of the group headed by London Business School on the grounds that at least 90% of the voting rights in the company are controlled within that group and the company is included in consolidated financial statements.

The company's subsidiaries are the general partners of venture capital funds, Sussex Place Partners LP, Sussex Place Partners II LP, Sussex Place Partners II (SPIM) LP, Sussex Place Partners II (FEM) LP and Combined London Colleges University Challenge LP. Income included in the consolidated profit and loss account for the year relating to participation in these funds, which is in the form of a non-recourse loan which will be satisfied by allocation against the companies' share of future income of the partnerships, was as follows:

	2007 £	2006 £	
Sussex Place Partners II LP	84,180	135,525	
Sussex Place Partners II (SPIM) LP	4,359	5,669	
Sussex Place Partners II (FEM) LP	7,345	11,996	
Sussex Place Partners LP	110.967	9,716	
Combined London Colleges University Challenge LP	119,867	116,064	

During the year, a fee amounting to £1,400 was paid to MediaGrafica in respect of web design work Media Grafica is owned by the wife of Richard Gourlay, a director of the company

At 31 July 2007, an amount of £249,914 had been transferred to the group's bank accounts in error and was due to be repaid to Combined London Colleges University Challenge LP.

At 31 July 2007, an amount of £4,360 was owed to the group by Sussex Place Partners II (SPIM) LP.

#### 20 Ultimate parent company

At 31 July 2007, the company's immediate parent company was London Business School Anniversary Trust. Consolidated financial statements are not prepared by London Business School Anniversary Trust. The company's ultimate controlling entity was London Business School, whose consolidated financial statements may be obtained from the Chief Financial Officer, London Business School, Regent's Park, London NW1 4SA

The page which follows does not form part of the statutory financial statements of the company

Sussex Place Ventures Limited

Detailed profit and loss account for the year ended 31 July 2007

	2007 £	2007 £	2006 £	2006 £
Income				
Fund management fees	215,751		278,970	
Other fees	-		62,338	
Directors' fees	67,833		43,112	
		283,584		384,420
Administrative expenses				
Directors' remuneration	140,012		241,445	
Salaries	66,202		18,581	
National insurance	25,122		26,378	
Rent and service charge	15,556		15,078	
Office expenses	6,349		8,231	
Sundry expenses	5,881		11 222	
Audit and accountancy	14,498		11,232 28,756	
Legal and professional	49,106 6,715		2,645	
Regulatory fees Depreciation	396		467	
Entertaining	2,766		2,132	
Travel	4,122		2,453	
Insurance	17,565		17,526	
Irrecoverable VAT	5,228		9,826	
Recruitment and training	- <del></del>		153	
Marketing and website	3,613		225	
Bad debts	13,405		7,874	
Bank charges	930		1,465	
Charitable donations	-		-	
		(377,466)		(394,467
Profit on sale of investment		-		11,445
Operating (loss)/profit		(93,882)		1,398
- L		` ' '		
Interest receivable		18,277		11,182
Profit before and after taxation		(75,605)		12,580