

ELECTRA PROPERTY PARTNERS (GP) LIMITED

REPORT AND FINANCIAL STATEMENTS

**FOR THE YEAR ENDED
30TH SEPTEMBER 2008**



**REGISTERED NUMBER
3804631**

ELECTRA PROPERTY PARTNERS (GP) LIMITED

Board of Directors

Neil Birnie
Michael Jerome Landers
Robert John Lewis

Secretary and Registered Office

Philip John Dyke
Paternoster House
65 St. Paul's Churchyard
London E4M 8AB

ELECTRA PROPERTY PARTNERS (GP) LIMITED

Report of the Directors

The Directors present their Report and the financial statements of Electra Property Partners (GP) Limited ("the Company") for the year ended 30th September 2008.

PRINCIPAL ACTIVITY AND BUSINESS REVIEW

The Company is the General Partner of Electra Fairmile Property Partners Limited Partnership. Electra Fairmile Property Partners Limited Partnership is in the process of being liquidated. This is expected to occur in the first quarter of 2009. There is no intention to wind up the Company within the next 12 months. The Company did not trade during the year ended 30 September 2008.

RESULTS AND DIVIDENDS

The profit for the year after taxation amounted to £nil (2007: £nil). The Directors do not recommend the payment of a dividend leaving the profit of £nil (2007: profit £nil) to be transferred to reserves.

GOING CONCERN

Despite the Company being in a net liability position at the end of the year, the financial statements have been prepared under the going concern basis which assumes the Company will continue in operational existence for the foreseeable future. The appropriateness of the going concern basis is dependent on continued support from the Company's shareholder. The Company has received a letter of support from Electra Partners Group Limited, the ultimate parent company, confirming that it will provide financial support to the Company sufficient to enable it to meet its obligations as and when they fall due. For the reason noted above the Directors believe it is appropriate for the financial statements to be prepared on a going concern basis.

FINANCIAL RISK MANAGEMENT

The key risks facing the company include credit risk and interest rate risk. These risks and the Board's response to them are set out below:-

- Credit risk – The Company is at risk of non payment of fees by its Limited Partnership. The Company has detailed knowledge of its Limited Partnership and has agreements in place which sets out the fee arrangements.
- Interest rate risk – The profit and loss account of the Company is at risk from interest rate movements. The Company does not use derivative instruments to hedge against interest rate risk.

KEY PERFORMANCE INDICATORS ("KPIs")

Given the straightforward nature of the business, the Company's Directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business.

ELECTRA PROPERTY PARTNERS (GP) LIMITED

Report of the Directors (Continued)

DIRECTORS

Mr N Birnie, Mr MJ Landers and Mr RJ Lewis were Directors of the Company throughout the year ended 30th September 2008. No other person was appointed as a Director of the Company during any part of the year under review.

AUDIT INFORMATION

Pursuant to Section 234ZA (2) (a) of the Companies Act 1985, each of the Directors confirms that (a) so far as they are aware, there is no relevant audit information of which the Company's Auditors are unaware and (b) they have taken all steps they ought to have taken to make themselves aware of any relevant audit information and to establish that the Company's Auditors are aware of that information.

ELECTIVE RESOLUTIONS

Elective resolutions were approved on 31 January 2000 whereby the Company is no longer required to hold Annual General Meetings and the Directors are no longer required to lay financial statements before the Company in general meetings.

AUDITORS

PricewaterhouseCoopers LLP have indicated their willingness to continue in office.



By Order of the Board of Directors

PJ Dyke, Secretary
Paternoster House, 65 St Paul's Churchyard, London, EC4M 8AB

28 April 2009

ELECTRA PROPERTY PARTNERS (GP) LIMITED

Statement of Directors' Responsibilities

Company law requires the Directors to prepare financial statements for each financial year that 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. The Directors are required to prepare the financial statements on the going concern basis, unless it is inappropriate to presume that the Company will continue in business.

The Directors confirm that suitable accounting policies have been used and applied consistently. They also confirm that reasonable and prudent judgements and estimates have been made in preparing the financial statements for the year ended 30 September 2008 and that applicable accounting standards have been followed.

The Directors are responsible for keeping proper accounting records that 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 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.

The Directors confirm that they have complied with these requirements. After making enquiries, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason they continue to adopt the going concern basis in preparing the financial statements.

ELECTRA PROPERTY PARTNERS (GP) LIMITED

Independent Auditors' Report to the members of Electra Property Partners (GP) Limited

We have audited the financial statements of Electra Property Partners (GP) Limited for the year ended 30 September 2008 which comprise the Profit and Loss Account, the Balance Sheet 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). This report, including the opinion, has been prepared for and only for the Company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Report of the Directors is consistent with the financial statements.

In addition we 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 Report of the Directors and consider the implications for our report if we become aware of any apparent misstatements within it.

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 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.

ELECTRA PROPERTY PARTNERS (GP) LIMITED

Independent Auditors' Report to the members of Electra Property Partners (GP) Limited (Continued)

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the Company's affairs as at 30 September 2008 and of its result 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 Report of the Directors is consistent with the financial statements.

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
London
29 April 2009

ELECTRA PROPERTY PARTNERS (GP) LIMITED

Profit and Loss Account

	Note	Year ended 30th September 2008 £	Year ended 30th September 2007 £
Operating expenses	2	-	-
Operating Loss		-	-
Interest and similar charges		-	-
Profit for the financial year		-	-
Retained (Loss)/Profit brought forward		(4,301)	(4,301)
Retained (Loss) carried forward		(4,301)	(4,301)

All results shown in the profit and loss account above are from continuing operations.

The Company has no recognised gains and losses other than those included in the profit and loss account as shown above and therefore no separate statement of total recognised gains and losses has been presented.

There is no difference between the results shown above and the results on an unmodified historical cost basis, therefore, no separate note of historical cost profits or losses has been presented.

The notes on pages 9 to 11 form an integral part of the financial statements.

ELECTRA PROPERTY PARTNERS (GP) LIMITED

Balance Sheet

		As at 30th September 2008 £	As at 30th September 2007 £
	Note		
Fixed Assets			
Investments	4	–	100
Current Assets			
Debtors	5	4,392	11,916
Cash at bank and in hand		-	3,826
Creditors			
Amounts falling due within one year	6	(8,593)	(20,043)
Net Current Liabilities		(4,201)	(4,301)
Total Assets less Current Liabilities and Net Liabilities		(4,201)	(4,201)
Capital and Reserves			
Called-up share capital	7	100	100
Profit and loss account		(4,301)	(4,301)
Total Equity Shareholders' Deficit	8	(4,201)	(4,201)

The notes on pages 9 to 11 form an integral part of the financial statements.

The financial statements on pages 7 to 11 were approved by the Board of Directors on 28 April 2009 and were signed on its behalf by:-



RJ Lewis *Director*

ELECTRA PROPERTY PARTNERS (GP) LIMITED

Notes to the Financial Statements

1. ACCOUNTING POLICIES

The financial statements have been prepared in accordance with applicable Accounting Standards in the United Kingdom and the Companies Act 1985. The more significant accounting policies are listed below.

- (a) The financial statements have been prepared under the historical cost convention and under the going concern basis which assumes the Company will continue in operational existence for the foreseeable future.

The appropriateness of the going concern basis is dependent on continued support from the Company's shareholder. The Company has received a letter of support from Electra Partners Group Limited, the ultimate parent company confirming that it will provide financial support to the Company sufficient to enable it to meet its obligations as and when they fall due.

If the Company were unable to continue in operational existence for the foreseeable future, adjustments may have to be made to the valuation of assets and liabilities on a break up basis to provide for further liabilities that might arise.

For the reasons noted above the Directors believe it is appropriate for the financial statements to be prepared on a going concern basis

- (b) Partnership income is priority profit share from Electra Fairmile Property Partners Limited Partnership ("the Limited Partnership") and profit in respect of the Company's interest in the Limited Partnership. All income and expenses are accounted for on an accruals basis. No income was received during the year.
- (c) Fixed asset investments are held at cost less provisions for diminution in value.
- (d) Interest receivable is recognised on an accrual basis.

ELECTRA PROPERTY PARTNERS (GP) LIMITED

Notes to the Financial Statements *(continued)*

2. **OPERATING EXPENSES**

The audit fees of £8,700 (2007:£10,300) has been borne by another group company.

3. **DIRECTORS AND EMPLOYEES**

No remuneration was paid to the Directors during the period ended 30th September 2008 (2007: £nil). There were no employees of the Company (2007: none).

	Year ended 30th September 2008 £	Year ended 30th September 2007 £
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4. **INVESTMENTS**

Electra Fairmile Property Partners LP	-	100
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5. **DEBTORS**

Amounts due from group companies
and related parties

- Electra Administration Limited	4,392	550
- Amounts due from Limited Partnership	-	11,366
	4,392	11,916

Amounts due from group companies are unsecured, interest-free and repayable on demand.

6. **CREDITORS**

Amounts falling due within one year:-

Amounts due to related parties:

- Amounts due to Limited Partnership	8,593	20,043
	8,593	20,043

7. **CALLED UP SHARE CAPITAL**

Authorised, allotted, issued and fully paid

1 "A" Ordinary shares of £1 each	1	1
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Authorised, allotted, issued and fully paid

99 "B" Ordinary shares of £1 each	99	99
	100	100

Both classes of shares have the same rights and privileges in all respects.

ELECTRA PROPERTY PARTNERS (GP) LIMITED

Notes to the Financial Statements (continued)

	Year ended 30th September 2008 £	Year ended 30th September 2007 £
8. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS		
Profit for the financial year	-	-
Opening equity shareholders' funds	(4,201)	(4,201)
Closing equity shareholders' funds	(4,201)	(4,201)

9. RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption available under FRS 8 (Related Party Transactions) from disclosing transactions between entities included in the consolidated financial statements for Electra Partners Group Limited.

At 30 September 2008, included within creditors is £8,593 (2007: £20,043) due to the Limited Partnership. At 30 September 2008, included within debtors is £nil (2007: £11,366) due from the Limited Partnership.

10. CASH FLOW STATEMENT

In accordance with FRS1 'Cash flow statements' (Revised 1996) the Company has not prepared a cash flow statement as the ultimate holding Company, Electra Partners Group Limited has included a group cash flow statement within its publicly available financial statements.

11. ULTIMATE HOLDING COMPANY

The immediate Parent undertaking is Electra Administration Limited. The Company's ultimate parent undertaking and controlling party is Electra Partners Group Limited, a company incorporated in Great Britain and registered in England and Wales. The financial statements contain information about Electra Property Partners (GP) Limited as an individual company and do not contain information as the parent of a group. The Company is exempt under Section 228 of the Companies Act 1985 from the requirement to prepare consolidated financial statements as the Company and its subsidiary undertakings are included by full consolidation, or the reasons for their exclusions are provided in the consolidated financial statements of its ultimate parent, Electra Partners Group Limited. Copies of Electra Partners Group Limited's financial statements are available from the Secretary of the Company at Paternoster House, 65 St Paul's Churchyard, London, EC4M 8AB.