

Company Registration No. 04144253 (England and Wales)

TTV IV G.P. LIMITED
DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2010



Saffery Champness
CHARTERED ACCOUNTANTS

TTV IV G.P. LIMITED

COMPANY INFORMATION

Directors

H E Fitzgibbons
C S Winward
G S Smith
A J Aubrey

Secretary

A Leach

Company number

04144253

Registered office

24 Cornhill
London
EC3V 3ND

Independent Auditors

Saffery Champness
Lion House
Red Lion Street
London
WC1R 4GB

Bankers

National Westminster Bank plc
Oxford High Street Branch
121 High Street
Oxford
OX1 4DD

TTV IV G.P. LIMITED

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TTV IV G.P. LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2010

The directors present their report and financial statements for the year ended 31 December 2010

Principal activities and review of the business

The principal activity of the company continued to be that of the management of Top Technology Ventures IV Limited Partnership ("TTV IV L P"), a venture capital limited partnership

The management of TTV IV L P is contracted to Top Technology Ventures Limited

The results for the year are shown on page 5 During the year, the company continued to earn Priority Profit Share from TTV IV L P with an equivalent fee being charged from Top Technology Ventures Limited

The company's unrealised revaluation loss on its investment in TTV IV L P is shown on page 6

Principal risks and uncertainties

From the perspective of the company, the principal risks and uncertainties are integrated with the principal risks of IP Group plc and are not separately managed Accordingly, the principal risks and uncertainties of IP Group plc, which include those of the company, disclosed in note 2 of IP Group plc's annual report which does not form part of this report

Key performance indicators

Given the nature of the business, the company's directors are of the opinion that analysis using KPI's is not necessary for an understanding of the development, performance or position of the business

Future developments

The TTV IV L P management agreement terminated on 30 May 2011 The Limited Partners agreed by special resolution that TTV IV L P will be liquidated and that Top Technology Ventures Limited was to act as the liquidation agent The directors intend for the Company to become dormant once the liquidation process is complete

Directors

The following directors have held office since 1 January 2010

H E Fitzgibbons

C S Winward

G S Smith

A J Aubrey

M Goodlad

(Appointed 10 September 2010)

(Appointed 10 September 2010)

(Resigned 10 September 2010)

Auditors

Saffery Champness have expressed their willingness to remain in office as auditors of the company

TTV IV G.P. LIMITED

DIRECTORS' REPORT (continued) FOR THE YEAR ENDED 31 DECEMBER 2010

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

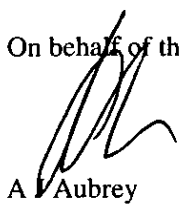
- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- 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.

Statement of disclosure to auditors

So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information.

On behalf of the board



A. Aubrey

Director

28 September 2011

TTV IV G.P. LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TTV IV G.P. LIMITED

We have audited the financial statements of TTV IV G P Limited for the year ended 31 December 2010 set out on pages 5 to 14. 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 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 set out on page 2, 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 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. In addition, we read all the financial and non-financial information in the Directors' Report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 December 2010 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.

TTV IV G.P. LIMITED

**INDEPENDENT AUDITORS' REPORT (continued)
TO THE MEMBERS OF TTV IV G.P. 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
- we have not received all the information and explanations we require for our audit, or



Timothy Gregory (Senior Statutory Auditor)
for and on behalf of Saffery Champness

28 September 2011.

Chartered Accountants
Statutory Auditors

Lion House
Red Lion Street
London
WC1R 4GB

TTV IV G.P. LIMITED**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2010**

	Notes	2010 £	2009 £
Turnover	2	125,622	199,267
Administrative expenses		(131,120)	(203,249)
Operating loss	3	(5,498)	(3,982)
Other interest receivable and similar income	4	18	19
Amounts written off investments	5	-	(1,129)
Loss on ordinary activities before taxation		(5,480)	(5,092)
Tax on loss on ordinary activities	6	(43,886)	(6,424)
Loss for the year	12	(49,366)	(11,516)

The profit and loss account has been prepared on the basis that all operations are continuing operations

The notes on pages 8 to 14 form part of these financial statements

TTV IV G.P. LIMITED**STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
FOR THE YEAR ENDED 31 DECEMBER 2010**

	2010	2009
Notes	£	£
Loss for the financial year	(49,366)	(11,516)
Unrealised surplus/(deficit) on trade investment	2,281	(14,221)
	<hr/>	<hr/>
Total recognised gains and losses relating to the year	<u>(47,085)</u>	<u>(25,737)</u>

TTV IV G.P. LIMITED

**BALANCE SHEET
AS AT 31 DECEMBER 2010**

	Notes	2010 £	2009 £
Fixed assets			
Investments	7	52,543	48,140
Current assets			
Debtors	8	11,770	94,642
Cash at bank and in hand		1,836	7,426
		<u>13,606</u>	<u>102,068</u>
Creditors: amounts falling due within one year	9	<u>(104,361)</u>	<u>(141,335)</u>
Net current liabilities		<u>(90,755)</u>	<u>(39,267)</u>
Total assets less current liabilities		<u>(38,212)</u>	<u>8,873</u>
		<u>(38,212)</u>	<u>8,873</u>
Capital and reserves			
Called up share capital	11	1	1
Revaluation reserve	12	2,281	-
Profit and loss account	12	<u>(40,494)</u>	<u>8,872</u>
Shareholders' funds	13	<u>(38,212)</u>	<u>8,873</u>

The notes on pages 8 to 14 form part of these financial statements

Approved by the Board and authorised for issue on 28 September 2011


A. J. Aubrey
Director

Company Registration No. 04144253

TTV IV G.P. LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2010

1 Accounting policies

1.1 Accounting convention

The financial statements have been prepared in accordance with applicable Accounting Standards and under the historical cost convention modified by the inclusion of certain investments on a revalued basis

The TTV IV LP partnership terminated on 30 May 2011 and the General Partner no longer anticipates the Partnership to operate past that date, except in order to carry out such actions as are necessary to exit current investment positions and to liquidate the Partnership. Accordingly, these financial statements have not been prepared on a going concern basis. The company is expected to become dormant in the future.

The company is currently in a net liability position, however, it has the confirmation of its parent company that liabilities to that company will not be collected unless the company has sufficient funds to do so.

The company has taken advantage of the exemption in Financial Reporting Standard No 1 from the requirement to produce a cash flow statement on the grounds that it is a subsidiary undertaking where 90% or more of the voting rights are controlled within the group.

1.2 Compliance with accounting standards

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently (except as otherwise stated).

1.3 Turnover

Turnover represents Priority Profit Share received by the company from TTV IV LP in the capacity of General Partner. Advance Priority Profit Share (being the excess of the amount receivable under the partnership agreement and the amounts available for distribution in the accounts of the partnership) is included in turnover as, in the opinion of the directors, the advances will not become repayable to the partnership. In accordance with FRS 5 - Reporting the Substance of Transactions, the advance priority profit share debtors and creditors are netted off against each other in the company's balance sheet.

1.4 Investments

Fixed asset investments are stated at the company's share of net assets in these undertakings.

1.5 Deferred taxation

Full provision is made for deferred taxation at appropriate rates on all timing differences, in accordance with Financial Reporting Standard 19.

2 Turnover

The total turnover of the company for the year has been derived from its principal activity wholly undertaken in the United Kingdom.

TTV IV G.P. LIMITED**NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 31 DECEMBER 2010**

3	Operating loss	2010	2009
		£	£
	Operating loss is stated after charging		
	Auditors' remuneration		
	Fees payable to the company's auditor for the audit of the company's annual accounts	2,525	2,530
	Taxation and other services	2,881	1,448
		<u>5,406</u>	<u>3,978</u>

No director received remuneration from the company in the year (2009 £nil)

4	Investment income	2010	2009
		£	£
	Bank interest	18	19
		<u>18</u>	<u>19</u>

5	Amounts written off investments	2010	2009
		£	£
	Amounts written off fixed asset investments		
	- permanent diminution in value	-	1,129
		<u>-</u>	<u>1,129</u>

TTV IV G.P. LIMITED**NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 31 DECEMBER 2010**

6 Taxation	2010	2009
	£	£
Total current tax	-	-
Deferred tax		
Deferred tax charge for the year	43,886	6,424
	<hr/>	<hr/>
Factors affecting the tax charge for the year		
Loss on ordinary activities before taxation	(5,480)	(5,092)
	<hr/>	<hr/>
Loss on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 28.00% (2009 - 28.00%)	(1,534)	(1,426)
	<hr/>	<hr/>
Effects of		
Non-taxable income	(35,174)	(55,795)
Share of partnership taxable income	101	27
Expenses as a general partner	(2,841)	(2,879)
Chargeable gains	-	40,708
Losses carried forward	39,448	19,049
Other tax adjustments	-	316
	<hr/>	<hr/>
	1,534	1,426
	<hr/>	<hr/>
Current tax charge for the year	-	-
	<hr/>	<hr/>

TTV IV G.P. LIMITED**NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 31 DECEMBER 2010****7 Fixed asset investments**

	Unlisted investments £
Cost or valuation	
At 1 January 2010	48,140
Additions	2,121
Revaluation	2,282
	<hr/>
At 31 December 2010	52,543
	<hr/>
Net book value	
At 31 December 2010	52,543
	<hr/>
At 31 December 2009	48,140
	<hr/>

In the opinion of the directors the above investments in Top Technology Ventures IV Limited Partnership are worth at least the amount at which they are stated in the balance sheet

Under the historical cost convention, fixed asset investments have a brought forward cost of £57,139. Taking into account of additions to the value of £2,121, fixed asset investments have a carry forward cost of £59,260.

8 Debtors	2010 £	2009 £
Amounts owed by parent and fellow subsidiary undertakings	6,288	11,770
Other debtors	5,482	-
Prepayments and accrued income	-	38,986
Deferred tax asset (see note 10)	-	43,886
	<hr/>	<hr/>
	11,770	94,642
	<hr/>	<hr/>

TTV IV G.P. LIMITED**NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 31 DECEMBER 2010**

9 Creditors: amounts falling due within one year	2010 £	2009 £
Amounts owed to parent and fellow subsidiary undertakings	100,491	137,357
Accruals and deferred income	3,870	3,978
	<u>104,361</u>	<u>141,335</u>

10 Provisions for liabilities

	Deferred tax liability £
Balance at 1 January 2010	(43,886)
Profit and loss account	43,886
	<u>-</u>
Balance at 31 December 2010	<u>-</u>

Deferred taxation movements in the financial statements are as follows:

	2010 £	2009 £
Other timing differences	-	(43,886)
	<u>-</u>	<u>(43,886)</u>

11 Share capital

	2010 £	2009 £
Allotted, called up and fully paid		
1 Ordinary Shares of £1 each	1	1
	<u>1</u>	<u>1</u>

TTV IV G.P. LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 31 DECEMBER 2010

12 Statement of movements on reserves

	Revaluation reserve	Profit and loss account
	£	£
Balance at 1 January 2010	-	8,872
Loss for the year	-	(49,366)
Revaluation during the year	2,281	-
Balance at 31 December 2010	<u>2,281</u>	<u>(40,494)</u>

13 Reconciliation of movements in shareholders' funds

	2010	2009
	£	£
Loss for the financial year	(49,366)	(11,516)
Other recognised gains and losses	2,281	(14,221)
Net depletion in shareholders' funds	(47,085)	(25,737)
Opening shareholders' funds	8,873	34,610
Closing shareholders' funds	<u>(38,212)</u>	<u>8,873</u>

14 Employees

Number of employees

There were no employees during the year apart from the directors

15 Control

As at 31 December 2010 the company's ultimate holding company was IP Group plc, based in the United Kingdom. The results of TTV IV G P Limited are consolidated in the group accounts of IP Group plc as well as Top Technology Ventures Limited. These are the only groups of undertakings which include the results of TTV IV G P Limited in their consolidated accounts.

Copies of the financial statements of IP Group plc, may be obtained from the following address

24 Cornhill,
London,
EC3V 3ND

TTV IV G.P. LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 31 DECEMBER 2010

16 Membership of qualifying British Partnerships

Under Partnership and Unlimited Companies (Accounts) Regulations 1993, the company is exempt from the requirement to annex the accounts of the British partnerships of which the company is a member on the basis that the results and net assets of the partnership are dealt with in Top Technology Ventures Limited's consolidated accounts

The address of the registered office of the British Partnership of which the company is a member is set out in note 15

17 Related party relationships and transactions

The partnership agreement provides that TTV IV G P Limited shall act as General Partner of the partnership and is entitled to Priority Profit Share payments as described in note 13 It is also entitled to share the partnership profits and net proceeds of the realisation of investments and other partnership assets, after the repayment of the partners' loans pro rata to its capital contributions

During the year ended 31 December 2010 £125,622 (2009 £199,267) was received from TTV IV L P in the Priority Profit Share and £125,622 (2009 £199,267) was paid to Top Technology Ventures Limited in the form of Management fees