

# NORTHBRIDGE MANAGEMENT LIMITED

(Registered No: 4262439)

## REPORT AND ACCOUNTS

FOR THE YEAR ENDED  
31 DECEMBER 2009

THURSDAY



\*A6PGYJKM\*

A38

29/04/2010

332

COMPANIES HOUSE

# **NORTHBRIDGE MANAGEMENT LIMITED**

## **DIRECTORS**

T Chandos  
B L Offergelt  
F A Scott

## **SECRETARY**

A M Bateman  
B L Offergelt

## **REGISTERED OFFICE**

The Byre  
Wath Court  
Hovingham  
York  
YO62 4AS

## **BANKERS**

HSBC Private Bank (UK) Limited  
78 St James's Street  
London  
SW1A 1JB

## **AUDITORS**

KPMG Audit Plc  
1 Canada Square  
Canary Wharf  
London  
E14 5AG

---

## **NORTHBRIDGE MANAGEMENT LIMITED**

### **CONTENTS**

Directors' report	1
Statement of directors' responsibilities	3
Independent auditors report	4
Profit & loss account	5
Balance sheet	6
Notes to financial statements	7

---

## **NORTHBRIDGE MANAGEMENT LIMITED**

### **REPORT OF THE DIRECTORS**

The directors present their report and audited financial statements for the year ended 31 December 2009

#### **Principal activities**

The principal activity of the Company continued to be that of providing investment advisor services for which it has been approved by the Financial Services Authority. The decision was taken in 2009 by the directors the Northbridge Manager Holdings Limited, a BVI based fund of hedge funds, to close the fund and repay the monies to investors. This follows the decision taken in 2008 to close the Northbridge Diversified Fund ("NDF")

#### **BUSINESS REVIEW**

##### **Financial Objectives**

The Company is committed to maintaining profitability during the closure of the two hedge funds

##### **Key Performance Indicator**

	<b>31 December 2009</b>	<b>31 December 2008</b>
	<b>£</b>	<b>£</b>
Profit before tax	20,128	5,379

##### **Review of results**

For the year ended 31 December 2009, the Company reported a profit before tax of £20,128 (2008 £5,379)

No dividend is proposed for the period (2008 Nil)

##### **Financial risk management**

###### **Market risk**

To address this risk the Company prepares a strategic plan and a detailed annual budget against which performance is monitored

The key driver of the Company's income is the funds under management. A significant downturn in the market, which reduced the value of the funds under management, may have a significant impact upon income and hence profits

##### **Auditors**

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and KPMG Audit Plc will therefore continue in office

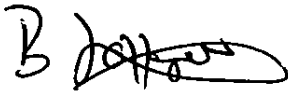
## **NORTHBRIDGE MANAGEMENT LIMITED**

### **REPORT OF THE DIRECTORS (continued)**

#### **Disclosure of Information to Auditors**

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information

By order of the board

A handwritten signature in black ink, appearing to read 'B L Offergelt', with a large, stylized flourish at the end.

B L Offergelt  
Company Secretary  
22 April 2010

## **NORTHBRIDGE MANAGEMENT LIMITED**

### **STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS**

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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice)

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, and
- 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 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.

## **NORTHBRIDGE MANAGEMENT LIMITED**

### **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF NORTHBRIDGE MANAGEMENT LIMITED**

We have audited the financial statements of Northbridge Management Limited for the year ended 31 December 2009 set out on pages 5 to 10. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK 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 Directors' Responsibilities Statement set out on page 3, 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 (APB's) Ethical Standards for Auditors.

#### **Scope of the audit of the financial statements**

A description of the scope of an audit of financial statements is provided on the APB's web-site at [www.frc.org.uk/apb/scope/UKNP](http://www.frc.org.uk/apb/scope/UKNP).

#### **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 2009 and of its profit for the year then ended,
- have been properly prepared in accordance with UK 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.

#### **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.



**N Palmer (Senior Statutory Auditor)**  
**for and on behalf of KPMG Audit Plc, Statutory Auditor**  
Chartered Accountants  
One Canada Square  
London  
27 April 2010

## NORTHBRIDGE MANAGEMENT LIMITED

### PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2009

	Note	31 December 2009 £	31 December 2008 £
Turnover		245,990	805,104
Administrative expenses		(225,139)	(817,580)
Operating profit/(loss)	2	20,851	(12,476)
Interest receivable and similar income	5	877	19,455
Interest payable and similar charges	6	(1,600)	(1,600)
Profit on ordinary activities before taxation		20,128	5,379
Tax on profit on ordinary activities	7	(4,238)	1,944
Profit on ordinary activities after taxation	12	15,890	7,323

The Company has no recognised gains and losses other than the gain above and, therefore, no separate statement of total recognised gains and losses has been presented

There is no difference between the profits on ordinary activities before taxation and their historical cost equivalents

All results are derived from continuing activities

The notes on pages 7 to 10 form an integral part of the financial statements



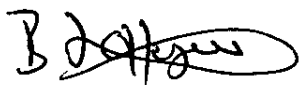
# **NORTHBRIDGE MANAGEMENT LIMITED**

## **BALANCE SHEET 31 DECEMBER 2009 Company number 4262439**

	Notes	2009 £	2008 £
<b>Current Assets</b>			
Debtors	8	24,154	85,617
Cash at bank and in hand		312,446	245,949
		<u>336,600</u>	<u>331,566</u>
<b>Creditors: Amounts falling due within one year</b>	9	(43,629)	(54,485)
<b>Net current assets</b>		<u>292,971</u>	<u>277,081</u>
<b>Creditors: Amounts falling due after more than one year</b>	10	(20,000)	(20,000)
<b>Net assets</b>		<u>272,971</u>	<u>257,081</u>
<b>Capital and reserves</b>			
Called up share capital	11	35,000	35,000
Profit and loss account	12	237,971	222,081
<b>Equity shareholders' funds</b>	13	<u>272,971</u>	<u>257,081</u>

The notes on pages 7 to 10 form an integral part of the financial statements

The financial statements on pages 5 to 10 were approved by the Board on 27 April 2010 and signed on its behalf by



B L Offergelt  
Director



F A Scott  
Director

## **NORTHBRIDGE MANAGEMENT LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS**

#### **1 Statement of accounting policies**

##### **(a) Basis of preparation**

The accounts have been prepared in accordance with applicable UK accounting standards

The accounts have been prepared under the historical cost convention

Under Financial Reporting Standard 1, the Company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the Company in its own published consolidated financial statements

##### **(b) Going Concern**

Despite the winding up of the two hedge funds the directors believe that the Company remains a going concern and will continue to seek new ventures in the future. The Company's fixed costs are relatively small with a variable element being recharged by other group companies. As income reduces so will costs and it is expected that the Company will continue to generate a profits

##### **(c) Deferred taxation**

The Company has prepared these financial statements adopting the requirements of Financial Reporting Standard 19. The Standard requires the Company to make a full provision where timing differences have originated, but not reversed by the balance sheet date, where transactions or events result in an obligation to pay more tax in the future or a right to pay less tax in the future

##### **(d) Turnover**

Turnover represents management fees, recognised on an accruals basis, and performance fees, recognised when they become payable

##### **(e) Expenses**

Expenses are recognised on an accruals basis

##### **(f) Foreign currencies**

Transactions denominated in foreign currencies are translated into Sterling at the rate of exchange ruling at the date of transaction. Assets and liabilities in foreign currencies are translated into Sterling at rates of exchange ruling at the end of the financial year. All exchange differences are dealt with in the profit and loss account

## NORTHBRIDGE MANAGEMENT LIMITED

### NOTES TO THE FINANCIAL STATEMENTS (continued)

#### 2 Operating profit

Operating profit is stated after	2009	2008
	£	£
Fees for the audit of the Company	<u>25,507</u>	<u>19,003</u>

Fees paid to the Company's auditor KPMG Audit Plc, and its associates for services other than the statutory audit of the Company are not disclosed in the Company's immediate parent company, Northbridge UK Limited's accounts since the consolidated accounts of Northbridge UK Limited's ultimate parent, Applerigg Limited (formerly Sand Aire Investment Management Limited), are required to disclose non-audit fees on a consolidated basis

#### 3 Employee information

The Company has no employees. Staff costs are borne by other group companies. A proportion of these costs are recharged using a percentage of the cost of the staff to reflect time spent working on the affairs of the Company.

#### 4 Pension scheme

The Company does not operate an employee pension scheme.

#### 5 Interest receivable and similar income

	2009	2008
	£	£
Bank interest	<u>877</u>	<u>19,455</u>

#### 6 Interest payable and similar charges

	2009	2008
	£	£
Loan interest payable to group companies	<u>1,600</u>	<u>1,600</u>

#### 7 Taxation

<i>(a) Analysis of charge in period</i>	2009	2008
	£	£
The taxation charge comprises		
Corporation tax at 21% (2008: 20.75%)	<u>4,238</u>	<u>(1,944)</u>
	<u>4,238</u>	<u>(1,944)</u>

#### *(b) Factors affecting tax charge for period*

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

	2009	2008
	£	£
Profit on ordinary activities before tax	<u>20,128</u>	<u>5,379</u>
Tax on profit on ordinary activities 21% (2008: 20.75%)	4,227	1,116
<b>Effects of:</b>		
Adjustment to tax charge in respect of previous periods	11	(3,060)
<b>Current tax charge/(credit) for the year</b>	<u>4,238</u>	<u>(1,944)</u>

# **NORTHBRIDGE MANAGEMENT LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS (continued)**

### **8 Debtors**

	<b>2009</b>	<b>2008</b>
	<b>£</b>	<b>£</b>
Trade debtors	-	37,445
Amounts owed by group undertakings	13,282	-
Corporation tax	-	952
Prepayments and accrued income	10,872	47,220
	<u>24,154</u>	<u>85,617</u>

### **9 Creditors: amounts falling due within one year**

	<b>2009</b>	<b>2008</b>
	<b>£</b>	<b>£</b>
Trade creditors	12,603	21,500
Amounts owed to group undertakings	7,856	-
Corporation tax	4,227	-
Other taxation and social security	-	1,971
Accruals and deferred income	18,943	31,014
	<u>43,629</u>	<u>54,485</u>

### **10 Creditors: amounts due after more than one year**

	<b>2009</b>	<b>2008</b>
	<b>£</b>	<b>£</b>
Amounts owed to group undertakings loan	<u>20,000</u>	<u>20,000</u>

#### **Analysis of loan:**

The loan amount represents a long term subordinated loan of £20,000 from Northbridge UK Limited repayable no earlier than 5 years from the date the Company gives notice to repay. Interest is charged at 8% per annum.

### **11 Share capital**

	<b>2009</b>	<b>2008</b>
	<b>£</b>	<b>£</b>
Authorised 50,000 ordinary shares of £1 each	<u>50,000</u>	<u>50,000</u>
Allotted, called up and fully paid 35,000 ordinary shares of £1 each	<u>35,000</u>	<u>35,000</u>

### **12 Profit and loss reserve**

	<b>2009</b>	<b>2008</b>
	<b>£</b>	<b>£</b>
Brought forward	222,081	214,758
Profit for the financial year	15,890	7,323
Carried forward	<u>237,971</u>	<u>222,081</u>

## **NORTHBRIDGE MANAGEMENT LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS (continued)**

#### **13 Reconciliation of movements in shareholders' funds**

	<b>2009</b>	<b>2008</b>
	<b>£</b>	<b>£</b>
Profit for the year	15,890	7,323
Net addition to shareholders' funds	<u>15,890</u>	<u>7,323</u>
Shareholders' funds at beginning of year	257,081	249,758
Shareholders' funds at end of year	<u>272,971</u>	<u>257,081</u>

#### **14 Related party transactions**

At the year end the Company has a subordinated loan from Northbridge UK Limited of £20,000 on which interest is payable at 8% per annum. Northbridge UK Limited owns 100% of the issued ordinary shares of The Company.

At the year end an amount of £20,000 was outstanding and is included in creditors' amounts falling due after more than one year (2008: £20,000). Interest charged on the loan during the period amounted to £1,600 (2008: £1,600). Loan interest outstanding at the year end: £nil (2008: £nil).

During the period the Company received management services from Northbridge UK Limited. The total value invoiced in the period amounted to £99,205 (2008: £496,646), at the year end there was a balance of £13,282 included in debtors (2008: £nil) as a result of overpayments during the year.

The Company paid £85,193 (2008: £283,461) to Sand Aire Limited with respect to services provided. At the year end £7,856 (2008: £nil) of this total was outstanding and included in creditors.

#### **15 Ultimate and immediate parent companies**

The ultimate holding company is Applerigg Limited, a company incorporated in England and Wales. Copies of the accounts can be obtained from Companies House, Crown Way, Cardiff CF14 3UZ.

The immediate holding company is Northbridge UK Limited, a company incorporated in England and Wales. Copies of the accounts can be obtained from Companies House, Crown Way, Cardiff CF14 3UZ.