

## **GBCP VII B GP LIMITED**

Financial statements for the period ended 31 December 2008 together with  
Directors' and Auditors' Reports

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COMPANIES HOUSE

Directors: M J O Proudlock  
J Benfield  
A Ferguson  
C J Harper  
S W Havers

Secretary: Mawlaw Secretaries Limited

Registered Office: Mint House  
77 Mansell Street  
London  
E1 8AF

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## **REPORT OF THE DIRECTORS**

The directors present their report together with the audited financial statements of GBCP VII B GP Limited (the "Company") for the period ended 31 December 2008.

## **PRINCIPAL ACTIVITY OF THE COMPANY**

The Company is a general partner in the GBCP VII B (General Partner) Limited Partnership ("the Partnership"), which invests in unquoted companies in the United Kingdom and elsewhere within the European Union. The Company has sole responsibility for the conduct and management of the Partnership's business. Under the terms of the management agreement the Company has exercised its right to appoint Baird Capital Partners Europe Limited to act as manager of the Partnership with substantially the same powers and duties as it would otherwise have retained.

## **BUSINESS REVIEW**

The Company made a profit before taxation of £440 (2007: £Nil). Details of the results for the year are set out in the profit and loss account on page 7 of the financial statements.

The Company acts as a general partner, with its income being generated from the underlying partnership in the form of a priority profit share. Costs of an equivalent amount occur from an agreed management charge from the appointed manager, Baird Capital Partners Europe Limited. As such, the only impact on the profitability of the Company result from tax related items and any interest.

## **FINANCIAL RISK MANAGEMENT**

Given the size of the Company, the directors have not delegated the responsibility of monitoring financial risk management to a sub-committee of the board, but policies are implemented by the Company's finance department.

Both credit risk and liquidity risk are monitored at company level and on a group basis. This ensures that any exposure is continually assessed and that sufficient funds are available for the Company's operations.

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

### **DIVIDENDS**

The directors do not propose to pay a dividend in respect of 2008 (2007: £Nil).

### **AUDITORS**

Grant Thornton UK LLP, having expressed their willingness to continue in office, will be deemed reappointed for the next financial year in accordance with section 487(2) of the Companies Act 2006 unless the company receives notice under section 488(1) of the Companies Act 2006.

The Directors propose that GBCP VII B GP Limited enters into a liability limitation agreement with Grant Thornton UK LLP, the statutory auditor, in respect of the statutory audit for the year ended 31 December 2008. The proportionate liability agreement follows standard terms in Appendix B of the Financial Reporting Council's June 2008 Guidance on Auditor Liability Agreements, and will be proposed for approval at the forthcoming Annual General Meeting.

## STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Annual Report and financial statements in accordance with applicable law and United Kingdom Accounting Standards (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 Company and of the profit or loss of the Company for that year. In preparing these 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 a going concern basis unless it is inappropriate to presume that the Company will continue in business.

In so far as the directors are aware:

- there is no relevant audit information of which the Company's auditors are unaware; and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

The directors are responsible for keeping proper accounting records that 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.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

### BY ORDER OF THE BOARD

For and on behalf of  
**MAWLAW SECRETARIES LTD**

For and on behalf of  
Mawlaw Secretaries Limited  
Secretary

5 May 2009

## **REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF GBCP VII B GP LIMITED**

We have audited the financial statements of GBCP VII B GP Limited for the year ended 31 December 2008 which comprise the principal accounting policies, the Profit and Loss Account, the Balance Sheet and the related Notes numbered 1 to 9. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the Company's members, as a body, in accordance with Section 235 of the Companies Act 1985. 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**

The Directors' responsibilities for preparing the Directors' Report and the financial statements in accordance with applicable United Kingdom law and 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 Auditing Standards (UK and Ireland).

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 if, in our opinion, the Directors' Report is not consistent with the financial statements, if 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 transactions with the Company 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.

### **BASIS OF 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 circumstances of the Company, 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 TO THE MEMBERS OF GBCP VII B 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 31 December 2008 and of its profit 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.

*Grant Thornton UK LLP*

Grant Thornton UK LLP  
Registered Auditors  
Chartered Accountants  
London

5 May 2009

**GBCP VII B GP LIMITED**  
**PROFIT AND LOSS ACCOUNT**

	Notes	Year Ended 31 December 2008 £	Year Ended 31 December 2007 £
Turnover	1	439,947	530,284
Administrative expenses		(439,947)	(530,284)
Operating Profit		<u>-</u>	<u>-</u>
Interest receivable		440	-
Profit on ordinary activities before taxation	2	<u>440</u>	<u>-</u>
Taxation on profit on ordinary activities	3	69,670	139,797
Profit for the financial year		<u>70,110</u>	<u>139,797</u>

The Company has no recognised gains or losses in the period other than those included in the profit and loss account above, therefore, no statement of recognised gains or losses has been prepared.

All items dealt with in arriving at profit on ordinary activities before taxation relate to continuing operations.

The notes on pages 9 to 11 are an integral part of these financial statements.

**GBCP VII B GP LIMITED**  
**BALANCE SHEET AS AT 31 DECEMBER 2008**

	Notes	31 December 2008	31 December 2007
		£	£
<b>CURRENT ASSETS</b>			
Debtors	5	<u>209,908</u>	<u>146,556</u>
<b>CREDITORS:</b> Falling due within one year	6	<u>-</u>	<u>(6,758)</u>
<b>NET CURRENT ASSETS</b>		<u>209,908</u>	<u>139,798</u>
<b>NET ASSETS</b>		<u>209,908</u>	<u>139,798</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	7	<u>1</u>	<u>1</u>
Profit and loss account		<u>209,907</u>	<u>139,797</u>
<b>EQUITY SHAREHOLDERS' FUNDS</b>	8	<u>209,908</u>	<u>139,798</u>

The financial statements were approved by the Board of Directors on 5 May 2009 and signed on their behalf by



S Havers  
Director

The notes on pages 9 to 11 are an integral part of these financial statements.

## NOTES TO THE FINANCIAL STATEMENTS

### 1 ACCOUNTING POLICIES

A summary of the principal accounting policies are set out below. These have been applied consistently throughout the period and the prior period.

- a) **Basis of preparation** - The financial statements have been prepared in accordance with UK applicable accounting standards and under the historical cost convention.
- b) **Cash flow statement** - The Company has taken advantage of the exemption from the requirement of Financial Reporting Standard No 1 (revised) to prepare a cash flow statement as during the period it was a wholly owned subsidiary undertaking of Robert W Baird Group Limited, whose consolidated financial statements include those of the Company and are publicly available.
- c) **Turnover** – Turnover represents Priority Profit Share arising from the Company's role as a general partner of the GBCP VII B Limited Partnership.
- d) **Taxation** – UK Corporation tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date.

Deferred tax is recognised on all timing differences where the transactions or events that give the Group an obligation to pay more tax in the future or a right to pay less tax in the future, have occurred by the balance sheet date. Deferred tax assets are recognised when it is more likely than not that they will be recovered. Deferred tax is measured using rates of tax that have been enacted or substantively enacted by the balance sheet date.

- e) **Related party transactions** - The Company has taken advantage of the exemptions available under Financial Reporting Standard 8, "Related Party Disclosures", not to disclose transactions with its parent and fellow subsidiary undertakings.

### 2 PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

The profit on ordinary activities before taxation is stated after charging:

	Year ended 31 December 2008 £	Year ended 31 December 2007 £
Management charge from group undertaking	439,947	530,284

No directors received remuneration during the period. Audit fees are borne by the parent company, Robert W. Baird Group Limited.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 3 TAXATION

	Year ended 31 December 2008 £	Year ended 31 December 2007 £
UK Corporation tax at 28.5% (2007:30%)	-	-
Group relief	(112,522)	(139,797)
Adjustments in respect of prior years	42,852	-
Total current tax charge	<u>(69,670)</u>	<u>(139,797)</u>

Estimated unrelieved tax losses of £592,676 (2007: £599,566) are available to offset against future taxable trading profits.

A deferred tax asset has not been recognised due to the uncertainty of timing of future taxable profits.

Factors affecting tax charge for the period.

The tax assessed for the year is lower than the standard rate of corporation tax in the UK 28.5% (2007: 30%). The differences are explained as follows:

	Year ended 31 December 2008 £	Year ended 31 December 2007 £
Profit on ordinary activities before tax	440	-
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 28.5% (2007: 30%)	125	-
Effect of:		
Income not deductible for tax purposes	-	(159,085)
Other timing differences	(112,647)	-
Adjustments in respect of prior years	42,852	-
Allocation of income from funds	-	9,644
Chargeable gains	-	9,644
Group relief surrender	-	139,797
Current tax (credit) / charge	<u>(69,670)</u>	<u>-</u>

### 4 STAFF COSTS

There were no employees in the Company in the year (2007: nil).

### 5 DEBTORS

	31 December 2008 £	31 December 2007 £
Amounts due from parent company for unpaid share capital	1	1
Amount due from other Group companies	440	-
Income tax receivable	-	6,758
Group relief surrender	209,467	139,797
	<u>209,908</u>	<u>146,556</u>

All debtors are due within 1 year.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### 6 CREDITORS: Amounts falling due within one year

	31 December 2008 £	31 December 2007 £
Miscellaneous payables	-	6,758
	<u>-</u>	<u>6,758</u>

### 7 CALLED UP SHARE CAPITAL

	31 December 2008 £	31 December 2007 £
Authorised: 100 Ordinary Shares of £1 each	<u>100</u>	<u>100</u>
Allotted, called up and not paid: 1 Ordinary Share of £1 each	<u>1</u>	<u>1</u>

### 8 RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	31 December 2008 £	31 December 2007 £
Profit for the financial year	70,110	139,797
Opening shareholders' funds	<u>139,798</u>	<u>1</u>
Closing shareholders' funds	<u>209,908</u>	<u>139,798</u>

### 9 ULTIMATE PARENT UNDERTAKING

The Company's ultimate parent company is Baird Holding Company, incorporated in the United States of America. This company is the largest group in which the results of the Company are consolidated, the consolidated financial statements of which may be obtained from 777 East Wisconsin Avenue, Milwaukee, Wisconsin 53202-4797, USA.

The smallest group in which the results of the Company are consolidated is that headed by Robert W. Baird Group Limited, the consolidated financial statements of which may be obtained from Mint House, 77 Mansell Street, London E1 8AF.