

Registered Number: 05713861

**Report of the Directors and
Financial Statements
for the Year Ended 31 December 2011
for
ENTERPRISE VENTURES
(GENERAL PARTNER RISINGSTARS II) LIMITED**

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ENTERPRISE VENTURES (GENERAL PARTNER RISINGSTARS II) LIMITED

Contents of the Financial Statements For the Year Ended 31 December 2011

	Page
Company Information	1
Directors' Report	2
Independent Auditor's Report	4
Profit and Loss Account	5
Balance Sheet	6
Notes to Financial Statements	7

ENTERPRISE VENTURES (GENERAL PARTNER RISINGSTARS II) LIMITED

Company Information For the Year Ended 31 December 2011

Directors and Advisers

Directors

J B Diggines
A J Simpson
J G Viggars

Auditor

Deloitte LLP
Chartered Accountants &
Statutory Auditor
Manchester
UK

Secretary and registered office

A J Simpson
Unit F26
Preston Technology Management Centre
Marsh Lane
Preston
Lancashire
PR1 8UQ

Bankers

HSBC plc
49a Fishergate
Preston
PR1 8BQ

ENTERPRISE VENTURES (GENERAL PARTNER RISINGSTARS II) LIMITED

Directors' Report For the Year Ended 31 December 2011

The directors present their report with the financial statements of the company for the year ended 31 December 2011

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of general partner of the RisingStars Growth Fund II, a Limited Partnership registered under the Limited Partnership Act 1907

REVIEW OF BUSINESS

The results for the year and financial position of the company are as shown in the annexed financial statements. The company qualifies as small in accordance with the provisions of s382(3) of the Companies Act 2006 and is therefore exempt from the requirement to present an enhanced business review.

In considering the appropriateness of the going concern basis, the directors have reviewed the company's on-going financial commitments for the next 12 months and beyond, including the company's working capital requirements. As a result the directors have satisfied themselves that it is appropriate to prepare these financial statements on a going concern basis.

DIVIDENDS

No dividends will be distributed for the year ended 31 December 2011 (2010 £Nil)

DIRECTORS

The directors during the year under review and thereafter were

R W Bamford	resigned 15 June 2011
J B Diggins	
A J Simpson	
J G Viggars	appointed 18 May 2011

The directors holding office at 31 December 2011 did not hold any beneficial interest in the issued share capital of the company at 1 January 2011 (or date of appointment if later) or 31 December 2011.

The interests of the directors in the shares of the ultimate parent undertaking are disclosed in that company's financial statements.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Annual 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 judgments and accounting estimates that are reasonable and prudent, 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 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.

Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

ENTERPRISE VENTURES (GENERAL PARTNER RISINGSTARS II) LIMITED

Directors' Report (continued) For the Year Ended 31 December 2011

AUDIT INFORMATION

In the case of each of the persons who are directors of the company at the date when this report is approved

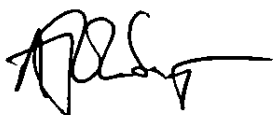
- as far as each of the directors is aware, there is no relevant audit information (as defined in the Companies Act 2006) of which the company's auditor is unaware, and
- each of the directors has taken all the steps that he ought to have taken as a director to make himself aware of any audit information (as defined) and to establish that the company's auditor is aware of that information

This statement is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006

AUDITOR

Deloitte LLP has expressed its willingness to continue in office as auditor and a resolution to re-appoint them will be proposed at the forthcoming Annual General Meeting

ON BEHALF OF THE BOARD



A J Simpson
Secretary

Dated 30/3/2012

ENTERPRISE VENTURES (GENERAL PARTNER RISINGSTARS II) LIMITED

Independent Auditor's Report to the Members of Enterprise Ventures (General Partner RisingStars II) Limited

We have audited the financial statements of Enterprise Ventures (General Partner RisingStars II) Limited for the year ended 31 December 2011, which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet, and the related notes 1 to 9. 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 auditor's 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 auditor

As explained more fully in the Directors' Responsibilities Statement, 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 annual 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 2011 and of its result 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.

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
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime or take advantage of the small companies exemption in preparing the directors' report.


Peter Birch (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
Manchester
United Kingdom

Dated 30/3/12

ENTERPRISE VENTURES (GENERAL PARTNER RISINGSTARS II) LIMITED

Profit and Loss Account For the Year Ended 31 December 2011

		31.12.11	31.12.10
	Notes	£	£
TURNOVER		343,750	343,750
Administrative expenses		<u>(343,750)</u>	<u>(343,750)</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		-	-
Tax on profit on ordinary activities	4	<u>-</u>	<u>-</u>
PROFIT FOR THE FINANCIAL YEAR AFTER TAXATION	9	<u>-</u>	<u>-</u>

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current and previous years

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses, other than the result for the current and previous years, shown above, and consequently no Statement of Total Recognised Gains and Losses has been presented

The notes form part of these financial statements

ENTERPRISE VENTURES (GENERAL PARTNER RISINGSTARS II) LIMITED

Balance Sheet As at 31 December 2011

	Notes	31 12.11 £	31.12.10 £
CURRENT ASSETS			
Debtors	5	—	1
CREDITORS: Amounts falling due within one year		—	—
NET ASSETS		<u>1</u>	<u>1</u>
CAPITAL AND RESERVES			
Called up share capital	6	1	1
EQUITY SHAREHOLDER'S FUNDS	9	<u>1</u>	<u>1</u>

The financial statements on pages 5 to 8 were approved by the board of directors on 30 March 2012 and were signed on its behalf by



J B Diggines
Director

Company number 05713861

The notes form part of these financial statements

ENTERPRISE VENTURES (GENERAL PARTNER RISINGSTARS II) LIMITED

Notes to the Financial Statements For the Year Ended 31 December 2011

1. ACCOUNTING POLICIES

The financial statements have been prepared in accordance with applicable law and accounting standards in the United Kingdom. A summary of the principal accounting policies applied consistently in both the current and prior year is set out below.

Accounting convention

The financial statements have been prepared under the historical cost convention.

In considering the appropriateness of the going concern basis, the directors have reviewed the company's on-going financial commitments for the next 12 months and beyond, including the company's working capital requirements. As a result the directors have satisfied themselves that it is appropriate to prepare these financial statements on a going concern basis.

Turnover

Turnover represents income due from the RisingStars Growth Fund II, as a first charge on the net income and capital gains of the Fund.

Cash flow statement

The exemption available in FRS1 (Revised 1996) 'Cash Flow Statements' has been taken from preparing a cash flow statement on the grounds that the company is wholly owned within a group and consolidated accounts, which include this company's results, are publicly available.

2. STAFF COSTS

The directors did not receive any emoluments from the company during the current or previous year.

The company had no employees other than the directors in the current or previous period.

3. AUDIT FEES

The audit fee of £780 (2010 £780) is paid by the parent company and is not recharged.

4. TAXATION

No liability to UK corporation tax arose on ordinary activities for the year ended 31 December 2011, nor for the year ended 31 December 2010.

5. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31.12.11 £	31.12.10 £
Amounts owed by group undertakings	<u>1</u>	<u>1</u>

6. CALLED UP SHARE CAPITAL

Authorised Number	Class	Nominal value £1	31.12.11 £	31.12.10 £
1,000	Ordinary	£1	<u>1,000</u>	<u>1,000</u>
Allotted and issued Number	Class	Nominal value £1		
1	Ordinary	£1	<u>1</u>	<u>1</u>

ENTERPRISE VENTURES (GENERAL PARTNER RISINGSTARS II) LIMITED

Notes to the Financial Statements (continued) For the Year Ended 31 December 2011

7. ULTIMATE PARENT COMPANY AND CONTROLLING PARTY

The company is a subsidiary of Enterprise Ventures Limited, a company registered in England and Wales

The ultimate parent undertaking is Enterprise Ventures Group Limited, a company registered in England and Wales. Enterprise Ventures Group Limited is the parent company of the smallest and largest group of which the company is a member, for which consolidated accounts are prepared. Copies of the financial statements are available from Preston Technology Management Centre, Marsh Lane, Preston, PR1 8UQ

8. RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption in FRS8 "Related Party Transactions" and has not disclosed transactions with group undertakings

The income of the company is derived from The RisingStars Growth Fund II, a fund managed by Enterprise Ventures Limited

9. RECONCILIATION OF MOVEMENTS IN EQUITY SHAREHOLDER'S FUNDS

	31.12.11	31.12.10
	£	£
Result for the financial year	-	-
Opening equity shareholder's funds	1	1
Closing equity shareholder's funds	1	1