

*Rutland Fund II SPV Limited*  
*31 December 2009*

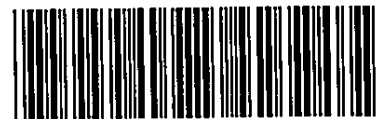
**Company Number: 6302554**

**RUTLAND FUND II SPV LIMITED**

**REPORT AND ACCOUNTS**

**31 December 2009**

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## **Directors and Officers**

### **Directors**

|               |          |
|---------------|----------|
| MRF Langdon   | Chairman |
| ND Morrill    |          |
| PI Cartwright |          |
| MJR Harris    |          |
| JR Brooks     |          |

### **Secretary**

NA Moss

### **Registered office**

Cunard House  
15 Regent Street  
London  
SW1Y 4LR

### **Registered number**

6302554

### **Auditor**

KPMG Audit Plc  
8 Salisbury Square  
London  
EC4Y 8BB

## **Directors' Report**

### **For the year ended 31 December 2009**

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

#### **Principal activities**

The Company's principal activity is that of an investment company. The Company has an uncommitted bank facility of £60m to enable it to provide funding for investment by Rutland Fund II, a private equity fund which makes private equity and related investments. Further information is set out in Note 11.

#### **Results**

The Company made neither a profit nor a loss on ordinary activities for the year, after taxation (2008 £nil). The directors do not recommend the payment of an ordinary dividend (2008 £nil).

#### **Parent and ultimate parent undertaking**

The parent undertaking is Rutland Holdco Limited, which is registered in England. Rutland Holdco Limited is a wholly owned subsidiary of the Company's Manager, Rutland Partners LLP, which is also registered in England. The ultimate parent undertaking is Rutland Fund Management Limited, which is registered in England. This is the parent undertaking of the only other group to consolidate the accounts of the Company. A copy of the consolidated accounts of Rutland Fund Management Limited may be obtained from the Company Secretary, Cunard House, 15 Regent Street, London SW1Y 4LR.

#### **Directors**

There has been no change in the composition of the Board during the year.

#### **Directors' and Officers' liability insurance**

Directors' and Officers' liability insurance cover is maintained by the Manager in respect of the Company's directors and officers.

#### **Auditor**

KPMG Audit Plc, having been appointed as auditor, have expressed their willingness to continue as auditor and in accordance with Section 487 of the Companies Act 2006 a resolution to approve their re-appointment as auditor will be submitted to the Annual General Meeting.

#### **Taxation**

The Company is considered to be a close company under the provisions of the Income and Corporation Taxes Act 1988.

#### **Disclosure of information to the Auditor**

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 auditor is unaware, and the directors have taken all the steps that they ought to have taken as directors to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

## **Directors' Report (continued)**

### **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 the directors 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 year. 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 its 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.

**By order of the Board**



**N A Moss**  
**Company Secretary**  
**26 April 2010**

## **Independent Auditor's report to the members of Rutland Fund II SPV Limited**

We have audited the financial statements of Rutland Fund II SPV Limited for the year ended 31 December 2009 set out on pages 5 to 9. 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 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 the directors and auditor**

As explained more fully in the Statement of Directors' Responsibilities 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 result for the year then ended, and
- 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.



**I R Bannatyne (Senior Statutory Auditor)**  
**For and on behalf of KPMG Audit Plc, Statutory Auditor**  
**Chartered Accountants**  
**26 April 2010**

**8 Salisbury Square,**  
**London EC4Y 8BB**

## **Profit and Loss Account**

### **For the year ended 31 December 2009**

|                                                      | Notes | 2009<br>£000 | 2008<br>£000 |
|------------------------------------------------------|-------|--------------|--------------|
| Other operating income                               |       | 23           | -            |
| Administrative expenses                              | 3     | (24)         | -            |
| <b>Operating profit</b>                              |       | <b>(1)</b>   | <b>-</b>     |
| Interest receivable                                  |       | 6            | -            |
| Interest payable                                     |       | (5)          | -            |
| <b>Profit on ordinary activities before taxation</b> | 4     | <b>-</b>     | <b>-</b>     |
| Taxation on ordinary activities                      | 5     | -            | -            |
| <b>Retained profit for the financial period</b>      | 9     | <b>-</b>     | <b>-</b>     |

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

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

In respect of the profit on ordinary activities before taxation and the retained profit for the year, there is no difference between the figures stated above and their historical cost equivalents

The notes on pages 7 to 9 form part of the financial statements

# **Balance Sheet** **At 31 December 2009**

|                                         | Notes | 2009<br>£000 | 2008<br>£000 |
|-----------------------------------------|-------|--------------|--------------|
| <b>Current assets</b>                   |       |              |              |
| Debtors                                 | 6     | 13           | 60           |
| Cash at bank and in hand                |       | 2            | -            |
|                                         |       | 15           | 60           |
| Creditors amounts due within one year   | 7     | (15)         | (60)         |
| <b>Net assets</b>                       |       | -            | -            |
| <b>Capital and reserves</b>             |       |              |              |
| Called up share capital                 | 8     | -            | -            |
| Profit and loss account                 | 9     | -            | -            |
| <b>Total equity shareholders' funds</b> | 10    | -            | -            |

The notes on pages 7 to 9 form part of the financial statements

The financial statements on pages 5 to 9 were approved by the Board of Directors on 26 April 2010 and were signed on its behalf by

**MJR Harris**  
**Director**

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## Notes to the Financial Statements For the year ended 31 December 2009

### 1 Principal accounting policies

The financial statements have been prepared in accordance with applicable Accounting Standards in the United Kingdom

#### (i) Basis of accounting

The financial statements have been prepared on the going concern principle on the basis that the shareholders have confirmed their financial commitment to the Company ensuring all obligations of the Company will be met as and when they fall in for the foreseeable future. The financial statements are prepared in accordance with the historical cost convention.

#### (ii) Deferred tax

Deferred tax assets and liabilities arise from timing differences between the recognition of gains and losses in the financial statements and their recognition for tax purposes. Deferred tax liabilities are fully recognised and deferred tax assets are recognised when it is considered more likely than not that the asset will be recoverable. Deferred tax assets and liabilities are recognised on an undiscounted basis.

### 2 Employee information

The Company had no direct employees during the year. The directors received no remuneration in respect of the Company but are Partners of and are remunerated by the Manager. Rutland Partners LLP acts as Manager of the Company under a management arrangements agreement and its related management services fee is included within administration expenses.

### 3. Administrative expenses

|                | 2009      | 2008     |
|----------------|-----------|----------|
|                | £000      | £000     |
| Other expenses | 24        | -        |
|                | <b>24</b> | <b>-</b> |

Administrative expenses primarily comprised bank charges in relation to the bank facility utilised during the year (see Note 11). These charges were recoverable from the related portfolio investments of Fund II.

### 4. Profit on ordinary activities before taxation

Audit fees for the year amounting to £2,000 were borne by the Manager.

### 5. Taxation

|                                                            | 2009     | 2008     |
|------------------------------------------------------------|----------|----------|
|                                                            | £000     | £000     |
| UK Corporation tax on taxable profits at 28% (2008: 28.5%) | -        | -        |
|                                                            | <b>-</b> | <b>-</b> |

There were no factors affecting the tax charge for the year.

## Notes to the Financial Statements (continued)

### 6. Debtors

|                                | 2009 | 2008 |
|--------------------------------|------|------|
|                                | £000 | £000 |
| Prepayments and accrued income | 13   | 60   |
|                                | 13   | 60   |

### 7. Creditors, amounts falling due within one year

|                         | 2009 | 2008 |
|-------------------------|------|------|
|                         | £000 | £000 |
| Amounts owed to Manager | 15   | 60   |
|                         | 15   | 60   |

### 8 Share capital

|                                                   | 2009 | 2008 |
|---------------------------------------------------|------|------|
|                                                   | £000 | £000 |
| <b>Authorised:</b>                                |      |      |
| 1,000 ordinary shares of £1 each                  | 1    | 1    |
| <b>Issued, allotted, called up and fully paid</b> |      |      |
| 1 ordinary share of £1 each                       | -    | -    |

### 9. Profit and loss account

|                                | £000 |
|--------------------------------|------|
| At 1 January 2009              | -    |
| Retained profit for the period | -    |
| <b>At 31 December 2009</b>     | -    |

### 10 Reconciliation of movements in shareholders' funds

|                                                | £000 |
|------------------------------------------------|------|
| Profit for the financial period                | -    |
| <b>Net movement for the period</b>             | -    |
| Shareholders' funds at 1 January 2009          | -    |
| <b>Shareholders' funds at 31 December 2009</b> | -    |

## **Notes to the Financial Statements (continued)**

### **11 Bank facility**

The Company has in place an uncommitted £60m bank facility which provides, inter alia, short term finance to enable the Manager to make investments on behalf of Rutland Fund II ("Fund II"). Funds drawn down or guaranteed by the Company are secured on the undrawn commitments of certain limited partnerships in Fund II, and may be drawn down within two business days. Related bank charges and interest costs incurred are normally recoverable from the Fund II portfolio investments. The bank facility expires on 4 July 2010.

In June 2009 the facility was utilised to guarantee a €3m short term working capital facility of a portfolio investment in Fund II. The guarantee was cancelled in November 2009.

In July 2009 the Company drew down a £2.5m loan under the bank facility in relation to a further funding of a portfolio investment in Fund II. The loan was repaid in August 2009. No amounts remain outstanding under the bank facility at 31 December 2009.

### **12 Related party transactions**

The Company has taken advantage of the exemption under FRS 8 "Related Party Disclosures" from disclosing all transactions or balances between entities within the Rutland Fund Management Limited group that have been eliminated on consolidation in the consolidated accounts of the ultimate parent undertaking.

### **13. Cash flow statement**

The Company has not prepared a cash flow statement under the exemption contained in FRS1 "Cash Flow Statements" applicable to the Company, being a wholly owned subsidiary undertaking. A consolidated cash flow statement is included in the consolidated accounts of the ultimate parent undertaking.