



**DB INVOICE FINANCE 12
LIMITED**

FINANCIAL STATEMENTS

**FOR THE 52 WEEK PERIOD
ENDED**

1 JANUARY 2011

Company no 06966476

DB INVOICE FINANCE 12 LIMITED

FINANCIAL STATEMENTS

For the 52 week period ended 1 January 2011

Company registration number 06966476

Registered office 7 River Court
Brighouse Business Village
Brighouse Road
Middlesbrough
TS2 1RT

Directors DB Invoice Finance Holdings Limited

Bankers Natwest Bank Plc
106 Linthorpe Road
Middlesbrough
TS1 2JZ

Solicitors Wright Hassall LLP
Olympus Avenue
Leamington Spa
Warwickshire
CV34 6BF

Auditors Grant Thornton UK LLP
Registered Auditors
Chartered Accountants
30 Finsbury Square
London
EC2P 2YU

DB INVOICE FINANCE 12 LIMITED

FINANCIAL STATEMENTS

For the 52 week period ended 1 January 2011

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DB INVOICE FINANCE 12 LIMITED

REPORT OF THE DIRECTORS

The directors present their report together with the audited financial statements for the 52 week period ended 1 January 2011

Principal activity

The principal activity of the company is that of financial intermediation and non-trading restructuring operations

Business review

There was a profit for the period after taxation amounting to £635,427 (2010 £340,364) The directors recommend the payment of a dividend £500,000

The period of accounts is for a 52 week period ended 1 January 2011

Directors

The present membership of the Board is set out below All served on the Board throughout the period except where indicated

DB Invoice Finance Holdings Limited
Gerald Hoare (appointed 30 April 2010 resigned 18 February 2011)

Financial risk management objectives and policies

The company uses various financial instruments which include cash and amounts due to and from group undertakings that arise directly from its operations The main purpose of these financial instruments is to raise finance for the company's operations. The existence of these financial instruments exposes the company to a number of financial risks, which are described in more detail in the Report of the Directors of the company's parent undertaking Hilco London Limited

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 period Under that law the directors have elected to prepare financial statements in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) The financial statements are required by law to 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
- 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 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

DB INVOICE FINANCE 12 LIMITED

REPORT OF THE DIRECTORS

Statement of directors' responsibilities (continued)

In so far as each of the directors is aware

- there is no relevant audit information of which the company's auditor is 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 auditor is aware of that information

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.

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.



Paul McGowan on behalf of DB Invoice Finance Holdings Limited
Director
26 July 2011

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DB INVOICE FINANCE 12 LIMITED

We have audited the financial statements of DB Invoice Finance 12 Limited for the 52 week period ended 1 January 2011 which comprise the principal accounting policies, profit and loss account, the balance sheet and the related notes. 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 Statement of Directors' Responsibilities on pages 1 and 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 (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 website at www.frc.org.uk/apb/scope/private.cfm.

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 1 January 2011 and of its results for the period 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 Report of the Directors for the financial period for which the financial statements are prepared is consistent with the financial statements.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DB INVOICE FINANCE 12 LIMITED
(CONTINUED)**

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

Grant Thornton UK LLP

William Poynton
Senior Statutory Auditor
for and on behalf of Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants
London
26 July 2011

DB INVOICE FINANCE 12 LIMITED

PRINCIPAL ACCOUNTING POLICIES

BASIS OF PREPARATION

The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom accounting standards

The principal accounting policies of the company have remained unchanged from the previous period and are set out below

CASH FLOW STATEMENT

The company has not presented a cash flow statement in accordance with Financial Reporting Standard 1 'Cash flow statements' as it is included in the Hilco London Limited consolidated accounts which are publicly available

OTHER OPERATING INCOME

Other operating income is the directors' best estimate of the company's entitlement to income earned from completed restructuring operations. It is recognised when the service has been provided.

DEFERRED TAXATION

Deferred tax is recognised on all timing differences where the transactions or events that give the company 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.

DB INVOICE FINANCE 12 LIMITED

PROFIT AND LOSS ACCOUNT

For the 52 week period ended 1 January 2011

	Note	52 week period ended 1 January 2011 £	24 week period ended 2 January 2010 £
Administrative expense		412,353	(827,002)
Other operating income		207,200	1,417,381
Other operating charges		<u>(68,053)</u>	<u>(105,142)</u>
Operating profit		551,500	485,237
Interest receivable	3	-	14,711
Profit on ordinary activities before taxation	1	551,500	499,948
Tax on profit on ordinary activities	4	83,927	(159,584)
Profit retained and transferred to reserves	8	<u>635,427</u>	<u>340,364</u>

All transactions arise from continuing operations

There were no recognised gains or losses other than the result for the financial period

The accompanying accounting policies and notes form an integral part of these financial statements

DB INVOICE FINANCE 12 LIMITED**BALANCE SHEET AT 1 JANUARY 2011**

	Note	At 1 January 2010 £	At 2 January 2010 £
Current assets			
Debtors	5	3,575,392	4,110,357
Cash at bank and in hand		<u>48,614</u>	<u>583,399</u>
		3,624,006	4,693,756
Creditors' amounts falling due within one year	6	(3,148,214)	(4,353,391)
Net assets		<u>475,792</u>	<u>340,365</u>
Capital and reserves			
Called up share capital	7	1	1
Profit and loss account	8	<u>475,791</u>	<u>340,364</u>
Shareholder's funds	9	<u>475,792</u>	<u>340,365</u>

The financial statements were approved by the Board of Directors and authorised for issue on 26 July 2011 and were signed on its behalf by



Paul McCowan on behalf of DB Invoice Finance Holdings Limited
Director

Company number 06966476

The accompanying accounting policies and notes form an integral part of these financial statements

DB INVOICE FINANCE 12 LIMITED

BALANCE SHEET AT 1 JANUARY 2011

1 PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

The total turnover of the company for the period has been derived from its principal activity which is wholly undertaken in the United Kingdom Auditor's remuneration is borne by Hilco UK Limited

2 DIRECTORS AND EMPLOYEES

The company had no employees, other than the directors, during the period (2010 none) No director of the company was remunerated for their services to the company (2010 none)

3 INTEREST RECEIVABLE

	Period ended 1 January 2011 £	Period ended 2 January 2010 £
Other interest receivable	-	14,711

4 TAX ON PROFIT ON ORDINARY ACTIVITIES

The tax charge is based on the profit for the period and represents

	Period ended 1 January 2011 £	Period ended 2 January 2010 £
United Kingdom corporation tax (credit)/charge at 28% (2010 28%)	(83,927)	159,584
Factors affecting the tax charge for period		
The tax assessed for the period is lower than the standard rate of corporation tax in the United Kingdom 28% (2010 28%)		
Profit on ordinary activities before taxation	551,500	499,947
Profit on ordinary activities multiplied by the standard rate of corporation tax in the United Kingdom of 28% (2010 28%)	154,420	139,984
Effect of		
Expenses disallowed	-	19,600
Group relief	(154,978)	-
Other timing differences	(95)	-
Difference in tax rate	653	-
Adjustments in respect of previous periods	(83,927)	-
Current tax charge for period	(83,927)	159,584

The company has unrelieved tax losses amounting to approximately £17,630 at the current year end

DB INVOICE FINANCE 12 LIMITED**BALANCE SHEET AT 2 JANUARY 2010****5 DEBTORS**

	At 1 January 2011 £	At 2 January 2010 £
Amounts due from group undertakings	3,491,465	4,107,357
Other debtors	-	2,551
Corporation tax receivable	83,927	-
	<u>3,575,392</u>	<u>4,110,357</u>

Amounts owed by group undertakings are unsecured, interest free and repayable on demand

6 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	At 1 January 2011 £	At 2 January 2010 £
Amounts owed to group undertakings	3,080,163	3,280,163
Corporation tax payable	-	159,584
Accruals and deferred income	68,051	913,644
	<u>3,148,214</u>	<u>4,353,391</u>

Amounts due to group undertakings are unsecured, interest free and repayable on demand

7 SHARE CAPITAL

	At 1 January 2011 £	At 2 January 2010 £
Authorised 1,000 ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>
Allotted, called up and fully paid 1 ordinary share of £1 each	<u>1</u>	<u>1</u>

8 RESERVES

	Profit and loss account £
At 2 January 2010	340,364
Profit for the period	635,427
Dividends paid	<u>(500,000)</u>
At 1 January 2011	<u>475,791</u>

DB INVOICE FINANCE 12 LIMITED

BALANCE SHEET AT 2 JANUARY 2010

9 RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S FUNDS

	2011	2010
	£	£
Opening shareholder's funds	340,365	-
Net proceeds of equity share issue	-	1
Profit for the period	635,427	340,364
Dividends paid	(500,000)	
Closing shareholder's funds	<u>475,792</u>	<u>340,365</u>

10 CAPITAL COMMITMENTS

The company had no capital commitments at 1 January 2011 or at 2 January 2010

11 CONTINGENT LIABILITIES

There were no contingent liabilities at 1 January 2011 or at 2 January 2010

12 TRANSACTIONS WITH DIRECTORS AND OTHER RELATED PARTIES

During the period the company was charged the following by its parent undertaking, Hilco UK Limited

	Period ended 1 January 2011 £	Period ended 2 January 2010 £
Management and salary recharges	<u>68,053</u>	<u>105,142</u>

At 1 January 2011, the company owed £3,080,163 to Filefigure Limited, being a fellow group undertaking (2010 £3,280,163)

At 1 January 2011, the company was owed £3,491,465 by Hilco UK Limited, being a fellow group undertaking (2010 nil)

There were no other related party transactions in the period

DB INVOICE FINANCE 12 LIMITED

BALANCE SHEET AT 2 JANUARY 2010

13 CONTROLLING RELATED PARTIES

At 1 January 2011, DB Invoice Finance 12 Limited was a wholly owned subsidiary of DB Invoice Finance Holdings Limited being a wholly owned subsidiary of Hilco UK Limited, a company registered in England and Wales. The parent company of Hilco UK Limited is Hilco London Limited a company registered in England and Wales. Hilco London Limited is 100% owned by Hilco Merchant Resources, LLC, a company registered in the United States of America. The director considers the ultimate parent undertaking and controlling related party of the company to be Hilco Trading, LLC, a company registered in the United States of America, by virtue of its 66.7% shareholding in Hilco Merchant Resources, LLC.

The largest group of undertakings for which group accounts have been drawn up is that headed by Hilco Trading, LLC and the smallest such group of undertakings, including the company, is that headed by Hilco London Limited.