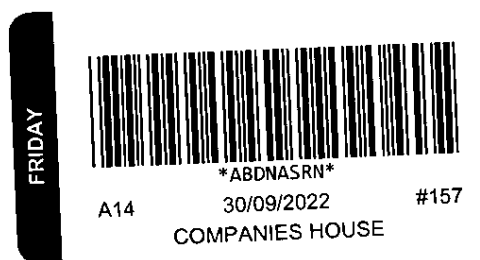


**Company Registration No. 09333071**

**Columbo Midco Limited**

**Annual Report and Financial Statements**

**For the year ended 31 December 2021**



# **Columbo Midco Limited**

## **Annual Report and Financial Statements For the year ended 31 December 2021**

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# **Columbo Midco Limited**

## **Annual Report and Financial Statements For the year ended 31 December 2021**

### **Officers and professional advisers**

#### **Directors**

A Palmer

S Shah

D Metzger (resigned 26<sup>th</sup> May 2022)

#### **Registered Office**

130 Jermyn Street

London

SW1Y 4UR

#### **Bankers**

Lloyds Bank plc

25 Gresham Street

London

EC2V 7HN

# **Columbo Midco Limited**

## **Annual Report and Financial Statements For the year ended 31 December 2021**

### **Directors' report**

The directors present their Annual Report and the Financial Statements for the year ended 31 December 2020.

#### **Results and dividend**

The loss for the period after taxation amounted to £11 (December 2020: £3). The directors do not propose the payment of a dividend (2020: £Nil)

#### **Employees**

Details of the number of employees and related costs can be found in note 2 to the financial statements.

#### **Directors**

The directors who served throughout the period and to the date of this report, except as noted, are set out below:

A Palmer

S Shah

N Karhade (appointed 27<sup>th</sup> May 2022)

R G Weekes (resigned 9<sup>th</sup> March 2021)

D Metzger (resigned 26<sup>th</sup> May 2022)

#### **Statement of directors' responsibilities**

The directors are responsible for preparing the Annual Report and the Financial Statements in accordance with applicable law and regulations.

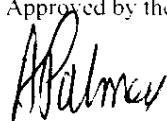
Company law requires the directors to prepare financial statements for each financial year. Under that law, they have elected to prepare the company financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

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 their profit or loss for that period. In preparing the Company financial 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 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 group and the parent 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.

Approved by the directors and signed on their behalf by:



A K Palmer

Director

28 September 2022

# Columbo Midco Limited

## Annual Report and Financial Statements For the year ended 31 December 2021

### Strategic report

#### Business review and principal activities

The Company's principal activity is that of being involved in the financing, managing and implementation of all acquisitions and growth strategy for Columbo Topco Limited, the Company's parent, and its regulatory compliance subsidiary service companies (together, the 'Group').

#### Key performance indicators

The key financial highlights, as set out in these financial statements are as follows:

	Year ended 31 December 2021 £	Year ended 31 December 2020 £
Turnover	-	-
Loss on ordinary activity before taxation	(11)	(3)
Shareholders' funds	51,625,260	51,625,271

#### Principal risks and uncertainties

The directors do not consider credit risk exposure to be significant in the Group due to having long-term existing relationships with many customers and monitoring levels of debtors on a regular basis. The risk of customers going bankrupt is spread over a large number of customers.

The major risks for the Company include long-term economic recession. This is mitigated by ensuring depth and breadth amongst the customer base and by maintaining good communication and relationships with key customers, and loss of key personnel which is managed by close team work, good communication and appropriate remuneration.

#### Going concern

The Company is part of a Group which holds sufficient levels of cash balances and overdraft flexibility to meet all its day-to-day working capital requirements. The directors have a solid expectation that the Company, supported by the Columbo Topco Limited Group, has adequate resources and support to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

Further details regarding the adoption of the going concern basis can be found in the Statement of accounting policies in the financial statements.

#### Financial risk management objectives and policies

The Company's activities expose it to a number of financial risks.

##### *Cash flow risk*

The Company, as a result of being part of the Group, generates sufficient cash flow to meet future debt services and operating requirements. No significant levels of foreign currencies are held.

##### *Credit risk*

The Company's principal financial assets are Intercompany receivables.

The Group's principal financial assets are bank balances and cash, trade and other receivables. The Group's credit risk is primarily attributable to its trade receivables. The amounts presented in the balance sheet are net of allowances for doubtful receivables.

The Group operates comprehensive customer credit policies and these have proved to be effective during the period. Although these are working well, there is still a small risk from historical bad debts. However, the Group is of sufficient financial standing to be able to continue to operate should some debts become uncollectible. The Group has good

## Columbo Midco Limited

### Profit and loss account and other comprehensive income For the year ended 31 December 2021

		Year ended 31 December 2021	Year ended 31 December 2020
	Notes	£	£
Turnover		-	-
Admin expenses		(11)	(3)
<b>Operating loss</b>		<b>(11)</b>	<b>(3)</b>
Interest payable and similar charges	3	-	-
<b>Loss on ordinary activities before taxation</b>		<b>(11)</b>	<b>(3)</b>
Tax on loss on ordinary activities	4	-	-
<b>Loss for the year and total comprehensive income for the year</b>		<b>(11)</b>	<b>(3)</b>

All results are derived from continuing operations.

The notes on pages 8 to 13 are an integral part of these financial statements.

## **Columbo Midco Limited**

### **Annual Report and Financial Statements For the year ended 31 December 2021**

#### **Strategic report**

ongoing levels of activity where invoices are paid on presentation. Credit is granted to existing longstanding customers of sufficient wealth.

##### *Liquidity risk*

The Group expects to generate sufficient cash from operating activities to ensure the Group, and therefore the company, maintains adequate liquidity.

##### *Market risk*

There are current uncertainties in the global economy related to the COVID-19 outbreak that emerged since early 2020 and the War in Ukraine in 2022, which has led to increased market volatility. The directors have considered the uncertainties and impact on the business in the going concern accounting policy.

Approved by the directors and signed on their behalf by:



A K Palmer  
Director  
28 September 2022

## Columbo Midco Limited

### Balance sheet At 31 December 2021

		Year ended 31 December 2021	Year ended 31 December 2020
	Notes	£	£
<b>Fixed Assets</b>			
Investments	5	51,615,216	51,615,216
		<u>51,615,216</u>	<u>51,615,216</u>
<b>Current Assets</b>			
Debtors - due within one year	6	10,044	13,795
Cash		-	3,761
		<u>10,044</u>	<u>17,556</u>
<b>Creditors: amounts falling due within one year</b>	7	-	(7,501)
<b>Net current assets</b>		<u>10,044</u>	<u>10,055</u>
<b>Total assets less current liabilities</b>		<u>51,625,260</u>	<u>51,625,271</u>
<b>Net Assets</b>		<u>51,625,260</u>	<u>51,625,271</u>
Called up share capital	8	30,677,488	30,677,488
Share premium		-	-
Profit and loss account		20,947,772	20,947,783
<b>Shareholders' funds</b>		<u>51,625,260</u>	<u>51,625,271</u>

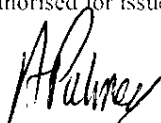
The notes on pages 8 to 13 are an integral part of these financial statements.

For the year ending 31 December 2021, the Company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

The members have not required the Company to obtain an audit of its accounts for the year in question in accordance with section 476.

The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

The financial statements of Columbo Midco Limited (registered number 09333071) were approved by the directors and authorised for issue on 28 September 2022. They were signed on their behalf by:



A K Palmer  
Director  
28 September 2022

## Columbo Midco Limited

### Statement of changes in equity At 31 December 2021

	Called up share capital £	Share premium £	Profit and loss account £	Total equity £
Balance as at 01 January 2020	30,677,487	58,014,896	(8,020,284)	80,672,099
Capital restructuring	1	(58,014,896)	28,968,070	(29,046,825)
Loss for period	-	-	(3)	(3)
Balance as at 31 December 2020	<u>30,677,488</u>	<u>-</u>	<u>20,947,783</u>	<u>51,625,271</u>
Balance as at 01 January 2021	30,677,488	-	20,947,783	51,625,271
Capital restructuring	-	-	-	-
Loss for period	-	-	(11)	(11)
Balance as at 31 December 2021	<u>30,677,488</u>	<u>-</u>	<u>20,947,772</u>	<u>51,625,260</u>

The notes on pages 8 to 13 are an integral part of these financial statements.

# Columbo Midco Limited

## Notes to the financial statements (continued) For the year ended 31 December 2021

### 1. Accounting policies

#### General information

Columbo Midco Limited is a private company limited by shares and is incorporated and domiciled in England. The Company's registered office is at 130 Jermyn Street, London, SW1Y 4UR. The Company's principal activity is stated in the Strategic Report.

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and the preceding year.

These financial statements were prepared in accordance with Financial Reporting Standard 102 the Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102"). The presentation currency of these financial statements is Sterling. All amounts in the financial statements have been rounded to the nearest £1.

#### Basis of preparation of financial statements

The financial statements are prepared on the going concern basis, under the historical cost convention and in accordance with applicable United Kingdom law and accounting standards.

The Company has taken advantage of the exemptions available within FRS102 (paragraph 1.12b and paragraph 33.1A) not to prepare a cash flow statement and not to disclose transactions entered into between two or more members of the Group, on the basis that all subsidiary undertakings party to the transactions are wholly owned by a member of the Group, whose financial statements are publicly available.

The Company is exempt from the requirement to prepare Group accounts as it is itself a wholly-owned subsidiary undertaking and its immediate parent undertaking is established under the law of an EEA State.

#### Going concern

The Company is part of a Group which meets its day-to-day working capital requirements through its current cash balances and agreed banking facilities. The Group's forecasts and projections are completed after taking into account possible changes in trading performance and current economic uncertainty. They show that the Group should be able to operate within the level of its current cash balances and agreed banking facilities.

After making enquiries, the directors have a reasonable expectation that the Company and the Group have adequate resources and support to meet all future obligations and to continue in operational existence for the foreseeable future. Accordingly, they have adopted the going concern basis in preparing the annual report and accounts.

In coming to this conclusion, the members have considered the current Coronavirus pandemic and the group's place in the market and its ability to grow the business.

#### Critical accounting judgements and estimation uncertainty

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

#### *Critical judgements in applying the Company's accounting policies*

The Company makes a number of assessments which require judgement in preparing the accounts and can have a significant effect upon the Financial Statements. However, due to the straightforward nature of the Company's business, management does not believe that there are any judgements that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

#### *Key accounting estimates and assumptions*

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates may by definition, differ from actual results. However, due to the straightforward nature of the Company's business,

## **Columbo Midco Limited**

### **Notes to the financial statements (continued) For the year ended 31 December 2021**

management does not believe that there are any estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year

#### **Foreign currencies**

Transactions in foreign currencies are translated to the Company's functional currency (Sterling) at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date.

#### **Expenses**

##### *Interest receivable and interest payable*

Interest payable and similar charges include interest payable and net foreign exchange losses that are recognised in the profit and loss account.

##### *Other interest receivable and similar income includes net foreign exchange gains*

Interest income and interest payable are recognised in profit or loss as they accrue. Dividend income is recognised in the profit and loss account on the date the company's right to receive payments is established. Foreign currency gains and losses are reported on a net basis.

#### **Taxation**

Tax on the profit or loss for the year comprises only current tax as there was no deferred tax during the period. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the period, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous periods.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is provided in respect of the additional tax that will be paid or avoided on differences between the amount at which an asset (other than goodwill) or liability is recognised in a business combination and the corresponding amount that can be deducted or assessed for tax. Goodwill is adjusted by the amount of such deferred tax.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

#### **Basic financial instruments**

##### *Investments in subsidiaries*

Investments in subsidiaries are carried at cost less impairment.

##### *Trade and other debtors*

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Subsequent to initial recognition, they are measured at amortised cost using the effective interest method, less any impairment losses.

## Columbo Midco Limited

### Notes to the financial statements (continued) For the year ended 31 December 2021

#### *Trade and other creditors*

Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

#### *Interest bearing borrowings classified as financial instruments*

Interest-bearing borrowings include bank loans, overdrafts and loan notes. They are initially recognised at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

#### *Cash and cash equivalents*

Cash and cash equivalents comprise cash balances and call deposits. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are included as a component of cash and cash equivalents for the purpose only of the cash flow statement.

#### 2. Information regarding directors and employees

Details of the directors' remuneration are set out in the consolidated statutory accounts of Columbo Topco Limited.

There were no employees in the current period.

#### 3. Interest payable and similar charges

	2021	2020
	£	£
Interest Income	-	-
Interest payable - loan notes	-	-
Bank charges	-	-
Intercompany interest	-	-
	<u>-</u>	<u>-</u>

#### 4. Tax on loss on ordinary activities

##### Total tax expense recognised in the profit and loss account, other comprehensive income and equity

	2021	2020
	£	£
Current tax	-	-
Current tax on income for the year	-	-
<b>Total Tax</b>	<u>-</u>	<u>-</u>

All tax charges are recognised in the profit and loss account for the year.

## Columbo Midco Limited

### Notes to the financial statements (continued) For the year ended 31 December 2021

	2021	2020
	£	£
<i>Analysis of current tax recognised in profit and loss</i>	-	-
UK Corporation tax	-	-
<b>Total current tax recognised in profit and loss</b>	-	-
<b>Reconciliation of effective tax rate</b>		
	2021	2020
	£	£
Loss on ordinary activities before tax	(11)	(3)
<b>Total tax expense</b>	-	-
Tax expense using the UK corporate tax rate of 19.00% (2020: 19.00%)	2	1
Expenses not deductible for tax purposes	143,174	127,601
Effect of unutilised tax losses		
Group relief surrendered	(143,176)	(127,602)
<b>Total tax expense included in profit or loss</b>	-	-

#### 5. Investments in subsidiaries

##### *Principal investments*

The Company has investments in the following subsidiary undertakings:

	Aggregate of capital & reserves	Profit for the year	Country of incorporation	Class of shares held	Ownership	
	£	£			December 2021 %	December 2020 %
Columbo Bidco Limited	38,332,675	(22,702)	England	Ordinary Shares	100	100
<b>Cost</b>						£
As at 01 January 2021						51,615,216
Capital Restructuring						-
As at 31 December 2021						51,615,216
<b>Net book value</b>						£
As at 31 December 2021						51,615,216
As at 31 December 2020						51,615,216

## Columbo Midco Limited

### Notes to the financial statements (continued) For the year ended 31 December 2021

#### 6. Debtors

	2021	2020
	£	£
Amounts owed by group undertakings	10,044	13,795

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

	2021	2020
	£	£
Amounts owed to group undertakings	-	(7,501)
	-	(7,501)

#### 8. Called up share capital

	2021	2020
	£	£
<b>Authorised:</b>		
30,677,488 ordinary share of £1.00 each	(30,677,488)	(30,677,488)
<b>Called up and allotted and fully paid:</b>		
30,677,488 ordinary share of £1.00	(30,677,488)	(30,677,488)

All shares are classified as equity. All of the ordinary shares carry voting rights of one vote per share and all were issued, allotted and fully paid on 31 December 2021.

#### 9. Controlling party and related party transactions

The immediate parent company is Columbo Topco Limited.

As at 31 December 2020, the ultimate parent undertaking was Starr Investment Holdings LLC by virtue of its indirect interest in Columbo Topco Limited. The company's financial statements are consolidated into these financial statements due to it being the highest level undertaking established in the EEA. Columbo Topco Limited is registered at 130 Jermyn Street, London, SW1Y 4UR.

The Company's financial statements are also consolidated into ACA Corporate Holdings Inc. which are the largest set of financial statements in which the company is consolidated. Both Starr Investment Holdings LLC and ACA Corporate Holdings Inc are incorporated in the USA.

The Company has taken exemption from disclosing related party transactions with other wholly-owned members of the Group in accordance with FRS102 paragraph 33.1A: and from disclosing the total remuneration in respect of key management personnel in accordance with FRS102 paragraph 1.12E.

Any other related party transactions are deemed to be immaterial for disclosure.

## **Columbo Midco Limited**

### **Notes to the financial statements (continued) For the year ended 31 December 2021**

#### **10. Subsequent Events**

On 16 November 2021, the SIH ACA Topco, L.P majority investors entered into an agreement to merge ACA Intermediate Co 1, LLC, a Delaware limited liability company ("Intermediate Co 1"), with and into an entity affiliated with GC Mountaintop Acquisition Corp. (Genstar) and Foreside Distributors, LLC (Foreside). The merger closed in May 2022 with Genstar Capital being the ultimate parent.