

00300546

## Laidlaw Capital Partners LLP

### Report and Financial statements

30 April 2003

 ERNST & YOUNG



# Laidlaw Capital Partners LLP

Registered No: 0C300546

## Members

G I L Henderson  
Laidlaw Capital Limited

## Secretary

Chalfen Secretaries Limited

## Auditors

Ernst & Young LLP  
Rolls House  
7 Rolls Buildings  
Fetter Lane  
London  
EC4A 1NH

## Bankers

Coutts & Co  
440 Strand  
London  
WC2R 0QS

## Solicitors

Tite & Lewis  
Alder Castle  
10 Noble Street  
London  
EC2V 7TL

## Registered Office

400 Capability Green  
Luton  
Bedfordshire  
LU1 3LU

## Members' report

The members present their report and financial statements for the year ended 30 April 2003.

### Incorporation and commencement

The Limited Liability Partnership (LLP) was incorporated on 1 August 2001. The LLP is authorised by the Financial Services Authority.

### Principal activity and review of the business

The principal activity of the company in the year under review was that of providing investment fund management services.

### Results and distributions

The results for the year are shown in the profit and loss account on page 5. The Partnership distributed £115,203 of its profits to its members. The partnership's balance sheet as detailed on page 6 shows a satisfactory position, Members' other interests amounting to £150,000.

### Members' profit allocation

Any profits are shared among the members as decided by the managing member and governed by the Partnership Agreement dated 21 September 2001.

### Policy for members' drawings, subscriptions and repayments of members' capital

Policies for members' drawings, subscriptions and repayment of members' capital are governed by the Partnership Agreement dated 21 September 2001.

### Members


The designated members of Laidlaw Capital Partners LLP ("LLP") during the year were as follows:

G I L Henderson (managing member, appointed 8 August 2001)  
Laidlaw Capital Limited (appointed 8 August 2001)

### Auditors

A resolution to reappoint Ernst & Young LLP as auditors will be put to the members at the Annual General Meeting.

On behalf of the members

  
18 July 2003

## **Statement of designated members' responsibilities in respect of the financial statements**

The designated members are required to prepare financial statements for each financial year. In preparing those financial statements, the members have undertaken to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent; and
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The designated members are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the LLP and to ensure that the financial statements comply with the Partnerships Regulations 2001 made under the Limited Liability Partnerships Act 2000. The designated members are also responsible for safeguarding the assets of the LLP and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

## **Independent auditors' report**

**to the members of Laidlaw Capital Partners LLP**

We have audited the financial statements of Laidlaw Capital Partners Limited Liability Partnership (the "LLP") for the year ended 30 April 2003 which comprise Profit and Loss Account, Statement of Total Recognised Gains and Losses, Balance Sheet, Statement of Cash Flows and the related notes 1 to 13. These financial statements have been prepared on the basis of the accounting policies set out therein.

This report is made solely to the members, as a body, in accordance with Limited Liability Partnerships Regulations 2001. Our audit work has been undertaken so that we might state to the 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 LLP and the LLP's members as a body, for our audit work, for this report, or for the opinions we have formed.

### **Respective responsibilities of members' and auditors**

As described in the Statement of Designated Members' Responsibilities, the members are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

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 Limited Liability Partnerships Regulations 2001 made under the Limited Liability Partnerships Act 2000. We also report to you if, in our opinion, the LLP has not kept proper accounting records, or if we have not received all the information and explanations we require for our audit.

We read the Members' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

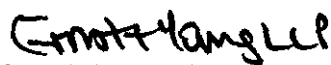
### **Basis of audit opinion**

We conducted our audit in accordance with United Kingdom Auditing Standards 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 judgements made by the members in the preparation of the financial statements, and of whether the accounting policies are appropriate to the LLP's circumstances, 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.

### **Opinion**

In our opinion the financial statements give a true and fair view of the state of affairs of the LLP as at 30 April 2003 and of its profit for the year then ended and have been properly prepared in accordance with the Limited Liability Partnerships Regulations 2001 made under the Limited Liability Partnerships Act 2000.



Ernst & Young LLP  
Registered Auditor  
London

18 July 2003

**Profit and loss account**

for the year ended 30 April 2003

		Year ended 30 April 2003	From date of incorporation on 8 August 2001 to 30 April 2002
	Notes	£	£
<b>Income</b>			
Management fees	2	300,549	96,307
Administrative expenses		(184,161)	(101,611)
<b>Operating profit/(loss)</b>	3	116,388	(5,304)
Interest receivable		2,456	1,663
<b>Profit/(loss) before distributions</b>		118,844	(3,641)
Distributions to members		(115,203)	-
<b>Profit/(loss) after distributions</b>		3,641	(3,641)

**Statement of total recognised gains and losses**

There were no recognised gains or losses in the year other than the profit for the year. All amounts are in respect of continuing activities.

**Balance sheet**

at 30 April 2003

	Notes	2003 £	2002 £
<b>Current assets</b>			
Debtors	5	27,516	30,158
Cash		323,079	191,735
		<u>350,595</u>	<u>221,893</u>
<b>Current liabilities</b>			
<b>Creditors:</b> amounts falling due within one year	6	(200,595)	(75,534)
		<u>150,000</u>	<u>146,359</u>
<b>Net current assets</b>		<u>150,000</u>	<u>146,359</u>
<b>Total assets less current liabilities</b>		<u>150,000</u>	<u>146,359</u>
<b>Members' other interests</b>			
Members' Capital	7	150,000	150,000
Other reserves	7	—	(3,641)
		<u>150,000</u>	<u>146,359</u>
<b>Memorandum of members' total interests</b>			
Loans from and other amounts due to members	7	185,105	61,197
Members' other interests	7	150,000	146,359
		<u>335,105</u>	<u>207,556</u>
Members' total interests	7	<u>335,105</u>	<u>207,556</u>

The accounts on pages 5 to 11 were approved by the members.

For and on behalf of the Members

  
18 July 2003

## Statement of cash flows

for the year ended 30 April 2003

		<i>From date of incorporation on</i>
	<i>Year ended</i>	<i>8 August 2001 to</i>
	<i>30 April</i>	<i>30 April</i>
	<i>2003</i>	<i>2002</i>
<i>Notes</i>	<i>£</i>	<i>£</i>
<b>Net cash inflow from operating activities</b>	8 (a) 128,888	40,072
<b>Returns on investments and servicing of finance</b>	8 (b) 2,456	1,663
<b>Transactions with members</b>	8 (b) ~	150,000
<b>Increase in cash</b>	8 (c) 131,344	191,735

## Notes to the financial statements

at 30 April 2003

### 1. Accounting policies

#### Basis of accounting

The financial statements have been prepared in accordance with applicable accounting standards, under the historical cost convention and in accordance with the Statement of Recommended Practice 'Accounting by Limited Liability Partnerships' (SORP) issued in May 2002. Prior year balances have been restated for presentation purposes.

#### Foreign currencies

Assets and liabilities denominated in foreign currency are translated into sterling at the rates of exchange ruling at 30 April. All currency differences are taken to the profit and loss account.

### 2. Turnover

Turnover, which is stated net of value added tax, represents fees receivable for investment management provided during the period and arising from continuing activities in the UK. Management Fees are recognised on a receivable basis. All turnover in the period arose from the supply of services to the Cayman Islands.

### 3. Operating profit/(loss)

This is stated after charging:

	<i>Year ended 30 April 2003 £</i>	<i>From date of incorporation on 8 August 2001 to 30 April 2002 £</i>
Foreign exchange loss	12,218	1,128
Auditors' remuneration:		
Audit services	5,500	8,000
Non audit services	5,750	16,025

### 4. Members' remuneration

	<i>2002 £</i>
Profit for the financial year before members' remuneration and profit share	118,844
Profit for the financial year available for division among members	115,203
Profit in respect of the highest paid member during the year	105,204

The average number of members in the year was two.

## Notes to the financial statements

at 30 April 2003

### 5. Debtors

	2003 £	2002 £
Trade debtors	21,908	24,251
VAT	3,374	2,949
Prepayments and accrued income	2,234	2,958
	<u>27,516</u>	<u>30,158</u>

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

	2003 £	2002 £
Amounts due to members	185,105	61,197
Other creditors	3,186	1,346
Accruals and deferred income	12,304	12,991
	<u>200,595</u>	<u>75,534</u>

### 7. Reconciliation of movements in members' other and members' total interests

	Members' capital £	Other reserves £	Total members' other interests £	Loans from and other amounts due to/(from) £	Members' total interests £
At 1 May 2002	150,000	(3,641)	146,359	61,197	207,556
Profit for the year	–	118,844	118,844	–	118,844
Distributions	–	(115,203)	(115,203)	115,203	–
Expenses incurred by members on behalf of LLP	–	–	–	83,214	83,214
Payments to members	–	–	–	(74,509)	(74,509)
At 30 April 2003	<u>150,000</u>	<u>–</u>	<u>150,000</u>	<u>185,105</u>	<u>335,105</u>

Amounts due to members are not subordinated.

# Notes to the financial statements

at 30 April 2003

## 8. Notes to the statement of cash flows

(a) Reconciliation of operating profit/(loss) to net cash inflow from operating activities:

	<i>From date of incorporation on</i>	
	<i>Year ended</i>	<i>8 August 2001 to</i>
	<i>30 April 2003</i>	<i>30 April 2002</i>
	£	£
Operating profit/(loss)	116,388	(5,304)
Decrease/(increase) in debtors	2,642	(30,158)
Increase in creditors	1,153	14,337
Increase in amounts due to members	8,705	61,197
<b>Net cash inflow from operating activities</b>	<b>128,888</b>	<b>40,072</b>

(b) Analysis of cash flows for headings netted in the cash flow statement

	<i>From date of incorporation on</i>	
	<i>Year ended</i>	<i>8 August 2001 to</i>
	<i>30 April 2003</i>	<i>30 April 2002</i>
	£	£
<b>Returns on investments and servicing of finance</b>		
Interest received	2,456	1,663
<b>Transactions with members</b>		
Issue of members' capital	-	150,000

(c) Analysis of changes in net funds

	<i>At 1 May</i>	<i>Cash flow</i>	<i>At 30 April</i>
	<i>2002</i>		<i>2003</i>
	£	£	£
Cash at bank	191,735	131,344	323,079

## Notes to the financial statements

at 30 April 2003

### 8. Notes to the statement of cash flows (continued)

(d) Reconciliation of net cash flow to movement in net funds

	<i>Year ended 30 April 2003</i>	<i>From date of incorporation on 8 August 2001 to 30 April 2002</i>
	<i>£</i>	<i>£</i>
Increase in cash in period	135,587	156,036
Change in net funds resulting from cash flows	135,587	156,036
Net funds at 1 May	156,036	–
Net funds at 30 April	291,623	156,036

### 9. Related party transactions

During the year, the LLP reimbursed Laidlaw Capital Limited, a member of the LLP, for expenses incurred of £51,758. Amounts due to Laidlaw Capital Limited, in respect of expenses incurred on behalf of the LLP at 30 April 2003, are disclosed in note 7.

### 10. Other financial commitments and contingencies

There are no other financial commitments or contingencies.

### 11. Ultimate controlling party

The managing member, G I L Henderson Esq, is considered to be the ultimate controlling party.