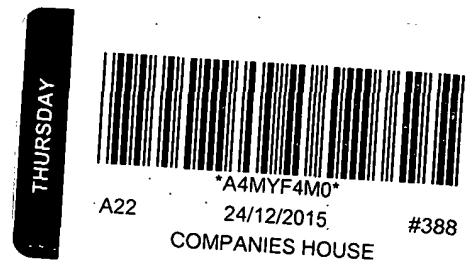


Core Capital LLP

REPORT AND FINANCIAL STATEMENTS

for the year ended
31 March 2015



Registration No.OC307285

Core Capital LLP

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for the year ended 31 March 2015

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Core Capital LLP

MEMBERS AND ADVISERS
for the year ended 31 March 2015

DESIGNATED MEMBERS

Fakhry, Walid
Edwards, Stephen
Dancaster, David

REGISTERED OFFICE

9 South Street
London W1K 2XA

BANKERS

Barclays Bank Plc
PO Box 3333
One Snowhill
Queensway
Birmingham B3 2WN

Core Capital LLP

MEMBERS' REPORT

for the year ended 31 March 2015

The members submit their report and the financial statements of Core Capital LLP for the year ended 31 March 2015.

PRINCIPAL ACTIVITY

Up until 31 December 2013, the principal activity of the limited liability partnership was to provide fund management and advisory services in the UK. These services were novated to Core Capital Partners LLP on 31 December 2013. The partnership retains the B shares issued by Core VCT plc.

REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS

The members consider the results for the year to be satisfactory. The partnership retains the B shares held in Core VCT plc which are expected to generate a return to the partnership once the trigger event has been reached in Core VCT plc. Core VCT plc was placed into Members' Voluntary Liquidation on 16 April 2015 and Begbies Traynor (Central) LLP were duly appointed Liquidators. On 16 October 2015, the trigger event was reached and the Partnership received £5.3 million from the proceeds of the B Shares held in Core VCT plc. The Liquidators retained around £0.6m to fund creditors. A further small final distribution may be received from the proceeds of the B shares in due course.

DESIGNATED MEMBERS

The following designated members have held office throughout the year:

Fakhry, Walid
Edwards, Stephen
Dancaster, David

TRANSACTIONS WITH MEMBERS

The Partnership Agreement dated 10 July 2006 governs the allocation of profit among the members. The agreement also governs policies for members' drawings, subscriptions and repayment of members' capital.

The members participate fully in the firm's profit, share the risks and subscribe the firm's capital.

An individual member's capital requirement is linked to his or her share of profit and the financing requirement of the firm. There is no opportunity for appreciation of the capital subscribed. Just as incoming members introduce their capital at 'par', so retiring members are repaid their capital at 'par'. The firm's drawings policy allows each member to draw a proportion of their anticipated profit in twelve monthly instalments with the balance of their profits, net of tax retention, paid in subsequent periods. All payments are made subject to the cash requirements of the business and maintaining regulatory capital. The LLP does not have a conditional right to reclaim drawings. Loans from members are subordinated to other creditors.

AUDITOR

As at 31 March 2015, the partnership no longer performed any regulated activity as both the fund management and advisory services were novated to a new partnership as at 31 December 2013. The partnership no longer requires to be audited.

On behalf of the members,

Walid Fakhry, Designated Member
Dated: 9 December 2015

Core Capital LLP

STATEMENT OF MEMBERS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

The members are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Limited Liability Partnership law requires the members to prepare financial statements for each financial year. Under that law the members 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, as applicable to limited liability partnerships, the members must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs and of the profit or loss for that year.

In preparing those financial statements, the members are required to:

- a) Select suitable accounting policies and then apply them consistently;
- b) Make judgements and estimates that are reasonable and prudent;
- c) State whether applicable UK accounting standards have been followed; and
- d) Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the limited liability partnership will continue in business.

The members are responsible for keeping adequate accounting records which disclose with reasonable accuracy at any time the financial position of the limited liability partnership and to enable them to ensure that the financial statements comply with the requirements of the Companies Act 2006 as applicable to limited liability partnerships. The members are also responsible for safeguarding the assets of the limited liability partnership and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

These responsibilities are exercised by the designated members on behalf of the members.

Core Capital LLP
PROFIT AND LOSS ACCOUNT
for the year ended 31 March 2015

	<i>Notes</i>	2015 £	2014 £
FEE INCOME		9,000	856,099
Cost of sales		-	-
Gross profit		9,000	856,009
Operating expenses		(63,582)	(357,038)
Operating (loss)/profit	1	(54,582)	499,061
(LOSS)/PROFIT FOR THE FINANCIAL YEAR BEFORE MEMBERS' REMUNERATION & PROFIT SHARES		(54,582)	499,061
Members' remuneration charged as an expense	2	(162,069)	(1,355,567)
LOSS FOR THE FINANCIAL YEAR	7	(216,651)	(856,506)

The loss for the year arises from the limited liability partnership's continuing operations.

Core Capital LLP

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES for the year ended 31 March 2015

	<i>Note</i>	2015 £	2014 £
Loss for the financial year		(216,651)	(856,506)
Unrealised profit/(loss) on revaluation of fixed asset investments	10	1,165,716	(790,442)
Total recognised gains/(losses) for the financial year		<u>949,065</u>	<u>(1,646,948)</u>

Core Capital LLP

BALANCE SHEET

at 31 March 2015

Registration No. OC307285

	Notes	2015 £	2014 £
FIXED ASSETS			
Tangible assets	3	22	857
Fixed asset investments	4	2,755,332	1,589,616
		<u>2,755,354</u>	<u>1,590,473</u>
CURRENT ASSETS			
Debtors	5	34,385	94,472
Cash at bank and in hand		52,327	243,557
		<u>86,712</u>	<u>338,029</u>
CREDITORS: Amounts falling due within one year	6	(27,038)	(62,539)
NET CURRENT ASSETS		<u>59,674</u>	<u>275,490</u>
NET ASSETS ATTRIBUTABLE TO MEMBERS		<u>2,815,028</u>	<u>1,865,963</u>
Represented by:			
LOANS AND OTHER DEBTS DUE TO MEMBERS			
Members' capital classified as a liability under FRS25	7	1,328,832	1,328,832
		<u>1,328,832</u>	<u>1,328,832</u>
MEMBERS' OTHER INTERESTS			
Members' capital	7	5,000	5,000
Accumulated profits after members remuneration	7	1,105,922	1,322,573
Revaluation reserve	7	375,274	(790,442)
		<u>1,486,196</u>	<u>537,131</u>
TOTAL MEMBERS' INTERESTS		<u>2,815,028</u>	<u>1,865,963</u>
Loans and other debts due to members	7	1,328,832	1,328,832
Members' other interests	7	1,486,196	537,131
		<u>2,815,028</u>	<u>1,865,963</u>

For the year to 31 March 2015 the LLP was entitled to exemption under section 477 of the Companies Act 2006 (as applied by Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008) relating to small LLPs.

The members acknowledge their responsibility for complying with the requirements of the Companies Act 2006 (as applied to limited liability partnerships) with respect to accounting records and the preparation of accounts.

These accounts have been prepared in accordance with the provisions applicable to LLPs subject to the small LLPs regime.

The financial statements were approved by the designated members of Core Capital LLP and authorised for issue on 9 December 2015.

Signed on behalf of the members:

Walid Fakhry, Designated Member

Core Capital LLP
CASH FLOW STATEMENT
for the year ended 31 March 2015

	<i>Notes</i>	2015 £	2014 £
Net cash (outflow)/nflow from operating activities	8A	(29,161)	578,491
Capital expenditure and financial investment	8B	-	(100,571)
Transactions with members and former members	8C	(162,069)	(435,642)
(DECREASE)INCREASE IN CASH IN THE YEAR		<u>(191,230)</u>	<u>42,278</u>

RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET FUNDS

	2015 £	2014 £
(Decrease)/increase in cash in the year	(191,230)	42,278
Movement in net funds in the year	<u>(191,230)</u>	<u>42,278</u>
NET FUNDS AT 1 APRIL	243,557	201,279
NET FUNDS AT 31 MARCH	<u>52,327</u>	<u>243,557</u>

Core Capital LLP

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2015

BASIS OF ACCOUNTING

The financial statements have been prepared under the historical cost convention in accordance with applicable accounting standards and the Statement of Recommended Practice "Accounting by Limited Liability Partnerships" (SORP). They present information about Core Capital LLP as an individual undertaking. Group accounts have not been prepared on the basis that the subsidiary undertakings are immaterial to Core Capital LLP.

FEE INCOME

Fee income represents revenue earned for the provision of advisory services to investee company boards and fund management services in the UK. Revenue is recognised as earned when, and to the extent that, Core Capital LLP obtains the right to consideration in exchange for its performance under agreed contracts.

Fee income that is contingent on events outside the control of Core Capital LLP is recognised when the contingent event occurs.

The income has decreased significantly as the underlying investee companies were novated to a new partnership on 31 December 2013.

TANGIBLE FIXED ASSETS

Tangible fixed assets are stated at historic cost.

Depreciation is provided on all tangible fixed assets at rates calculated to write each asset down to its estimated residual value evenly over its expected useful life, as follows:

Office and computer equipment	Over a period of four years
Furniture, fixtures and fittings	Over a period of four years

INVESTMENTS

Fixed asset investments in securities are stated at market value. Gains or losses arising on revaluation are credited or charged to the revaluation reserve. Where losses exceed any balance within the revaluation reserve, the amount is charged to the profit and loss account.

Investments in subsidiary undertakings are stated at cost. Provisions are made for any permanent diminutions in value.

TAXATION

The taxation payable on profits is the personal liability of the members during the year.

CAPITAL AND DRAWINGS

The LLP does not have an unconditional right to reclaim drawings, therefore, drawings are treated as members' remuneration charged as an expense in the profit and loss account. The terms of the members' agreement require that capital be returned on the members' retirement, therefore, members' capital is classified as a liability as per FRS25.

Core Capital LLP

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2015

GOING CONCERN

The members, after considering the limited liability partnership's cash flow requirements, have concluded that the business will have adequate financial resources to continue in operation for the foreseeable future. The members have therefore prepared the financial statements on a going concern basis.

Core Capital LLP

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2015

1	OPERATING (LOSS)/PROFIT	2015 £	2014 £
	Operating (loss)/profit is stated after charging:		
	Depreciation	835	797
	Auditor's remuneration for statutory audit	-	-
	Auditor's remuneration for other services	-	15,150
	Loss on disposal of fixed asset	-	-
		<u> </u>	<u> </u>

2 INFORMATION IN RELATION TO MEMBERS

	2015 No.	2014 No.
Average monthly number of members	8	10
	<u> </u>	<u> </u>

The highest paid member received £158,875 (2014: £301,370) during the year by way of drawings.

3	TANGIBLE FIXED ASSETS	Office and computer equipment £	Furniture, fixtures and fittings £	Total £
	Cost			
	At 1 April 2014	10,132	14,838	24,970
	Additions	-	-	-
	Disposals	-	-	-
	At 31 March 2014	<u>10,132</u>	<u>14,838</u>	<u>24,970</u>
	Depreciation			
	At 1 April 2014	9,477	14,636	24,113
	Charged in the year	633	202	835
	Disposals	-	-	-
	At 31 March 2015	<u>10,110</u>	<u>14,838</u>	<u>24,948</u>
	Net book value			
	At 31 March 2015	<u>22</u>	<u>-</u>	<u>22</u>
	Net book value			
	At 31 March 2014	<u>655</u>	<u>202</u>	<u>857</u>

Core Capital LLP

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2015

4 FIXED ASSET INVESTMENTS

	Listed investments £	Unlisted investments £	Total £
Cost or valuation At 1 April 2014	1,589,614	2	1,589,616
Additions	-	-	-
Revaluation	1,165,716	-	1,165,716
At 31 March 2015	2,755,330	2	2,755,332
Impairment At 1 April 2014 and 31 March 2015	-	-	-
Net book value At 31 March 2015	2,755,330	2	2,755,332
Net book value At 31 March 2014	1,589,614	2	1,589,616

The fixed asset listed investments comprise 21,194,848 (2014: 21,194,848) B Shares of 0.01p each in Core VCT PLC (a company incorporated and registered in England and Wales). The market value of the B shares at the year end was 13p (2014: 7.5p). The historical cost of the listed investments was £100,652 (2014: £100,652).

The fixed asset unlisted investments comprise equity shares in subsidiaries.

The partnership holds more than 20% of the nominal value of any class of share capital in the following undertakings.

	Class of holding	Proportion directly held %	Nature of Business
Core (GP) Limited	Ordinary	100	Dormant
Core Partners (GP) Limited	Ordinary	100	Dormant

All entities are incorporated in Great Britain.

The LLP has not prepared consolidated accounts on the basis that the subsidiaries have not traded during the year and that the investments are immaterial.

Core Capital LLP

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2015

5	DEBTORS	2015 £	2014 £
	Falling due within one year:		
	Trade debtors	7,144	64,720
	Other debtors	27,241	29,752
		-	-
	Prepayments and accrued income		
		<u>34,385</u>	<u>94,472</u>
	Falling due after more than one year:		
	Prepayments	-	-
		<u>34,385</u>	<u>94,472</u>
		<u>34,385</u>	<u>94,472</u>
6	CREDITORS: Amounts falling due within one year	2015 £	2014 £
	Trade creditors	102	31,414
	Other creditors	-	2,730
	Accruals	26,936	28,395
		<u>27,038</u>	<u>62,539</u>
		<u>27,038</u>	<u>62,539</u>

Core Capital LLP

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2015

7

MEMBERS' INTERESTS

	<u>Members' other interests</u>			<u>Loans and other amounts due to/(from) members</u>			
	Revaluation reserve £	Accumulated Profits/ (Losses) £	Members' capital £	Total £	Members' capital classed as a liability	Other amounts £	Total £
At 31 March 2014	(790,442)	1,322,573	5,000	537,131	1,328,832	-	1,328,832
Members' remuneration charged as an expense	-	-	-	-	-	162,069	162,069
Loss for the financial year	-	(216,651)	-	(216,651)	-	-	(216,651)
Members' interests after loss for the year	(790,442)	1,105,922	5,000	320,480	1,328,832	162,069	1,811,381
Profit arising on revaluation of fixed asset investments	1,165,716	-	-	1,165,716	-	-	1,165,716
Drawings	-	-	-	-	-	(162,069)	(162,069)
Capital introduced	-	-	-	-	-	-	-
At 31 March 2015	375,274	1,105,922	5,000	1,486,196	1,328,832	-	2,815,028

Members' interests rank after unsecured creditors in the event of the winding up of the limited liability partnership. All amounts due to members relate to items falling due within one year.

Core Capital LLP

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2015

8	CASH FLOWS			
		2015	2014	
		£	£	
A	Reconciliation of operating (loss)/profit to net cash (outflow)/inflow from operating activities:			
	Operating (loss)/profit	(54,582)	499,061	
	Depreciation	835	797	
	Movements in:			
	Debtors	60,087	197,631	
	Creditors	(35,501)	(118,998)	
	Net cash (outflow)/inflow from operating activities	(29,161)	578,491	
		2015	2014	
		£	£	
B	Capital expenditure and financial investment:			
	Purchase of tangible fixed assets	-	-	
	Payments to acquire fixed asset investments	-	(100,571)	
		-	(100,571)	
C	Transactions with members and former members:			
	Payments to and on behalf of members	(162,069)	(1,854,628)	
	Capital contributions	-	1,418,986	
		(162,069)	(435,642)	
		(191,230)	42,278	
D	Analysis of change in net funds			
		At	Cash flow	At
		1 April	2015	31 March
		2014	£	2015
		£		£
	Cash at bank and in hand	243,557	(191,230)	52,327
		243,557	(191,230)	52,327

Core Capital LLP

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2015

9 RELATED PARTY TRANSACTIONS

The members of the limited liability partnership are also members and directors of the majority of companies to which fund management and advisory services are provided.

	2015 £	2014 £
During the year there were transactions with and amounts due (to)/from the following related parties: Abriand Ltd; Allied International Holdings Ltd; Ark Home Healthcare Ltd; Camwatch; Colway Ltd; Cording Land LLP; Core Capital Partners LLP, Crossbridge Merchant Banking LLP; Georgina Goodman Ltd; Kelway Holdings Ltd; Pureleaf Ltd.		
Income earned from related parties during the year	9,000	682,318
	<hr/>	<hr/>
Amounts due from related entities at the year end	2,228	43,564
	<hr/>	<hr/>

10 REVALUATION RESERVE

	2015 £	2014 £
At 1 April	(790,442)	-
Revaluation gains/(losses) during the year	1,165,716	(790,442)
At 31 March	<hr/> 375,274	<hr/> (790,442)

11 ULTIMATE CONTROLLING PARTY

In the opinion of the members there is no ultimate controlling party as defined by the Financial Reporting Standard No. 8 'Related party disclosures'.

12 POST BALANCE SHEET EVENT

Core VCT plc was placed into Members' Voluntary Liquidation on 16 April 2015 and Begbies Traynor (Central) LLP were duly appointed as Liquidators to the Core VCT plc. On 16 October 2015, the Partnership received £5.3 million from the proceeds of the B Shares (as further detailed in Note 4) held in Core VCT plc. The Liquidators retained around £0.6m to fund creditors. A further small final distribution may be received from the proceeds of the B shares in due course.