

MVISION PARTNERS LLP  
and subsidiary undertakings

Report and Consolidated Financial Statements  
30 April 2007

WEDNESDAY



\*LSSFAWSI\*

LD4

30/01/2008

300

COMPANIES HOUSE

## CONTENTS

	Page
Partnership information	1
Members' report	2
Statement of members' responsibilities	4
Independent auditors' report	5
Consolidated profit and loss account	7
Consolidated statement of total recognised gains and losses	8
Consolidated balance sheet	9
LLP balance sheet	10
Consolidated cash flow statement	11
Notes to the consolidated cash flow statement	12
Notes to the financial statements	13

**PARTNERSHIP INFORMATION**

<b>Registered number</b>	<b>OC317914</b>
<b>Registered office</b>	<b>Connaught House 1-3 Mount Street London W1K 3NB</b>
<b>Auditors</b>	<b>Deloitte &amp; Touche LLP London</b>
<b>Bankers</b>	<b>National Westminster Bank Plc 1 Princes Street London EC2R 8PB</b>
<b>Solicitors</b>	<b>Clifford Chance LLP 200 Aldersgate Street London EC1A 8PB</b>
<b>Management Committee</b>	<b>Mounir Guen Charles Nicholson</b>
<b>Designated Members</b>	<b>Mounir Guen Charles D Nicholson Allan G Cooper Jane L Sutherland Paula M Hardgrave</b>

**MEMBERS' REPORT**  
**FOR THE PERIOD 21 FEBRUARY 2006 TO 30 APRIL 2007**

The Management Committee present to the members their report and the audited financial statements for the partnership and the group for the period ended 30 April 2007

MVision Partners LLP was formed on the 21 February 2006 and acquired its 100% owned subsidiaries on 1 May 2006

**Principal Activities**

The partnership, together with its subsidiary undertakings, ("MVision") is an independent specialised corporate finance business whose principal activity is raising capital for private equity firms and other unquoted investment managers. From its offices in London and New York, MVision provides value-added services to General Partners on a global basis for fund-raising, investor relations and other related activities. Its subsidiary MVision Private Equity Advisers Limited is regulated by the Financial Services Authority and its subsidiary MVision Private Equity Advisers USA LLC is registered with the Securities and Exchange Commission and is a Broker-Dealer member of the Financial Industry Regulatory Authority.

**Results**

The Management Committee believe that the trading profit for the period and the state of the group and the partnership's affairs at 30 April 2007 as disclosed in the balance sheet are satisfactory, and look to the future with confidence.

The consolidated results for the period are set out on page 7.

**Members**

The members of the partnership during the period from 21 February 2006 to 30 April 2007 were as follows:

Name	Admitted	Withdrawn
Mounir Guen	01-May-06	
Charles Dumaresq Nicholson	03-Feb-06	
MStreet Limited	03-Feb-06	
The Trustees of the Nicholson Children's 2001 Settlement	03-Feb-06	
The Trustees of Cinven Services (CD Nicholson) Supplementary Retirement Scheme	03-Feb-06	
Jane L Sutherland	03-Feb-06	
Paula L Chester	01-May-06	01-Jul-06
Allan G Cooper	01-May-06	
Paula M Hardgrave	01-May-06	
Svea I Saake Berry	01-May-06	
Jennifer E Rinehart	01-May-06	
Hussein A Khalifa	01-May-06	
Kristen R Mary	01-May-06	13-Oct-06
Tanya K A McHale	01-May-06	
Warren T Hibbert	01-May-06	
Timothy M Reid	01-May-06	
Carl J Nauckhoff	01-May-06	04-Apr-07
Nicole M Brown	01-May-06	
Trudy J Hunt	01-Jul-06	

**MEMBERS' REPORT (CONTINUED)**  
**FOR THE PERIOD 21 FEBRUARY 2006 TO 30 APRIL 2007**

**Policy regarding member' drawings and capital**

Drawings are made on a monthly basis in accordance with each member's letter of entitlement, which is reviewed annually. Additional profit share is determined on a monthly basis to the extent that surplus funds allow, and do not conflict with the existing or expected cash requirements of the business as a whole. Members' capital is subscribed to in accordance with the current member's agreement, and retained by the partnership until such time that it is repayable in accordance with the membership agreement. Notes 1 to 19 of the financial statements provide details of members' interests.

**Auditors**

Deloitte & Touche LLP have expressed their willingness to continue in office as auditors and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

Approved by the Management Committee  
and signed on its behalf



M Guen  
Designated Member

29 January 2008

## STATEMENT OF MEMBERS' RESPONSIBILITIES

The members are responsible for preparing the Annual Report and the financial statements. The members have chosen to prepare the accounts for the partnership in accordance with United Kingdom Generally Accepted Accounting Practice ("UK GAAP")

The Limited Liability Partnerships ("LLP") Regulations 2001, as amended by the Limited Liability Partnerships (Amendment) Regulations 2005, made under the Limited Liability Partnerships Act 2000 requires the members to prepare such financial statements for each financial year which give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of affairs of the partnership and of its profit or loss for that period and comply with UK GAAP and the LLP Regulations 2001 made under the Limited Liability Partnerships Act 2000. In preparing those financial statements, the members 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, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the partnership will continue in business

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

## **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MVISION PARTNERS LLP**

We have audited the group and parent LLP financial statements of MVision Partners LLP for the period ended 30 April 2007 which comprise the consolidated profit and loss account, the consolidated statement of total recognised gains and losses, the consolidated balance sheet, the Limited Liability Partnership balance sheet, the consolidated cash flow statement, notes to the consolidated cash flow statement and the related notes 1 to 19. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the LLP's members, as a body, in accordance with section 235 of the Companies Act 1985, as applicable to limited liability partnerships. Our audit work has been undertaken so that we might state to the LLP's 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 members' responsibilities, the members are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice). Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view with the relevant financial reporting framework and are properly prepared in accordance with the Companies Act 1985, as applicable to limited liability partnerships.

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 for the above period and consider the implications for our report if we become aware of any apparent misstatements.

### **Basis of audit opinion**

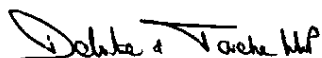
We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the members in the preparation of the financial statements and of whether the accounting policies are appropriate to the group and 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, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the group's and the LLP's affairs as at 30 April 2007 and of the group's profit for the period then ended, and
- the financial statements have been properly prepared in accordance with the Companies Act 1985, as applicable to limited liability partnerships



Deloitte & Touche LLP

*Chartered Accountants and Registered Auditors*  
London, England  
29 January 2008



**CONSOLIDATED PROFIT AND LOSS ACCOUNT**  
Year ended 30 April 2007

	Notes	Year ended 30 April 2007 £	Period 1 July 2005 to 30 April 2006 £
Turnover	1	26,389,653	7,173,281
Cost of sales		(1,452,162)	(539,657)
		<hr/> 24,937,491	<hr/> 6,633,624
Administrative expenses		(7,145,045)	(4,182,457)
		<hr/> 17,792,446	<hr/> 2,451,167
Operating profit	2		
Profit on ordinary activities before interest and taxation		17,792,446	2,451,167
Other interest receivable and similar income	4	102,756	11,646
Interest payable and similar charges	5	(83,304)	(77,154)
		<hr/> 17,811,898	<hr/> 2,385,659
Profit on ordinary activities before taxation			
Tax on profit on ordinary activities	6	(2,049,487)	(872,341)
		<hr/> 15,762,411	<hr/> 1,513,318
Profit for the financial year before members' remuneration and profit shares			
Members' remuneration charged as an expense	8	(1,094,342)	-
Profit for the financial year available for discretionary division among members	8	(11,835,188)	-
		<hr/> 2,832,881	<hr/> 1,513,318
Retained profit for the period transferred to reserves	14		

All activities relate to continuing operations

CONSOLIDATED STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES  
Year ended 30 April 2007

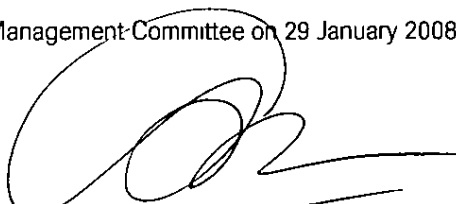
	Year ended 30 April 2007 £	Period 1 July 2005 to 30 April 2006 £
Profit for the financial period	15,762,411	1,513,318
Currency translation difference on foreign currency net investments	1,317	26,885
Total recognised gains and losses relating to the period	15,763,728	1,540,203

CONSOLIDATED BALANCE SHEET  
As at 30 April 2007

	Notes	30 April 2007 £	30 April 2006 £
<b>Fixed assets</b>			
Tangible fixed assets	9	166,793	158,039
		<u>166,793</u>	<u>158,039</u>
<b>Current assets</b>			
Debtors	11	3,183,031	1,906,204
Cash at bank and in hand		11,179,099	985,063
		<u>14,362,130</u>	<u>2,891,267</u>
Creditors: amounts falling due within one year	12	(3,621,678)	(1,512,983)
<b>Net current assets</b>		<u>10,740,452</u>	<u>1,378,284</u>
Creditors: amount falling due after more than one year	13	(639,077)	(555,773)
<b>Net assets attributable to members</b>		<u>10,268,168</u>	<u>980,550</u>
<b>Represented by</b>			
<b>Loans and other debts due to members within one year</b>			
Reserves retained in subsidiary companies	14	3,126,978	685,550
Members' capital classified as liability under FRS 25	15	539,000	545,000
Other amounts	15	6,852,190	-
		<u>10,518,168</u>	<u>1,230,550</u>
<b>Equity</b>			
Other reserves	15	(250,000)	(250,000)
		<u>10,268,168</u>	<u>980,550</u>
<b>Total members' Interests</b>			
Loans and other debts due to members		10,518,168	1,230,550
Members' other interests		(250,000)	(250,000)
		<u>10,268,168</u>	<u>980,550</u>

The financial statements were approved by the Management Committee on 29 January 2008 and signed on their behalf by

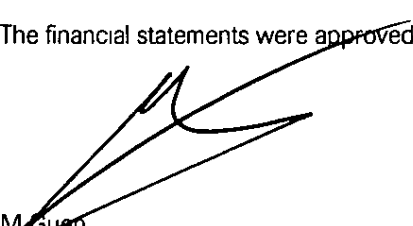
  
M. Guen  
Designated Member

  
C D Nicholson  
Designated Member

LIMITED LIABILITY PARTNERSHIP BALANCE SHEET  
As at 30 April 2007

	Notes	30 April 2007 £
<b>Fixed assets</b>		
Tangible fixed assets	9	156,286
Investments	10	500,000
		<hr/>
		656,286
<b>Current assets</b>		
Debtors	11	3,684,657
Cash at bank and in hand		3,825,292
		<hr/>
		7,509,949
Creditors amounts falling due within one year	12	(775,045)
		<hr/>
<b>Net current assets</b>		6,734,904
		<hr/>
<b>Net assets attributable to members</b>		7,391,190
		<hr/>
<b>Represented by</b>		
<b>Loans and other debts due to members within one year</b>		
Members' capital classified as a liability under FRS 25	15	539,000
Other amounts	15	6,852,190
		<hr/>
	15	7,391,190
		<hr/>
<b>Total members' interests</b>		
Loans and other debts due to members		7,391,190
		<hr/>

The financial statements were approved by the Management Committee on 29 January 2008 and signed on their behalf by

  
M. Guen  
Designated Member

  
C D Nicholson  
Designated Member

**CONSOLIDATED CASH FLOW STATEMENT**  
Year ended 30 April 2007

	<i>Cash Flow Notes</i>	<b>Year ended 30 April 2007 £</b>	<b>Period 1 July 2005 to 30 April 2006 £</b>
<b>Net cash inflow from operating activities</b>	<b>1</b>	<b>17,290,766</b>	<b>688,470</b>
<b>Returns on investments and servicing of finance</b>			
Interest received		102,756	12,446
Interest paid		-	(34,162)
		<b>102,756</b>	<b>(21,716)</b>
<b>Taxation paid</b>		<b>(664,838)</b>	<b>(1,609,289)</b>
<b>Capital expenditure and financial investment</b>			
Payments to acquire tangible fixed assets		(61,172)	(62,217)
Subordinated loans repaid		-	(100,000)
		<b>(61,172)</b>	<b>(162,217)</b>
<b>Transactions with members and former members</b>			
Payments to members		(6,077,340)	-
Capital			
Funds introduced		3,000	45,000
Funds repaid		(9,000)	-
Payments to shareholders of subsidiaries		(390,136)	(2,446,545)
		<b>(6,473,476)</b>	<b>(2,401,545)</b>
<b>Net increase/(decrease) in cash in the period</b>	<b>2</b>	<b>10,194,036</b>	<b>(3,506,297)</b>

NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT  
Year ended 30 April 2007

1 Reconciliation of operating profit to net cash inflow from operating activities

Reconciliation operating profit to net cash flow

	Year ended 30 April 2007 £	Period 1 July 2005 to 30 April 2006 £
Operating profit before members' remuneration	17,792,446	2,451,167
Depreciation of tangible assets	52,418	86,310
(Increase)/decrease in debtors	(1,278,034)	162,306
Increase/(decrease) in creditors	734,553	(2,045,488)
Currency translation difference	(1,317)	26,885
Foreign exchange (gains)/losses on debtors	(9,300)	7,290
Net cash inflow from operating activities	17,290,766	688,470

2 Reconciliation of net cash flow to movement in net funds

	Year ended 30 April 2007 £	Period 1 July 2005 to 30 April 2006 £
Increase/(decrease) in cash in the period	10,194,036	(3,506,297)
Cash to repay loans and other amounts due to members	(6,852,190)	-
Repayment of subordinated loans	-	100,000
Amortisation of discount on deep discounted subordinated bonds	(83,304)	(61,032)
Movement in net (debt)/funds in the period	3,258,542	(3,467,329)

3 Analysis of changes in net funds

	30 April 2006 £	Cash flow £	Non cash flow £	30 April 2007 £
Cash at bank and in hand	985,063	10,194,036	-	11,179,099
Debts falling due after more than one year	(555,773)	-	(83,304)	(639,077)
Loans and other debts due to members	-	(6,852,190)	-	(6,852,190)
Net funds	429,290	3,341,846	(83,304)	3,687,832

**NOTES TO THE FINANCIAL STATEMENTS**  
For the period from 21 February 2006 to 30 April 2007

**1 Accounting policies**

A summary of the principal accounting policies, all of which have been applied consistently throughout the period, is set out below

**a) Basis of accounting**

The accounts have been prepared under the historical cost convention

The financial statements have been prepared in accordance with the applicable accounting standards including the Accounting Standards Board's Statement of Recommended Practice, 'Accounting by Limited Liability Partnerships' March 2006

**b) Basis of consolidation**

MVision Partners LLP (the LLP) was incorporated on 21 February 2006. On 1 May 2006 it acquired the entire share capital of MVision Private Equity Advisers Limited in exchange for membership interests to the value of £500,000 in the LLP in the same proportion as the shares held. This group reconstruction has been accounted for using merger accounting principles, in order to meet the overriding requirement under section 227(6) of the Companies Act 1985 for financial statements to present a true and fair view. The transaction does not meet one of the conditions for merger accounting under the Companies Act 1985, namely that the fair value of any non-equity consideration must not exceed 10% of the nominal value of the any equity consideration. However, the management committee consider that the alternative approach of acquisition accounting, with the restatement of separable assets and liabilities to fair values, the creation of goodwill and inclusion of post reorganisation results only would not give a true and fair view of the group's results and financial position. The substance was not the acquisition of the business but a group reconstruction under which a new holding entity has been established with all the former ordinary shareholders of MVision Private Equity Advisers Limited having the same proportionate interest in the new holding entity as that had previously held in MVision Private Equity Advisers Ltd. The management committee consider that it is not practicable to quantify the effect of this departure from the Companies Act 1985 requirements.

For the consolidated accounts the adoption of merger accounting presents the LLP as if it had always been the parent undertaking of the Group. As MVision Partners LLP did not trade in the period ended 30 April 2007, the comparative results shown for the period ended 30 April 2007, and the financial position at that period end, are therefore those presented previously as the audited results and position of MVision Private Equity Advisers Ltd.

**c) Tangible fixed assets**

Tangible fixed assets are stated at cost less accumulated depreciation and provision for any impairment. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Leasehold improvements	20% per annum straight-line
Fixtures, fittings and equipment	33⅓% per annum straight-line

**d) Fixed asset investments**

Fixed asset investments are stated at cost, less provision for any impairment in value.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

1 Accounting policies (continued)

e) Turnover

Turnover comprises fee and commission income which represents amounts receivable or accrued for services provided in the normal course of business, net of trade discounts, value added tax and other sales related taxes

f) Taxation

The income tax payable on the profits of the partnership is the personal liability of the members. A retention from profits is made to fund payments of taxation on the members' behalf. This tax reserve retention is reflected in members' current accounts held within Members' Interests.

UK and US corporation tax on the profits of the corporate members of the group is provided at amounts expected to be paid using the tax rates relevant at the accounting date.

Deferred taxation is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

g) Leases

Rentals payable under operating leases are charged to profit and loss on a straight-line basis over the term of the lease.

h) Foreign currency translation

Transactions in foreign currencies are recorded at the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rate of exchange ruling at the balance sheet date.

The results of overseas operations are translated at the closing rates of exchange during the period and their balance sheets at the rates ruling at the balance sheet date. Exchange differences arising on translation of the opening net assets of overseas subsidiaries are reported in the statement of total recognised gains and losses. All other translation differences are taken to the profit and loss account.

i) Pension costs

Defined contributions made to employees' approved personal pension plans are charged to the profit and loss account as and when incurred.

j) Remuneration of members

Drawings are made on a monthly basis in accordance with each member's letter of entitlement, which is reviewed annually. Additional profit share is determined on a monthly basis to the extent that surplus funds allow, and do not conflict with the existing or expected cash requirements of the business as a whole. Members' capital is subscribed to in accordance with the current member's agreement, and retained by the partnership until such time that it is repayable in accordance with the membership agreement.



2 Operating profit

	Year ended 30 April 2007 £	Period 1 July 2005 to 30 April 2006 £
Operating profit is stated after charging		
Depreciation of tangible fixed assets	52,418	86,310
Operating lease rentals		
- land and buildings	249,162	193,125
Auditors' remuneration		
- audit fees	32,373	28,900
- non-audit fees	50,933	17,800

The analysis of auditors remuneration is as follows

Fees payable to the partnership's auditors for the audit of the partnership's annual accounts	15,300	-
<i>Fees payable to the partnership's auditors and their associates for other services to the group</i>		
The audit of the partnership's subsidiaries pursuant to legislation	17,073	28,900
Total audit fees	32,373	28,900
Other services pursuant to legislation		
-Tax services	50,933	17,800
Total non-audit fees	50,933	17,800

**NOTES TO THE FINANCIAL STATEMENTS (Continued)**

**3 Staff costs**

	Year ended 30 April 2007 £	Period 1 July 2005 to 30 April 2006 £
Staff costs are broken down as follows		
Wages and salaries	881,965	2,189,745
Employee bonuses	3,528,565	-
Social security costs	217,798	183,286
Other pension costs	42,594	92,253
	<u>4,670,922</u>	<u>2,465,284</u>

The average number of staff employed during the year was 19 (2006 27)

**4 Interest receivable and similar income**

	Year ended 30 April 2007 £	Period 1 July 2005 to 30 April 2006 £
Bank interest receivable	102,756	9,207
Other loans	-	2,439
	<u>102,756</u>	<u>11,646</u>

**5 Interest payable and similar charges**

	Year ended 30 April 2007 £	Period 1 July 2005 to 30 April 2006 £
Bank interest payable	-	4,615
Other loans	-	11,507
Amortisation of discount on deep discounted subordinated bonds (note 18)	83,304	61,032
	<u>83,304</u>	<u>77,154</u>

NOTES TO THE FINANCIAL STATEMENTS (Continued)

6 Taxation

(i) Analysis of tax charge on ordinary activities

	Year ended 30 April 2007 £	Period 1 July 2005 to 30 April 2006 £
United Kingdom corporation tax charge at 30%	327,153	571,294
Adjustment in respect of prior years	-	27,307
	<hr/>	<hr/>
	327,153	598,601
Foreign tax for current year	1,711,826	319,131
	<hr/>	<hr/>
	2,038,979	917,732
Deferred tax		
Timing differences, origination and reversal	26,922	(20,811)
Adjustment in respect of prior years	(16,414)	(24,580)
	<hr/>	<hr/>
	2,049,487	872,341
	<hr/>	<hr/>

(ii) The tax assessed in the period is higher than that resulting from applying the standard rate of corporation tax in the UK 30%. Factors affecting tax charge for the current period are

	Year ended 30 April 2007 £	Period 1 July 2005 to 30 April 2006 £
Profit on ordinary activities before tax	17,811,898	2,385,659
Less		
Profit attributable to the Partnership	(12,929,530)	-
	<hr/>	<hr/>
	4,882,368	2,385,659
	<hr/>	<hr/>
Tax on profit on ordinary activities at standard rate	(1,464,710)	(715,698)
Factors affecting the tax charge for the year		
Expenses not deductible for tax purposes	(14,368)	(26,265)
Capital allowances less than depreciation	889	(2,502)
Foreign tax rate difference	(578,644)	(127,651)
Movement in short term timing differences	17,854	(18,309)
Prior year adjustment	-	(27,307)
	<hr/>	<hr/>
	(2,038,979)	(917,732)
	<hr/>	<hr/>

NOTES TO THE FINANCIAL STATEMENTS (Continued)

7 Profit and loss account

The partnership has taken advantage of the exemption conferred under section 230(3) Companies Act 1985 not to present its own profit and loss account

Of the consolidated profit for the period of £2,832,881, the amount dealt with in the financial statements of the parent entity was £Nil

8 Dividends and share of profit

	Year ended 30 April 2007 £	Period 1 July 2005 to 30 April 2006 £
Profit divided among members	12,929,530	-
	<hr/>	<hr/>
	12,929,530	-
	<hr/>	<hr/>
Dividends paid to shareholders of subsidiary		
"A" shares	271,912	1,652,895
"B" shares	39,408	264,550
"C" shares	39,408	264,550
"D" shares	39,408	264,550
	<hr/>	<hr/>
Dividends paid	390,136	2,446,545
	<hr/>	<hr/>

The dividends were paid to the shareholders on record at 30 April 2006. The shareholders subsequently became members of the partnership when the subsidiary was acquired on 1 May 2006.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

9 Tangible fixed assets

	Group Leasehold improvements £	Group Fixtures, fittings and equipment £	Group Total £
<b>Cost</b>			
1 May 2006	227,063	361,415	588,478
Additions	-	61,172	61,172
	<hr/>	<hr/>	<hr/>
30 April 2007	227,063	422,587	649,650
	<hr/>	<hr/>	<hr/>
<b>Depreciation</b>			
1 May 2006	(153,986)	(276,453)	(430,439)
Charge for the period	(14,616)	(37,802)	(52,418)
	<hr/>	<hr/>	<hr/>
30 April 2007	(168,602)	(314,255)	(482,857)
	<hr/>	<hr/>	<hr/>
<b>Net book value</b>			
30 April 2007	58,461	108,332	166,793
	<hr/>	<hr/>	<hr/>
1 May 2006	73,077	84,962	158,039
	<hr/>	<hr/>	<hr/>
	Parent Leasehold improvements £	Parent Fixtures, fittings and equipment £	Parent Total £
<b>Cost</b>			
1 May 2006	-	-	-
Additions	73,078	133,339	206,417
	<hr/>	<hr/>	<hr/>
30 April 2007	73,078	133,339	206,417
	<hr/>	<hr/>	<hr/>
<b>Depreciation</b>			
1 May 2006	-	-	-
Charge for the period	(14,616)	(35,515)	(50,131)
	<hr/>	<hr/>	<hr/>
30 April 2007	(14,616)	(35,515)	(50,131)
	<hr/>	<hr/>	<hr/>
<b>Net book value</b>			
30 April 2007	58,462	97,824	156,286
	<hr/>	<hr/>	<hr/>
1 May 2006	-	-	-
	<hr/>	<hr/>	<hr/>

NOTES TO THE FINANCIAL STATEMENTS (Continued)

10 Investments

	Parent 30 April 2007 £
LLP - cost and book net value	
Investment in subsidiary undertaking	500,000
	<hr/>
	30 April 2007 £
Movements in investments during the year	
Investments as at 1 May 2006	500,000
	<hr/>
Investments as at 30 April 2007	500,000
	<hr/>

Subsidiary undertakings

At the period end the company held 100% of the equity capital of the following subsidiary undertakings

Name of company	Country of Incorporation	Nature of business	Number and class of shares
MVision Management Limited	England & Wales	Non-trading	100 ordinary
MVision Private Equity Advisers USA LLC	USA	Corporate finance advisory services	750 units
MVision Private Equity Advisers Limited	England & Wales	Corporate finance advisory services	17,000 ordinary

**NOTES TO THE FINANCIAL STATEMENTS (Continued)**

**11 Debtors**

	Group 30 April 2007 £	Group 30 April 2006 £	Parent 30 April 2007 £
Trade debtors	1,095,265	368,466	-
Recoverable costs	563,502	996,468	-
Amounts owed by subsidiaries	-	-	3,429,094
Value added tax	23,671	26,360	23,671
Deferred tax asset	104,758	115,265	-
Other debtors	93,723	163,417	82,050
Prepayments and accrued income	1,302,112	236,228	149,842
	<b>3,183,031</b>	<b>1,906,204</b>	<b>3,684,657</b>

The deferred tax asset provided in the accounts at 30 April 2007, which is recoverable after one year is

	30 April 2007 £	30 April 2006 £
Deferred tax asset brought forward	115,265	69,874
(Decrease)/increase in the period	(10,507)	45,391
Deferred tax asset carried forward	<b>104,758</b>	<b>115,265</b>
Analysis of the deferred tax balance		
Capital allowances in excess of depreciation	2,668	11,736
Movement in short term timing differences	102,090	103,529
Deferred tax asset	<b>104,758</b>	<b>115,265</b>

**Group and Parent**

There are no amounts of unprovided deferred tax as at 30 April 2007

NOTES TO THE FINANCIAL STATEMENTS (Continued)

12 Creditors amounts falling due within one year

	Group 30 April 2007 £	Group 30 April 2006 £	Parent 30 April 2007 £
Trade creditors	113,101	221,668	93,823
Amounts owed to subsidiaries	-	-	222,149
Corporation tax	319,461	139,911	-
Foreign tax payable	1,287,319	92,727	-
Other taxes and social security costs	21,928	113,462	21,928
Other creditors	18,752	9,235	18,497
Accruals	1,861,117	935,980	418,648
	<u>3,621,678</u>	<u>1,512,983</u>	<u>775,045</u>

13 Creditors amounts falling due after more than one year

	Group 30 April 2007 £	Group 30 April 2006 £	Parent 30 April 2007 £
Deep discounted subordinated bonds	639,077	555,773	-
	<u>639,077</u>	<u>555,773</u>	<u>-</u>

The deep discounted subordinated bonds mature in 2022. The discount is amortised at a constant rate of 15% per annum on their carrying value.



NOTES TO THE FINANCIAL STATEMENTS (Continued)

14 Reserves retained in subsidiary companies

Profit and loss account	Group 30 April 2007 £	Group 30 April 2006 £
Balance at 1 May 2006 (1 July 2005)	685,550	1,591,892
Currency translation difference	(1,317)	26,885
Dividends paid	(390,136)	(2,446,545)
Retained profit in subsidiaries	2,832,881	1,513,318
	<hr/>	<hr/>
Balance at 30 April 2007 (30 April 2006)	3,126,978	685,550
	<hr/>	<hr/>

15 Total members' interest

Group	Members' capital (classified as a liability under FRS25) £	Reserves retained in subsidiary companies £	Loans and other debts due to members £	Other reserves £	Total members' interests £
<b>Members' interests 1 May 2006</b>	545,000	685,550	-	(250,000)	980,550
Members' remuneration charged as an expense	-	-	1,094,342	-	1,094,342
Profits for the financial year from subsidiaries net of currency translation difference	-	2,831,564	-	-	2,831,564
Profit for the financial year available for division among members	-	-	-	11,835,188	11,835,188
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
<b>Members' interests after profit for the year</b>	545,000	3,517,114	1,094,342	11,585,188	16,741,644
Allocated profits	-	-	11,835,188	(11,835,188)	-
Funds introduced by members	3,000	-	-	-	3,000
Repayment of debt	(9,000)	-	-	-	(9,000)
Drawings and distributions	-	(390,136)	(6,077,340)	-	(6,467,476)
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
	539,000	3,126,978	6,852,190	(250,000)	10,268,168
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
<b>Members' interests 30 April 2007</b>			10,518,168	(250,000)	10,268,168
			<hr/>	<hr/>	<hr/>

NOTES TO THE FINANCIAL STATEMENTS (Continued)

15 Total members' interest (continued)

Parent	Members' capital (classified as a liability under FRS25)	Other reserves	Total	Loans and other debts due to members	Total members' interests
	£	£	£	£	£
Members' interests 1 May 2006	545,000	-	545,000	-	545,000
Members' remuneration charged as an expense	-	-	-	1,094,342	1,094,342
Profit for the financial year available for division among members	-	11,835,188	11,835,188	-	11,835,188
<b>Members' interests after profit for the year</b>	<b>545,000</b>	<b>11,835,188</b>	<b>12,380,188</b>	<b>1,094,342</b>	<b>13,474,530</b>
Allocated profits	-	(11,835,188)	(11,835,188)	11,835,188	-
Funds introduced by members	3,000	-	3,000	-	3,000
Repayment of debt	(9,000)	-	(9,000)	-	(9,000)
Drawings and distributions	-	-	-	(6,077,340)	(6,077,340)
<b>Members' interests 30 April 2007</b>	<b>539,000</b>	<b>-</b>	<b>539,000</b>	<b>6,852,190</b>	<b>7,391,190</b>

Members other reserves rank after unsecured creditors and loans and other debts due to members rank pari passu with ordinary creditors in the event of a winding up

16 Members' shares of profit

The share of profit attributable to the member with the largest entitlement to profit is £5,287,428 (2006 nil)

**NOTES TO THE FINANCIAL STATEMENTS (Continued)**

**17 Operating leases**

The group had annual commitments under non-cancellable operating leases as set out below

	Land and buildings	Land and buildings
	30 April 2007	30 April 2006
	£	£
Annual commitments under non cancellable operating leases which expire		
Within one year	79,800	79,800
In the second to fourth years inclusive	164,100	164,100
	<u>243,900</u>	<u>243,900</u>

**18 Related party transactions**

During the period the following movements occurred on related party loans to the partnership. The terms under which these arrangements have been made are detailed in note 13

**Deep discounted subordinated bonds**

Related party	Total including amortised discount as at 1 May 2006	Amortised discount during the period	including amortised discount as at 30 April 2007
	£	£	£
SwissIndependent Trustees SA (see note (i))	383,018	57,480	440,498
C D Nicholson (Director)	167,073	24,991	192,064
Company officers other than directors (see note (ii))	5,682	833	6,515
	<u>555,773</u>	<u>83,304</u>	<u>639,077</u>

- (i) SwissIndependent Trustees SA (formerly Radcliffes Trustee Company SA) is trustee of Starshine Trust, a discretionary trust of which M Guen, a member of the company, is a beneficiary
- (ii) The company entered into the above arrangement with one company officer

No other transactions with related parties were undertaken such as are required to be disclosed under FRS 8

**19 Control**

The partnership is controlled jointly by the Management Committee which is comprised of Mounir Guen and Charles D Nicholson