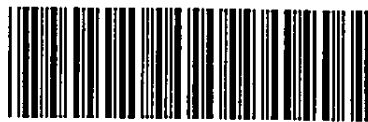


LIBERTAS PARTNERS LLP
REPORT AND FINANCIAL STATEMENTS
FOR THE PERIOD SINCE INCORPORATION
TO 31 MARCH 2010

Company Number OC345619

TUESDAY



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LIBERTAS PARTNERS LLP

FINANCIAL STATEMENTS

PERIOD ENDED 31 MARCH 2010

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LIBERTAS PARTNERS LLP

MEMBERS AND ADVISERS

PERIOD ENDED 31 MARCH 2010

DESIGNATED MEMBERS

J Kinde
G Mizrahi
T Murray

REGISTERED AUDITORS

haysmacintyre
Fairfax House
15 Fulwood Place
London WC1V 6AY

REGISTERED NUMBER

OC345619

LIBERTAS PARTNERS LLP

MEMBERS' REPORT

PERIOD ENDED 31 MARCH 2010

The Members present their report and the consolidated financial statements for the period since incorporation to 31 March 2010. The LLP was incorporated on 13 May 2009.

PRINCIPAL ACTIVITY

The principal activity of the Group is provision of corporate finance advisory services and distribution of securities. The subsidiary undertaking, Libertas Capital Corporate Finance Limited, is regulated by the Financial Services Authority.

RESULTS

The consolidated results for the period ended 31 March 2010 are shown in the profit and loss account on page 4.

DESIGNATED MEMBERS

The designated members during the period were as follows:

J Kinde (appointed 13 May 2009)

G Mizrahi (appointed 13 May 2009)

T Murray (appointed 16 June 2009)

MEMBERS' DRAWINGS AND THE SUBSCRIPTION AND REPAYMENT OF MEMBERS' CAPITAL

The LLP's policies on drawings and the subscription and repayment of members' capital is governed by the LLP Agreement dated 30 June 2009.

STATEMENT OF MEMBERS' RESPONSIBILITIES

The members are required to prepare financial statements for each financial year that give a true and fair view of the state of affairs of the LLP and of the profit or loss of the LLP for that period. In preparing those financial statements, you are required to:

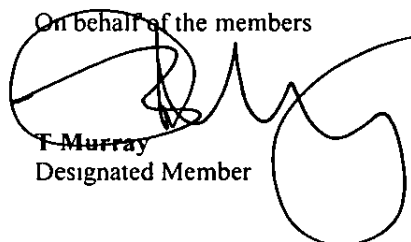
- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the LLP will continue in business.

The members are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the LLP and to ensure that the financial statements comply with the Companies Act 2006 (the Act) as applied by The Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 and the Statement of Recommended Practice Accounting by Limited Liability Partnerships. The members are also responsible for safeguarding the assets of the LLP and hence for taking reasonable steps to ensure the LLP's activities are conducted honestly and for the prevention and detection of fraud and other irregularities.

AUDITORS

haysmacintyre will be proposed for reappointment.

On behalf of the members



T. Murray
Designated Member

27 September 2010

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS' OF

LIBERTAS PARTNERS LLP

We have audited the consolidated financial statements of Libertas Partners LLP (the "LLP") for the period ended 31 March 2010 which comprise the Consolidated Profit and Loss Account, LLP Profit and Loss Account, Consolidated Balance Sheet, LLP Balance Sheet, Consolidated Cash Flow Statement and the related notes. 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 Sections 495 of the Companies Act 2006, as applied by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008. 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 members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of members and auditors

The members' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) and for being satisfied that the financial statements give a true and fair view are set out in the Statement of Members' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, have been prepared in accordance with the Companies Act 2006, as applied by The Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008, and give a true and fair view.

In addition, we report to you if, in our opinion, the LLP has not kept adequate 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

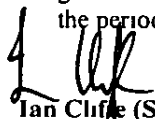
We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the members in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Partnership'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:

- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice,
- have been prepared in accordance with the Companies Act 2006, as applied by The Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008, and
- give a true and fair view of the state of the Group's and LLP's affairs as at 31 March 2010 and of the Group's loss for the period then ended.



Ian Cliffe (Senior Statutory Auditor)

For and on behalf of Haysmacintyre, Statutory Auditor

27 September 2010

**Fairfax House
15 Fulwood Place
London WC1V 6AY**

LIBERTAS PARTNERS LLP**CONSOLIDATED PROFIT AND LOSS ACCOUNT****PERIOD ENDED 31 MARCH 2010**

	Notes	2010 £
TURNOVER	1	696,106
Administrative expenses		(858,357)
OPERATING LOSS	3	(162,251)
Interest receivable		1,447
Interest payable		(744)
LOSS ON ORDINARY ACTIVITIES BEFORE TAX		(161,548)
Tax on loss on ordinary activities of subsidiaries	5	-
LOSS FOR THE FINANCIAL PERIOD BEFORE MEMBERS' REMUNERATION AND PROFIT SHARES		(161,548)
Members' remuneration charged as an expense	11	(41,766)
LOSS FOR THE FINANCIAL PERIOD AVAILABLE FOR DISCRETIONARY DIVISION AMONG MEMBERS	11	£(203,314)

There were no discontinued operations during the year

The notes on pages 9 to 14 form part of these accounts

LIBERTAS PARTNERS LLP**LLP PROFIT AND LOSS ACCOUNT****PERIOD ENDED 31 MARCH 2010**

	Notes	2010 £
TURNOVER	1	84,623
Administrative expenses		(321,871)
OPERATING LOSS	3	(237,248)
Interest payable		(744)
LOSS FOR THE FINANCIAL PERIOD BEFORE MEMBERS' REMUNERATION AND PROFIT SHARES		(237,992)
Members' remuneration charged as an expense	11	(41,766)
LOSS FOR THE FINANCIAL PERIOD AVAILABLE FOR DISCRETIONARY DIVISION AMONG MEMBERS	11	<u>£(279,758)</u>

There were no discontinued operations during the year

The notes on pages 9 to 14 form part of these accounts

LIBERTAS PARTNERS LLP

CONSOLIDATED BALANCE SHEET

AT 31 MARCH 2010

	Notes	2010 £
FIXED ASSETS		
Intangible assets	6	80,955
Tangible assets	7	50,200
		<u>131,155</u>
CURRENT ASSETS		
Debtors	9	1,725,475
Cash at bank and in hand		31,394
		<u>1,756,869</u>
CREDITORS, amounts falling due within one year	10	<u>(430,582)</u>
NET CURRENT ASSETS		<u>1,326,287</u>
NET ASSETS ATTRIBUTABLE TO MEMBERS		<u>£1,457,442</u>
REPRESENTED BY:		
Loans and other debts due to members		
Members' capital	11	88,499
Loan notes due in full on 30 June 2013	11	1,541,699
Other amounts		30,558
		<u>1,660,756</u>
Equity		
Other amounts	11	(203,314)
		<u>£1,457,442</u>
MEMORANDUM OF TOTAL MEMBERS' INTERESTS		
Amounts owed by members	9	(669,565)
Loans and other debts due to members	11	1,660,756
Members' other interests	11	(203,314)
		<u>£787,877</u>

The financial statements were approved and authorised for issue by the Members on 27 September 2010 and were signed below on its behalf by


T. Murray
Designated Member

The notes on pages 9 to 14 form part of these accounts

LLP BALANCE SHEET

AT 31 MARCH 2010

	Notes	2010 £
FIXED ASSETS		
Investments	8	193,167
CURRENT ASSETS		
Debtors	9	1,197,829
Cash at bank and in hand		21,269
		<u>1,219,098</u>
CREDITORS: amounts falling due within one year	10	<u>(31,267)</u>
NET CURRENT ASSETS		<u>1,187,831</u>
NET ASSETS ATTRIBUTABLE TO MEMBERS		<u><u>£1,380,998</u></u>
REPRESENTED BY:		
Loans and other debts due to members		
Members' capital	11	88,499
Loan notes due in full on 30 June 2013	11	1,541,699
Other amounts		30,558
		<u>1,660,756</u>
Equity		
Other amounts	11	<u>(279,758)</u>
		<u><u>£1,380,998</u></u>
MEMORANDUM OF TOTAL MEMBERS' INTERESTS		
Amounts owed by members	9	(669,565)
Loans and other debts due to members	11	1,660,756
Members' other interests	11	<u>(279,758)</u>
		<u><u>£711,433</u></u>

The financial statements were approved and authorised for issue by the Members on 27 September 2010 and were signed below on its behalf by


T Murray
 Designated Member

The notes on pages 9 to 14 form part of these accounts

LIBERTAS PARTNERS LLP

CONSOLIDATED CASHFLOW STATEMENT

FOR THE PERIOD ENDED 31 MARCH 2010

	Notes	2010 £	£
NET CASH OUTFLOW FROM OPERATING ACTIVITIES	12		(737,646)
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE			
Interest paid		(744)	
NET CASH OUTFLOW FROM RETURNS ON INVESTMENT AND SERVICING OF FINANCE			(744)
CAPITAL EXPENDITURE			
Payments to acquire tangible fixed assets		(62,233)	
NET CASH OUTFLOW FROM CAPITAL EXPENDITURE			(62,233)
ACQUISITIONS AND DISPOSALS			
Purchase of subsidiaries		(107,000)	
Cash acquisition on purchase of subsidiary		91	
NET CASH OUTFLOW FROM ACQUISITIONS AND DISPOSALS			(106,909)
TRANSACTIONS WITH MEMBERS			
Capital contributions by investor members		14,310	
Issue of loan notes		1,541,389	
Drawings (including loan interest)		(616,773)	
NET CASH INFLOW FROM MEMBERS			938,926
INCREASE IN CASH IN THE PERIOD			<u>£31,394</u>
Reconciliation of net cash flow to movement in net debt			2010 £
Increase in cash in the period			31,394
Loans and other debts due to members			(1,650,257)
Net debt carried forward	13		<u>£(1,618,863)</u>

LIBERTAS PARTNERS LLP

NOTES TO THE ACCOUNTS

PERIOD ENDED 31 MARCH 2010

1. ACCOUNTING POLICIES

Basis of preparation

The financial statements have been prepared in accordance with applicable United Kingdom accounting standards, including the Statement of Recommended Practice (SORP) Accounting for Limited Liability Partnerships 2006, and under the historical cost convention

Basis of consolidation

The group financial statements consolidate those of the LLP and the subsidiary undertakings, further details of which are set out in note 8

Intangible fixed assets – Goodwill

Goodwill arising on the acquisition of subsidiary undertakings, representing any excess of the fair value of the consideration given over the fair value of the identifiable assets and liabilities acquired, is capitalised and written off on a straight line basis over its useful economic life of 10 years. Provision is made for any impairment.

Purchased goodwill is capitalised and written off on a straight line basis over the useful economic life. Provision is made for any impairment.

Tangible fixed assets and depreciation

Depreciation is provided on all tangible fixed assets in use at rates calculated to write off the cost over the expected useful life of each asset as follows

Computer equipment	2 years
--------------------	---------

Investments

Investments are stated at cost less any provision for impairment

Turnover

Turnover represents amounts receivable for corporate finance services net of VAT. Revenue in respect of conditional or contingent fee engagements is recognised when the contingent event occurs.

Foreign currency translation

Monetary assets and liabilities in foreign currencies are translated into sterling at the rate of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate ruling on the date of transaction. All exchange rate differences are taken to the profit and loss account.

Operating lease commitments

Assets held under operating leases are not capitalised. Operating lease rentals are charged to the profit and loss account in the year in which they are incurred.

Taxation

Members are personally liable for taxation on their share of the LLP's profits, although payment of such liabilities is administered by the LLP on behalf of the members. Consequently, no reserve for taxation or related deferred taxation is made in these financial statements. Sums set aside in respect of members' tax obligations are included in the balance sheet within loans and other debts due to members.

Divisible profits

The SORP recognises that the basis of calculating profits for allocation may differ from the profits reflected through the financial statements prepared in compliance with recommended practice. Consolidation of the results of subsidiary undertakings will generate differences between profits calculated for the purpose of allocation and those reported with the financial statements. Where such differences arise, they have been taken into the accounts within other reserves in the balance sheet.

Interest earned on members' loan notes is automatically allocated and is treated as members' remuneration charged as an expense to the profit and loss account in arriving at profit available for discretionary division among members.

LIBERTAS PARTNERS LLP**NOTES TO THE ACCOUNTS (continued)****PERIOD ENDED 31 MARCH 2010****1 ACCOUNTING POLICIES (continued)****Members' interests**

Members' capital is repayable and is therefore classified as a liability. As members may retire with less than one year's notice, members' capital is shown as being due within one year.

2. TURNOVER	2010
	£
Geographical market	
United Kingdom	243,823
United States of America	15,972
Rest of Europe	25,589
Other	410,722
	<u>£696,106</u>
3 GROUP OPERATING LOSS	2010
	£
Group operating loss is stated after charging/(crediting)	
Goodwill amortisation	15,995
Depreciation	12,033
Auditors' remuneration – audit	14,500
	<u></u>
4. STAFF COSTS	2010
	£
Staff costs comprise	
Wages and salaries	(257,601)
Social security costs	(148,914)
	<u>£(406,515)</u>
The staff costs above include a refund from HMRC of £577,399, received post year-end	
The average monthly number of persons employed by the Group during the year was 5	
5. TAXATION	2010
	£
The tax charge arises within the subsidiary undertakings of the group and represents	
Corporation tax charge on profit for the period (Note 5(b))	<u>£ -</u>

LIBERTAS PARTNERS LLP

NOTES TO THE ACCOUNTS (continued)

PERIOD ENDED 31 MARCH 2010

5. TAXATION (continued)			2010 £
Factors affecting the tax charge			
Loss on ordinary activities before tax			(203,314)
Loss before tax on ordinary activities multiplied by the standard rate of tax at 28%			(56,928)
Effect of			
Losses attributable to individual members of the LLP			78,332
Non deductible expenses			(10,126)
Capital allowances less than depreciation			(6,223)
Income not taxed			(157,065)
Profit on sale of investments			(6,373)
Tax losses carried forward			158,383
Corporation tax charge for the period (Note 5(a))			<u>£ -</u>
6. INTANGIBLE FIXED ASSETS	Purchased Goodwill £	Consolidated Goodwill £	Total £
GROUP			
Cost			
Additions	7,000	342,330	349,330
Adjustment to carrying value (Note 8)	-	(252,380)	(252,380)
At 31 March 2010	<u>7,000</u>	<u>89,950</u>	<u>96,950</u>
Amortisation			
Charge in the period	7,000	8,995	15,995
At 31 March 2010	<u>7,000</u>	<u>8,995</u>	<u>15,995</u>
Net book value			
At 31 March 2010	<u>£ -</u>	<u>£80,955</u>	<u>£80,955</u>
7. TANGIBLE FIXED ASSETS		Computer Equipment £	Total £
GROUP			
Cost			
Additions		62,333	62,233
At 31 March 2010		<u>62,333</u>	<u>62,233</u>
Depreciation			
Charge for period		12,033	12,033
At 31 March 2010		<u>12,033</u>	<u>12,033</u>
Net Book Value			
At 31 March 2010		<u>£50,200</u>	<u>£50,200</u>

LIBERTAS PARTNERS LLP

NOTES TO THE ACCOUNTS (continued)

PERIOD ENDED 31 MARCH 2010

8. INVESTMENTS	£
LLP	
Additions	445,547
Adjustment to carrying value	(252,380)
At 31 March 2010	<u>£193,167</u>

The LLP has investments in the following subsidiary undertakings

Company	Main activity	Country of Registration	Holding
Libertas Capital Corporate Finance Limited	Corporate finance advisory and distribution of securities	United Kingdom	100%
LP Private Client Broking Limited *	Retail stockbroking	United Kingdom	100%

* Indirect holding

The adjustment to the carrying value of the investment represents a change to the deferred consideration, associated with the acquisition of Libertas Capital Corporate Finance Limited, as a result of provisions made against certain trade debtors

9 DEBTORS	Group 2010 £	LLP 2010 £
Trade debtors	69,609	-
Amounts owed by equity members	669,565	669,565
Amounts owed by subsidiary	-	429,210
Other debtors	742,574	77,004
Prepayments and accrued income	243,727	22,050
	<u>£1,725,475</u>	<u>£1,197,829</u>

10 CREDITORS : amounts falling due within one year	Group 2010 £	LLP 2010 £
Trade creditors	239,868	-
Other taxes and social security	9,627	-
Other creditors	11,805	11,805
Accruals and deferred income	169,282	19,462
	<u>£430,582</u>	<u>£31,267</u>

LIBERTAS PARTNERS LLP

NOTES TO THE ACCOUNTS (continued)

PERIOD ENDED 31 MARCH 2010

11 MEMBERS' INTERESTS

GROUP	Other reserves £	Loans and other debts due to/(from) members £	Total £
Remuneration charged as an expense	-	41,766	41,766
Loss for the period available for discretionary division among members	(203,314)	-	(203,314)
Members' interests after loss for the period	(203,314)	41,766	(161,548)
Investor members' capital introduced	-	24,499	24,499
Issue of loan notes	-	1,541,699	1,541,699
Equity member's drawings	-	(571,908)	(571,908)
Equity members' incentive payments	-	(33,657)	(33,657)
Payments of loan note interest	-	(11,208)	(11,208)
At 31 March 2010	<u>£(203,314)</u>	<u>£991,191</u>	<u>£787,877</u>

	Other reserves £	Loans and other debts due to/(from) members £	Total £
LLP			
Remuneration charged as an expense	-	41,766	41,766
Loss for the period available for discretionary division among members	(279,758)	-	(279,758)
Members' interests after loss for the year	(279,758)	41,766	(237,992)
Investor members' capital introduced	-	24,499	24,499
Issue of loan notes	-	1,541,699	1,541,699
Equity members' drawings	-	(571,908)	(571,908)
Equity members' incentive payments	-	(33,657)	(33,657)
Payments of loan note interest	-	(11,208)	(11,208)
At 31 March 2010	<u>£(279,758)</u>	<u>£991,191</u>	<u>£711,433</u>

Loans and other debts due to/(from) members can be analysed as follows

GROUP AND LLP	2010 £
Investor members' capital classified as a liability	24,499
Equity members' capital classified as a liability	64,000
Loan notes owed by members (including outstanding interest)	1,571,947
	<u>1,660,756</u>
Amounts due from members included within debtors (Note 9)	<u>£991,191</u>

NOTES TO THE ACCOUNTS (continued)

PERIOD ENDED 31 MARCH 2010

11 MEMBERS' INTERESTS (continued)

Loans and other debts due to members includes loan notes of £1,541,389 due in full on 30 June 2013 and entitled to interest at 6% of gross revenues of the partnership payable semi annually on 30 June and 31 December The figure outstanding as at 31 March 2010 includes undrawn interest of £30,558

Members' capital is represented by partnership shares of £0.01 each, less any costs associated with their issue As at 31 March 2010, the LLP has issued 9,381,373 partnership shares of £0.01 each

12. RECONCILIATION OF OPERATING LOSS TO NET CASH OUTFLOW FROM OPERATING ACTIVITIES	2010 £
Operating loss	(162,251)
Amortisation	15,995
Depreciation charge	12,033
Increase in debtors	(546,002)
Decrease in creditors	(57,421)
Net cash outflow from operating activities	<u>£(737,646)</u>

13 ANALYSIS OF CHANGES IN NET DEBT	Upon incorporation £	Cash flows £	2010 £
Cash at bank and in hand	-	31,394	31,394
Loans and other debts due to members	-	(1,650,257)	(1,650,257)
	<u>£ -</u>	<u>£(1,618,863)</u>	<u>£(1,618,863)</u>

14 ULTIMATE CONTROLLING PARTY

In the opinion of the members, there is no one controlling party

15 OPERATING LEASES

	2010	
	Land and Buildings £	Other £
The annual commitments under non-cancellable operating leases are		
Within two to five years	<u>£117,007</u>	<u>£ -</u>

16. POST BALANCE SHEET EVENTS

The LLP has received net proceeds of £849,850 through a private placing on 26 July 2010 The LLP achieved its aim of issuing 2,500,000 shares at £0.30 each and had an over-subscription of 332,833 shares at £0.30 each