

Registration number: OC368991

Andover Financial Investments LLP

Annual Report and Financial Statements
for the Year Ended 31 December 2016

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Andover Financial Investments LLP

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Andover Financial Investments LLP

Limited liability partnership information

Designated members	IC Group Investments Ltd IC Holdings Ltd
Registered office	Suite 1, 3rd Floor 11-12 St James's Square London SW1Y 4LB
Auditors	Fuller & Roper Limited The Counting House Church Farm Business Park Corston Bath BA2 9AP

Andover Financial Investments LLP

Members' Report for the Year Ended 31 December 2016

The members present their report and the financial statements for the year ended 31 December 2016.

Firm structure

The LLP is a limited liability partnership registered in . A list of designated members' names is available for inspection at the LLP's registered office.

Principal activity

The principal activity of the limited liability partnership is that of a holding company.

Review of the business and future developments

The LLP continued to act as a holding company throughout the year. There are no expected changes to the LLP's principle activity.

Financial instruments

Objectives and policies

The business' principal financial instruments are bank balances, lines of credit and investments in listed securities. The main purpose of these instruments are to finance the business' operations, provide sources of capital growth and income.

Price risk

The LLPs activities expose it primarily to the financial risks of changes in market values of the assets held in its investment portfolios. Changes in foreign currency exchange rates also impact the value of investments held in currencies other than US dollars.

The LLP invests in a wide portfolio of securities in order to diversify this risk.

Liquidity risk

Liquidity risk is managed by maintaining a balance between the continuity of funding and flexibility through the use of overdrafts and lines of credit at floating rates of interest. All of the business' cash balances are held in such a way that achieves a competitive rate of interest. The business makes use of money market facilities where funds are available. Investments in securities are held in portfolios with various investment banks.

Cash flow risk

Cash flow risks are managed by the LLP ensuring that it has adequate cash balances available to meet its day to day funding requirements. The LLP also has lines of credit available from JP Morgan and HSBC which can be drawn upon to fund investment activities.

Members' drawings and the subscription and repayment of members' capital

Members are permitted to make drawings in anticipation of profits which will be allocated to them. The amount of such drawings is set at the beginning of each financial year, taking into account the anticipated cash needs of the LLP.

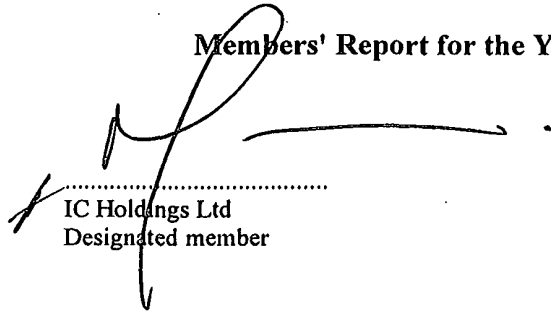
New members are required to subscribe a minimum level of capital and in subsequent years, members are invited to subscribe for further capital, the amount of which is determined by the performance and seniority of those members. On retirement, capital is repaid to members.

SEP 21, 2017

Approved by the Board on and signed on its behalf by:

Andover Financial Investments LLP

Members' Report for the Year Ended 31 December 2016 (continued)



.....
IC Holdings Ltd
Designated member

Andover Financial Investments LLP

Statement of Members' Responsibilities for the Year Ended 31 December 2016

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

The Limited Liability Partnerships (Accounts & Audit) (Application of Companies Act 2006) Regulations 2008 require 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 applied to LLPs 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 of the limited liability partnership and of the profit or loss of the limited liability partnership for that year. In preparing these financial statements, the members are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting 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 Partnership will continue in business.

The members are responsible for keeping adequate accounting records that disclose with reasonable accuracy at any time the financial position of the limited liability partnership and enable them to ensure that the financial statements comply with the Companies Act 2006, as applicable to limited liability partnerships, and in accordance with the requirements of the Statement of Recommended Practice Accounting by Limited Liability Partnerships (issued July 2014). They 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 Board on behalf of the members.

Andover Financial Investments LLP

Independent Auditor's Report to the Members of Andover Financial Investments LLP

We have audited the financial statements of Andover Financial Investments LLP (the 'limited liability partnership') for the year ended 31 December 2016, set out on pages 7 to 17. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the limited liability partnership's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006, as applied to limited liability partnerships 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 limited liability partnership's members those matters we are required to state to them in an auditor's 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 limited liability partnership and the limited liability partnership members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of members and auditor

As explained more fully in the Statement of Members' Responsibilities (set out on page 4), the members are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the limited liability partnership's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the members; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Andover Financial Investments LLP

Independent Auditor's Report to the Members of Andover Financial Investments LLP (continued)

Opinion on the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the limited liability partnership's affairs as at 31 December 2016 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006, as applied to limited liability partnerships.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

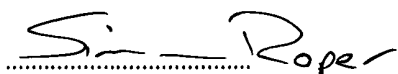
- the information given in the Members' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Members' Report have been prepared in accordance with applicable legal requirements.

In the light of our knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Members' Report.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the limited liability partnership, or returns adequate for our audit have not been received from branches not visited by us; or
- the limited liability partnership financial statements are not in agreement with the accounting records and returns; or
- we have not received all the information and explanations we require for our audit.



Simon Roper (Senior Statutory Auditor)

For and on behalf of Fuller & Roper Limited, Statutory Auditor

The Counting House
Church Farm Business Park
Corston
Bath
BA2 9AP

Date: 21/9/17

Andover Financial Investments LLP

Profit and Loss Account for the Year Ended 31 December 2016

	Note	2016 \$	2015 \$
Turnover		-	-
Administrative expenses		44,140	(198,454)
Other operating income		<u>3,096,792</u>	<u>(3,414,179)</u>
Operating profit/(loss)	2	3,140,932	(3,612,633)
Other interest receivable and similar income	3	(24,449)	110,372
Amounts written off investments		3,159,942	-
Interest payable and similar charges	4	<u>(53,418)</u>	<u>(14,215)</u>
Profit/(loss) for the year before members' remuneration charged as an expense		6,223,007	(3,516,476)
Members' remuneration charged as an expense		<u>(6,223,007)</u>	<u>3,516,476</u>
Profit/(loss) for the year available for discretionary division among members		<u>-</u>	<u>-</u>

Turnover and operating profit derive wholly from continuing operations.

The limited liability partnership has no recognised gains or losses for the year other than the results above.

Andover Financial Investments LLP

(Registration number: OC368991)
Balance Sheet as at 31 December 2016

	Note	2016 \$	2015 \$
Fixed assets			
Investments	6	109,029,563	105,869,621
Current assets			
Debtors	7	184,780	1,507,667
Investments	8	20,372,600	23,415,015
Cash and short-term deposits		<u>10,929,490</u>	<u>11,583,679</u>
		31,486,870	36,506,361
Creditors: Amounts falling due within one year	9	<u>(23,328,254)</u>	<u>(27,986,311)</u>
Net current assets		<u>8,158,616</u>	<u>8,520,050</u>
Net assets attributable to members		<u>117,188,179</u>	<u>114,389,671</u>
Represented by:			
Loans and other debts due to members			
Members' capital classified as a liability		3,656,577	858,069
Equity			
Members' capital classified as equity		<u>113,531,602</u>	<u>113,531,602</u>
		<u>117,188,179</u>	<u>114,389,671</u>
Total members' interests			
Loans and other debts due to members		3,656,577	858,069
Equity		<u>113,531,602</u>	<u>113,531,602</u>
		<u>117,188,179</u>	<u>114,389,671</u>

The financial statements of Andover Financial Investments LLP (registered number OC368991) were approved by the Board and authorised for issue on 22.12.2017. They were signed on behalf of the limited liability partnership by:

IC Holdings Ltd
Designated member

Andover Financial Investments LLP

Statement of Changes in Members' Interests At 31 December 2016

	<u>Equity</u>		<u>Loans and other debts due to/(from) members</u>	
	Members' capital \$	Total \$	Members' other amounts \$	Total 2016 \$
Members' interest at 1 January 2016 as restated	113,531,602	113,531,602	868,069	114,399,671
Members' remuneration charged as an expense	-	-	6,223,007	6,223,007
At 31 December 2016	113,531,602	113,531,602	7,091,076	120,622,678

	<u>Equity</u>		<u>Loans and other debts due to/(from) members</u>	
	Members' capital \$	Total \$	Members' other amounts \$	Total 2016 \$
Members' interest at 31 December 2014 as previously stated	113,531,602	113,531,602	4,374,545	117,906,147
Members' interest at 1 January 2015 as restated	113,531,602	113,531,602	4,374,545	117,906,147
Members' remuneration charged as an expense	-	-	(3,516,476)	(3,516,476)
At 31 December 2015	113,531,602	113,531,602	858,069	114,389,671

Andover Financial Investments LLP

Notes to the Financial Statements

1 Accounting policies

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

General information and basis of accounting

The limited liability partnership is incorporated in the United Kingdom under the Limited Liability Partnership Act 2000. The address of the registered office is given on the limited liability partnership information page. The nature of the limited liability partnership's operations and its principal activities are given in the members' report.

The financial statements have been prepared under the historical cost convention, modified to include certain items at fair value, and in accordance with Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council and the requirements of the Statement of Recommended Practice Accounting by Limited Liability Partnerships (issued July 2014).

The functional currency of Andover Financial Investments LLP is considered to be US dollars because that is the currency of the primary economic environment in which the limited liability partnership operates. Foreign operations are included in accordance with the policies set out below.

Barter transactions

Turnover is recognised in respect of barter transactions only where services are exchanged for dissimilar services and the transaction is deemed to have commercial substance. Such transactions are measured at the fair value of the services received, adjusted by any amount of cash and cash equivalents transferred.

Members' remuneration and division of 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, given the established need to seek to focus profit allocation on ensuring equity between different generations and populations of members.

Consolidation of the results of certain subsidiary undertakings, the provision for annuities to current and former members, pension scheme charges, the spreading of acquisition integration costs and the treatment of long leasehold interests are all items which may generate differences between profits calculated for the purpose of allocation and those reported within the financial statements. Where such differences arise, they have been included within other amounts in the balance sheet.

Members' fixed shares of profits (excluding discretionary fixed share bonuses) and interest earned on members' balances are automatically allocated and, are treated as members' remuneration charged as an expense to the profit and loss account in arriving at profit available for discretionary division among members.

The remainder of profit shares, which have not been allocated until after the balance sheet date, are treated in these financial statements as unallocated at the balance sheet date and included within other reserves.

Foreign currency

Profit and loss account transactions in foreign currencies are translated into US dollars at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into US dollars at the closing rates at the balance sheet date and the exchange differences are included in the profit and loss account.

Andover Financial Investments LLP

Notes to the Financial Statements (continued)

1 Accounting policies (continued)

Taxation

The taxation payable on the partnership's profits is the personal liability of the members, although payment of such liabilities is administered by the partnership on behalf of its members. Consequently, neither partnership taxation or related deferred taxation are accounted for 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, or are set against amounts due from members as appropriate.

Fixed asset investments

Fixed asset investments are stated at historical cost less provision for any diminution in value.

Current asset investments

Current asset investments are included at the lower of cost and net realisable value.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

Members' interests

Amounts due to members after more than one year comprise provisions for annuities to current members and certain loans from members which are not repayable within twelve months of the balance sheet date.

Financial instruments

Classification

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a finance transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Financial assets and liabilities are only offset in the balance sheet when, and only when there exists a legally enforceable right to set off the recognised amounts and the limited liability partnership intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Andover Financial Investments LLP

Notes to the Financial Statements (continued)

1 Accounting policies (continued)

Recognition and Measurement

Debt instruments which meet the following conditions are subsequently measured at amortised cost using the effective interest method:

- (a) The contractual return to the holder is (i) a fixed amount; (ii) a positive fixed rate or a positive variable rate; or (iii) a combination of a positive or a negative fixed rate and a positive variable rate.
- (b) The contract may provide for repayments of the principal or the return to the holder (but not both) to be linked to a single relevant observable index of general price inflation of the currency in which the debt instrument is denominated, provided such links are not leveraged.
- (c) The contract may provide for a determinable variation of the return to the holder during the life of the instrument, provided that (i) the new rate satisfies condition (a) and the variation is not contingent on future events other than (1) a change of a contractual variable rate; (2) to protect the holder against credit deterioration of the issuer; (3) changes in levies applied by a central bank or arising from changes in relevant taxation or law; or (ii) the new rate is a market rate of interest and satisfies condition (a).
- (d) There is no contractual provision that could, by its terms, result in the holder losing the principal amount or any interest attributable to the current period or prior periods.
- (e) Contractual provisions that permit the issuer to prepay a debt instrument or permit the holder to put it back to the issuer before maturity are not contingent on future events, other than to protect the holder against the credit deterioration of the issuer or a change in control of the issuer, or to protect the holder or issuer against changes in levies applied by a central bank or arising from changes in relevant taxation or law.
- (f) Contractual provisions may permit the extension of the term of the debt instrument, provided that the return to the holder and any other contractual provisions applicable during the extended term satisfy the conditions of paragraphs (a) to (c).

Debt instruments that are classified as payable or receivable within one year on initial recognition and which meet the above conditions are measured at the undiscounted amount of the cash or other consideration expected to be paid or received, net of impairment.

With the exception of some hedging instruments, other debt instruments not meeting these conditions are measured at fair value through profit or loss.

Commitments to make and receive loans which meet the conditions mentioned above are measured at cost (which may be nil) less impairment.

Impairment of financial assets

Financial assets are derecognised when and only when a) the contractual rights to the cash flows from the financial asset expire or are settled, b) the limited liability partnership transfers to another party substantially all of the risks and rewards of ownership of the financial asset, or c) the limited liability partnership, despite having retained some significant risks and rewards of ownership, has transferred control of the asset to another party and the other party has the practical ability to sell the asset in its entirety to an unrelated third party and is able to exercise that ability unilaterally and without needing to impose additional restrictions on the transfer.

Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

Andover Financial Investments LLP

Notes to the Financial Statements (continued)

1 Accounting policies (continued)

Current versus non-current classification

Investments in non-convertible preference shares and non-puttable ordinary or preference shares (where shares are publicly traded or their fair value is reliably measurable) are measured at fair value through profit or loss. Where fair value cannot be measured reliably, investments are measured at cost less impairment.

In the limited liability partnership balance sheet, investments in subsidiaries and associates are measured at cost less impairment.

Fair value measurement

The best evidence of fair value is a quoted price for an identical asset in an active market. When quoted prices are unavailable, the price of a recent transaction for an identical asset provides evidence of fair value as long as there has not been a significant change in economic circumstances or a significant lapse of time since the transaction took place. If the market is not active and recent transactions of an identical asset on their own are not a good estimate of fair value, the fair value is estimated by using a valuation technique.

2 Operating profit/(loss)

Operating profit/(loss) is stated after charging:

	2016 \$	2015 \$
Foreign currency gains	(320,086)	(147,399)
Auditors remuneration	35,582	5,879
Profit on disposal of investments	<u>(785,497)</u>	<u>(1,801,369)</u>

3 Other interest receivable and similar income

	2016 \$	2015 \$
Other interest receivable and similar income	<u>(24,449)</u>	<u>110,372</u>
	<u>(24,449)</u>	<u>110,372</u>

4 Interest payable and similar charges

	2016 \$	2015 \$
Interest on bank borrowings and overdrafts	53,418	14,190
Other interest payable	<u>-</u>	<u>25</u>
	<u>53,418</u>	<u>14,215</u>

5 Auditor's remuneration

	2016 \$	2015 \$
Audit of the financial statements	<u>35,582</u>	<u>5,879</u>

Andover Financial Investments LLP

Notes to the Financial Statements (continued)

6 Investments held as fixed assets

Other investments

	Shares in group undertakings \$	Other investments \$	Total \$
Cost			
At 1 January 2016	113,530,642	960	113,531,602
At 31 December 2016	113,530,642	960	113,531,602
Provision for impairment			
At 1 January 2016	7,661,981	-	7,661,981
Charge for year	(3,159,942)	-	(3,159,942)
At 31 December 2016	4,502,039	-	4,502,039
Net book value			
At 31 December 2016	109,028,603	960	109,029,563
At 31 December 2015	105,868,661	960	105,869,621

Details of undertakings

Details of the investments in which the company holds 20% or more of the nominal value of any class of share capital are as follows:

Undertaking	Country of incorporation	Holding	Proportion of voting rights and shares held	Principal activity
Subsidiary undertakings				
Vanguardia Inversiones S.A.S	Colombia	Ordinary	100%	Investment management
Vanguardia Asesorias S.A.S.	Colombia	Ordinary	100%	Investment management

Andover Financial Investments LLP

Notes to the Financial Statements (continued)

7 Debtors

	2016	2015
	\$	\$
Other debtors	<u>184,780</u>	<u>1,507,667</u>

8 Current asset investments

	2016	2015
	\$	\$
Other investments	<u>20,372,600</u>	<u>23,415,015</u>

9 Creditors: Amounts falling due within one year

	2016	2015
	\$	\$
Bank loans and overdrafts	7,898,921	8,817,068
Other creditors	15,424,609	19,163,258
Accruals and deferred income	<u>4,724</u>	<u>5,985</u>
	<u>23,328,254</u>	<u>27,986,311</u>

Creditors amounts falling due within one year includes the following liabilities, on which security has been given by the limited liability partnership:

	2016	2015
	\$	\$
HSBC Bank USA N.A. line of credit	1,812,744	1,604,902
JP Morgan Chase Bank N.A. line of credit	<u>6,086,177</u>	<u>7,212,167</u>
	<u>7,898,921</u>	<u>8,817,069</u>

The credit lines the LLP has received from JP Morgan Chase Bank N.A. and HSBC Bank USA N.A. incur interest at 0.75%

Security has been given by way of charges over portfolios of securities and investments held with these institutions.

10 Control

The ultimate parent undertaking is considered to be IC Holdings Ltd, a company incorporated in the Bahamas. Copies of the consolidated group financial statements can be obtained from Mareva House, 4 George Street, Nassau, Bahamas.

The members of the LLP consider the ultimate controlling party to be the foundation council of the Fundacion IGA Victoria, a private foundation established under the laws of Panama.

Andover Financial Investments LLP
Notes to the Financial Statements (continued)

11 Transition to FRS 102

No adjustments were identified on the transition from UKGAAP to FRS 102.