# Limited Liability Partnership Registration No. OC389932 (England and Wales)

TOMAHAWK CAPITAL PARTNERS I LLP

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 APRIL 2017





#### LIMITED LIABILITY PARTNERSHIP INFORMATION

Designated members

Tomahawk Holdings Limited

Tomahawk Founder LLP

Limited liability partnership

number

OC389932

Registered office

First Floor

105 Wigmore Street

London WIU 1QY

**Auditor** 

UHY Hacker Young

Quadrant House

4 Thomas More Square

London E1W 1YW

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#### **MEMBERS' REPORT**

#### FOR THE YEAR ENDED 30 APRIL 2017

The members present their annual report and financial statements for the year ended 30 April 2017.

#### Principal activities

The principal activity of the limited liability partnership continued to be that of investment in corporate bonds.

#### Members' drawings, contributions and repayments

The members' drawing policy allows each member to draw a proportion of their profit share, subject to the cash requirements of the business.

A member's capital requirement is linked to their share of profit and the financing requirement of the limited liability partnership. There is no opportunity for appreciation of the capital subscribed. Just as incoming members introduce their capital at "par", so the retiring members are repaid their capital at "par".

#### Designated members

The designated members who held office during the year and up to the date of signature of the financial statements were as follows:

Tomahawk Holdings Limited Tomahawk Founder LLP

#### **Auditor**

The auditor, UHY Hacker Young, is deemed to be reappointed under section 487(2) of the Companies Act 2006

#### **MEMBERS' REPORT (CONTINUED)**

#### FOR THE YEAR ENDED 30 APRIL 2017

#### Statement of members' responsibilities

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

Company law (as applied by The Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008) 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. Under company law (as applied by The Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008) 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 period. 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;
- 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 that are sufficient to show and explain the limited liability partnership's transactions and 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 applied by The Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008). 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.

#### Statement of disclosure to auditor

Each of the members in office at the date of approval of this annual report confirms that:

- so far as the members are aware, there is no relevant audit information of which the limited liability partnership's auditor is unaware, and
- the members have taken all the steps that they ought to have taken as members in order to make themselves aware of any relevant audit information and to establish that the limited liability partnership's auditor is aware of that information.

Approved by the members on 23 May 2018 and signed on behalf by:

W J Killick on behalf of

IWV.luil.

Tomahawk Founder LLP

Designated Member



# INDEPENDENT AUDITOR'S REPORT

#### TO THE MEMBERS OF TOMAHAWK CAPITAL PARTNERS I LLP

We have audited the financial statements of Tomahawk Capital Partners 1 LLP for the year ended 30 April 2017 set out on pages 5 to 17. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

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 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's 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 Members' Responsibilities Statement set out on pages 1 - 2, 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 Ethical Standards for Auditors.

#### Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the FRC's website at www.frc.org.uk/auditscopeukprivate.

#### Opinion on 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 30 April 2017 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 by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008.



# INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF TOMAHAWK CAPITAL PARTNERS I LLP

#### 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 as applied to limited liability partnerships requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the 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.

Marc Waterman (Senior Statutory Auditor) for and on behalf of UHY Hacker Young

23 May 2018

Chartered Accountants Statutory Auditor

# TOMAHAWK CAPITAL PARTNERS I LLP STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 APRIL 2017

		2017	2016
	Notes	2017 • £	£
Turnover	3	144,985,177	7,187,355
Administrative expenses		(25,353)	(22,800)
Operating profit	4	144,959,824	7,164,555
Interest receivable and similar income	6	4	12
Profit for the financial year before members' remuneration and profit shares		144,959,828	7,164,567
Profit for the financial year before members' remuneration and profit shares Members' remuneration charged as an	5	144,959,828	7,164,567
expense			<u> </u>
Profit for the financial year available for discretionary division among members		144,959,828	7,164,567

The Profit And Loss Account has been prepared on the basis that all operations are continuing operations.

# BALANCE SHEET AS AT 30 APRIL 2017

		2017		2 as rest	2016	
•	Notes	£	£	£	£	
Fixed assets						
Investments	7		206,758,758	•	124,671,581	
Current assets						
Debtors	9	2,925,217		2,927,166		
Creditors: amounts falling due within one year	10	(70,200)		(46,800)		
Net current assets			2,855,017		2,880,366	
Total assets less current liabilities			209,613,775		127,551,947	
Represented by:						
Loans and other debts due to members within one year Amounts due in respect of profits		·	46,296,123		(35,765,705)	
Members' other interests						
Members' capital classified as equity			163,317,652		163,317,652	
			209,613,775		127,551,947	
Total members' interests				,		
Loans and other debts due to members			46,296,123		(35,765,705)	
Members' other interests			163,317,652		163,317,652	
•		,	209,613,775		127,551,947	

The financial statements were approved by the members and authorised for issue on 23 May 2018 and are signed on their behalf by:

W J Killick on behalf of Tomahawk Founder LLP Designated member

Limited Liability Partnership Registration No. OC389932

# TOMAHAWK CAPITAL PARTNERS I LLP RECONCILIATION OF MEMBERS' INTERESTS FOR THE YEAR ENDED 30 APRIL 2017

Current financial year	•			DEBT  Loans and other debts due to members less any amounts due from members in debtors		INTERESTS	
	Members' capital (classified as equity)	Other reserves	Total	Other amounts	Total	Total 2017	
	£	£	£	£	£	£	
Members' interests at 1 May 2016 as previously reported Prior year reclassification	125,257,290 38,060,362	2,294,657 (2,294,657)	127,551,947 35,765,705		(35,765,705)	12.,001,5	
Members' interests at 1 May 2016 as restated Profit for the financial year available for discretionary division among members	163,317,652	144,959,828	163,317,652 144,959,828	, , , ,	(35,765,705)	127,551,947 144,959,828	
Members' interests after profit for the year Allocation of profit for the financial year Drawings	163,317,652	144,959,828 (144,959,828)	, ,	) 144,959,828	144,959,828	272,511,775 - (62,898,000)	
Members' interests at 30 April 2017	163,317,652		163,317,652		46,296,123		
Amounts due to members				46,296,123	,		

# TOMAHAWK CAPITAL PARTNERS I LLP RECONCILIATION OF MEMBERS' INTERESTS (CONTINUED)

FOR THE YEAR ENDED 30 APRIL 2017

Prior financial year	t			DEBT  Loans and other debts due to members less any amounts due from members in debtors		INTERESTS	
	Members' capital (classified as equity)	Other reserves	Total	Other amounts	Total	Total 2016	
	£	£	£	£	£	£	
Members' interests at 1 May 2015 Profit for the financial year available for discretionary division among	160,500,000	-	160,500,000	(17,930,272)	(17,930,272)	142,569,728	
members .		7,164,567	7,164,567		-	7,164,567	
Members' interests after profit for the year	160,500,000	7,164,567	167,664,567	(17,930,272)	(17,930,272)	149,734,295	
Allocation of profit for the financial year	-	(7,164,567)	(7,164,567)	7,164,567	7,164,567	-	
Introduced by members	2,817,652	_	2,817,652		-	2,817,652	
Drawings				(25,000,000)	(25,000,000)	(25,000,000)	
Members' interests at 30 April 2016	163,317,652	-	163,317,652	(35,765,705)	(35,765,705)	127,551,947	
Amounts due to members	<del> </del>			(35,765,705)			
				(35,765,705)			

# STATEMENT OF CASH FLOWS

# FOR THE YEAR ENDED 30 APRIL 2017

	à	2	2017	2	016
•	Notes	. <b>£</b>	£	£	£
Cash flows from operating activities Cash generated from operations	14		144,985,173 <sup>.</sup>		4,369,691
Investing activities Repayment of investment loans and receivables Interest received		(82,087,177)	·	17,812,645	
Net cash (used in)/generated from investing activities			(82,087,173)		17,812,657
Financing activities Capital introduced by members (classified as debt or equity) Payments to members that represent a return on amounts subscribed or		<del>-</del>		2,817,652	
otherwise contributed		(62,898,000)		(25,000,000)	
Net cash used in financing activities			(62,898,000)		(22,182,348)
Net increase in cash and cash equivalen	nts			•	_
Cash and cash equivalents at beginning of year		·	-		_
Cash and cash equivalents at end of ye	ar		-		-

# NOTES TO THE FINANCIAL STATEMENTS

#### FOR THE YEAR ENDED 30 APRIL 2017

#### 1 Accounting policies

#### Limited liability partnership information

Tomahawk Capital Partners I LLP is a limited liability partnership incorporated in England and Wales. The registered office is First Floor, 105 Wigmore Street, London, WIU 1QY.

The limited liability partnership's principal activities are disclosed in the Members' Report.

#### 1.1 Accounting convention

These financial statements have been prepared in accordance with the Statement of Recommended Practice "Accounting by Limited Liability Partnerships" issued in January 2017, together with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the limited liability partnership. Monetary amounts in these financial statements are rounded to the nearest  $\pounds$ .

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of freehold properties and to include investment properties and certain financial instruments at fair value. The principal accounting policies adopted are set out below.

#### 1.2 Going concern

At the time of approving the financial statements, the members have a reasonable expectation that the limited liability partnership has adequate resources to continue in operational existence for the foreseeable future. Thus the members continue to adopt the going concern basis of accounting in preparing the financial statements.

#### 1.3 Turnover

Turnover represents amounts receivable on corporate bonds.

#### 1.4 Members' participating interests

Members' participation rights are the rights of a member against the LLP that arise under the members' agreement (for example, in respect of amounts subscribed or otherwise contributed remuneration and profits).

Members' participation rights in the earnings or assets of the LLP are analysed between those that are, from the LLP's perspective, either a financial liability or equity, in accordance with section 22 of FRS 102. A member's participation rights including amounts subscribed or otherwise contributed by members, for example members' capital, are classed as liabilities unless the LLP has an unconditional right to refuse payment to members, in which case they are classified as equity.

All amounts due to members that are classified as liabilities are presented within 'Loans and other debts due to members' and, where such an amount relates to current year profits, they are recognised within 'Members' remuneration charged as an expense' in arriving at the relevant year's result. Undivided amounts that are classified as equity are shown within 'Members' other interests'. Amounts recoverable from members are presented as debtors and shown as amounts due from members within members' interests.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

#### FOR THE YEAR ENDED 30 APRIL 2017

#### 1 Accounting policies

(Continued)

Once an unavoidable obligation has been created in favour of members through allocation of profits or other means, any undrawn profits remaining at the reporting date are shown as 'Loans and other debts due to members' to the extent they exceed debts due from a specific member.

#### 1.5 Cash at bank and in hand

Cash at bank and in hand are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

#### 1.6 Financial instruments

The limited liability partnership has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the limited liability partnership's statement of financial position when the limited liability partnership becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

#### Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

#### Other financial assets

Other financial assets, including investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publicly traded and whose fair values cannot be measured reliably are measured at cost less impairment.

Other financial assets, including investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publicly traded and whose fair values cannot be measured reliably are measured at cost less impairment.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

#### FOR THE YEAR ENDED 30 APRIL 2017

#### 1 Accounting policies

(Continued)

#### Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in or .

#### Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the limited liability partnership transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

#### Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the limited liability partnership after deducting all of its liabilities.

#### Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

#### FOR THE YEAR ENDED 30 APRIL 2017

#### 1 Accounting policies

(Continued)

#### Other financial liabilities

Derivatives, including interest rate swaps and forward foreign exchange contracts, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or finance income as appropriate, unless hedge accounting is applied and the hedge is a cash flow hedge.

Debt instruments that do not meet the conditions in FRS 102 paragraph 11.9 are subsequently measured at fair value through profit or loss. Debt instruments may be designated as fair value though profit or loss to eliminate or reduce an accounting mismatch or if the instruments are measured and their performance evaluated on a fair value basis in accordance with a documented risk management or investment strategy.

#### Derecognition of financial liabilities

Financial liabilities are derecognised when the limited liability partnership's obligations expire or are discharged or cancelled.

#### 1.7 Prior year reclassification

The prior year investments and equity have been restated for the following reclassifications:

Investments - other loans previously included here have been reclassified to other debtors until they are formally converted into investments. In addition the unlisted corporate bonds has been further analysed into the bond nominal value and accrued interest/interest received in advance;

Equity - amounts drawn in excess of profits were previously shown as reducing equity capital, but no capital was formally repaid, so have been reclassified to show as other loans to members.

#### 2 Judgements and key sources of estimation uncertainty

In the application of the limited liability partnership's accounting policies, the members are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 APRIL 2017

3	Turnover		
	An analysis of the limited liability partnership's turnover is as follows:	2017 £	2016 £
	Turnover analysed by class of business Interest income	144,985,177	7,187,355
		2017 £	2016 £
	Other significant revenue Interest income	4	12
	Turnover analysed by geographical market	2017 £	2016 £
	Luxembourg	144,985,177	7,187,355
4	Operating profit	2017	2016
	Operating profit for the year is stated after charging:	£	£
	Fees payable to the LLP's auditor for the audit of the LLP's financial statements	11,400	10,800
5	Information in relation to members		
		2017 Number	2016 Number
	Average number of members during the year	2	2
		2017 £	2016 £
	Profit attributable to the member with the highest entitlement	144,959,828	339,344

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

# FOR THE YEAR ENDED 30 APRIL 2017

6	Interest receivable and similar income			****
			2017 £	2016 £
	Interest income		~	~
	Other interest income		4	=======================================
7	Fixed asset investments			
			2017 £	2016 £
	Unlisted corporate bonds		160,379,015	160,379,015
	Accrued interest/(interest received in advance)		46,379,743	(35,707,434)
			206,758,758	124,671,581
	Movements in fixed asset investments	Unlisted	Accrued	Total
		corporate bonds	interest/ (interest received in advance)	
		£	£	£
	Cost or valuation At 1 May 2016	160,379,015	(35,707,434)	124 671 591
	Interest income in the period	100,579,015	144,985,177	
	Receipts		(62,898,000)	
	At 30 April 2017	160,379,015	46,379,743	206,758,758
	Carrying amount			
	At 30 April 2017	160,379,015	46,379,743	206,758,758
	At 30 April 2016	160 379 015	(35,707,434)	124 671 581

In December 2013 the limited liability partnership acquired unlisted corporate bonds issued by Tomahawk (Lux) Sarl.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 APRIL 2017

8.	Financial instruments		•
		2017	2016
		£	£
	Carrying amount of financial assets		
	Debt instruments measured at amortised cost	209,683,975	127,598,747
	Carrying amount of financial liabilities		
	Measured at amortised cost	70,200	46,800
9	Debtors	2015	2016
	A	2017	2016
	Amounts falling due within one year:	£	£
	Other debtors	2,925,217	2,927,166
10	Creditors: amounts falling due within one year		
		2017	2016
		£	£
-	Other creditors	58,800	35,400
	Accruals and deferred income	11,400	11,400
		70,200	46,800
11	Loans and other debts due to members	<del></del>	
		2017	2016
		£	£
	Analysis of loans		
	Amounts falling due within one year	46,296,123	(35,765,705)

In the event of a winding up the amounts included in "Loans and other debts due to members" will rank equally with unsecured creditors.

#### 12 Members' transactions

During the year the limited liability partnership was charged administrative fees of £12,000 (2015: £24,000) by Revcap Advisors Limited. A J Pettit is a director of Revcap Advisors Limited and a designated member of Tomahawk Founder LLP which is a designated member of the limited liability partnership.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 APRIL 2017

# 13 Controlling party

The limited liability partnership is controlled by its members.

The limited liability partnership is controlled by its members.		
Cash generated from operations	2017 £	2016 £
Profit for the year	144,959,828	7,164,567
Adjustments for:		
Investment income recognised in profit or loss	(4)	(12)
Movements in working capital:		
Decrease/(increase) in debtors	1,949	(2,829,664)
Increase in creditors	23,400	34,800
Cash generated from operations	144,985,173	4,369,691
	Cash generated from operations  Profit for the year  Adjustments for: Investment income recognised in profit or loss  Movements in working capital: Decrease/(increase) in debtors Increase in creditors	Cash generated from operations  2017 £  Profit for the year 144,959,828  Adjustments for: Investment income recognised in profit or loss (4)  Movements in working capital: Decrease/(increase) in debtors 1,949 Increase in creditors 23,400