Company Registration No. SC250454 (Scotland)

FREICHA LIMITED

DIRECTORS' REPORT AND UNAUDITED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2011

PARTNERSHIP ACCOUNTS

29/03/2012

COMPANIES HOUSE

COMPANY INFORMATION

Directors Barclaytrust (Suisse) S.A. (Appointed 5 October 2011)

P Good T Vinzia

Secretary Turcan Connell

Company number SC250454

Registered office Princes Exchange

1 Earl Grey Street

Edinburgh Scotland EH3 9EE

Accountants Saffery Champness

Edinburgh Quay 133 Fountainbridge

Edinburgh EH3 9BA

Business address Barclaytrust (Suisse) S.A.

Chemin de Grange-Canal 18-20

1224

Chene-Bougeries Switzerland

Solicitors Turcan Connell

Princes Exchange 1 Earl Grey Street

Edinburgh EH3 9EE

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DIRECTORS' REPORT FOR THE YEAR ENDED 30 JUNE 2011

The directors present their report and financial statements for the year ended 30 June 2011.

Principal activities

The principal activity of the company continued to be that of being the general partner in Victoria Investment SP. The principal activity of this partnership continued to be that of investment management.

Directors

The following directors have held office since 1 July 2010:

Barclaytrust (Suisse) S.A.

(Appointed 5 October 2011)

P Good

T Vinzia

S McLuckie

(Resigned 5 October 2011)

Statement of directors' responsibilities

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors 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 the directors 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 company and of the profit or loss of the company for that period. In preparing these financial statements, the directors 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 company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

behalf of the board

Barclaytrust (Suisse) S.A.

Director

21.02.2012

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 JUNE 2011

	2011	2010
Notes	\$	\$
	2,400	2,260
	(1,834)	(4,130)
ies	566	(1,870)
2		(2,2 : 3)
2		
7	693	(1,870)
	ies 2	Notes \$ 2,400 (1,834)

The notes on pages 5 to 7 form part of these financial statements.

BALANCE SHEET AS AT 30 JUNE 2011

			2011		2010
	Notes	\$	\$	\$	\$
Fixed assets					
Investments	3		10		10
Current assets					
Debtors	4	16,800		13,560	
Cash in hand		1		1	
		16,801		13,561	
Creditors: amounts falling due					
within one year	5	(16,267)		(13,720)	
Net current assets/(liabilities)			534		(159)
Total assets less current liabilities			544		(149)
Capital and reserves					
Called up share capital	6		1		1
Profit and loss account	7		543		(150)
Shareholders' funds			544		(149)
					

BALANCE SHEET (continued) AS AT 30 JUNE 2011

For the financial year ended 30 June 2011 the company was entitled to exemption from audit under section 477 Companies Act 2006. No member of the company has deposited a notice, pursuant to section 476, requiring an audit of these financial statements under the requirements of the Companies Act 2006.

The directors acknowledge their responsibilities for ensuring that the company keeps accounting records which comply with section 386 of the Act and for preparing financial statements which give a true and fair view of the state of affairs of the company as at the end of the financial year and of its profit or loss for the financial year in accordance with the requirements of sections 394 and 395 and which otherwise comply with the requirements of the Companies Act 2006 relating to accounts, so far as applicable to the company.

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime within Part 15 of the Companies Act 2006 and with the Financial Reporting Standard for Smaller Eptities (effective April 2008).

102.2012

The notes on pages 5 to 7 form part of these financial statements.

Barclaytrust (Suisse) S.A.

Director

Company Registration No. SC250454

ed by the Board for iss

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2011

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008).

1.2 Compliance with accounting standards

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently (except as otherwise stated).

1.3 Turnover

Turnover represents management fees charged to the limited partnership.

1.4 Investments

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

1.5 Foreign currency translation

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

1.6 Foreign exchange

The exchange rate at the balance sheet date from US Dollars to Sterling was 0.6250 (2010 - 0.6637).

2	Taxation	2011 \$	2010 \$
	Domestic current year tax Adjustment for prior years	(127)	<u>-</u>
	Total current tax	(127)	

NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 30 JUNE 2011

3 Fixed asset investments

	Unlisted investments \$
Cost	·
At 1 July 2010 & at 30 June 2011	10
Net book value	
At 30 June 2011	10
At 30 June 2010	10
	

The company is the general partner in the limited partnership, Victoria Investment SP. The registered office of the limited partnership is Princes Exchange, 1 Earl Grey Street, Edinburgh, EH3 9EE.

The financial statements of Victoria Investment SP have been appended to these financial statements in accordance with terms of The Partnerships (Accounts) Regulations 2008.

4	Debtors	2011 \$	2010 \$
	Management fees due from Victoria Investment SP	16,800	13,560
5	Creditors: amounts falling due within one year	2011 \$	2010 \$
	Turcan Connell fees	_	753
	Loan due to Victoria Investment SP	12,545	9,437
	Loan due to Vauxhall Trust	1,722	1,722
	Accruals - Saffery Champness fees	2,000	1,808
		16,267	13,720
6	Share capital	2011	2010
		\$	\$
	Allotted, called up and fully paid		
	1 Ordinary share of £1	1	1
			

NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 30 JUNE 2011

7	Statement of movements on profit and loss account	
	<u>-</u>	Profit and
		loss
		account
		\$
	Balance at 1 July 2010	(150)
	Profit for the year	693
	Balance at 30 June 2011	543

8 Control

The ultimate controlling party is The Vauxhall Trust. The Trust is set up under English Law.

9 Related party relationships and transactions

The company entered into the following related party transactions:	2011	2010
	\$	\$
Victoria Investment SP		
Management fees received	2,400	2,260
Foreign exchange difference	840	(1,086)
Fees paid on the company's behalf	(3,108)	(2,713)
		
There were balances due from/(to) related parties at the year end as follows:		
Victoria Investment SP	4,255	4,123
The Vauxhall Trust	(1,722)	(1,722)

Freicha Limited is the general partner of Victoria Investment SP. The Vauxhall Trust is the sole shareholder in the company.

VICTORIA INVESTMENT SP PARTNERS' REPORT AND AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2011

PARTNERSHIP INFORMATION

Partners Freicha Limited

Freicha International LLC

Registered number SL004946

Registered office Princes Exchange

1 Earl Grey Street

Edinburgh Scotland EH3 9EE

Auditors Saffery Champness

Edinburgh Quay 133 Fountainbridge

Edinburgh EH3 9BA

Business address Barclaytrust (Suisse) S.A.

Chemin de Grange-Canal 18-20

1224

Chene-Bougeries Switzerland

Solicitors Turcan Connell

Princes Exchange 1 Earl Grey Street

Edinburgh EH3 9EE

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PARTNERS' REPORT FOR THE YEAR ENDED 30 JUNE 2011

The partners present their report and financial statements for the year ended 30 June 2011.

Principal activities

The principal activity of the limited partnership continued to be that of investment management.

Legislation

In accordance with the terms of the Partnerships (Accounts) Regulations 2008 these financial statements have been prepared in accordance with the disclosure requirements of the Companies Act 2006. References throughout these financial statements to the Companies Act 2006 apply as if the limited partnership were a company of similar size and nature.

Partners

The following partners have held office since 1 July 2010:

Freicha Limited
Freicha International LLC

Auditors

Saffery Champness have expressed their willingness to remain in office as auditors of the limited partnership.

Partners' responsibilities

The partners are responsible for preparing the Partners' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the partners to prepare financial statements for each financial year. Under that law the partners 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 the partners must not approve the financial statements unless partners are satisfied that they give a true and fair view of the state of affairs of the limited partnership and of the profit or loss of the limited partnership for that period. In preparing these financial statements, the partners 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 partnership will continue in business.

The partners are responsible for keeping adequate accounting records that are sufficient to show and explain the limited partnership's transactions and disclose with reasonable accuracy at any time the financial position of the limited partnership and enable partners to ensure that the financial statements comply with the Companies Act 2006. Partners are also responsible for safeguarding the assets of the limited partnership and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

PARTNERS' REPORT (continued) FOR THE YEAR ENDED 30 JUNE 2011

Statement of disclosure to auditors

So far as the partners are aware, there is no relevant audit information of which the limited partnership's auditors are unaware. Additionally, the partners have taken all the necessary steps that they ought to have taken as partners in order to make themselves aware of all relevant audit information and to establish that the limited partnership's auditors are aware of that information.

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

On behalf of the Partners

Barclaytrust (Suisse) S.A.

Director of Freicha Limited | 21.02.2012

INDEPENDENT AUDITORS' REPORT TO THE PARTNERS OF VICTORIA INVESTMENT SP

We have audited the financial statements of Victoria Investment SP for the year ended 30 June 2011 set out on pages 5 to 10. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (effective April 2008) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

This report is made solely to the limited partnerhip's partners, as a body, in accordance with sections 495 and 496 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the limited partnership's partners 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 limited partnership and the limited partnership's partners as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of partners and auditors

As explained more fully in the Partners' Responsibilities Statement set out on pages 1 - 2, the partners 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

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 partnership's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the partners; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Partners' Report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion:

- give a true and fair view of the state of the limited partnership's affairs as at 30 June 2011 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Partners' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

INDEPENDENT AUDITORS' REPORT (continued) TO THE PARTNERS OF VICTORIA INVESTMENT SP

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, 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
- certain disclosures of partners' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the partners were not entitled to prepare the financial statements and the partners' report in accordance with the small companies regime.

David Hughes (Senior Statutory Auditor) for and on behalf of Saffery Champness

28.3.2012

Chartered Accountants Statutory Auditors

Edinburgh Quay 133 Fountainbridge Edinburgh EH3 9BA

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 JUNE 2011

Notes Private Equity Other income 2011 2011 2011 2011 2011 2011 2011 20
Turnover 1 Interest received 5,965 2, Dividends received 411,916 822, Distributions from Private Equity 45,325 6,
Interest received5,9652,Dividends received411,916822,Distributions from Private Equity45,3256,
Dividends received 411,916 822, Distributions from Private Equity 45,325 6,
Distributions from Private Equity 45,325 6,
• •
Other income
ouer meone -
463,206 831,
Administrative expenses
Investment management fees 43,744 29,
Matanzas investment management fees 34,895 39,
General Partner management charges 2,400 2,
Legal and professional fees -
Audit fees 3,044 3,
Banking fees and charges 388
Loss/(gain) on foreign currency translation 1,104 (1,
(85,575) (72,
Operating profit 2 377,631 759,
Gain/(loss) on disposal of listed investments 206,075 (192,
Other interest receivable and similar 3
income 2
Interest payable and similar charges -
Retained profit for the year 583,708 566,

The notes on pages 7 to 10 form part of these financial statements.

BALANCE SHEET AS AT 30 JUNE 2011

		20	011	2	010
	Notes	\$	\$	\$	\$
Current assets					
Investments	4	11,083,881		10,003,862	
Debtors	5	34,485		10,924	
Cash at bank and in hand		248,940		1,356,029	
		11,367,306		11,370,815	
Creditors: amounts falling due within one year	6	(9,117,803)		(9,705,020)	
Net current assets			2,249,503		1,665,795
Total assets less current assets			2,249,503		1,665,795
Capital and reserves					
Partner's capital accounts	7		1,000		1,000
Partners' current accounts	8		2,248,503		1,664,795
Partners' funds	9		2,249,503		1,665,795

These financial statements have been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006 and with the Financial Reporting Standard for Smaller Entities (effective April 2008).

21.02.2012

The notes on pages 7 to 10 form part of these financial statements.

by the partners for issue on

Juli Yuu

Director of Freicha Limited

Barclaytrust (Suisse) S.A.

Registration No. SL004946

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2011

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008).

1.2 Compliance with accounting standards

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently (except as otherwise stated).

1.3 Turnover

Turnover represents interest and dividends received from investments.

1.4 Investments

Current asset listed investments are stated at cost less provision for diminution in value.

1.5 Foreign currency translation

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

The exchange rate at the balance sheet date from US Dollars to Sterling was 0.62500 (2010 - 0.66370).

2	Operating profit	2011 \$	2010 \$
	Operating profit is stated after charging: Auditors' remuneration	3,044	3,135
3	Investment income	2011 \$	2010 \$
	Bank interest	2	2

NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 30 JUNE 2011

4	Current asset investments		
		2011	2010
	Cost	\$	\$
	At 1 July 2010	10,003,862	9,983,633
	Additions	2,476,362	3,835,058
	Disposals	(1,396,343)	(3,814,829)
	At 30 June 2011	11,083,881	10,003,862
		\$	\$
	Market value	10.569.550	0.410.055
	At 30 June 2011 & at 30 June 2010	10,568,559	8,413,975
5	Debtors	2011 \$	2010 \$
		Ψ	Ψ
	Other debtors:		
	- Accrued interest	21,940	1,487
	- Loan due from Freicha Limited	12,545	9,437
		34,485	10,924
6	Creditors: amounts falling due within one year	2011	2010
0	Creditors, amounts raning due within one year	\$	\$
	Bank loans and overdrafts Other creditors:	15,781	-
	- Accruals - Saffery Champness fees	3,456	3,511
	- Management fee due to Freicha Limited	16,800	13,560
	Loan from Freicha International LLC	9,081,766	9,687,949
		9,117,803	9,705,020

NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 30 JUNE 2011

7	Partners' capital accounts		2011	2010
	Freicha International LLC		\$ 990	\$ 990
	Freicha Limited		10	10
			1,000	1,000
8	Partners' current accounts	At 1 July 2010	Share of profits	At 30 June 2011
		\$	\$	\$
	Freicha International LLC	1,664,795	583,708	2,248,503
	Freicha Limited	-	-	· · ·
		1,664,795	583,708	2,248,503
9	Reconciliation of movements in partners' funds		2011	2010
	•		\$	\$
	Profit for the financial year		583,708	566,847
	Net addition to partners' funds		583,708	566,847
	Opening partners' funds		1,665,795	1,098,948
	Closing partners' funds		2,249,503	1,665,795
10	Capital commitments		2011	2010
	-		\$	\$
	At 30 June 2011 the partnership had capital commitment	ts as follows:		
	Contracted for but not provided in the financial stateme	nts	591,971	709,252

The financial commitment represents the amount undrawn on a total commitment of \$1,000,000 to Goldman Sachs Vintage Fund III Offshore and \$500,000 in Goldman Sachs Vintage Fund V LP.

11 Control

The ultimate controlling party is Vauxhall Trust, a Trust set up under English law.

NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 30 JUNE 2011

12 Related party relationships and transactions

Transactions entered into with related parties during the year ended 30 June 2011 can be summarised as follows:

summarised as follows.	2011 \$	2010 \$
Freicha International LLC:		
Loan advanced	30,000	250,000
Loan repaid	(636,183)	(616,915)
Freicha Limited:		
Management fee	2,400	2,260
Foreign exchange difference	840	(1,086)
Accountancy fee paid	(3,108)	(2,713)
The balances due to related parties at the year end were as follows:		
Freicha International LLC	9,081,766	9,687,949
Freicha Limited	4,255	4,123

Freicha International LLC and Freicha Limited are partners in Victoria Investment SP.