Company Registration No. SC250459 (Scotland)

MEOPHAN LIMITED

DIRECTORS' REPORT AND UNAUDITED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2009



COMPANY INFORMATION

Directors P Good T Vinzia

S McLuckie
J Morris

Secretary Turcan Connell

Company number SC250459

Registered office Princes Exchange

1 Earl Grey Street

Edinburgh Scotland EH3 9EE

Accountants Saffery Champness

Edinburgh Quay 133 Fountainbridge

Edinburgh EH3 9BA

Business address 8-10 Rue d'Italie

CH-1204 Geneve 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 2009 FOR THE YEAR ENDED 30 JUNE 2009

The directors present their report and financial statements for the year ended 30 June 2009.

Principal activities

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

Directors

The following directors have held office since 1 July 2008:

P Good

T Vinzia

S McLuckie

J Morris

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.

/ Vinzia

Director

14.03.200

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PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 JUNE 2009 FOR THE YEAR ENDED 30 JUNE 2009

	Notes	2009 \$	2008
_			2,992
Turnover		-	2,392
Administrative expenses		(5,071)	(3,171)
Loss on ordinary activities before taxation		(5,071)	(179)
Tax on loss on ordinary activities	2		
Loss for the year	7	(5,071)	(179)

The notes on pages 5 to 8 form part of these financial statements.

BALANCE SHEET AS AT 30 JUNE 2009 AS AT 30 JUNE 2009

		20	2009		2008	
	Notes	\$	\$	\$	\$	
Fixed assets	·					
Investments	3		10		10	
Current assets						
Debtors	4	12,839		14,958		
Cash at bank and in hand		1		1		
		12,840		14,959		
Creditors: amounts falling due						
within one year	5	(11,561)		(8,609)		
Net current assets			1,279		6,350	
Total assets less current liabilities			1,289		6,360	
			 _			
Capital and reserves						
Called up share capital	6		1		1	
Profit and loss account	7		1,288		6,359	
Shareholders' funds			1,289		6,360	

BALANCE SHEET (continued) AS AT 30 JUNE 2009 AS AT 30 JUNE 2009

For the financial year ended 30 June 2009 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 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).

The notes on pages 5 to 8 form part of these financial statements.

povered by the Board for issue on 24.03.200

#17-11:

T Vinzia
Director

Company Registration No. SC250459

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2009 FOR THE YEAR ENDED 30 JUNE 2009

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 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.

1.6 Foreign exchange

The exchange rate at the balance sheet date from US Dollars to Sterling was 0.60550 (2008 - 0.50140).

2 Taxation

On the basis of these financial statements no provision has been made for corporation tax.

NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 30 JUNE 2009 FOR THE YEAR ENDED 30 JUNE 2009

3 Fixed asset investments

	Unlisted
	investments
·	\$
Cost	
At 1 July 2008 & at 30 June 2009	
Not be all makes	
Net book value	10
At 30 June 2009	10
	10
At 30 June 2008	

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

The financial statements of Meophan Investment SP have been appended to these financial statements in accordance with terms of The Partnerships and Unlimited Companies (Accounts) (Amendment) Regulations 2005.

4	Debtors	2009 \$	2008 \$
	Management fees due to Meophan Limited Prepayments	12,386 453	14,958
		12,839	14,958
5	Creditors: amounts falling due within one year	2009 \$	2008 \$
	Loan due to Manchester Trust Loan due to Meophan Investment SP Accruals	5,556 3,775 2,230	3,742 2,348 2,519
		11,561	8,609

NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 30 JUNE 2009 FOR THE YEAR ENDED 30 JUNE 2009

6	Share capital	2009 \$	2008 \$
	Authorised		101
	100 Ordinary shares of £1 each	181	
	Allotted, called up and fully paid		
	1 Ordinary share of £1	<u> </u>	<u> </u>
7	Statement of movements on profit and loss account	·	Profit and
			loss
	•		account \$
	Balance at 1 July 2008		6,359
	Loss for the year		(5,071)
	Balance at 30 June 2009		1,288

8 Control

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

9

MEOPHAN LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 30 JUNE 2009 FOR THE YEAR ENDED 30 JUNE 2009

Related party transactions		
	2009	2008
	\$	\$
The company entered into the following related party transactions:		
Meophan Investment SP		
Management fees received	-	2,992
Foreign exchange difference	(2,572)	(57)
Accountancy fees paid	(1,427)	
The Manchester Trust	•	
Fees settled by the Trust on the company's behalf	(1,814)	(3,106)
There were balances due from/(to) related parties at the year end as folks	ows:	
Meophan Investment SP	8,611	12,610
The Manchester Trust	(5,556)	(3,742)

Meophan Limited is a partner in Meophan Investment SP. The Manchester Trust is the sole shareholder in the company.

MEOPHAN INVESTMENT SP PARTNERS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2009



PARTNERSHIP INFORMATION

Partners Meophan Limited

Meophan International LLC

Registered number SL004949

Registered office Princes Exchange

1 Earl Grey Street

Edinburgh Scotland EH3 9EE

Auditors Saffery Champness

Edinburgh Quay 133 Fountainbridge

Edinburgh EH3 9BA

Business address 8-10 Rue d'Italie

CH-1204 Geneve 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 2009

The partners present their report and financial statements for the year ended 30 June 2009.

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 and Unlimited Companies (Accounts) (Amendment) Regulations 2005 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 2008:

Meophan Limited
Meophan 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 2009

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 Cehalf of the partners

Tatiana Vinzia

a/Director of Meophan Limited

24.03.200

INDEPENDENT AUDITORS' REPORT TO THE PARTNERS OF MEOPHAN INVESTMENT SP

We have audited the financial statements of Meophan Investment SP for the year ended 30 June 2009 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 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.

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 2009 and of its loss 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 Partner's 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 MEOPHAN 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

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Chartered Accountants Statutory Auditors

Edinburgh Quay 133 Fountainbridge Edinburgh EH3 9BA

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 JUNE 2009

		2009	2008
	Notes	\$	\$
Turnover	1		
Interest received		12,151	141,649
Dividends received		846,173	56,561
Distributions from GS Vintage F	und	46,562	37,679
Distributions from Private Equity	Investment .	24,702	79,600
Share of income from Truk Inter	national Fund	-	-
Other income		279	92
		929,867	315,581
Administrative expenses			
Investment management fees		68,161	105,114
Management charges		-	2,992
Legal and professional fees		-	1,050
Audit fees		3,657	4,335
Bank charges		57	362
(Gain)/loss on foreign currency t	ranslation	(3,840)	51
Loss/(gain) on disposal of invest	ments	4,208,370	(572,114)
		(4,276,405)	458,210
Operating (loss)/profit	2	(3,346,538)	773,791
Interest received	3	5	126
Loan from Meophan Internationa	al LLC written off	2,464,025	-
Interest payable and similar char	ges	(5)	(2,102)
Retained (loss)/profit for the ye	ear 8	(882,513)	771,815

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

BALANCE SHEET AS AT 30 JUNE 2009

		2	2009		2008	
	Notes	\$	\$	\$	\$	
Current assets						
Investments	4	8,195,901		12,173,035		
Debtors	5	4,798		2,471		
Cash at bank and in hand		1,664,828		964,339		
		9,865,527		13,139,845		
Creditors: amounts falling due within one year	6	(6,179,374)		(8,571,179)		
Net current assets			3,686,153		4,568,666	
Total assets less current liabilities			3,686,153		4,568,666	
Capital and reserves			•			
Partners' capital accounts	7		1,000		1,000	
Partners' current accounts	8		3,685,153		4,567,666	
Partners' funds	9		3,686,153		4,568,666	

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).

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

The financial statements were approved by the Partners on ... 24.13.2010

Tatiana Vinzia

as a Director of Meophan Limited

Registration No. SL004949

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2009

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 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 0.60550 (2008 - 0.50140).

2	Operating (loss)/profit	2009 \$	2008 \$
	Operating (loss)/profit is stated after charging: Auditors' remuneration	3,657	4,335
3	Investment income	2009 \$	2008 \$
	Bank interest	5	126
		5	126

NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 30 JUNE 2009

4	Current asset listed investments		
		2009 \$	2008 \$
	Cost	Ψ	Ψ
	At 1 July 2008	12,173,035	12,916,176
	Additions	5,084,334	3,214,360
	Disposals	(9,061,468)	(3,957,501)
	At 30 June 2009	8,195,901	12,173,035
		\$	\$
	Market value	0	
	At 30 June 2009	5,493,643	11,368,494
5	Debtors	2009	2008
		\$	\$
	Other debtors:		100
	- Accrued interest	1,023	123
	- Due from Meophan Limited	3,775	2,348
		4,798	2,471
6	Creditors: amounts falling due within one year	2009 \$	2008 \$
	D. 1.1	137	416
	Bank loans and overdrafts Other creditors:	137	410
	- Accruals	3,699	4,335
	- Remaining commitment to GS private equity	-	-
	- Management fees due to Meophan Limited	12,386	14,958
	Loan from Meophan International LLC	6,163,152	8,551,470
		6,179,374	8,571,179

The loan from Meophan International LLC is interest free and repayable on demand.

NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 30 JUNE 2009

7	Partners' capital accounts		2009	2008
	Meophan International LLC		\$ 990	\$ 990
	Meophan Limited			
			1,000	1,000
	•			
8	Partners' current accounts	At 1 July 2008 \$	Share of losses	At 30 June 2009
	Meophan International LLC Meophan Limited	4,567,666 -	(882,513)	3,685,153
				2 (05 152
		4,567,666	(882,513)	3,685,153
9	Reconciliation of movements in partners' funds	4,567,666	2009	2008
9	Reconciliation of movements in partners' funds (Loss)/profit for the financial year	4,567,666	2009	2008
9		4,567,666	2009	2008
9	(Loss)/profit for the financial year Net (depletion in)/addition to partners' funds	4,567,666	2009 \$ (882,513) (882,513)	2008 \$ 771,815 771,815
9	(Loss)/profit for the financial year Net (depletion in)/addition to partners' funds Opening partners' funds		2009 \$ (882,513) (882,513) 4,568,666	2008 \$ 771,815 771,815 3,796,851

The financial commitment represents the amount undrawn on a total commitment of \$1,920,000 to

NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 30 JUNE 2009

11 Control

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

12 Related party transactions

Transactions entered into with related parties during the year ended 30 June 2009 can be summarised as follows:

	2009 \$	2008 \$
Meophan International LLC:		
Loan advanced	508,233	204,145
Loan repaid	(432,526)	(1,948,877)
Loan amount written off	(2,464,025)	-
	****	****
Meophan Limited:		
Management fee	-	2,992
Foreign exchange difference	(2,572)	(57)
Fees paid by the SP on the company's behalf	(1,427)	-
		-
The balances due to related parties at the year end were as follows:		
Meophan International LLC	6,163,152	8,551,470
Meophan Limited	8,611	12,610
•		

Meophan International LLC and Meophan Limited are partners in Meophan Investment SP.