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MARGAUX RED LIMITED

DIRECTORS' REPORT AND UNAUDITED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2012

THURSDAY



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COMPANY INFORMATION

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

P Good

T Vinzia

Secretary Turcan Connell

Company number SC295510

Registered office Princes Exchange

1 Earl Grey Street

Edinburgh 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 2012

The directors present their report and financial statements for the year ended 30 June 2012.

Principal activities

The principal activity of the company is the investment in Margaux Red Investment SP. The principal activity of this partnership is investment management.

Directors

The following directors have held office since 1 July 2011:

Barclaytrust (Suisse) S.A.

(Appointed 5 October 2011)

S McLuckie

(Resigned 5 October 2011)

P Good

T Vinzia

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.

On dehalf of the board

Barclaytrust (Suisse) S.A.

Director

18-3-2013

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 JUNE 2012

	Notes	2012 \$	2011 \$
Turnover		2,338	2,400
Administrative expenses		(2,917)	(2,495)
Loss on ordinary activities before taxation		(579)	(95)
Tax on loss on ordinary activities	2		
Loss for the year	7	(579)	(95)

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

BALANCE SHEET AS AT 30 JUNE 2012

			2012		2011
	Notes	\$	\$	\$	\$
Fixed assets					
Investments	3		10		10
Current assets					
Debtors	4	9,350		7,200	
Cash in hand		1		1	
		9,351		7,201	
Creditors: amounts falling due					
within one year	5	(17,183)		(14,455)	
Net current liabilities			(7,832)		(7,254)
Total assets less current liabilities			(7,822)		(7,244)
Capital and reserves					
Called up share capital	6		2		1
Profit and loss account	7		(7,824)		(7,245)
Shareholders' funds			(7,822)		(7,244)

BALANCE SHEET (continued) AS AT 30 JUNE 2012

For the financial year ended 30 June 2012 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 Entities (effective April 2008).

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

pproved by the Board for issue

Barclaytrust (Suisse) S.A.

Director

Company Registration No. SC295510

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2012

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 0.6417 (2011 - 0.6250).

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 2012

3 Fixed asset investments

	Unlisted investments \$
Cost At 1 July 2011 & at 30 June 2012	10
Net book value At 30 June 2012	10
At 30 June 2011	10

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

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

4	Debtors	2012 \$	2011 \$
	Management fee due from Margaux Red Investment SP	9,350	7,200
5	Creditors: amounts falling due within one year	2012 \$	2011 \$
	Loan due to Margaux Red Investment SP Loan due to Margaux Trust Saffery Champness fees	13,723 1,590 1,870	10,865 1,590 2,000
		<u>17,183</u>	14,455

NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 30 JUNE 2012

6	Share capital	2012 \$	2011 \$
	Allotted, called up and fully paid		
	1 Ordinary share of £1 each	2	1

7 Statement of movements on profit and loss account

	Profit and loss account \$
Balance at 1 July 2011 Loss for the year	(7,245) (579)
Balance at 30 June 2012	(7,824)

8 Control

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

NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 30 JUNE 2012

9	Related party relationships and transactions		
	The company entered into the following related party transactions:	2012	2011
		\$	\$
	Margaux Red Investment SP:		
	Management fees received	2,338	2,400
	Foreign exchange difference	(188)	280
	Fees paid on the company's behalf	(2,858)	(3,095)
	There were balances due to related parties at the year end as follows:	-	
	Margaux Red Investment SP	(4,373)	(3,665)
	The Margaux Trust	(1,590)	(1,590)

Margaux Red Limited is the general partner in Margaux Red Investment SP. The Margaux Trust is the sole shareholder in the company.

Registration No. SL005672 (Scotland)

MARGAUX RED INVESTMENT SP PARTNERS' REPORT AND AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2012

Saffery Champness

PARTNERSHIP INFORMATION

Partners Margaux Red Limited

Margaux International LLC

Registered number SL005672

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 2012

The partners present their report and financial statements for the year ended 30 June 2012.

Principal activities

The principal activity of the limited partnership is 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 2011:

Margaux Red Limited
Margaux International LLC

Auditors

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

Statement of 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 they 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 2012

Statement of disclosure to auditors

So far as the partners are aware, there is no relevant audit information of which the limitedpartnership'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.

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behalf of the partners

Barclaytrust (Suisse) S.A.

Director of Margaux Red Limited 13.03.2013

INDEPENDENT AUDITORS' REPORT TO THE PARTNERS OF MARGAUX RED INVESTMENT SP

We have audited the financial statements of Margaux Red Investment SP for the year ended 30 June 2012 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 partnership's partners, as a body, in accordance with Chapter 3 of Part 16 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 the financial statements:

- give a true and fair view of the state of the limitedpartnership's affairs as at 30 June 2012 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 opinionthe 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 MARGAUX RED 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 in accordance with the small companies regime and take advantage of the small companies' exemption in preparing the partners' report.

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

Chartered Accountants Statutory Auditors

Edinburgh Quay 133 Fountainbridge Edinburgh EH3 9BA

28.3.20/3

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 JUNE 2012

		2012	2011
1	Notes	\$	\$
Turnover	1		
Interest received		20	216
Dividends received		63,487	243,767
Distributions from Private Equity		83,737	117,914
		147,244	361,897
Administrative expenses			
General Partner management charges		2,338	2,400
Matanzas investment management fees		18,683	18,095
Investment management fees		10,643	10,843
Audit fees		3,506	3,044
Bank charges		241	373
(Gain)/loss on foreign currency		<u>(196)</u>	539
		(35,215)	(35,294)
Operating profit	2	112,029	326,603
Loss on disposal of listed investments		(47,091)	(49,442)
Other interest receivable and similar	3		
income		89	66
Interest payable and similar charges		-	(1)
Retained profit for the year		65,027	277,226

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

BALANCE SHEET AS AT 30 JUNE 2012

	2012		2011	
Notes	\$	\$	\$	\$
4	5,502,560		5,388,799	
5	13,723		10,865	
	206,488		309,312	
	5,722,771		5,708,976	
6	(5,464,017)		(5,515,249)	
		258,754		193,727
		258,754		193,727
				
7		1 000		1 000
		•		1,000
8		257,754		192,727
9		258,754		193,727
	4 5 6	Notes \$ 4	Notes \$ \$ \$ 4	Notes \$ \$ 4 5,502,560 5,388,799 5 13,723 10,865 206,488 309,312 5,722,771 5,708,976 6 (5,464,017) (5,515,249) 258,754 258,754 7 1,000 8 257,754

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.

Approved by the Partners for issue on 3.03.201

Barclaytrust (Suisse) S.A.

Director of Margaux Red Limited

Registration No. SL005672

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2012

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 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 0.6417 (2011 - 0.6250).

2	Operating profit	2012 \$	2011 \$
	Operating profit is stated after charging: Auditors' remuneration	3,506	3,044
3	Investment income	2012 \$	2011 \$
	Bank interest received	89	66

NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 30 JUNE 2012

4	Current asset investments		
		2012	2011
	Cont	\$	\$
	Cost At 1 July 2011	5,388,799	5,100,439
	Additions	161,070	483,145
	Disposals	(47,309)	(194,785)
	Disposuis		(171,703)
	At 30 June 2012	<u>5,502,560</u>	5,388,799
	Market value	\$	\$
	At 30 June 2012 & at 30 June 2011	4,518,231	4,617,383
_	Dahtaur	2012	2011
5	Debtors	\$	\$
	Amounts due from Margaux Red Limited	13,723	10,865
6	Creditors: amounts falling due within one year	2012 \$	2011 \$
		·	
	Other creditors:		
	- Management fees due to Margaux Red Limited	9,350	7,200
	- Accruals - Saffery Champness fees	3,506	3,456
	Loan from Margaux International LLC	5,451,161	5,504,593
		5,464,017	5,515,249

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

NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 30 JUNE 2012

7	Partners' capital accounts		2012 \$	2011 \$
	Margaux Red Limited Margaux International LLC		10 990	10 990
			1,000	1,000
8	Partners' current accounts	At 1 July 2011 \$	Share of profits	At 30 June 2012 \$
	Margaux International LLC Margaux Red Limited	192,727	65,027	257,754
		192,727	65,027	257,754 ————
9	Reconciliation of movements in partners' funds		2012 \$	2011 \$
	Profit for the financial year		65,027	277,226
	Profit for the financial year Net addition to partners' funds Opening partners' funds		65,027 65,027 193,727	277,226 277,226 (83,499)
	Net addition to partners' funds		65,027	277,226
10	Net addition to partners' funds Opening partners' funds		65,027 193,727	277,226 (83,499)
10	Net addition to partners' funds Opening partners' funds Closing partners' funds	s follows:	65,027 193,727 258,754 2012	277,226 (83,499) 193,727

The financial commitment represents the amount undrawn on a total commitment of \$500,000 to the GS Perry Private Opportunities Fund.

NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 30 JUNE 2012

11 Control

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

12 Related party relationships and transactions

Transactions entered into with related parties during the year ended 30 June 2012 can be summarised as follows:

	2012	2011
	\$	\$
Margaux International LLC:		
Loan repaid	(53,432)	(72,468)
Margaux Red Limited:		
Management fee	2,338	2,400
Foreign exchange difference	(188)	280
Accountancy fee paid	(2,858)	(3,095)
The balances due to/(from) related parties at the year end were as follows:		
Margaux International LLC	5,451,161	5,504,593
Margaux Red Limited	(4,373)	(3,665)
-		

Margaux International LLC and Margaux Red Limited are partners in Margaux Red Investment SP.