

Rutland II GP Limited
31 December 2013

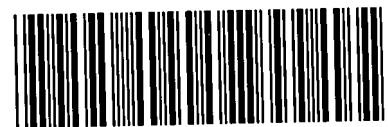
Company Number: SC308305

RUTLAND II GP LIMITED

REPORT AND ACCOUNTS

31 December 2013

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Directors and Officers

Directors

MRF Langdon
ND Morrill
PI Cartwright
MJR Harris
BS Slatter

Chairman

Secretary

NA Moss

Registered office

50 Lothian Road
Festival Square
Edinburgh
EH3 9WJ

Registered number

SC308305

Auditor

KPMG LLP
8 Salisbury Square
London
EC4Y 8BB

Directors' Report

For the year ended 31 December 2013

The directors present their report and the audited financial statements for the year ended 31 December 2013.

Principal activities

The Company's principal activity is that of General Partner of Rutland II GP LP and Rutland II CCLP, two UK limited partnerships. Rutland II GP LP is the General Partner of Rutland Fund II LP, a UK limited partnership which, with Rutland II CCLP, makes private equity investments in a private equity fund known as Rutland Fund II ("Fund II"), which has commitments totalling £322m. Fund II's investment period ended on 24 July 2013 and Fund II will terminate in July 2017. Accordingly it is the intention of the Board that the Company will continue its current activities in the foreseeable future.

Results and dividends

The Company made neither a profit nor a loss on ordinary activities for the period, after taxation (2012: £nil). The directors do not recommend the payment of an ordinary dividend (2012: £nil).

Manager

The Manager is Rutland Partners LLP, which is authorised and regulated by the Financial Conduct Authority.

Parent and ultimate parent undertaking

The parent undertaking is Rutland Holdco Limited, which is registered in England. Rutland Holdco Limited is a wholly owned subsidiary of Rutland Partners LLP, which is also registered in England. This is the parent undertaking of the only group to consolidate the accounts of the Company. A copy of the consolidated accounts of Rutland Partners LLP may be obtained from the Company Secretary, Cunard House, 15 Regent Street, London SW1Y 4LR.

Directors

The directors, all of whom served during the year, are listed on page 1.

Directors' and Officers' liability insurance

Directors' and Officers' liability insurance cover is maintained by the Manager in respect of the Company's directors and officers.

Auditor

KPMG Audit Plc resigned as Auditor on 28 November 2013. On 28 November 2013 KPMG LLP were appointed as Auditor to fill the vacancy.

Taxation

The Company is considered to be a close company under the provisions of the Income and Corporation Taxes Act 1988.

Fixed assets

Details of fixed asset investments are set out in Note 7.

Directors' Report (continued)

Disclosure of information to the Auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and the directors have taken all the steps that they ought to have taken as directors to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Statement of directors' responsibilities in respect of the directors' report and the financial statements

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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

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 year. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

By order of the Board



N A Moss
Company Secretary
16 April 2014

Independent Auditor's report to the members of Rutland II GP Limited

We have audited the financial statements of Rutland II GP Limited for the year ended 31 December 2013 which set out on pages 5 to 10. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

This report is made solely to the Company's members, 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 Company'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 Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of the directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 3, the directors 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 Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate. In addition we read all the financial and non-financial information in the Directors' Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing our audit. 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 Company's affairs as at 31 December 2013 and of its result for the year then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

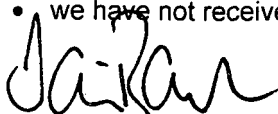
Opinion on other matter prescribed by the Companies Act 2006

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

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 directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.



Iain Barnatyne (Senior Statutory Auditor)
For and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
8 Salisbury Square
London EC4Y 8BB
16 April 2014

Profit and Loss Account For the year ended 31 December 2013

	Notes	2013 £000	2012 £000
Turnover	2	15	15
Administrative expenses	3	(15)	(15)
Result on ordinary activities before taxation	5	-	-
Taxation	6	-	-
Retained result for the financial year		-	-

All results shown in the above profit and loss account are from continuing operations.

The Company has no recognised gains and losses other than the results above and therefore no separate statement of total recognised gains and losses has been presented.

In respect of the result on ordinary activities before taxation and the retained result for the period, there is no difference between the figures stated above and their historical cost equivalents.

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

Balance Sheet

At 31 December 2013

	Notes	2013 £000	2012 £000
Fixed assets			
Investments	7	-	-
		-	-
Current assets			
Debtors	8	2,900	2,483
		2,900	2,483
Creditors: amounts due within one year	9	(2,900)	(2,483)
Net current assets		-	-
Net assets		-	-
Capital and reserves			
Called up share capital	10	-	-
Profit and loss account	11	-	-
Total equity shareholders' funds	12	-	-

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

The financial statements on pages 5 to 10 were approved by the Board of Directors on 16 April 2014 and were signed on its behalf by:

MJR Harris
Director


.....

Company Number: SC308305

Notes to the Financial Statements For the year ended 31 December 2013

1. Principal accounting policies

The financial statements have been prepared in accordance with applicable Accounting Standards in the United Kingdom.

(i) Basis of accounting

The financial statements have been prepared on the going concern principle on the basis that the shareholders have confirmed their financial commitment to the Company ensuring all obligations of the Company will be met as and when they fall in for the foreseeable future. The financial statements are prepared in accordance with the historical cost convention.

(ii) Limited Partnership Funds

The Company acts as General Partner of Rutland II GP LP and Rutland II CCLP, two UK limited partnerships. Rutland II GP LP is the General Partner of Rutland Fund II LP, a UK limited partnership which, with Rutland II CCLP, makes private equity investments in a private equity fund known as Rutland Fund II ("Fund II"), which has commitments totalling £322m. Fund II will terminate in July 2017, although its life may be extended for up to two years. Further details are given in Note 7. Investments held through Fund II are made with the express intention of capital appreciation. The Company's investments in Rutland II GP LP and Rutland II CCLP are held at cost less any permanent impairment in value.

(iii) Turnover

Turnover is stated net of value added tax and is accounted for when it becomes due.

(iv) Deferred tax

Deferred tax assets and liabilities arise from timing differences between the recognition of gains and losses in the financial statements and their recognition for tax purposes. Deferred tax liabilities are fully recognised and deferred tax assets are recognised when it is considered more likely than not that the asset will be recoverable. Deferred tax assets and liabilities are recognised on an undiscounted basis.

2. Turnover

	2013	2012
	£000	£000
General Partner share receivable	15	15
	15	15

The Company is entitled to receive General Partner share of an amount equal to £10,000 per annum from Rutland II GP LP and £5,000 per annum from Rutland II CCLP. The General Partner share receivable is accounted for by the Company as turnover.

3. Administrative expenses

	2013	2012
	£000	£000
Management services fee payable to the Manager (Note 4)	15	15
	15	15

Notes to the Financial Statements (continued)

4. Employee information

The Company had no direct employees during the year. The directors received no remuneration in respect of the Company but are Partners of and are remunerated by the Manager. Rutland Partners LLP acts as Manager of the Company under a management arrangements agreement and its related management services fee is included within administrative expenses.

5. Result on ordinary activities before taxation

Audit fees for the year amounting to £2,000 were borne by the Manager.

6. Taxation

	2013 £000	2012 £000
Analysis of tax charge for the period		
UK Corporation tax on taxable profits for the year at 23.25% (2012: 24.5%)	-	-
	-	-

There were no factors affecting the tax charge for the year.

7. Investments

	2013 £000	2012 £000
At cost		
Investment in Limited Partnerships	-	-
	-	-

The Company is the General Partner of Rutland II CCLP, a limited partnership which is incorporated in the UK and registered in England and Wales and Rutland II GP LP, a limited partnership which is incorporated in the UK and registered in Scotland. The Company holds investments of £1 each as a Limited Partner in those Limited Partnerships.

8. Debtors

	2013 £000	2012 £000
Withholding tax recoverable	2,900	2,483
	2,900	2,483

Notes to the Financial Statements (continued)

9. Creditors: amounts falling due within one year

	2013	2012
	£000	£000
Amounts owed to related parties (Note 13)	2,900	2,483
	2,900	2,483

10. Share capital

	£000
Authorised, allotted, called up and fully paid	
1 ordinary share of £1 each	
At 1 January and 31 December 2013	-

11. Profit and loss account

	£000
At 1 January and 31 December 2013	-

12. Reconciliation of movements in shareholders' funds

	£000
At 1 January and 31 December 2013	-

13. Related party transactions

- (i) As described in Note 2, the Company is the General Partner of Rutland II GPLP and Rutland II CCLP and is entitled to receive General Partner share which represents all of the Company's turnover.
- (ii) At 31 December 2013 a balance of £2,900,000 was recoverable in respect of withholding tax relating to Rutland Fund II and an equivalent amount was repayable to Rutland Fund II and included in creditors (2012: £2,483,000).
- (iii) The Company has taken advantage of the exemption under FRS 8 "Related Party Disclosures" from disclosing all transactions or balances between entities within the Rutland Partners LLP group that have been eliminated on consolidation in the consolidated accounts of the ultimate parent undertaking.

14. Cash flow statement

The Company has not prepared a cash flow statement under the exemption contained in FRS1 "Cash Flow Statements" applicable to the Company, being a wholly owned subsidiary undertaking. A consolidated cash flow statement is included in the consolidated accounts of the ultimate parent undertaking.

Notes to the Financial Statements (continued)

15. Exemption from preparing group financial statements

As disclosed in Note 7, the Company acts as General Partner to a UK limited partnership in which it has a participating interest, albeit small. This limited partnership is a subsidiary undertaking under the Companies Act 2006.

The Company is exempt from the obligation, under section 400 of the Companies Act 2006, to prepare group financial statements and to deliver them to the Registrar of Companies on the grounds that the Company's results have been consolidated in the group financial statements of Rutland Partners LLP. Consequently these financial statements present information about the Company as an individual undertaking and not about its group.