

JUBILEE FINANCIAL PRODUCTS HOLDINGS LIMITED

DIRECTORS' REPORT AND

CONSOLIDATED FINANCIAL STATEMENTS

30 NOVEMBER 2011

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JUBILEE FINANCIAL PRODUCTS HOLDINGS LIMITED
FOR THE YEAR ENDED 30 NOVEMBER 2011

COMPANY INFORMATION

Directors

Adam Habib
Vito Elia
David Shorthouse

Company number

06618513

Registered office

3rd Floor
21 Knightsbridge
London
SW1X 7LY

Auditors

UHY Hacker Young LLP
Quadrant House
4 Thomas More Square
London E1W 1YW

JUBILEE FINANCIAL PRODUCTS HOLDINGS LIMITED
FOR THE YEAR ENDED 30 NOVEMBER 2011

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**DIRECTORS' REPORT
FOR THE YEAR ENDED 30 NOVEMBER 2011**

The directors have pleasure in submitting their report and financial statements for the year ended 30 November 2011.

Principal activity

Jubilee Financial Products Holdings Limited ("Jubilee") was incorporated on 12 June 2008 and is the parent undertaking of the Jubilee group ("the Group"). The principal activity of Jubilee and its subsidiary Jubilee Financial Products LLP ("JFP LLP") has shifted from providing close-ended investment products to High Net Worth retail investors via its network of UK independent Financial Advisors (IFAs) to providing corporate finance services. JFP LLP is authorised and regulated by the Financial Services Authority.

Last year saw a strategic move away from the retail sector towards providing corporate finance services. Although a large proportion of Jubilee's work originates through partnerships in Norway, Jubilee has moved to close this international branch following strategic reviews. Jubilee continued to develop its fund platform, with assets under management increasing over the reporting period.

The shift in focus resulted in Jubilee making its first annual profit since inception, surpassing break even targets. Jubilee has an exciting deal pipeline that includes offering specialist advice to financial institutions, intermediary services in natural commodity markets and structuring AIM listings. This pipeline is expected to result in a continuation of profits.

Directors' responsibilities for the accounts

The directors are responsible for preparing the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice.

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the group and of the company and of the profit or loss of the group for that year. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the group and 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 group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Results and dividends

The results for the year are set out in the consolidated profit and loss account on page 5. The directors do not recommend payment of a dividend. Retained profits of £835,187 (2010 losses £723,590) have been transferred to reserves.

**DIRECTORS' REPORT
FOR THE YEAR ENDED 30 NOVEMBER 2011**

Directors and shareholdings

The directors who held office during the year were -

A S Habib

V Elia

Nigel Morris-Jones (appointed 11 October 2011 and resigned 16 January 2012)

David Shorthouse (appointed 1 June 2011)

Nigel Tose (appointed 14 April 2011 and resigned on 6 June 2012)

Statement of disclosure to auditors

So far as the directors are aware, at the time of approval of their report.

- There is no relevant audit information of which the company's auditors are unaware, and
- The directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information

Auditors

In accordance with Section 485 of the Companies Act 2006, a resolution proposing that UHY Hacker Young LLP be re-appointed as auditors of the company will be put to the Annual General Meeting

By order of the board



Adam Habib
Director

31 August 2012

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF JUBILEE FINANCIAL PRODUCTS HOLDINGS LIMITED

We have audited the group and parent company financial statements (the "financial statements") of Jubilee Financial Products Holdings Limited on pages 5 to 20 for the year ended 30 November 2011, which comprise the Consolidated Profit and Loss Account, the Consolidated and Company Balance Sheets, the Consolidated Cash Flow Statement and the related notes. 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).

This report is made solely to the company's members, as a body, in accordance with Part 3 of Chapter 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 directors and auditors

As explained more fully in the Directors' Responsibilities Statement on page 1, 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 the financial statements in accordance with relevant 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 APB's web-site at www.frc.org.uk/apb/scope/private.cfm.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the group's and the company's affairs as at 30 November 2011 and of the group's 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.

Opinion on other matter prescribed by the Companies Act 2006

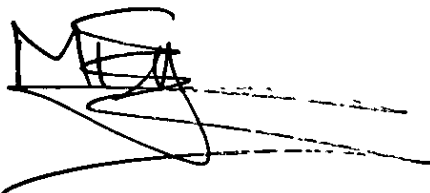
In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

**INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF JUBILEE FINANCIAL PRODUCTS HOLDINGS LIMITED**

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.



**Michael Egan (Senior Statutory Auditor)
For and on behalf of UHY Hacker Young**

31 August 2012

**Chartered Accountants
Statutory Auditor**

**CONSOLIDATED PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 30 NOVEMBER 2011**

	Notes	2011 £	2010 £
Turnover	2	4,776,101	341,920
Cost of sales		(2,122,332)	(442,260)
Gross profit / (loss)		2,653,769	(100,340)
Administrative expenses		(1,598,006)	(549,510)
Operating profit/ (loss)	4	1,055,763	(649,850)
Share of operating loss in associated undertakings	10	-	(1,045)
Profit / (loss) on ordinary activities before interest		1,055,763	(650,895)
Interest receivable and similar income	5	207	309
Interest payable and similar charges	6	(201,281)	(73,004)
Profit / (loss) on ordinary activities before taxation		854,689	(723,590)
Taxation	7	(19,502)	-
Profit / (loss) for the year after taxation		835,187	(723,590)
Minority interests	15	(269,198)	592
Profit / (loss) for the year attributable to shareholders		565,989	(722,998)
		=====	=====


The consolidated profit and loss account has been prepared on the basis that all operations are continuing operations

There were no recognised gains or losses other than the profit /(loss) for the year

**CONSOLIDATED BALANCE SHEET
AS AT 30 NOVEMBER 2011**

	Notes	£	2011 £	£	2010 £
Fixed assets					
Tangible assets	9		40,671		8,820
Investments in associates	10		-		(954)
			<u>40,671</u>		<u>7,866</u>
Current assets					
Debtors	11	2,396,984		742,659	
Cash at bank and in hand		2,044,154		5,890,225	
		<u>4,441,138</u>		<u>6,632,884</u>	
Creditors: amounts falling due within one year	12	(1,792,291)		(5,382,262)	
Net current assets			<u>2,648,847</u>		<u>1,250,622</u>
Total assets less current liabilities			<u>2,689,518</u>		<u>1,258,488</u>
Creditors: amounts falling due after one year	13		(1,898,000)		(1,348,000)
Net assets / (liabilities)			<u>791,518</u>		<u>(89,512)</u>
			=====		=====
Capital and reserves					
Called up share capital	14		6,385		6,321
Share premium	15		1,086,850		1,070,369
Profit and loss account	15		(332,715)		(1,167,902)
Equity shareholders' funds before minority interests	16		<u>760,520</u>		<u>(91,212)</u>
Minority interests	16		<u>30,998</u>		<u>1,700</u>
Shareholders' funds			<u>791,518</u>		<u>(89,512)</u>
			=====		=====

Approved by the board on 31 August 2012 and signed on its behalf by


Adam Habib - Director
Company No: 06618513

**COMPANY BALANCE SHEET
AS AT 30 NOVEMBER 2011**

	Notes	£	2011 £	£	2010 £
Fixed assets					
Tangible assets	9		27,976		-
Investments	10		2,116,001		788,695
			<hr/>		<hr/>
			2,143,977		788,695
Current assets					
Debtors	11	735,345		200,434	
Cash at bank and in hand		220,988		432,593	
		<hr/>		<hr/>	
		956,333		633,027	
Creditors: amounts falling due within one year	12	(709,883)		(162,370)	
		<hr/>		<hr/>	
Net current assets			246,450		470,657
			<hr/>		<hr/>
Total assets less current liabilities			2,390,427		1,259,352
Creditors: amounts falling due after one year	13		(1,898,000)		(1,348,000)
			<hr/>		<hr/>
Net assets / (liabilities)			492,427		(88,648)
			=====		=====
Capital and reserves					
Called up share capital	14		6,385		6,321
Share premium	15		1,086,850		1,070,369
Profit and loss account	15		(600,808)		(1,165,338)
			<hr/>		<hr/>
Shareholders' funds - equity interests	16		492,427		(88,648)
			=====		=====

Approved by the board on 31 August 2012 and signed on its behalf by



Adam Habib - Director
Company No: 06618513

**CONSOLIDATED CASH FLOW STATEMENT
FOR THE YEAR ENDED 30 NOVEMBER 2011**

	Notes	£	2011 £	£	2010 £
Net cash (outflow) / inflow from operating activities	18		(3,076,923)		3,714,261
Returns on investments and servicing of finance					
Interest paid		(197,829)		(73,004)	
Interest received		207		309	
Net cash outflow from returns on investments and servicing of finance			(197,622)		(72,695)
Capital expenditure					
Payments to acquire tangible assets		(39,447)		(400)	
Net cash outflow for capital expenditure			(39,447)		(400)
Net cash (outflow) / inflow before financing			(3,313,992)		3,711,166
Financing					
Issue of shares		16,545		696,693	
Payments to members		(1,098,624)		(200)	
Issue of preference shares		550,000		848,000	
Net cash (outflow) / inflow from financing			(532,079)		1,544,493
(Decrease) / increase in cash in the year	19		(3,846,071)		5,255,659
			=====		=====

**NOTES TO THE ACCOUNTS
FOR THE YEAR ENDED 30 NOVEMBER 2011**

1. Principal accounting policies**a) Accounting convention**

The accounts are prepared under the historical cost convention and in accordance with applicable accounting standards

The company and group are financed partly by equity and partly by way of preference shares. The group is dependent upon its shareholders and investors for continuing financial support.

In accordance with their responsibilities, the directors have considered the appropriateness of the going concern basis for the preparation of the financial statements. For this purpose, they have prepared projected cash flow information for the current financial year and part of the following financial year, covering the period to 31 August 2013, being approximately 12 months from the date of the approval of these financial statements. In addition, the directors are not aware of any likely events, conditions or business risks beyond this period that may cast significant doubt on the group's ability to continue as a going concern. On the basis of this, the directors are satisfied that the group has adequate resources to continue in operational existence for the foreseeable future and therefore continue to adopt the going concern basis in preparing the financial statements.

b) Cash flow statement

The cash flows of the company are included in the consolidated cash flow statement of Jubilee Financial Products Holdings Limited. Consequently the company is exempt under the terms of FRS 1 (Revised) from publishing a cash flow statement.

c) Consolidation

The financial statements consolidate the accounts of the company and its subsidiary undertakings and have been prepared by using the principles of acquisition accounting, which includes the results of the subsidiary from the date that control commences to the date control ceases. Intra – group sales, profits and balances are eliminated fully on consolidation.

d) Turnover

Turnover represents commissions earned on introduction and providing financial products to investors, investment management fees and fees for undertaking corporate finance transactions net of VAT. Turnover is recognised when Jubilee is contractually entitled to do so.

e) Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less accumulated depreciation.

Depreciation is provided at rates calculated to write-off the cost less estimated residual value of each asset, over its expected useful life as follows -

Office equipment	- 33% straight line
Fixtures and fittings	- 33% straight line
Plant & machinery	- 33% straight line

**NOTES TO THE ACCOUNTS
FOR THE YEAR ENDED 30 NOVEMBER 2011**

1. Principal accounting policies (continued)

f) Investments

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

g) Associates

Undertakings, other than subsidiary undertakings, in which the group has an investment and over which it exerts significant influence but does not control, are treated as associates.

As required by FRS 9, the group's share of profits less losses of associates are included in the consolidated profit and loss account, and the group's share of the associates net assets is included in the consolidated balance sheet. These amounts are primarily taken from the latest audited financial statements of the undertakings concerned, which have the same accounting reference date.

h) Leasing and hire purchase commitments

Rentals payable under operating leases are charged against income on a straight line basis over the lease term.

i) Foreign currency translation

Transactions denominated in foreign currencies are translated into sterling and recorded at the rate of exchange ruling at the date of the transaction. Balances denominated in foreign currencies are translated into sterling at the exchange rates ruling at the balance sheet date. Exchange differences arising in respect of transactions and balances denominated in foreign currencies are reflected in the results for the year.

j) Balances with clients

Client money balances are included in bank and cash with corresponding balances shown as client money liabilities in creditors.

2. Turnover

	2011 £	2010 £
Commissions on structured products	928,748	339,705
Corporate finance advisory services	3,624,179	-
Others	223,174	2,215
	<hr/>	<hr/>
	4,776,101	341,920
	=====	=====

**NOTES TO THE ACCOUNTS
FOR THE YEAR ENDED 30 NOVEMBER 2011**

3. Staff costs and employees (including directors)

	2011	2010
	£	£
Wages and salaries	103,056	13,403
Social security costs	10,973	569
	<u>114,029</u>	<u>13,972</u>
	=====	=====

The average monthly number of employees including directors during the year is analysed as follows

	2011	2010
	Number	Number
Administration	1	1
Directors	4	2
	<u>5</u>	<u>3</u>
	=====	=====

Directors' remuneration

	2011	2010
	£	£
Remuneration	21,583	-
	<u>21,583</u>	<u>-</u>
	=====	=====

No pension contributions were paid by the Group to directors during the year or in the prior period

The amounts in respect of the highest paid director are as follows

	2011	2010
	£	£
Remuneration	21,583	-
	<u>21,583</u>	<u>-</u>
	=====	=====

4. Operating profit /(loss)

This is stated after charging / (crediting)	2011	2010
	£	£
Depreciation	7,596	26,991
Fees payable to the company's auditor for the audit of the annual accounts	7,000	7,000
Fees payable to the company's auditor for the audit of its subsidiaries	14,600	17,000
Fees payable to the company's auditor for other services – taxation	10,600	-
Profit on disposal on fixed assets	-	(15,555)
Loss on foreign exchange	6,030	-
	<u>45,826</u>	<u>34,436</u>
	=====	=====

**NOTES TO THE ACCOUNTS
FOR THE YEAR ENDED 30 NOVEMBER 2011**

5. Interest receivable

	2011	2010
	£	£
Bank interest	207	309
	=====	=====

6. Interest payable

	2011	2010
	£	£
Bank loans and overdraft	1,590	922
Interest on preference shares	199,691	72,082
	-----	-----
	201,281	73,004
	=====	=====

7. Tax on profit/ (loss) on ordinary activities

	2011	2010
	£	£
Corporation tax		
- current year	19,502	-
	-----	-----
Tax charge	19,502	-
	=====	=====
	2011	2010
	£	£
Factors affecting the tax charge for the year		
Profit / (loss) on ordinary activities before taxation	854,689	(723,590)
	=====	=====
Profit / (loss) on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 26.67% (2010 28%)	227,920	(202,605)
	=====	=====
Effects of		
Non deductible expenses	117,723	22,073
Fixed asset depreciation	2,026	(3,658)
Capital allowances	(8,932)	-
Losses	(241,285)	184,190
Rate differences	(5,949)	-
Other tax adjustments	(72,001)	-
	-----	-----
	(208,418)	202,605
	-----	-----
Current tax charge	19,502	-
	=====	=====

**NOTES TO THE ACCOUNTS
FOR THE YEAR ENDED 30 NOVEMBER 2011**

7. Tax on loss on ordinary activities (continued)

The Group and Company has trading losses of £Nil (2010 £600,000) to carry forward against future profits

8. Holding company profit and loss account

The company has taken advantage of the legal dispensation granted under S 408 of the Companies Act 2006 allowing it not to present its own profit and loss account. The retained profit for the year of £564,530 (2010 loss £722,052) has been dealt with in the accounts of the company.

9. Tangible fixed assets

The Group

	Office equipment £	Plant and machinery £	Fixtures and fittings £	Total £
Cost				
At 1 December 2010	-	21,144	1,295	22,439
Additions	28,331	8,535	2,581	39,447
	<hr/>	<hr/>	<hr/>	<hr/>
At 30 November 2011	28,331	29,679	3,876	61,886
	<hr/>	<hr/>	<hr/>	<hr/>
Depreciation				
At 1 December 2010	-	12,656	963	13,619
Charge for the year	355	6,901	340	7,596
	<hr/>	<hr/>	<hr/>	<hr/>
At 30 November 2011	355	19,557	1,303	21,215
	<hr/>	<hr/>	<hr/>	<hr/>
Net book value				
At 30 November 2011	27,976	10,122	2,573	40,671
	=====	=====	=====	=====
At 30 November 2010	-	8,488	332	8,820
	=====	=====	=====	=====

**NOTES TO THE ACCOUNTS
FOR THE YEAR ENDED 30 NOVEMBER 2011**

9. Tangible fixed assets (continued)

The company

	Office equipment £	Total £
Cost		
At 1 December 2010	-	-
Additions	28,331	28,331
	<hr/>	<hr/>
At 30 November 2011	28,331	28,331
	<hr/>	<hr/>
Depreciation		
At 1 December 2010	-	-
Charge for the year	355	355
	<hr/>	<hr/>
At 30 November 2011	355	355
	<hr/>	<hr/>
Net book value		
At 30 November 2011	27,976	27,976
	<hr/>	<hr/>
At 30 November 2010	-	-
	<hr/>	<hr/>

**NOTES TO THE ACCOUNTS
FOR THE YEAR ENDED 30 NOVEMBER 2011**

10. Investments

The company	Interest in associated undertakings £	Interest in subsidiary undertakings £	Total £
Cost			
At 1 December 2010	1	788,694	788,695
Additions	-	460,001	460,001
Reversal of impairment	-	867,305	867,305
At 30 November 2011	1	2,116,000	2,116,001
	=====	=====	=====

A summary of the subsidiary undertakings is shown below

Name of company	Country of registration or incorporation	% of capital held	Nature of business
Held directly			
Jubilee Financial Products LLP	United Kingdom	98.52%	Investment products
JFP Securities Limited	United Kingdom	33.33%	Lease holding

JFP Securities Limited has been consolidated as a subsidiary due to the control that Jubilee is able to exert over the day to day operations of the company through common Directorships.

The group	Interest in Associated undertakings £
Cost	
At 1 December 2010	(954)
Transfer to reserves	954
At 30 November 2011	-
	=====

The group and company's associated undertaking was as follows

Associated undertaking:	Country of incorporation	Activity	Proportion of capital held
Jubilee Financial Products (UK) LLP	England	Investment Products	22.23%

**NOTES TO THE ACCOUNTS
FOR THE YEAR ENDED 30 NOVEMBER 2011**

10. Investments (continued)

The group and company's share of the net assets of Jubilee Financial Products (UK) LLP as at 30 November 2011 is equal to its capital contribution in the LLP, less any losses allocated up to the value of this capital contribution which at the year end was capital of £100 less allocated losses of £100 (2010: capital of £100 less allocated losses of £100)

11. Debtors	2011		2010	
	Group £	Company £	Group £	Company £
Trade debtors	111,224	-	-	-
Amounts due from associated undertakings	670,800	670,928	217,744	176,778
Other debtors	93,539	38,646	56,406	23,656
Amounts due from members	1,355,976	-	449,152	-
Prepayments and accrued income	165,245	25,771	19,357	-
Unpaid share capital	200	-	-	-
	<u>2,396,984</u>	<u>735,345</u>	<u>742,659</u>	<u>200,434</u>
	=====	=====	=====	=====

Included within the trade debtors balance is a provision of £315,160 for bad and doubtful debts. The provision relates to two debtors that arose through corporate finance transactions in the ordinary course of business and sufficient doubt has arisen over their recoverability that the outstanding debt as at 30 November 2011 has been provided for. The first debt has been provided for in full and the second debt at fifty percent, which represents management's expectation of the recoverable amount. The impact of including these provisions is to reduce the trade debtors balance of £315,160 with a corresponding charge to the profit and loss account.

12. Creditors: amounts falling due within one year

	2011		2010	
	Group £	Company £	Group £	Company £
Trade creditors	425,483	33,425	181,036	42,546
Amounts owed to subsidiary undertakings	-	598,314	-	30,692
Client money liabilities	1,007,248	-	5,024,828	-
Corporation tax	19,502	19,502	-	-
Other creditors	77,263	-	4,597	-
Other taxes and social security costs	22,130	-	-	-
Accruals and deferred income	240,665	58,642	171,801	89,132
	<u>1,792,291</u>	<u>709,883</u>	<u>5,382,262</u>	<u>162,370</u>
	=====	=====	=====	=====

**NOTES TO THE ACCOUNTS
FOR THE YEAR ENDED 30 NOVEMBER 2011**

13. Creditors: amounts falling due after one year

	2011		2010	
	Group £	Company £	Group £	Company £
Preference Shares	1,898,000	1,898,000	1,348,000	1,348,000
	<u>1,898,000</u>	<u>1,898,000</u>	<u>1,348,000</u>	<u>1,348,000</u>
	=====	=====	=====	=====

£550,000 of the group's preference shares were issued during the year (2010 £848,000) and are redeemable at the earlier of the fifth anniversary of the date of issue or on a sale or listing of the group. The preference shares entitle the holders to a fixed cumulative preferential dividend of 10% per annum. In accordance with FRS 25, the preference shares have been classed as a creditor falling due after one year.

14. Called up share capital

	2011 £	2010 £
Authorised		
49,730,000 ordinary "A" shares of £0 0001 each	4,973	4,973
27,000,000 ordinary "B" shares of £0 0001 each	2,700	2,700
	=====	=====
Allotted, called up and fully paid		
36,852,993 ordinary "A" shares of £0 0001 each	3,685	3,621
27,000,000 ordinary "B" shares of £0 0001 each	2,700	2,700
	=====	=====

During the year 638,529 ordinary "A" shares were issued for a premium of 2 57 pence per share, raising £16,545

**15. Reserves
The Group**

	Share Premium £	Profit and loss account £	Total £
At 1 December 2010	1,070,369	(1,167,902)	(97,533)
Premium on issue of shares	16,481	-	16,481
Profit for the year	-	565,989	565,989
Minority interest	-	269,198	269,198
	<u>1,086,850</u>	<u>(332,715)</u>	<u>754,135</u>
	=====	=====	=====
At 30 November 2011	1,086,850	(332,715)	754,135
	=====	=====	=====

**NOTES TO THE ACCOUNTS
FOR THE YEAR ENDED 30 NOVEMBER 2011**

15. Reserves (continued)

The company

	Share Premium £	Profit and loss account £	Total £
At 1 December 2010	1,070,369	(1,165,338)	(94,969)
Premium on issue of shares	16,481	-	16,481
Profit for the year	-	564,530	564,530
	<hr/>	<hr/>	<hr/>
At 30 November 2011	1,086,850	(600,808)	486,042
	<hr/>	<hr/>	<hr/>

16. Reconciliation of movements in shareholders' funds

	Group 2011 £	Company 2011 £	Group 2010 £	Company 2010 £
Opening shareholders' funds	(91,212)	(88,648)	(64,315)	(63,289)
Profit / (loss) for the year	835,187	564,530	(723,590)	(722,052)
Issue of shares	64	64	1,320	1,320
Premium on issue of shares	16,481	16,481	695,373	695,373
Reduction in par value of ordinary shares	-	-	(227,699)	(227,699)
Premium on change of par value of shares	-	-	227,699	227,699
	<hr/>	<hr/>	<hr/>	<hr/>
Closing shareholders' funds	760,520	492,427	(91,212)	(88,648)
	<hr/>	<hr/>	<hr/>	<hr/>

Minority Interests

	2011 £	2010 £
Opening Minority interest	1,700	1,900
Movement in year	29,298	(200)
	<hr/>	<hr/>
Closing Minority interest	30,998	1,700
	<hr/>	<hr/>

17. Financial commitments

At 30 November 2011 the group had annual commitments under non-cancellable operating leases as follows

	Land and buildings 2011 £	2010 £
Expiry date In greater than 5 years	160,450	-
	<hr/>	<hr/>

**NOTES TO THE ACCOUNTS
FOR THE YEAR ENDED 30 NOVEMBER 2011**

**18. Reconciliation of operating profit / (loss) to net cash
(outflow) / inflow from operating activities**

	2011	2010
	£	£
Operating profit / (loss)	1,055,763	(649,850)
Depreciation of tangible assets	7,596	(8,009)
Increase in debtors	(526,555)	(437,922)
(Decrease) / increase in creditors due within one year	(3,613,727)	4,825,597
Profit on disposal of fixed assets	-	(15,555)
	<hr/>	<hr/>
Net cash (outflow) / inflow from operating activities	(3,076,923)	3,714,261
	=====	=====

19. Analysis of net funds

	1 December 2010	Cash Flow	30 November 2011
	£	£	£
Net cash			
Cash at bank and in hand	5,890,225	(3,846,071)	2,044,154
	<hr/>	<hr/>	<hr/>
Net funds	5,890,225	(3,846,071)	2,044,154
	=====	=====	=====

20. Reconciliation of net cash flow to movements in net debt

	2011	2010
	£	£
(Decrease) / increase in cash in the year	(3,846,071)	5,255,659
	<hr/>	<hr/>
Movement in net funds in the year	(3,846,071)	5,255,659
Opening net funds	5,890,225	634,566
	<hr/>	<hr/>
Closing net funds	2,044,154	5,890,225
	=====	=====

21. Control

The company is not controlled by any one party.

**NOTES TO THE ACCOUNTS
FOR THE YEAR ENDED 30 NOVEMBER 2011**

22. Related Parties

During the year the company's subsidiary, Jubilee Financial Products LLP ("JFP LLP") paid net expenditure on behalf of the company of £630,749 (2010 £39,208) and the balance of £598,314 (2010 £30,692) remained outstanding at the end of the year Profits of £968,057 (2010 loss £527,690) were also allocated to the company

During the year JFP LLP paid commissions to Jubilee Financial Products (UK) LLP ("JFP (UK) LLP"), an associated undertaking of the group, of £45,385 (2010 £31,725) JFP LLP also paid expenditure of £Nil (2010 £3,271) on behalf of JFP UK LLP At the year end, JFP UK LLP owed £128 (2010 £31,456) to JFP LLP

During the year the company incurred net expenditure on behalf of JFP UK LLP of £494,934 (2010 £175,866) At the year end £670,800 was outstanding (2010 £175,866)

During the year, JFP LLP incurred property costs of £86,358 (2010 £69,176) from JFP Securities Limited Of these amounts, £Nil (2010 £8,496) was outstanding at the year end

During the year, JFP LLP incurred expenditure of £17,504 (2010 £31,524) on behalf of the Jubilee Momentum Fund, £10,256 (2010 £Nil) on behalf of the Regent Special Situations Fund and £1,924 on behalf of the JFP Emerging Europe Momentum Fund (2010 £Nil) These are sub-funds of Jubilee Investments (SICAV) plc, an entity for whom JFP LLP acts as the investment manager At the year end £17,504 (2010 £31,524), £10,256 (2010 £Nil) and £1,924 (2010 £Nil) were outstanding respectively

The company also incurred expenditure of £Nil (2010 £983) on behalf of JFP Securities Limited during the year, of which £Nil (2010 £1,013) was outstanding at the year end

The company incurred expenditure of £20,102 (2010 £23,556) on behalf of the Jubilee Momentum Fund and £14,801 (2010 Nil) from the Regent Special Situations Fund At the year end £21,829 (2010 £23,556) and £7,401 (2010 Nil) were outstanding respectively.

23. Post balance sheet events

On 2 August 2011, Jubilee entered into a lease in respect of premises on the 20th floor of Heron Tower The lease is a joint tenancy with three other companies whereby Jubilee had joint and several liability in respect of the payments under the lease The lease had a 15 year term from 23 June 2011 and Jubilee could, in theory, have been held liable for all of the future payments arising under the lease (amounting to approximately £5.2m) After the balance sheet date the three other parties to the lease entered into administration and on 14 August 2012 the landlord re-entered the property and thereby forfeiting the lease The Directors do not consider there to be any material financial loss to the company as a result and accordingly no provision is warranted in respect of the lease