O'MELVENY & MYERS LLP REPORT AND FINANCIAL STATEMENTS YEAR ENDED 31 DECEMBER 2020



O'MELVENY & MYERS LLP FINANCIAL STATEMENTS YEAR ENDED 31 DECEMBER 2020

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O'MELVENY & MYERS LLP STATEMENT OF MEMBERS' RESPONSIBILITIES YEAR ENDED 31 DECEMBER 2020

The Members are responsible for preparing the financial statements in accordance with applicable law and applicable accounting standards.

Company law, as applied to LLPs, requires the Members to prepare financial statements for each financial year. Under that law, the members have elected to prepare the financial statements in accordance with UK Accounting Standards, including Financial Reporting Standard 102, The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

Under company law, as applied to LLPs, the members 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 LLP and of the profit or loss of the LLP for that period. In preparing these financial statements, the Members are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on a going concern basis unless it is inappropriate to assume that the LLP will continue in business.

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF O'MELVENY & MYERS LLP

Opinion

We have audited the financial statements of O'Melveny & Myers LLP (the LLP) for the year ended 31 December 2020 which comprise the Income Statement, Statement of Financial Position, Statement of Cash Flows, Reconciliation of Movement in Members' Interests and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102, The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the LLP's affairs as at 31 December 2020 and of its 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, as applied to LLPs.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the LLP in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the members use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the LLP's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the members with respect to going concern are described in the relevant sections of this report.

Other information

The members are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF O'MELVENY & MYERS LLP (CONTINUED)

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006, as applied to LLPs requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the LLP, or returns adequate for our audit
 have not been received from branches not visited by us; or
- the LLPs financial statements are not in agreement with the accounting records and returns; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of members

As explained more fully in the members' responsibilities statement, the members are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the members determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the members are responsible for assessing the LLP's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the members either intend to liquidate the LLP or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

We obtained an understanding of the legal and regulatory frameworks within which the firm operates, focusing on those laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements. The laws and regulations we considered in this context were the Companies Act 2006, as applied to LLPs, and those regulations related to the firm's activities.

We identified the greatest risk of material impact on the financial statements from irregularities, including fraud, to be the override of controls by management and revenue recognition. Our audit procedures to respond to these risks included inquiries of management about their own identification and assessment of the risks of irregularities, sample testing on the posting of journals, reviewing accounting estimates for biases and specific testing on client engagements in relation to revenue recognition.

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. We are not responsible for preventing non-compliance and cannot be expected to detect non-compliance with all laws and regulations.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF O'MELVENY & MYERS LLP (CONTINUED)

These inherent limitations are particularly significant in the case of misstatement resulting from fraud as this may involve sophisticated schemes designed to avoid detection, including deliberate failure to record transactions, collusion or the provision of intentional misrepresentations.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

This report is made solely to the LLP's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006, as applied to LLPs. Our audit work has been undertaken so that we might state to the LLP'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 LLP and the LLP's members as a body, for our audit work, for this report, or for the opinions we have formed.

Steve Cale.

Steve Gale FCA
Senior Statutory Auditor
For and on behalf of
Crowe U.K. LLP
Statutory Auditor
London

Date: 27 September 2021

O'MELVENY & MYERS LLP INCOME STATEMENT YEAR ENDED 31 DECEMBER 2020

	Notes	2020 £	2019 £
REVENUE	3	4,601,349	6,793,132
Staff costs Depreciation Other operating charges	5	(2,017,790) (48,858) (3,957,946)	(3,529,784) (39,616) (4,757,485)
OPERATING LOSS	4	(1,423,245)	(1,533,753)
Interest receivable and similar income Interest payable and similar charges		580	359
LOSS FOR THE FINANCIAL YEAR BEFORE MEMBERS' REMUNERATION AND PROFIT SHARES AVAILABLE FOR DISCRETIONARY DIVISION AMONG MEMBERS		(1,422,665)	(1,533,394)
LOSS FOR THE FINANCIAL YEAR BEFORE MEMBERS' REMUNERATION AND PROFIT SHARES		(1,422,665)	(1,533,394)
Members' remuneration charged as an expense		<u> </u>	
RESULT FOR THE FINANCIAL YEAR AVAILABLE FOR DISCRETIONARY DIVISION AMONG MEMBERS		(1,422,665)	(1,533,394)

O'MELVENY & MYERS LLP

REGISTERED NUMBER: OC307988

STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2020

	Notes	2020	2019
		£	£
NON-CURRENT ASSETS Property, plant and equipment	7	170,664	47,995
CURRENT ASSETS			
Receivables	8	1,764,595	1,933,596
Cash at bank and in hand		1,017,161	885,872
		2,781,756	2,819,468
CURRENT LIABILITIES	9	(373,382)	(687,666)
NET CURRENT ASSETS		2,408,374	2,131,802
TOTAL ASSETS LESS CURRENT LIABILITIES		2,579,038	2,179,797
NON-CURRENT LIABILITIES Amounts due to associated law firm		(5,404,520)	(3,548,191)
	,	(0,101,020)	
PROVISIONS	10	-	(140,000)
NET LIABILITIES ATTRIBUTABLE TO MEMBERS		(2,825,482)	(1,508,394)
LOANS AND OTHER DEBTS DUE TO MEMBERS Members' capital (classified as debt)		130,577	25,000
MEMBERS' OTHER INTERESTS			
Other reserves		(2,956,059)	(1,533,394)
TOTAL MEMBERS' INTERESTS		(2,825,482)	(1,508,394)

The financial statements were approved and authorised for issue by the Management Committee and were signed on behalf of the Members by:

J Birtwell

Designated Member

Date: 27 September 2021

O'MELVENY & MYERS LLP STATEMENT OF CASH FLOWS YEAR ENDED 31 DECEMBER 2020

	Notes	2020 £	2019 £
CASH FLOWS FROM OPERATING ACTIVITIES			
Operating loss/		(1,423,245)	(1,533,753)
Adjustments for Depreciation of property, plant and equipment Loss on disposal of property, plant and equipment		48,858 26,593	39,616 391
Operating cash flows before movements in working capital		(1,347,794)	(1,493,746)
Decrease in receivables		169,001	1,786,432
Decrease in current liabilities Increase/(decrease) in non-current liabilities		(314,284) 1,856,329	(592,881) (2,104,264)
Decrease in provisions		(140,000)	(20,000)
Interest received		580	359
Net cash generated from operations before transactions with members		223,832	(2,424,100)
Members' drawings relating to operations			
Net cash generated from operating activities		223,832	(2,424,100)
Cash flows from investing activities			
Purchase of property, plant and equipment		(198,120)	(6,927)
Net cash used in investing activities		(198,120)	(6,927)
Cash flows from financing activities			
Members' capital introduced/(repaid)		105,577	(129,400)
Net cash used in financing activities		105,577	(129,400)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		131,289	(2,560,427)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR		885,872	3,446,299
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	12	1,017,161	885,872

O'MELVENY & MYERS LLP RECONCILIATION OF MOVEMENT IN MEMBERS' INTERESTS (incorporating the Statement of Changes in Equity) YEAR ENDED 31 DECEMBER 2020

	Loans a Members' Capital £	nd other debts Members Other Reserves £	s due to Total £	Members' other interests Other Reserves £	TOTAL £
Members' interests at 1 January 2019	154,400	-	154,400	,, <u> </u>	154,400
Loss for the year available for discretionary division among members Capital withdrawn	_ (129,400)		(129,400)	(1,533,394)	(1,533,394) (129,400)
Members' interests at 31 December 2019	25,000	-	25,000	(1,533,394)	(1,508,394)
Loss for the year available for discretionary division among members Capital introduced	105,577		- 105,577	(1,422,665)	(1,422,665) 105,577
Members' interests at 31 December 2020	130,577	<u>.</u>	130,577	(2,956,059)	(2,825,482)

In the event of a winding up of O'Melveny & Myers LLP, the members' capital ranks after unsecured creditors and no additional protection is afforded to creditors.

1. STATUTORY INFORMATION

O'Melveny & Myers LLP is a limited liability partnership, registered in England and Wales with number OC307988. The firm operates from its registered office address on 19th floor, 100 Bishopsgate, London, EC2M 1GT. The firm's principal activity is the provision of professional legal advisory services and in the UK, it is regulated by the Solicitors' Regulation Authority.

The UK LLP is part of the wider O'Melveny & Myers association of firms, which is headed by the LLP's associated US firm, also called O'Melveny & Myers LLP ("the US LLP"), a limited liability partnership organised and existing under the laws of the State of California in the United States of America.

It is a condition of admission as a member of the LLP that such a member shall also be a partner of the US LLP.

The designated members of the UK LLP during the year and up to the date of signing the financial statements were:

- D Foster
- J. Birtwell

2. ACCOUNTING POLICIES

a) Basis of accounting

The financial statements have been prepared under the historical cost convention in accordance with FRS 102, The Financial Reporting Standard applicable in the UK and Republic of Ireland and the Statement of Recommended Practice "Accounting by Limited Liability Partnerships" (the LLP SORP), published in January 2019.

The long-term financing of the firm is provided by capital introduced by the members and funding provided by the associated US firm. The members consider the financial resources available to the business from the US LLP adequate to meet its operational needs for the foreseeable future. The members have also considered the ongoing impact on the business as a result of the COVID-19 virus, which has not had a significant impact on the LLP's operations. Consequently, they consider it appropriate to prepare the financial statements on the going concern basis.

b) Revenue recognition

Revenue represents the fair value of services provided during the period on client assignments. Revenue is recognised as contract activity progresses and the right to consideration is earned. Fair value reflects the amount expected to be recoverable from clients and is based on the time spent, skills and expertise provided and expenses incurred. Revenue excludes VAT.

Unbilled revenue on individual client assignments is included as accrued income within Receivables.

2. ACCOUNTING POLICIES (continued)

c) Property, plant and equipment

Property, plant and equipment is stated at cost less accumulated depreciation.

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

5 -7 years

5 years

Fixtures and fittings
Office furniture and equipment

d) Financial instruments

The LLP enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities such as accrued income, trade and other receivables, accruals and trade and other payables. Short term receivables are measured at transaction price, less any impairment. Short term payables are measured at the transaction price. Other financial liabilities are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

e) Leases

Assets held under finance leases or hire purchase agreements and the related obligations are recorded in the Statement of Financial Position at the fair value of the assets at the inception of the agreements. The excess of the payments over the recorded obligations are treated as finance charges which are amortised over the term of each agreement to give a constant rate of charge on the remaining balance of the obligation.

Rental costs under operating leases are charged to the Income Statement in equal annual amounts over the lease term. Lease incentives are recognised over the expected minimum lease term at inception of the lease.

f) Post-retirement benefits and pensions

The LLP operates a defined contribution pension scheme for staff, the assets of which are held separately from those of the LLP. Contributions to the pension scheme are charged to the Income Statement as incurred.

g) Short term employee benefits

The firm makes provision for accrued holiday earned but not taken at the statement of financial position date, inclusive of associated costs.

h) Foreign currency transactions

Transactions denominated in foreign currencies are recorded at the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated at the rates prevailing at that date. Translation differences are included in the Income Statement.

2. ACCOUNTING POLICIES (continued)

i) Provisions

Provision is made for the estimated value of unavoidable dilapidation costs payable at the end of the firm's leases.

j) Taxation

Taxation payable on the LLP's profits is solely the personal liability of individual members and consequently neither taxation nor related deferred taxation arising in respect of the profits of the LLP is dealt with in these financial statements.

k) Remuneration of Members

Members are remunerated out of the profits of the LLP (and can also be remunerated separately out of the profits of the associated US LLP in their capacity as members in that firm) and are required to make their own provision for pensions and other benefits.

Profits of the LLP are automatically divided between the members. Certain members, as designated from time to time in a separate agreement between such members and the US LLP, hold such portion of the interest allocated to them in the profits of the LLP for the benefit of the partners' of the US LLP.

Where there is insufficient cash in the business to fund the distributions from the LLP, the US LLP (by agreement with the members) will provide the required funding.

I) Capital

Under the terms of the Members' Agreement relating to the LLP, the members of the LLP can be required to make capital contributions to the LLP as determined from time to time by the Management Committee. It is intended that any member's capital so contributed will be repayable to the contributing member within 30 days following the date on which that member ceases to be a member of the LLP. Members' capital is classified within the accounts as a liability.

m) Significant estimates and judgements

In preparing these financial statements, management has needed to make estimates and assumptions that impact the reported amounts of revenue, expenses, assets and liabilities. In making these estimates and judgements, management has used its knowledge and experience to consider the expected outcome of future events and arrive at decisions that are believed to be reasonable and constitute management's best judgement at the date of the financial statements.

The principal estimates and judgements exercised by management that could have a significant effect upon the results for the year and its state of affairs at the year-end date include the recoverable value of unbilled revenue on client assignments, the adequacy of any provision against receivables.

3. TURNOVER

All turnover arose within the United Kingdom. The turnover arises from one activity, being the provision of legal advisory services.

4. OPERATING LOSS

	This is stated after charging or (crediting):	2020 £	2019 £
	Depreciation - owned assets Loss on disposal of tangible fixed assets Auditor's remuneration - audit	48,858 26,593 18,000	39,616 391 23,700
	Operating lease rentals: - Land and buildings - Other lease rentals Impairment of trade debtors Difference on foreign exchange	1,533,713 74,224 1,686 (271,100)	1,136,972 47,878 47,128 (61,971)
5.	STAFF COSTS	2020 £	2019 £
	Wages and salaries Social security and other costs Other pension costs	1,660,050 272,243 85,497	2,935,963 457,907 135,914
		2,017,790	3,529,784
	The average monthly number of employees, during the year was a	is follows:	No.
	Fee earners Secretaries and support staff	9 11	15 14
		20	29

6. INFORMATION ABOUT MEMBERS

The average number of members in the year was 6 (2019: 6)

As the LLP has made a loss during the financial year (2019: loss), none of the loss has been attributed to the members and, as a result, there is no disclosure of the amount attributable to the highest-earning member.

The members of the UK LLP are the members of key management and, ordinarily, the whole of the profit of the UK LLP is attributable to the members. As noted above, the LLP made a loss for the current year and preceding year and none of the loss has been attributed to the members.

7. PROPERTY, PLANT AND EQUIPMENT

	* Cost At 1 January 2020 Additions	Short term leasehold property £ 2,242,764 186,739	Fixtures and fittings £	Office furniture and equipment £	Total £ 3,226,041 198,120
	Disposals At 31 December 2020	(2,242,764) 186,739	(675,499) 68,278	(65,564) 185,317	(2,983,827) 440,334
-	Depreciation At 1 January 2020 Charge for the year Disposals	2,242,764 29,880 (2,242,764)	708,978 5,613 (658,923)	226,304 13,365 (55,547)	3,178,046 48,858 (2,957,234)
	At 31 December 2020	29,880	55,668	184,122	269,670
,* 	Net Book Value 31 December 2020	156,859	12,610	1,195	170,664
	31 December 2019		25,237	22,758	47,995
8.	RECEIVABLES			2020 £	2019 £
	Trade receivables Accrued income Other receivables Prepayments			176,124 810,058 437,425 340,988	172,944 856,872 163,428 740,352
				1,764,595	1,933,596

Included in other receivable is £250,000 (2019: £NIL) that is recoverable in more than one year.

9. CURRENT LIABILITIES

	. •	2020 £	2019 £
Trade payables	* • · · · · · · · · · · · · · · · · · ·	113,938	123,544
Social security and other taxes Other payables		83,554 -	90,782 98,811
Accruals and deferred income		175,890	374,529
•		373,382	687,666

10.	PROVISIONS			
				£
	At 1 January 2020 Utilised in the year		_	140,000 (140,000)
	At 31 December 2020		_	-
	Dilapidations are provided on properties to the extent that	at they are ex	pected to be in	curred.
11.	FINANCIAL ASSETS AND LIABILITIES			
• • •	THANOLINE AGOLIO AND LIADILITIES		2020	2019
			£	£
	Financial assets			
	Trade receivables		176,124	172,944
	Accrued income		810,058	856,872
	Other receivables		437,425	163,428
	Cash at bank and in hand		1,017,160	885,872
	Financial assets at amortised cost		2,440,767	2,079,116
	Financial liabilities			
			113,938	123,544
	Trade payables Other payables		113,330	98,811
	Accruals and deferred income		175,890	374,529
	Amounts due to associated law firm		5,404,520	3,548,191
	Amounts due to associated law limit		3,707,320	3,340,191
	Financial liabilities at amortised cost		5,694,348	4,145,075
	, , , , , , , , , , , , , , , , , , ,			
12.	RECONCILIATION OF CHANGES IN NET DEBT			
		At 1 January 2020 £	Arising From cashflows £	At 31 December 2020 £
	Cash at bank	885,872	131,289	1,017,161
	Net funds before debt due to members	885,872	131,289	1,017,161
	Loans and other debts due to members:	(05.000)	/AAF F777	(400.577)
	Members Capital	(25,000)	(105,577)	(130,577)
	Net funds after debts due to members	860,872	25,712	886,584

13. OPERATING LEASE COMMITMENTS

At 31 December 2020, the annual commitments under non-cancellable operating leases were as follows:

	2020 £	2019 £
Property Leasing expiring: - within one year - within two to five years - after five years	1,515,000 1,030,000 ——————	895,195 - -
Other Leasing expiring: - within one year - within two to five years - after five years	55,158 62,675 	27,299 - -

14. RELATED PARTIES

The ultimate controlling party is considered to be the members of the US LLP, O'Melveny & Myers LLP, 400 South Hope Street, 18th Floor, Los Angeles, CA 90071, USA.

There are regular transactions between the UK LLP and its associated firm in the US. Such transactions may include the provision and repayment of working capital funding, charges for shared overheads and payments made to or on behalf of members of the UK LLP in relation to their interest in the US LLP.

The balance at the year-end is disclosed under non-current liabilities.