# Company Registration No. 03936134

Cabot Financial Debt Recovery Services Limited Report and Financial Statements

Period ended 31 December 2011

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# Report and financial statements 2011

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# Report and financial statements 2011

# Officers and professional advisers

## Directors

N Clyne

G P Crawford

S N Mound

J D Randall

## Secretary

J D Randall

## Registered office

1 Kings Hill Avenue Kings Hill West Malling Kent ME19 4UA

#### **Bankers**

RBS Plc 250 Bishopsgate London EC2M 3AA

## Solicitors

Clifford Chance 10 Upper Bank Street London E14 5JJ

#### Auditor

Deloitte LLP London, United Kingdom

## Directors' report

The Directors present their annual report on the affairs of Cabot Financial Debt Recovery Services Limited (the "Company"), together with the financial statements and auditor's report, for the period ended 31 December 2011

#### Principal activities and business review

The principal activity of the Company is the funding and management of other companies within the Cabot Financial Holdings Group Limited group of companies

The Directors consider that the Company performed its obligations to manage the interests of other companies in the Group in accordance with the business plan, and will continue to do so. The company made a profit in the period, as set out in the Results and Dividends section below, due to the tax credit generated by the group relief of tax losses for this year.

#### Sale of the Group

On 6 April 2011 the entire share capital of the Cabot Financial Group Ltd was purchased for £90m by Calcium Holdings Sarl As part of this process the Apex Credit Management group, a group of companies also owned by Calcium Holdings Sarl was purchased by the Cabot Financial Group Cabot Financial Group Ltd subsequently changed its name to Cabot Credit Management Ltd The combination of the Cabot and Apex groups gives the combined group the both the platform and the scale to develop rapidly to make the most of the opportunities in the market place

At this date the Company purchased the entire share capital of Apex Collections Management Limited, part of the Apex Credit Management group for £6 1m

#### Financial risk management objectives and policies

#### Cash flow and credit risk

As described in note 16 to the financial statements, the Company is a member of the Cabot Credit Management group of companies (the "Group") Consolidated accounts for the Group are drawn up for Cabot Financial Holdings Group Limited and Cabot Credit Management Limited. The Company provides funding and management to the Group and receives dividend income from these related parties. Therefore the majority of the risks it faces are related to the performance of the rest of the Group. The principal activity of the Group is the purchase and recovery of non-performing consumer loans and the principal risks attached are explained in the accounts of the Group. The dividends received are from its foreign investments and therefore the level of income will be directly affected by foreign exchange movements.

To mitigate these risks the Group has developed, and continues to refine, detailed management reporting on individual portfolio performance and re-forecasts future collections on each portfolio on a monthly basis

Due to the long-term nature of the collection strategies employed, the Company will continue to be exposed to possible changes in legislation and economic trends

To mitigate these risks, senior employees of the Group play an active role in trade and industry bodies to ensure that any changes in the legislative collections environment are monitored and assessed as soon as practically possible. To mitigate economic risk the Group does not generally enter into long-term fixed-price purchasing arrangements with a duration of more than one year.

#### Price risk

The Company assesses the collection costs of each portfolio it services on behalf of related parties and agrees service fees accordingly. The market within which the Company operates is highly competitive with a large number of buyers tendering for portfolios that come to market. In order to mitigate this risk the Group continues to invest in pricing models and methodologies in order that segmented sub-portfolios can be accurately priced so that those parts of portfolios with the highest chance of meeting collections expectations are purchased. The Directors consider that substantial ongoing investment in this area will be key to the future success of the business.

## Directors' report (continued)

Going concern and liquidity risk

The Company's business activities, together with factors likely to affect its future development, performance and position are set out in the business review of this report. The financial position of the Company and liquidity position are described in these accounts. The Company made an operating loss of £9,047 (2010 loss of £5,417), had net current liabilities of £22,747,122 (2010 net current liabilities of £14,623,558) and had a net surplus on shareholders' funds of £2,591,856 (2010 net surplus of £2,583,332)

The Company's business is the funding and management of the wider group of companies and is therefore dependent on the financial well-being of the Group for its own financial security. However, the Company's parent undertaking has confirmed it will continue to support the Company for the foreseeable future.

The Group meets its day to day working capital requirements through a £205m senior loan facility which was refinanced in February 2012 and matures in February 2016. As at the balance sheet date the senior loan facility was drawn down to £156m. The Group has granted a fixed and floating charge over assets with a carrying value in excess of £300m as at the balance sheet date as security for the bank loan. The facility is repaid each month with a set percentage of the amount recovered from the loan portfolios.

The Group's latest forecasts and cash flow projections have been reviewed in comparison to the loan facility terms and covenants and this has not indicated any significant uncertainty over the Group's ability to operate within the requirements of the renewed facility and therefore to continue as a going concern

After making enquiries, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts

### Results and dividends

The audited financial statements and related notes for the period ended 31 December 2011 are set out on pages 7 to 15 The Company's result for the period after taxation was a profit of £8,282 (2010 profit of £73,415) The Directors do not recommend the payment of a dividend (2010 £nil)

The Directors expect the level of business activity of the Company to remain constant throughout the coming year

#### Directors

The Directors who held office throughout the period, except as noted, were as follows

N Clyne (appointed 27 April 2011)

G P Crawford

K W Maynard (resigned 6 April 2011)

S N Mound (appointed 28 April 2011)

J D Randall

#### Supplier payment policy

It is the Company's policy to abide by the terms of payment agreed with suppliers

# Directors' report (continued)

#### Auditor

Each of the persons who is a director at the date of approval of this report confirms that

- so far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- the Director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006

Deloitte LLP have expressed their willingness to continue in office as auditor and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting

Approved by the Board of Directors and signed on behalf of the Board

J D Randall Director

Jy 2012

# Statement of Directors' responsibilities

The Directors are responsible for preparing the Annual 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 the law, the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepting 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 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 UK accounting standards have been followed, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company and Group 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 to 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

# Independent auditor's report to the members of Cabot Financial Debt Recovery Services Limited

We have audited the financial statements of Cabot Financial Debt Recovery Services Limited for the period ended 31 December 2011, which comprise the profit and loss account, the balance sheet and the related notes 1 to 16 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 Chapter 3 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 Directors and auditor

As explained more fully in the Statement of Directors' responsibilities, 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

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 Company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the Directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual 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 company's affairs as at 31 December 2011 and of its profit for the period 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 period for which the financial statements are prepared is consistent with the financial statements

#### Matters on which we have 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

Andrew Downes (Senior Statutory Auditor)

for and on behalf of Deloitte LLP

Chartered Accountants and Statutory Auditor

London, United Kingdom

3/JULY 2012

# Profit and loss account For the period ended 31 December 2011

	Notes	14 months to 31/12/2011 £	12 months to 31/10/2010 £
Administration expenses		(9,047)	(5,417)
Operating loss		(9,047)	(5,417)
Interest receivable and similar income	2	1,450	2,839
Interest payable and similar charges Income from shares in group undertakings Other income	3 4	(97,547) 86,957	(104,822)
	5	(18,187)	(107,400)
Loss on ordinary activities before taxation Tax on loss on ordinary activities	6	26,469	180,815
Profit for the period after taxation		8,282	73,415

All the above arises from continuing operations There are no other gains or losses other than the profit recognised in the profit and loss account for the current period and preceding year and accordingly no statement of total recognised gains and losses is given

The accompanying notes are an integral part of this profit and loss account

# Balance sheet As at 31 December 2011

	Notes	31/12/2011 £	31/10/2010 £
Fixed assets			
Investments	8	25,338,978	17,206,890
		25,338,978	17,206,890
Current assets			
Debtors amounts falling due within one year Cash at bank and in hand	9	11,660,090	13,993,507
		11,660,120	13,993,507
Creditors: amounts falling due within one			
year	10	(34,407,242)	(28,617,065)
Net current liabilities		(22,747,122)	(14,623,558)
Total assets less current liabilities		2,591,856	2,583,332
Capital and reserves			
Called up share capital	11	924,001	924,001
Profit and loss account	12	1,667,855	1,659,331
Equity shareholders' funds	13	2,591,856	2,583,332

The accompanying notes are an integral part of this balance sheet

These financial statements of Cabot Financial Debt Recovery Services Limited with registered number 03936134, were approved by the Board of Directors and authorised for issue on 31  $J_u$  2012

Signed on behalf of the Board of Directors

J D Randall

Director

# Notes to the financial statements For the period ended 31 December 2011

#### 1. Accounting policies

The particular accounting policies adopted are described below. These have been applied consistently throughout the period and the preceding year.

#### Accounting convention

The financial statements are prepared under the historical cost convention in accordance with applicable United Kingdom accounting standards

#### Going concern

The Company's business activities, together with factors likely to affect its future development, performance and position are set out in the business review of the Directors' report. The financial position of the Company and liquidity position are described in these accounts. The Company made an operating loss of £9,047 (2010 loss of £5,417), had net current liabilities of £22,747,122 (2010 net current liabilities of £14,623,558) and had a net surplus on shareholders' funds of £2,591,856 (2010 net surplus of £2,583,332)

The Company's business is the funding and management of the wider group of companies within the Cabot Credit Management group ("the Group") and is therefore dependent on the financial well-being of the Group for its own financial security. However, the Company's parent undertaking, Cabot Financial Group Limited, has confirmed it will continue to support the Company for the foreseeable future.

The Group meets its day to day working capital requirements through a £205m senior loan facility which was refinanced in February 2012 and matures in February 2016. As at the balance sheet date the senior loan facility was drawn down to £156m. The Group has granted a fixed and floating charge over assets with a carrying value in excess of £300m as at the balance sheet date as security for the bank loan. The facility is repaid each month with a set percentage of the amount recovered from the loan portfolios.

The Group's latest forecasts and cash flow projections have been reviewed in comparison to the loan facility terms and covenants and this has not indicated any significant uncertainty over the Group's ability to operate within the requirements of the renewed facility and therefore to continue as a going concern

After making enquiries, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts

#### Interest

Interest receivable and payable are recognised on an accruals basis

#### Income from shares in group undertakings

Income from shares in group undertakings represents dividends from group undertakings recognised on a received basis

# Notes to the financial statements (continued) For the period ended 31 December 2011

#### 1. Accounting policies (continued)

#### Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis

#### Foreign exchange

Transactions in foreign currencies are recorded at the rates of exchange for sterling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date. All other exchange differences are included in the profit and loss account.

#### Investments

Fixed asset investments are shown at cost less any provision for impairment

### **Impairment**

At each balance sheet date, the Company reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any)

#### Cash flow statement

Under the provisions of FRS 1 (Revised) "Cash flow statements", the Company has not provided a cash flow statement. This is because the Company is a wholly-owned subsidiary of Cabot Financial Holdings Group Limited which prepares such a statement.

#### Consolidation

The Company has taken advantage of the exemption from preparing consolidated accounts afforded by Section 400 of the Companies Act 2006 as it is a wholly-owned subsidiary of Cabot Financial Holdings Group Limited and its results are included in the consolidated financial statements of Cabot Financial Holdings Group Limited These financial statements therefore present information about the Company as an individual entity alone

# Notes to the financial statements (continued) For the period ended 31 December 2011

## 2 Interest receivable and similar income

		14 months to 31/12/2011 £	12 months to 31/10/2010 £
	Interest receivable from group companies	1,450	2,839
3.	Interest payable and similar charges		
		14 months to 31/12/2011 £	12 months to 31/102010 £
	Interest payable to group companies	97,547	104,822

### 4 Income from shares in group undertakings

The dividend of £86,957 (2010 £nil) has been paid by Cabot Services (Europe) SAS, a wholly owned subsidiary of this Company that is incorporated in France

#### 5 Loss on ordinary activities before taxation

	14 months	12 months
	to	to
	31/12/2011	31/10/2010
	£	£
Loss on ordinary activities is stated after charging		
Foreign exchange (losses)/gains	242	(2,555)
	<del></del>	

The auditor's remuneration with respect to the Company's audit fees for the period of £6,000 (2010 £6,000) was borne by the Company's intermediate holding company, Cabot Financial Holdings Group Limited

## 6. Tax on loss on ordinary activities

The tax credit comprises

	14 months	12 months
	to	to
	31/12/2011	31/102010
	£	£
Current tax		
Adjustments in respect of prior years	-	151,537
Group relief - current period	26,469	29,278
Tax credit on loss on ordinary activities	26,469	180,815

# Notes to the financial statements (continued) For the period ended 31 December 2011

#### 6 Tax on loss on ordinary activities (continued)

The adjustment to the tax credit in respect of previous periods represents the reallocation of group relief across the Cabot Financial Group Therefore, in the consolidated financial statements of Cabot Credit Management Limited the adjustment is £nil

The differences between the current tax shown above and the amount calculated by applying the standard rate of UK corporation tax to the loss before tax is as follows

	14 months to 31/12/2011 £	12 months to 31/10/2010 £
Loss on ordinary activities before taxation	(18,187)	(107,400)
Tax on loss on ordinary activities at standard UK corporation tax at 26 7% (2010 28%)	4,859	30,072
Effects of Expenses not deductible for tax purposes Dividend from foreign subsidiary Adjustments in respect of prior year	(1,620) 23,230	(794) - 151,537
Current tax credit for period	26,469	180,815

The potential deferred tax asset currently amounts to £nil (2010 £nil) There are no significant factors, which are anticipated to affect the tax charges shown above

The Finance Act 2011, which reduced the main rate of UK corporation tax to 25% effective from 1 April 2012, was enacted on 5 July 2011. As this change in rate was substantively enacted prior to 31 December 2011, it has been reflected in the deferred tax assets and liabilities at 31 December 2011.

A further reduction in the main rate of UK corporation tax to 24% was substantively enacted on 26 March 2012. However as this occurred post-balance sheet, it does not affect the deferred tax rate applied in these financial statements. The UK Government has also indicated that it intends to enact future reductions in the main rate of UK corporation tax of 1% each year down to 22% by 2014. These changes have not been substantively enacted at the balance sheet date and, therefore, are not included in these financial statements. The estimated financial effect of these changes is not significant.

#### 7 Staff costs

There were no employees of the Company during the period ended 31 December 2011 (2010 none) The Directors received no remuneration in the period (2010 £nil)

# Notes to the financial statements (continued) For the period ended 31 December 2011

#### 8. Fixed asset investments

	31/12/2011 £	31/10/2010 £
Subsidiary undertakings brought forward Additions	17,206,890 8,132,088	17,206,890
Subsidiary undertakings carried forward	25,338,978	17,206,890

The Company has direct investments in the following subsidiary undertakings which principally affected the financial statements of the Company

Subsidiary undertakings	Date of acquisition	Country of incorporation and operation	Principal activity	Ordinary shares held	% shares held
Cabot Financial (Europe) Limited	27 April 2000	Great Britain	Collection of UK consumer debt	12,104,790	100
Cabot Financial (UK) Limited	27 Aprıl 2000	Great Britain	UK consumer debt purchase and recovery	10,000,000	100
Financial Investigations and Recoveries (Europe) Limited	27 April 2000	Great Britain	Servicing of UK consumer debt	1	100
Kings Hill Capital Limited	30 August 2000	Great Britain	Dormant	1	100
Cabot Services (Europe) SAS	27 April 2000	France	French consumer debt purchase and recovery	2,500	100
Cabot Financial (Ireland) Limited	17 January 2007	Ireland	Irish debt collection	2,996,897	100
Cabot Spain SL	27 December 2006	Spain	Spanish consumer debt purchase and recovery	3,000	100
Apex Credit Management Limited	6 April 2011	Great Britain	Collection of UK consumer debt	50,000	100

The Company has 100% voting rights on shares held in each of the subsidiary undertakings

During the period to 31 December 2011 the Company purchased the remaining 7% of the shares in Cabot Financial (Ireland) Limited which were previously owned by a minority shareholder for  $\[ \in \] 350,000 \]$  In addition the loan of  $\[ \in \] 2,600,000 \]$  previously due to the Company by Cabot Financial (Ireland) Limited was converted into share capital of 2,600,000 ordinary shares of  $\[ \in \] 1$  each

On 6 April 2011 Apex Credit Management Limited was sold by Macrocom (948) Limited (a 100% owned subsidiary of Apex Credit Management Holdings Limited) to Cabot Financial Debt Recovery Services Limited (a fully owned subsidiary of the Cabot Financial group) for £6,101,240 Apex Credit Management Limited also purchased 100% of the share capital of Apex Collections Limited, and Apex Credit Management Funding Limited for the nominal value of the issued share capital

# Notes to the financial statements (continued) For the period ended 31 December 2011

## 9. Debtors: amounts falling due within one year

31/12/2011 £	31/10/2010 £
, , .	13,820,992 171,766
749	749
11,660,090	13,993,507
	11,659,341 - - 749

The Directors believe the fair value of these assets is not materially different to the balance sheet value

## 10. Creditors: amounts falling due within one year

	31/12/2011 £	31/10/2010 £
Loans from group companies Amounts owed to group undertakings Accruals and other creditors	24,158,599 10,246,471 2,172	24,158,599 4,456,294 2,172
	34,407,242	28,617,065

The loan is due to the company's parent undertaking, Cabot Financial Group Limited, is non interest bearing and repayable on demand

The directors believe the fair value of these liabilities is not materially different to the balance sheet value

### 11. Called up share capital

		31/12/2011 £	31/10/2010 £
	Authorised:		
	1,000,000 (2010 1,000,000) ordinary shares of £1 each	1,000,000	1,000,000
	Allotted, called up, and fully paid:		
	924,001 (2010 924,001) ordinary shares of £1 each	924,001	924,001
	•	<del>== </del>	
12.	Profit and loss account		
		31/12/2011	31/10/2010
		£	£
	At beginning of period	1,659,331	1,585,916
	Profit for the period	8,282	73,415
	Exchange difference	242	
	At end of period	1,667,855	1,659,331
	•		<del></del>

# Notes to the financial statements (continued) For the period ended 31 December 2011

#### 13 Reconciliation of movements in shareholders' funds

	31/12/2011 £	31/10/2010 £
Profit for the financial period Exchange difference	8,282 242	73,415
Net increase to shareholders' funds Opening shareholders' funds	8,524 2,583,332	73,415 2,509,917
Closing shareholders' funds	2,591,856	2,583,332

#### 14. Contingent habilities

The Company is party to a guarantee in favour of the Group's bankers in relation to loans drawn down by other Group companies. Amounts outstanding at 31 December 2011 were £155,132,218 (2010 £100,966,241)

#### 15 Related party transactions

The Company has taken advantage of the exemption in paragraph 3(c) of FRS 8 not to disclose transactions with group companies wherein any subsidiary undertaking which is a party to the transactions is wholly owned by a member of that group

#### 16. Ultimate parent company

The Company's immediate parent company is Cabot Credit Management Group Limited The smallest group of which the Company is a member and for which group financial statements are drawn up is Cabot Financial Holdings Group Limited

Cabot Financial Holdings Group Limited is wholly owned by Cabot Financial Limited, a company wholly owned by Cabot Credit Management Limited, a company incorporated in Great Britain and registered in England and Wales The results of the Company are included in the consolidated financial statements of Cabot Credit Management Limited

Until 6 April 2011 the ultimate parent undertaking was Citigroup Inc and the largest group into which the Company consolidates was Citigroup Hold Co Limited (formerly called NPIL Hold Co Limited) The ultimate controlling party was Citigroup Inc, a company listed on the New York Stock Exchange in the United States Copies of the financial statements are available from Citigroup Inc. 399 Park Avenue, New York, NY 10043

Since 6 April 2011 the Company's immediate parent company is Calcium Holdings Sarl. The companies ultimate parent undertaking is AnaCap Calcium L.P. a partnership registered in Guernsey