CUBEMAKER GP LIMITED REPORT OF THE DIRECTORS AND UNAUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2012

THURSDAY

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#159

Bessler Hendrie
Chartered Accountants
Albury Mill
Mill Lane
Chilworth
Guildford
Surrey
GU4 8RU

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for the year ended 31 March 2012

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CUBEMAKER GP LIMITED

COMPANY INFORMATION for the year ended 31 March 2012

DIRECTORS:

C P Oliver

S C Loggie T M Hayne

SECRETARY:

C P Oliver

REGISTERED OFFICE:

21A Kingly Street

London W1B 5QA

REGISTERED NUMBER:

06642256 (England and Wales)

ACCOUNTANTS:

Bessler Hendrie

Chartered Accountants

Albury Mill Mill Lane Chilworth Guildford Surrey GU4 8RU

REPORT OF THE DIRECTORS

for the year ended 31 March 2012

The directors present their report with the financial statements of the company for the year ended 31 March 2012

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of general partner for The Cubemaker Partnership

DIRECTORS

The directors shown below have held office during the whole of the period from 1 April 2011 to the date of this report

C P Oliver

S C Loggie

T M Hayne

Other changes in directors holding office are as follows

B C Tisdall - resigned 22 December 2011

This report has been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies

ON BEHALF OF THE BOARD:

C P Oliver - Director

21 November 2012

PROFIT AND LOSS ACCOUNT for the year ended 31 March 2012

	Notes	2012 £	2011
	110103	↓	*
TURNOVER			-
OPERATING PROFIT and			
PROFIT ON ORDINARY ACTIVITY	ries		
BEFORE TAXATION	2	-	-
Tax on profit on ordinary activities	3	-	-
			
PROFIT FOR THE FINANCIAL Y	EAR	-	-
			

BALANCE SHEET 31 March 2012

	2012	2011
Notes	£	£
4	15,299	10,359
5	1,000	1,000
6	(15,299)	(10,359)
	(1.1.200)	(0.4.50)
	(14,299) ———	(9,359)
LIABILITIES	1,000	1,000
7	1 000	1,000
•		
	1 000	1,000
	1,000	1,000
	5 6	Notes £ 4 15,299 5 1,000 6 (15,299) (14,299) LIABILITIES 1,000

The company is entitled to exemption from audit under Section 477 of the Companies Act 2006 for the year ended 31 March 2012

The members have not required the company to obtain an audit of its financial statements for the year ended 31 March 2012 in accordance with Section 476 of the Companies Act 2006

The directors acknowledge their responsibilities for

- (a) ensuring that the company keeps accounting records which comply with Sections 386 and 387 of the Companies Act 2006 and
- (b) preparing financial statements which give a true and fair view of the state of affairs of the company as at the end of each financial year and of its profit or loss for each financial year in accordance with the requirements of Sections 394 and 395 and which otherwise comply with the requirements of the Companies Act 2006 relating to financial statements, so far as applicable to the company

The financial statements have been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies and with the Financial Reporting Standard for Smaller Entities (effective April 2008)

The financial statements were approved by the Board of Directors on 21 November 2012 and were signed on its behalf by

C P Oliver - Director

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2012

1 ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008)

Preparation of consolidated financial statements

The financial statements contain information about Cubemaker GP Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company has taken the option under Section 398 of the Companies Act 2006 not to prepare consolidated financial statements.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date

Fixed asset investments

Investments are stated at cost less provisions for permanent diminution in value

2 OPERATING PROFIT

The operating profit is stated after charging

	2012 £	2011 £
Directors' remuneration and other benefits etc	<u>-</u>	

3 TAXATION

Analysis of the tax charge

No liability to UK corporation tax arose on ordinary activities for the year ended 31 March 2012 nor for the year ended 31 March 2011

4 FIXED ASSET INVESTMENTS

	Shares in group undertakings £	Unlisted investments	Totals £
COST			
At 1 April 2011	9	10,350	10,359
Additions		4,940	4,940
At 31 March 2012	9	15,290	15,299
NET BOOK VALUE			
At 31 March 2012	9	15,290	15,299
			
At 31 March 2011	9	10,350	10,359

NOTES TO THE FINANCIAL STATEMENTS - continued for the year ended 31 March 2012

4 FIXED ASSET INVESTMENTS - continued

The company's investments at the balance sheet date in the share capital of companies include the following

Anth	onymakeı	r GP	Limit	ed
			_	_

Nature of business	General partner in	limited partnership

	%
Class of shares	holding
Ordinary £1	100 00

	2012	2011
	£	£
Aggregate capital and reserves	3	3

Cleopatramaker GP Limited Nature of business General partner in limited partnership

rature of business	Ocherar partifer in milited partifership	,
		%
Class of shares	ŀ	olding

Ordinary £1	100 00		
		2012	2011
		£	£
Aggregate capital and reserves		3	3

	£	£
Aggregate capital and reserves	3	3

Juliusmaker GP Limited

Nature of	business	General	nartner in	limited	partnership
I Talule OI	UU3IIIÇ33	Ochiciai	partition	mmiccu	partificiallip

Class of shares	holding		
Ordinary £1	100 00		
		2012	2011
		£	£
Aggregate constal and recomics		2	2

%

Aggregate capital and reserves	3	3
		

Included within unlisted investments above are the following investments in qualifying undertakings

	2012 £	2011 £
The Anthonymaker LP The Cleopatramaker LP The Juliusmaker LP	8,917 6,353 10	6,447 3,883 10
	15,280	10,340

The above qualifying undertakings are all limited partnerships registered under the Limited Partnerships Act 1907 Their registered office is 21A Kingly Street, London, W1B 5QA

There is also a £10 investment in The Cubemaker Partnership

NOTES TO THE FINANCIAL STATEMENTS - continued for the year ended 31 March 2012

5	DEBTORS: A	AMOUNTS FALLING DUE WITHIN C	DNE		
	Other debtors			2012 £ 1,000	2011 £ 1,000
6	CREDITORS	S: AMOUNTS FALLING DUE WITHIN	N ONE YEAR	2012	2011
	Other creditor	rs		£ 15,299	£ 10,359 ====
7	CALLED UP	SHARE CAPITAL			
	Allotted and 1	ssued			
	Number	Class	Nominal value	2012 £	2011 £
	500	·'A' Ordinary	£I	500	500
	500	'B' Ordinary	£1	500	500
				1,000	1,000
	Both the 'A' ar	nd 'B' shares rank parı passu ın all respects			
8	RESERVES				
ŭ	RESERVES				Profit and loss account
	Profit for the	year			
	At 31 March 2	2012			<u>-</u>

9 ULTIMATE PARENT COMPANY

The company is an equally owned undertaking of Pyramid Capital (GP) Limited (a company incorporated in Scotland) and Ropemaker Deansgate Limited (a company incorporated in England and Wales)

CHARTERED ACCOUNTANTS' REPORT TO THE BOARD OF DIRECTORS ON THE UNAUDITED FINANCIAL STATEMENTS OF CUBEMAKER GP LIMITED

In order to assist you to fulfil your duties under the Companies Act 2006, we have prepared for your approval the financial statements of Cubemaker GP Limited for the year ended 31 March 2012 which comprise the Profit and Loss Account, the Balance Sheet and the related notes from the company's accounting records and from information and explanations you have given us

As a practising member firm of the Institute of Chartered Accountants in England and Wales (ICAEW), we are subject to its ethical and other professional requirements which are detailed at icaew com/membershandbook

This report is made solely to the Board of Directors of Cubemaker GP Limited, as a body, in accordance with our terms of engagement. Our work has been undertaken solely to prepare for your approval the financial statements of Cubemaker GP Limited and state those matters that we have agreed to state to the Board of Directors of Cubemaker GP Limited, as a body, in this report in accordance with AAF 2/10 as detailed at icaew com/compilation. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and its Board of Directors, as a body, for our work or for this report.

It is your duty to ensure that Cubemaker GP Limited has kept adequate accounting records and to prepare statutory financial statements that give a true and fair view of the assets, liabilities, financial position and profit of Cubemaker GP Limited You consider that Cubemaker GP Limited is exempt from the statutory audit requirement for the year

We have not been instructed to carry out an audit or a review of the financial statements of Cubemaker GP Limited For this reason, we have not verified the accuracy or completeness of the accounting records or information and explanations you have given to us and we do not, therefore, express any opinion on the statutory financial statements

This report should not be regarded as suitable to be used or relied on by any other party wishing to acquire any rights against Bessler Hendrie for any purpose or in any context. Any party, other than the Directors, who obtain access to this report or a copy and chooses to rely on this report (or any part of it) will do so at its own risk.

Bessler Hendrie

Chartered Accountants

pseler Hendine

Albury Mill

Mill Lane

Chilworth

Guildford

Surrey

GU4 8RU

21 November 2012

THE CUBEMAKER PARTNERSHIP FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2012

THURSDAY

COMPANIES HOUSE

THESE PARTNERSHIP

ACCOUNTS FORM

PART OF THE ACCOUNTS

OF COMPANY

NO. 076 6.44.27.56...



Statutory Auditor Albury Mill Mill Lane Chilworth Guildford Surrey GU4 8RU

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PARTNERSHIP PARTICULARS

LIMITED PARTNERS

Ropemaker Properties Limited The Pyramid Capital Partnership Strata Investment Partnership

GENERAL PARTNER

Cubemaker GP Limited 21A Kingly Street London W1B 5QA

REGISTRATION

Registered as a Limited Partnership at Companies House on 4 August 2008 (Number LP013100)

PARTNERSHIP PARTICULARS

OPERATOR OF THE FUND

Jones Lang LaSalle Corporate Finance Limited 30 Warwick Street London W1B 5NH

BANKERS

Santander 11th Floor The Plaza 100 Old Hall Street Liverpool L3 9QL

SENIOR STATUTORY AUDITOR

Robert Watkins

AUDITORS AND TAX ADVISORS

Bessler Hendrie Chartered Accountants Albury Mill Mill Lane Chilworth Guildford Surrey GU4 8RU

REPORT OF THE GENERAL PARTNER for the year ended 31 March 2012

The General Partner presents the annual report and the financial statements of the fund for the year ended 31 March 2012, which have been prepared under the special provisions of Part 15 of the Companies Act 2006 as modified by Regulation 4 of the Partnerships (Accounts) Regulations 2008 relating to small entities. The fund is a limited partnership constituted under the Limited Partnership Act 1907.

Activities

The fund is a collective investment scheme involved in investing in commercial property

Review of the business and future developments

The results for the year and the financial position at the year end were considered satisfactory by the General Partner

Events since the end of the year

Information relating to events since the end of the year is given in the notes to the financial statements.

General Partner

The General Partner of the limited partnership during the whole of the period from 1 April 2011 to the date of this report has been Cubemaker GP Limited The directors of the General Partner during this period are shown below

C P Oliver

S C Loggie

T M Hayne

B C Tisdall – Resigned 22 December 2011

Statement of General Partner's responsibilities

Legislation requires the General Partner to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the fund and of its profit or loss for that period In preparing those financial statements, the General Partner is required to:

- Select suitable accounting policies and then apply them consistently,
- Make judgements and estimates that are reasonable and prudent; and
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the fund will continue in business

The General Partner is responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the fund and to enable them to ensure that the financial statements comply with the Partnerships (Accounts) Regulations 2008 They are also responsible for safeguarding the assets of the fund and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

REPORT OF THE GENERAL PARTNER for the year ended 31 March 2012

Statement as to disclosure of information to auditors

So far as the General Partner is aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the limited partnership's auditors are unaware, and each director of the General Partner has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the limited partnership's auditors are aware of that information

Auditors

The auditor, Bessler Hendrie, Chartered Accountants, has indicated a willingness to continue in office.

For and on behalf of Cubemaker GP Limited - General Partner

C P Oliver - Director

Approved by the General Partner on 21 November 2012

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF THE CUBEMAKER PARTNERSHIP

We have audited the financial statements on pages 7 to 12. 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 Cubemaker Partnership'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 limited partnership's partners 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 limited partnership and the limited partnership's partners as a body, for our audit work, for this report, or for the opinions we have formed

Respective responsibilities of partners and auditors

As more fully explained in the Partners' Responsibilities Statement set out on page 3, the General Partner is 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 applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors

Scope of the audit

A description of the scope of an audit of financial statements is provided on the APB's website at www frc org uk/apb/scope/UKNP.

Opinion on the financial statements

In our opinion the financial statements

- give a true and fair view of the state of the limited partnership's affairs as at 31 March 2012 and of its loss 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 modified by The Partnerships (Accounts) Regulations 2008

Opinion on other matters prescribed by the Companies Act 2006 as modified by The Partnerships (Accounts) Regulations 2008

In our opinion the information given in the General Partner's 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 THE CUBEMAKER PARTNERSHIP

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 as modified by The Partnerships (Accounts) Regulations 2008, requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of partners' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit, or
- the General Partner was not entitled to prepare the financial statements and the Partners' Report in accordance with the small companies regime as modified by The Partnerships (Accounts) Regulations 2008

Robert Watkins (Senior Statutory Auditor) for and on behalf of Bessler Hendrie

Chartered Accountants

Statutory Auditor

Albury Mıll

Mill Lane

Chilworth

Guildford

Surrey

GU4 8RU

Date 21 November 2012

PROFIT AND LOSS ACCOUNT for the year ended 31 March 2012

	Notes	2012 £	2011 £
TURNOVER		1,368,223	326,331
		1,368,223	326,331
ADMINISTRATIVE EXPENSES		(30,558)	(6,521)
OPERATING PROFIT	2	1,337,665	319,810
Provision against investments	3	(5,131,291)	-
Interest receivable and similar income	4	6,886	5,309
(LOSS)/PROFIT FOR THE YEAR ON ORDINARY ACTIVITIES	10	(3,786,740)	325,119

THE CUBEMAKER PARTNERSHIP (REGISTERED NUMBER: LP013100)

BALANCE SHEET as at 31 March 2012

	Notes	2012 £	2011 £
FIXED ASSETS			
Investments	5	34,989,437	30,208,629
		34,989,437	30,208,629
CURRENT ASSETS			
Debtors	6	1,997,839	838,669
Cash at bank and in hand		941,394	926,287
		2,939,233	1,764,956
CURRENT LIABILITIES			
Creditors: amounts falling due within one year	7	(353,036)	(562,089)
NET CURRENT ASSETS		2,586,197	1,202,867
TOTAL ASSETS LESS CURRENT LIABILITIES		37,575,634	31,411,496
Creditors amounts falling due after more than one year	8	(35,876,167)	(31,056,580)
NET ASSETS		1,699,467	354,916
CAPITAL AND RESERVES			
Limited partners' capital accounts	9	12,500	12,500
Limited partners' current accounts	10	1,686,967	342,416
MEMBERS' FUNDS		1,699,467	354,916

The annual accounts have been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small entities, as modified by the Partnerships (Accounts) Regulations 2008

For and on behalf of Cubernaker GP Limited - General Partner

C P Oliver - Director

Approved by the General Partner on 21 November 2012

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2012

1 ACCOUNTING POLICIES

The following accounting policies have been used consistently in dealing with items which are considered material in relation to the limited partnership's financial statements

Accounting convention

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008).

The financial statements are drawn up on a going concern basis, which the General Partner considers appropriate as the limited partners have committed loan funds to the limited partnership during the investment period which runs to 11 September 2013.

Loan funds can be drawn down when required and undrawn funds as at 31 March 2012 amounted to £7,996,825 (2011. £19,596,261)

Turnover

Turnover represents the limited partnership's share of rental profits and losses made on its investments for the year

Fixed asset investments

Investments are stated at cost less provisions for permanent diminution in value.

2. OPERATING PROFIT	2012 £	2011 £
The operating profit is stated after charging:		
Auditors' remuneration	4,000	4,000
3. PROVISION AGAINST INVESTMENTS		
Provision against loans made to The Anthonymaker Partnership and The Cleopatramaker Partnership	5,131,291	-

The Cubemaker Partnership has made provision against its loans to The Anthonymaker Partnership and The Cleopatramaker Partnership. This is following those entities recognising a permanent diminution in the value of certain of their properties. This has the effect of reducing the amount expected to be available to repay partners' loans.

4 INTEREST RECEIVABLE

Bank interest receivable	6,886	5,309
5. FIXED ASSET INVESTMENTS		
Other loans	34,989,437	30,208,629

Other loans represent amounts loaned to The Anthonymaker Partnership and the Cleopatramaker Partnership for the purpose of investing in commercial property

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2012

6 DEBTORS	2012 £	2011 £
Other debtors	1,997,839	838,669
7 CREDITORS - AMOUNTS FALLING DUE WITHIN ONE YEAR	2012 £	2011 £
Other creditors	353,036	562,089

8. CREDITORS - AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

LOANS FROM PARTNERS

	1 April 2011 £	Net advances	Provision £	31 March 2012 £
Ropemaker Properties Limited The Pyramid Capital Partnership	24,049,294 7,007,286	7,706,265 2,244,613	(3,973,672) (1,157,619)	27,781,887 8,094,280
	31,056,580	9,950,878	(5,131,291)	35,876,167

The initial costs incurred to establish the limited partnership have been deducted from the partners' loan capital

9 PARTNERS' CAPITAL ACCOUNTS	2012 £	2011 £
Cubemaker GP Limited	10	10
Strata Investment Partnership	2,500	2,500
Ropemaker Properties Limited	7,736	7,736
The Pyramid Capital Partnership	2,254	2,254
	12,500	12,500

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2012

10 PARTNERS' CURRENT ACCOUNTS

	Percentage Share	1 April 2011 £	Loss for the year	Provision transferred to loan accounts	31 March 2012 £
Ropemaker Properties Limited	77 44	264,853	(2,937,027)	3,973,672	1,301,498
The Pyramid Capital Partnership	22.56	77,563	(855,621)	1,157,619	379,561
Strata Investment Partnership			5,908		5,908
	100.00	342,416	(3,786,740)	5,131,291	1,686,967

The Strata Investment Partnership only receives a profit share when certain conditions are met on sale of group properties as defined in the Partnership Deed

11. RELATED PARTY DISCLOSURES

Turnover represents the allocation of profits and losses arising in the Partnership's subsidiary entities The Anthonymaker Partnership and The Cleopatramaker Partnership

Transactions with the Limited Partnership's partners are disclosed in notes 8 and 10.

12. POST BALANCE SHEET EVENTS

Since the year end, the values of certain of the properties held by the Partnership's subsidiary entities, The Anthonymaker Partnership and The Cleopatramaker Partnership, have continued to fall. The latest valuation, as at 30 September 2012, shows the total value to be £57,170,000, a further devaluation of £2,020,000 from their valuation as at 31 March 2012.

On 26 October the sale of an investment property held by one of the Partnership's subsidiary entities was completed for proceeds of £6 5m, compared to its valuation at 31 March 2012 of £6 1m and its historical cost of £5.0m.

13 TAXATION

The fund, constituted as a limited partnership, should be treated for UK tax purposes as a partnership which does not constitute a separate legal entity for UK taxation purposes. The operator intends to operate the fund so that it is not treated for UK taxation purposes as carrying on a trade. Each limited partner will therefore be exclusively liable for any UK tax liabilities arising on their share of the fund's profits and gains and therefore no provision for taxation is made in the accounts.

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2012

14. ULTIMATE CONTROLLING PARTY

The Partnership is controlled by its senior Limited Partner, Ropemaker Properties Limited The ultimate controlling party is BP plc, which wholly owns Ropemaker Properties Limited.

Both BP plc and Ropemaker Properties Limited are registered in England and Wales Copies of the financial statements of BP plc can be obtained from Chertsey Road, Sunbury on Thames, Middlesex, TW16 7BP.