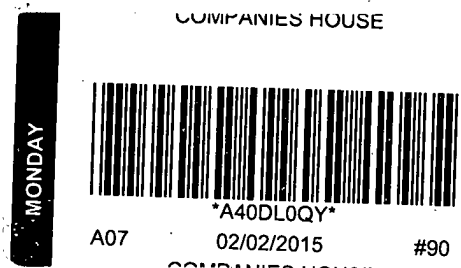


AMENDING

Report of the Directors and
Financial Statements for the Year Ended 31 December 2013
for
Heitman U K Limited



Heitman U K Limited
Company Information
for the Year Ended 31 December 2013

DIRECTORS:

L Ingall
A Sharma
M Tognarelli

SECRETARY:

REGISTERED OFFICE:

20 Balderton Street
London
W1K 6TL

REGISTERED NUMBER:

06716303 (England and Wales)

AUDITORS:

Newnham & Co
Statutory Auditor
65 Morden Hill
London
SE13 7NP

Heitman U K Limited

Report of the Directors **for the Year Ended 31 December 2013**

The directors present their report with the financial statements of the company for the year ended 31 December 2013.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of providing marketing services to its parent company.

REVIEW OF BUSINESS

The company exists purely to provide marketing services to the US parent company in respect of Heitman-sponsored products. The clients then work directly with the fund managers in order to commit capital. The income stream of Heitman UK Limited is derived purely from the parent company and the Directors are of the opinion that there is no reason to believe that this situation will not continue for the foreseeable future.

DIVIDENDS

No dividends will be distributed for the year ended 31 December 2013.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 January 2013 to the date of this report.

L Ingall
A Sharma
M Tognarelli

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Report of the Directors and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted 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 these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting 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 company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They 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.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director 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 company's auditors are aware of that information.

Heitman U K Limited

Report of the Directors
for the Year Ended 31 December 2013

AUDITORS

The auditors, Newnham & Co, will be proposed for re-appointment at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD

A handwritten signature in black ink, appearing to be 'A. Sharma', with a long horizontal line extending to the right.

A Sharma - Director

19 December 2014

**Report of the Independent Auditors to the Members of
Heitman U K Limited**

We have audited the financial statements of Heitman U K Limited for the year ended 31 December 2013 on pages five to eleven. 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 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in a Report of the Auditors 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 Statement of Directors' Responsibilities set out on page two, 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 Report of the Directors 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 2013 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.

Prior Period

The accounts for the year ended 31 December 2012 were unaudited.

Opinion on other matter prescribed by the Companies Act 2006

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

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.



Eric Newnham (Senior Statutory Auditor)
for and on behalf of Newnham & Co
Statutory Auditor
65 Morden Hill
London
SE13 7NP

19 December 2014

Heitman U K Limited

Profit and Loss Account
for the Year Ended 31 December 2013

	Notes	31.12.13 £	31.12.12 £
TURNOVER		1,109,510	1,195,810
Administrative expenses		<u>1,008,742</u>	<u>1,087,100</u>
OPERATING PROFIT and PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	3	100,768	108,710
Tax on profit on ordinary activities	5	<u>31,873</u>	<u>30,646</u>
PROFIT FOR THE FINANCIAL YEAR		<u>68,895</u>	<u>78,064</u>

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current year or previous year.

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profits for the current year or previous year.

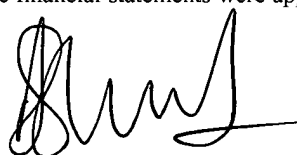
The notes form part of these financial statements

Heitman U K Limited (Registered number: 06716303)

Balance Sheet
31 December 2013

	Notes	31.12.13 £	31.12.12 £
CURRENT ASSETS			
Debtors	6	1,254,924	1,050,336
Prepayments and accrued income		-	1,760
Cash at bank		<u>60,311</u>	<u>4,599</u>
		1,315,235	1,056,695
CREDITORS			
Amounts falling due within one year	7	<u>982,407</u>	<u>801,030</u>
NET CURRENT ASSETS		<u>332,828</u>	<u>255,665</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>332,828</u>	<u>255,665</u>
CAPITAL AND RESERVES			
Called up share capital	8	58,268	50,000
Profit and loss account	9	<u>274,560</u>	<u>205,665</u>
SHAREHOLDERS' FUNDS	12	<u>332,828</u>	<u>255,665</u>

The financial statements were approved by the Board of Directors on 19 December 2014 and were signed on its behalf by:



A Sharma - Director

The notes form part of these financial statements

Heitman U K Limited

Cash Flow Statement
for the Year Ended 31 December 2013

	Notes	31.12.13 £	31.12.12 £
Net cash inflow from operating activities	1	79,317	13,723
Taxation		(31,873)	(30,646)
		47,444	(16,923)
Financing	2	<u>8,268</u>	<u>-</u>
Increase/(decrease) in cash in the period		<u>55,712</u>	<u>(16,923)</u>

**Reconciliation of net cash flow
to movement in net funds**

	3		
Increase/(decrease) in cash in the period		<u>55,712</u>	<u>(16,923)</u>
Change in net funds resulting from cash flows		<u>55,712</u>	<u>(16,923)</u>
Movement in net funds in the period		55,712	(16,923)
Net funds at 1 January		<u>4,599</u>	<u>21,523</u>
Net funds at 31 December		<u>60,311</u>	<u>4,600</u>

The notes form part of these financial statements

Heitman U K Limited

Notes to the Cash Flow Statement
for the Year Ended 31 December 2013

1. **RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES**

	31.12.13	31.12.12
	£	£
Operating profit	100,768	108,710
Increase in debtors	(202,828)	(404,177)
Increase in creditors	<u>181,377</u>	<u>309,190</u>
Net cash inflow from operating activities	<u><u>79,317</u></u>	<u><u>13,723</u></u>

2. **ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT**

	31.12.13	31.12.12
	£	£
Financing		
Share issue	<u>8,268</u>	<u>-</u>
Net cash inflow from financing	<u><u>8,268</u></u>	<u><u>-</u></u>

3. **ANALYSIS OF CHANGES IN NET FUNDS**

	At 1.1.13	Cash flow	At
	£	£	31.12.13
			£
Net cash:			
Cash at bank	<u>4,599</u>	<u>55,712</u>	<u>60,311</u>
	<u>4,599</u>	<u>55,712</u>	<u>60,311</u>
Total	<u><u>4,599</u></u>	<u><u>55,712</u></u>	<u><u>60,311</u></u>

The notes form part of these financial statements

Heitman U K Limited

Notes to the Financial Statements
for the Year Ended 31 December 2013

1. ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention and are in accordance with applicable accounting standards.

Turnover

Turnover represents net invoiced sales of services, excluding value added tax. 100% of turnover is the supply of services to the foreign affiliate.

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

Pension costs and other post-retirement benefits

The company operates a defined contribution pension scheme. Contributions payable to the company's pension scheme are charged to the profit and loss account in the period to which they relate.

2. STAFF COSTS

	31.12.13	31.12.12
	£	£
Wages and salaries	626,855	698,940
Social security costs	64,284	66,267
Other pension costs	<u>19,617</u>	<u>13,476</u>
	<u><u>710,756</u></u>	<u><u>778,683</u></u>

The average monthly number of employees during the year was as follows:

	31.12.13	31.12.12
Directors	1	1
Staff	<u>1</u>	<u>1</u>
	<u><u>2</u></u>	<u><u>2</u></u>

3. OPERATING PROFIT

The operating profit is stated after charging:

	31.12.13	31.12.12
	£	£
Directors' remuneration	570,949	515,760
Directors' pension contributions to money purchase schemes	<u>19,617</u>	<u>13,476</u>

The number of directors to whom retirement benefits were accruing was as follows:

Money purchase schemes	<u><u>1</u></u>	<u><u>1</u></u>
------------------------	-----------------	-----------------

Information regarding the highest paid director is as follows:

	31.12.13	31.12.12
	£	£
Emoluments etc	570,949	515,760
Pension contributions to money purchase schemes	<u>19,617</u>	<u>13,476</u>

Heitman U K Limited

**Notes to the Financial Statements - continued
for the Year Ended 31 December 2013**

4. AUDITORS' REMUNERATION

	31.12.13	31.12.12
	£	£
Fees payable to the company's auditors and their associates for the audit of the company's financial statements	<u>4,000</u>	<u>-</u>

5. TAXATION

Analysis of the tax charge

The tax charge on the profit on ordinary activities for the year was as follows:

	31.12.13	31.12.12
	£	£
Current tax:		
UK corporation tax	26,227	30,646
Underprovision prior years	<u>5,646</u>	<u>-</u>
 Tax on profit on ordinary activities	 <u>31,873</u>	 <u>30,646</u>

6. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31.12.13	31.12.12
	£	£
Due from Foreign Affiliate	1,237,581	1,050,336
Other debtors	17,000	-
Prepayments and accrued income	<u>343</u>	<u>-</u>
	<u>1,254,924</u>	<u>1,050,336</u>

7. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31.12.13	31.12.12
	£	£
Due to Affiliate	628,418	275,825
Trade Creditors	1,627	-
Tax	16,681	24,597
Social security and other taxes	28,923	53,514
Other creditors	243	-
Accrued expenses	<u>306,515</u>	<u>447,094</u>
	<u>982,407</u>	<u>801,030</u>

8. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	31.12.13	31.12.12
			£	£
50,000	Ordinary	£1	50,000	50,000
10,000	Ordinary	1 euro	<u>8,268</u>	<u>-</u>
			<u>58,268</u>	<u>50,000</u>

10,000 Ordinary shares of 1 euro each were allotted and fully paid for cash at par during the year.

Heitman U K Limited

Notes to the Financial Statements - continued
for the Year Ended 31 December 2013

9. RESERVES

	Profit and loss account £
At 1 January 2013	205,665
Profit for the year	<u>68,895</u>
At 31 December 2013	<u><u>274,560</u></u>

10. ULTIMATE PARENT COMPANY

Heitman Financial LLC, a company incorporated in the State of Delaware USA is the ultimate parent company.

11. RELATED PARTY DISCLOSURES

The company has taken advantage of exemption, under the terms of Financial Reporting Standard 8 Related Party Disclosures, not to disclose related party transactions with wholly owned subsidiaries within the group. Heitman UK Limited is a subsidiary of Hetman LLC, a US company. It exists to provide marketing services to the US parent and all of its income is derived from the parent company. The amounts outstanding at the Balance Sheet date are:

Owed by Heitman UK Limited to Heitman Financial UK LLC £ 628,418 (2012 - £ 275,825)

Owed to Heitman UK Limited by Heitman LLC £1,237,581 (2012- £1,050,336)

12. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	31.12.13 £	31.12.12 £
Profit for the financial year	68,895	78,064
New share capital subscribed	<u>8,268</u>	<u>-</u>
Net addition to shareholders' funds	77,163	78,064
Opening shareholders' funds	<u>255,665</u>	<u>177,601</u>
Closing shareholders' funds	<u><u>332,828</u></u>	<u><u>255,665</u></u>