Report of the Members and

Financial Statements for the Year Ended 31 December 2009

<u>for</u>

IC Realty LLP

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General Information for the Year Ended 31 December 2009

DESIGNATED MEMBERS

IC Group Investments Limited

IC Holdings Limited

REGISTERED OFFICE

20-22 Bedford Row

London

WCIR 4JS

REGISTERED NUMBER

OC320974 (England and Wales)

AUDITORS:

48

Fuller Accountants Limited

Chartered Accountants and Statutory Auditors

The Counting House Church Farm Business Park

Corston Bath BA2 9AP



Report of the Members for the Year Ended 31 December 2009

The members present their report with the financial statements of the LLP for the year ended 31 December 2009

PRINCIPAL ACTIVITY

The principal activity of the LLP in the year under review was that of a controlling entity of a group that provides professional managerial and other services in respect of investment projects either within its own or third party organisations

DESIGNATED MEMBERS

The designated members during the year under review were

IC Group Investments Limited IC Holdings Limited

RESULTS FOR THE YEAR AND ALLOCATION TO MEMBERS

The loss for the year before members' remuneration and profit shares was \$23,194 (2008 - \$7,083 loss)

MEMBERS' INTERESTS

Members' drawings and the subscription and repayment of capital are subject to the provisions of the Limited Liability Partnership Agreement between the members

Allocation of profits to the members and cash available for distribution is made in accordance with the terms of the Limited Liability Partnership Agreement

STATEMENT OF MEMBERS' RESPONSIBILITIES

The members are responsible for preparing the financial statements in accordance with applicable law and regulations

Legislation applicable to limited liability partnerships 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to 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 then apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the LLP will continue in business

The members are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the LLP and to enable them to ensure that the financial statements comply with the Companies Act 2006 as modified by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008. They are also responsible for safeguarding the assets of the LLP 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 members are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the LLP's auditors are unaware, and each member has taken all the steps that he ought to have taken as a member in order to make himself aware of any relevant audit information and to establish that the LLP's auditors are aware of that information

AUDITORS

The auditors, Fuller Accountants Limited, will be proposed for re-appointment at the forthcoming Annual General Meeting



Report of the Members for the Year Ended 31 December 2009

This report has been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 as modified by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 relating to small LLPs

ON BEHALF OF THE MEMBERS

1C roup Investments Limited - Designated Member

Report of the Independent Auditors to the Members of IC Realty LLP

We have audited the financial statements of IC Realty LLP for the year ended 31 December 2009 on pages six to ten These financial statements have been prepared under the accounting policies set out therein and the requirements of the Financial Reporting Standard for Smaller Entities (effective April 2008)

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 modified by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008. 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 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 LLP and the LLP's members as a body, for our audit work for this report or for the opinions we have formed

Respective responsibilities of members and auditors

The members' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accounting Practice) and for being satisfied that the financial statements give a true and fair view are set out on page two

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland)

We report to you our opinion as to whether the financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities, have been prepared in accordance with the Companies Act 2006 as modified by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008. We also report to you whether in our opinion the information given in the Report of the Members is consistent with the financial statements.

In addition we report to you if, in our opinion, the LLP has not kept adequate accounting records, if we have not received all the information and explanations we require for our audit, or if certain disclosures of members' remuneration specified by law are not made

We read the Report of the Members and consider the implications for our report if we become aware of any apparent misstatements within it

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination on a test basis of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the members in the preparation of the financial statements, and of whether the accounting policies are appropriate to the LLP's circumstances, consistently applied and adequately disclosed

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.



Report of the Independent Auditors to the Members of IC Realty LLP

Opinion

In our opinion

- the financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities,
- the financial statements have been prepared in accordance with the Companies Act 2006 as modified by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008, and
- the financial statements give a true and fair view of the state of the LLP's affairs as at 31 December 2009 and of its loss for the year then ended, and
- the information given in the Report of the Members is consistent with the financial statements

Fulle Accoments Linival

John Fuller (Senior Statutory Auditor) for and on behalf of Fuller Accountants Limited Chartered Accountants and Statutory Auditors The Counting House Church Farm Business Park Corston Bath BA2 9AP

Date 23.2-5-8-2010

Profit and Loss Account for the Year Ended 31 December 2009

| | | 31 12 09 | 31 12 08 |
|---|-------------|----------|----------|
| | Notes | \$ | \$ |
| TURNOVER | | - | - |
| Administrative expenses | | 7,644 | 7,254 |
| OPERATING LOSS | 2 | (7,644) | (7,254) |
| Interest receivable and similar income | | <u>-</u> | 171 |
| | | (7,644) | (7,083) |
| Amounts written off investments | 3 | 15,550 | <u></u> |
| LOSS FOR THE FINANCIAL YEAR BEFORE MEMBERS' REMUNERA AND PROFIT SHARES AVAILABL FOR DISCRETIONARY DIVISION | ATION LE | | |
| AMONG MEMBERS | 7 | (23,194) | (7,083) |

The notes form part of these financial statements

Balance Sheet 31 December 2009

| | | 31 12 | 09 | 31 12 | 08 |
|-------------------------------------|------------|--------|-------------|--------|-----------|
| | Notes | \$ | \$ | \$ | \$ |
| FIXED ASSETS | _ | | | | |
| Investments | 5 | | 4 051,739 | | 1,000,000 |
| CURRENT ASSETS | | | | | |
| Debtors | | 54,610 | | 31,416 | |
| Cash at bank | | 36,739 | | 49,155 | |
| | | 01 240 | | 80,571 | |
| CREDITORS | | 91,349 | | 00,371 | |
| Amounts falling due within one year | 6 | 4,516 | | 28,702 | |
| | | | | | |
| NET CURRENT ASSETS | | | 86 833 | | 51,869 |
| TOTAL ASSETS LESS CURRENT L | JABILITIES | | | | |
| and | | | | | |
| NET ASSETS ATTRIBUTABLE TO | MEMBERS | | 4,138,572 | | 1,051,869 |
| | | | | | |
| MEMBERS' OTHER INTERESTS | | | | | |
| Capital accounts | 7 | | 4,138,572 | | 1,051,869 |
| | | | | | |
| TOTAL MEMBERS' INTERESTS | | | | | |
| Members' other interests | 7 | | 4,138,572 | | 1,051 869 |
| Amounts due from members | , | | (54,610) | | (31,416) |
| | | | | | |
| | | | 4,083,962 | | 1,020 453 |

The financial statements have been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 as modified by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 relating to small LLPs and with the Financial Reporting Standard for Smaller Entities (effective April 2008)

The financial statements were approved by the members of the LLP on 23,25 mg - 2010 and were signed

IC Group Investments Limited - Designated member

EL IC Holdings Limited - Designated member

The notes form part of these financial statements

Notes to the Financial Statements for the Year Ended 31 December 2009

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) and the requirements of the Statement of Recommended Practice Accounting by Limited Liability Partnerships

Preparation of consolidated financial statements

The financial statements contain information about IC Realty LLP as an individual LLP and do not contain consolidated financial information as the parent of a group. The LLP has taken the option under Section 398 of the Companies Act 2006 as modified by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 not to prepare consolidated financial statements

Exemption from preparing a cash flow statement

Exemption has been taken from preparing a cash flow statement on the grounds that the LLP qualifies as a small LLP

Foreign currencies

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

Investments

Investments are stated at cost less any provision for permanent diminution in value. Income from investments is recognised when entitlement to dividends or interest is established

2 **OPERATING LOSS**

The operating loss is stated after charging/(crediting)

| | Auditors' remuneration Foreign exchange differences | 31 12 09 \$ 4,500 (461) | 31 12 08 \$ 3,150 |
|---|---|----------------------------------|-------------------------|
| 3 | AMOUNTS WRITTEN OFF INVESTMENTS | | |
| | | 31 12 09 | 31 12 08 |
| | Revaluation of investments | \$ 15,550 | \$ |
| 4 | INFORMATION IN RELATION TO MEMBERS | | |
| | | 31 12 09 | 31 12 08 |
| | The average number of members during the year was | 2 | 2 |



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continued

Notes to the Financial Statements - continued for the Year Ended 31 December 2009

5 FIXED ASSET INVESTMENTS

| | | Interest | |
|---------------------|--------------|--------------|-----------|
| | Shares in | ın | |
| | group | associate | |
| | undertakings | undertakings | Totals |
| | \$ | \$ | \$ |
| COST | | | |
| At 1 January 2009 | - | 1 000,000 | 1,000,000 |
| Additions | 3,067,289 | • | 3,067,289 |
| At 31 December 2009 | 3,067,289 | 1,000,000 | 4,067,289 |
| PROVISIONS | | | |
| Provision for year | 15,550 | - | 15,550 |
| At 31 December 2009 | 15,550 | | 15,550 |
| NET BOOK VALUE | | | |
| At 31 December 2009 | 3,051,739 | 1,000,000 | 4,051,739 |
| At 31 December 2008 | - | 1,000,000 | 1,000,000 |
| | | | |

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

Subsidiary

Dalmacon Holding Inc

Country of incorporation Panama Nature of business Holding company

| | % | |
|--------------------------------|---------|-----------|
| Class of shares | holding | |
| Ordinary | 100 00 | |
| • | | 31 12 09 |
| | | \$ |
| Aggregate capital and reserves | | 3,067,289 |
| Loss for the year | | (15,550) |
| | | |

Associated Company

Industrias y Construcciones ICSA.

Country of incorporation Colombia Nature of business Construction

| | % |
|-----------------|---------|
| Class of shares | holding |
| Ordinary | 16 16 |

| | 31 12 09 | 31 12 08 |
|--------------------------------|------------|------------|
| | \$ | \$ |
| Aggregate capital and reserves | 11 514,017 | 10,166,694 |
| Profit for the year | 377,782 | 3,060 373 |
| | | |

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continued

Notes to the Financial Statements - continued for the Year Ended 31 December 2009

6 CREDITORS AMOUNTS FALLING DUE WITHIN ONE YEAR

| | 31 12 09 \$ | 31 12 08 \$ |
|------------------|----------------|----------------|
| I rade creditors | 16 | 19,573 |
| Other creditors | 4,500 | 9,129 |
| | 4,516 | 28,702 |
| | | |

7 MEMBERS' INTERESTS

| MEMBERS INTERESTS | | | | | |
|---|--|--------------------|---------------------|---------------------------------------|-------------|
| | Mo | embers' other i | nterests | | |
| | Members' capital (classified as | | | Loans and other debts due to/(from) | |
| | equity) \$ | Reserves \$ | Total \$ | members \$ | Total \$ |
| Balance at 1 January 2009 Loss for the financial year available for discretionary | 1,051,869 | - | 1,051,869 | (31,416) | 1,020,453 |
| division among members | | (23,194) | (23,194) | | (23,194) |
| Members' interests | | | | | |
| after loss for the year Other divisions of loss | 1,051 869 | (23 194) 23,194 | 1,028,675 23,194 | (31,416) (23,194) | 997 259 |
| Introduced by members | 3,086 703 | | 3,086,703 | · · · · · · · · · · · · · · · · · · · | 3,086,703 |
| Balance at 31 December | | | | | |
| 2009 | 4,138 572 | | 4,138,572 | (54 610) | 4 083 962 |

8 ULTIMATE CONTROLLING PARTY

Both of IC Realty LLP's members are limited liability entities—IC Group Investments Limited the controlling member, is incorporated in the British Virgin Islands—IC Holdings Limited is incorporated in the Bahamas

The members of the LLP regard Mr Julio Carrizosa, a Colombian national, to be the ultimate controlling party



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