

HGP3 LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

for the year ended 31 December 2009

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HGP3 LIMITED

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HGP3 LIMITED

COMPANY INFORMATION

DIRECTORS

P.A. Davies
R. P. Greville
G. R. M. Pigache
A. P. Woodbury

COMPANY SECRETARY

Henderson Secretarial Services Limited

COMPANY NUMBER

SC239662

REGISTERED OFFICE

50 Lothian Road
Festival Square
Edinburgh
EH3 9WJ

AUDITORS

Ernst & Young
1 More London Place
London
SE1 2AF

HGP3 LIMITED

DIRECTORS' REPORT for the year ended 31 December 2009

The Directors present their report and the financial statements of HGP3 Limited ("the Company"), registered company number SC239662, for the year ended 31 December 2009.

PRINCIPAL ACTIVITIES

The Company was incorporated on 15 November 2002 and acts as general partner to PriCap 3 L.P. ('the Limited Partnership'), a limited partnership established to provide funding to private equity investment vehicles, structured as limited partnerships. The Directors consider that the principal activities of the Company will remain unchanged for the foreseeable future.

BUSINESS REVIEW

The Company's ultimate parent undertaking is Henderson Group plc ("the Group"). The review of the Company's activities and business operations is not performed at the individual entity level, but as part of the Group's operational review. The Group takes a proactive approach to risk management and has designed a framework to manage the risks of its business and to ensure that the Boards of Directors at both the Group and subsidiary levels have in place appropriate risk management practices. Accordingly, the key financial and other performance indicators together with the risk management objectives and policies have been disclosed within the Annual Report and Accounts of Henderson Group plc for the year ended 31 December 2009, which can be obtained from the Group's registered office as provided in note 15 to these financial statements.

GOING CONCERN

The Company's business activities, together with the factors likely to affect its future development, performance and position, financial risk management objectives and its exposure to cash flow risk are set out in the Business Review above.

The Company is dependent on continuing finance being made available by its parent company, Henderson Equity Partners Limited ("HEPL"), to enable it to continue operating and to meet its liabilities as they fall due. Having made appropriate enquiries of the Directors of HEPL, the Directors have concluded that the Company will have sufficient cash to settle the Company's liabilities. As a consequence, the Directors believe that the Company is well placed to manage its business risks successfully despite the current uncertain economic outlook.

The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

RESULTS AND DIVIDENDS

The loss for the year, after taxation, amounted to £280 (2008 – profit £5).

The Directors do not recommend the payment of a dividend (2008 - £NIL).

DIRECTORS

The Directors who served during the year were:

R. P. Greville
A. P. Woodbury
G. R. M. Pigache
P.A. Davies (appointed 2 January 2009)

HGP3 LIMITED

DIRECTORS' REPORT for the year ended 31 December 2009

DIRECTORS' INDEMNITY

Henderson Group plc provides a deed of indemnity to Directors to the extent permitted by UK law whereby Henderson Group plc is able to indemnify a Director against any liability incurred in proceedings in which the Director is successful, and against the cost of successfully applying to the court to be excused for breach of duty where the Director acted honestly and reasonably.

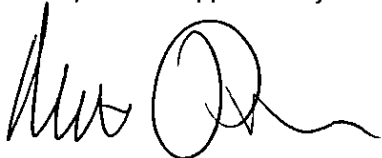
PROVISION OF INFORMATION TO AUDITORS

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the auditor, each director has taken all the steps that he or she is obliged to take as a director in order to make himself or herself aware of any relevant audit information and to establish that the auditor is aware of that information.

AUDITORS

In accordance with section 485 of the Companies Act 2006, a resolution will be proposed for the members to reappoint Ernst & Young LLP as auditors of the Company.

This report was approved by the board on 31 March 2010 and signed on its behalf by:

A handwritten signature in black ink, appearing to be 'Hus Q', written over a horizontal line.

Henderson Secretarial Services Limited
Secretary

HGP3 LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES for the year ended 31 December 2009

The Directors are responsible for preparing the Directors' 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 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 judgments and estimates that are reasonable and prudent;
- state whether applicable UK 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.

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF HGP3 LIMITED

We have audited the financial statements of HGP3 Limited for the year ended 31 December 2009 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 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 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 AUDITORS

As explained more fully in the Directors' Responsibilities Statement set out on page 4, 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 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 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.

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 2009 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.

OPINION ON OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006

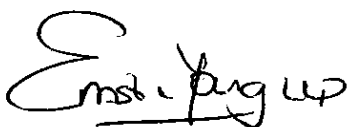
In our opinion the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF HGP3 LIMITED

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.

A handwritten signature in black ink, appearing to read 'Sarah Williams', with a stylized flourish at the end.

Sarah Williams (Senior statutory auditor)
For and behalf of Ernst & Young LLP, Statutory Auditor
London
31 March 2010

HGP3 LIMITED

PROFIT AND LOSS ACCOUNT for the year ended 31 December 2009

	Note	2009 £	2008 £
REVENUE	2	1,000	1,000
Administrative expenses		<u>(1,000)</u>	<u>(1,000)</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		-	-
Tax (charge)/credit on profit on ordinary activities	6	<u>(280)</u>	<u>5</u>
(LOSS)/PROFIT FOR THE FINANCIAL YEAR	12	<u><u>(280)</u></u>	<u><u>5</u></u>

All amounts relate to continuing operations.

There were no recognised gains and losses for 2009 or 2008 other than those included in the Profit and loss account, accordingly a Statement of Total Recognised Gains and Losses is not required.

The notes on pages 9 to 12 form an integral part of these financial statements.

HGP3 LIMITED
Registered number: SC239662

BALANCE SHEET
as at 31 December 2009

	Note	£	2009 £	2008 £
CURRENT ASSETS				
Debtors	7	10,085		9,085
CREDITORS: amounts falling due within one year	8	<u>(7,999)</u>	<u>(6,999)</u>	
NET CURRENT ASSETS			<u>2,086</u>	<u>2,086</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			2,086	2,086
PROVISIONS FOR LIABILITIES				
Deferred tax	9		<u>(2,240)</u>	<u>(1,960)</u>
NET (LIABILITIES)/ASSETS			<u>(154)</u>	<u>126</u>
CAPITAL AND RESERVES				
Called up share capital	10		1	1
Profit and loss account	11		<u>(155)</u>	<u>125</u>
SHAREHOLDERS' (DEFICIT)/FUNDS	12		<u>(154)</u>	<u>126</u>

The notes on pages 9 to 12 form an integral part of these financial statements.

The financial statements were approved and authorised for issue by the Board on 31 March 2010 and were signed on its behalf by:

P.A. Davies

P.A. Davies
Director

HGP3 LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2009

1. ACCOUNTING POLICIES

1.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements have been prepared under the historical cost convention and in accordance with United Kingdom Generally Accepted Accounting Practice.

1.2 REVENUE

Revenue is recognised on an accruals basis (exclusive of VAT).

1.3 TAXATION

Current tax is provided on the Company's taxable profits at amounts expected to be paid using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is provided in full on timing differences which result in an obligation at the balance sheet date to pay more tax, or the right to pay less tax, at a future date, at tax rates expected to apply when the timing differences reverse based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets and liabilities are not discounted.

Current and deferred tax are recognised in the profit and loss account for the period except to the extent that it is attributable to a gain or a loss recognised directly in the statement of total recognised gains and losses in which case tax attributable to that gain or loss is also recognised directly in the statement of total recognised gains and losses.

1.4 CONSOLIDATED FINANCIAL STATEMENTS

The above financial statements and attached notes are in respect of the Company only. The Company acts as a general partner to the Limited Partnership. The Company therefore exercises dominant influence over the Limited Partnership.

The Limited Partnership is not treated as a subsidiary undertaking as rights of the Company are exercised on behalf of the investors in the Limited Partnership and being fiduciary in nature, these rights can be disregarded when determining whether a parent-subsidary fiduciary relationship exists.

2. REVENUE

Revenue is derived from the participation of the Company in the Limited Partnership calculated in accordance with the partnership agreement and represents an accrual of the General Partner's priority profit share.

All revenue arose within the United Kingdom.

3. STAFF COSTS

The Company has no employees. Employees' contracts of employment are with Henderson Administration Limited ("HAL"), a fellow subsidiary of the Company, and staff costs are disclosed in that company's financial statements. These costs will not be recharged to the Company.

HGP3 LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2009

4. AUDITORS' REMUNERATION

Auditors' remuneration in respect of the audit of the Company's financial statements was borne by the parent undertaking and was not recharged to the Company. Fees paid to the Company's auditors for services other than the statutory audit of the Company are disclosed on a consolidated basis in the Group's Annual Report and Accounts. The audit fee for the year is £3,100 (2008: £3,100).

5. DIRECTORS' REMUNERATION

The Directors of the Company were employed and remunerated as directors and executives of the Group in respect of their services to the Group as a whole. The Directors believe that it is not practicable to apportion part of their remuneration to their services as Directors of the Company.

6. TAXATION

	2009 £	2008 £
ANALYSIS OF TAX CHARGE/(CREDIT) IN THE YEAR		
CURRENT TAX (see note below)		
UK corporation tax charge/(credit) on profit for the year	-	(285)
DEFERRED TAX		
Origination and reversal of timing differences	280	285
Effect of change in rate of tax	-	(5)
TOTAL DEFERRED TAX (see note 9)	<u>280</u>	<u>280</u>
TAX CHARGE/(CREDIT) ON PROFIT ON ORDINARY ACTIVITIES	<u>280</u>	<u>(5)</u>

6. TAXATION (continued)

FACTORS AFFECTING TAX CHARGE FOR THE YEAR

The tax assessed for the year is higher than (2008 - lower than) the standard rate of corporation tax in the UK of 28% (2008: 28.5%). The differences are explained below:

	2009 £	2008 £
Profit on ordinary activities before tax	-	-
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 2009: 28% (2008 - 28.5%)	-	-
EFFECTS OF:		
Group relief surrendered	280	-
Accrued partnership profit share taxable in future periods	(280)	(285)
TOTAL CURRENT TAX CHARGE/(CREDIT) FOR THE YEAR (see note above)	<u>-</u>	<u>(285)</u>

HGP3 LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2009

7. DEBTORS

	2009 £	2008 £
Accrued profit share due from Limited Partnership	8,000	7,000
Amounts owed by Group undertakings	2,085	2,085
	<u>10,085</u>	<u>9,085</u>

8. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2009 £	2008 £
Amounts owed to Group undertakings	<u>7,999</u>	<u>6,999</u>

9. DEFERRED TAXATION

	2009 £	2008 £
At 1 January	1,960	1,680
Charge for the year	280	285
Effect of change in rate of tax	-	(5)
	<u>2,240</u>	<u>1,960</u>
At 31 December		

The provision for deferred taxation is made up as follows:

	2009 £	2008 £
Accrued partnership profit share taxable in future periods	<u>2,240</u>	<u>1,960</u>

10. SHARE CAPITAL

	2009 £000	2008 £000
ALLOTTED, CALLED UP AND FULLY PAID		
1 (2008 -1) Ordinary share of £1	<u>1</u>	<u>1</u>

11. RESERVES

	Profit and loss account £
At 1 January 2009	125
Loss for the year	(280)
	<u>(155)</u>
At 31 December 2009	

HGP3 LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2009

12. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	2009 £	2008 £
Opening shareholders' funds	126	121
(Loss)/profit for the year	<u>(280)</u>	<u>5</u>
Closing shareholders' (deficit)/funds	<u><u>(154)</u></u>	<u><u>126</u></u>

13. RELATED PARTY TRANSACTIONS

The Company has taken advantage of the exemption in FRS 8 'Related Party Disclosures', relating to transactions between 90 per cent or more controlled subsidiaries, by not disclosing information on related party transactions with entities that are part of the Group, or investees of the Group qualifying as related parties.

The Company is the General Partner of the Limited Partnership, and is a related party.

The priority profit share receivable by the Company from the Limited Partnership in the year is £1,000 (2008: £1,000). The Company's outstanding priority profit share entitlement as at 31 December 2009 is £8,000 (2008: £7,000).

14. CASH FLOW STATEMENT

The Company has taken advantage of the exemption in FRS 1 'Cash Flow Statements' from the requirement to prepare a cash flow statement, on the basis that it is a subsidiary undertaking where 90% or more of the voting rights are controlled within the Group, which prepares publicly available financial statements

15. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The Company's immediate parent undertaking is Henderson Equity Partners Limited and ultimate parent undertaking is Henderson Group Plc. A copy of the Group's Annual Report and Accounts for the year ended 31 December 2009 can be obtained from its registered office at 47 Esplanade, St Helier, Jersey JE1 0BD.

16. POST BALANCE SHEET EVENTS

The Board of Directors have not, as at 31 March 2010 being the date the financial statements were approved, received any information concerning conditions in existence at the balance sheet date, which have not been reflected in the financial statements as presented.