

GRF II Special Partner (GP) Limited

Report and Financial Statements

31 December 2007

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GRF II SPECIAL PARTNER (GP) LIMITED

REPORT AND FINANCIAL STATEMENTS 2007

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GRF II SPECIAL PARTNER (GP) LIMITED

REPORT AND FINANCIAL STATEMENTS 2007

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

D Eberly
M K H Moss
C Rothstein
A Spiro Jr

SECRETARY

S A Tuckley

REGISTERED OFFICE

50 Lothian Road
Festival Square
Edinburgh EH3 9WJ

GRF II SPECIAL PARTNER (GP) LIMITED

DIRECTORS' REPORT

The Directors present their financial statements for the year ended 31 December 2007

PRINCIPAL ACTIVITIES

The Company has not traded during the year or subsequent to the year end

RESULTS, DIVIDENDS AND FUTURE PROSPECTS

The results of the Company are set out on page 4

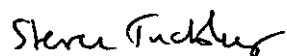
The directors do not recommend the payment of a dividend in respect of the year under review

The directors anticipate that Company will become active in future years

DIRECTORS AND THEIR INTERESTS

The Company is a wholly owned subsidiary of Beringea Limited. No Directors held any interests in the parent undertaking or any other UK group company during the year

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



S A Tuckley
Secretary
14 October 2008

STATEMENT OF DIRECTORS' RESPONSIBILITIES

United Kingdom company law requires the Directors to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the Company as at the end of the financial period 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 accounting standards have been followed, and
- 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 proper accounting records which 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 1985. They are also responsible for the system of internal control, and for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

GRF II SPECIAL PARTNER (GP) LIMITED

PROFIT AND LOSS ACCOUNT

Year ended 31 December 2007

The Company did not trade during the current year or during the prior period. Accordingly neither a profit nor loss was made and a profit and loss account has not been presented.

The notes on page 6 form part of these financial statements

GRF II SPECIAL PARTNER (GP) LIMITED

BALANCE SHEET 31 December 2007

	Note	2007 £	2006 £
CURRENT ASSETS			
Debtors	2	1	1
NET ASSETS		<u>1</u>	<u>1</u>
CAPITAL AND RESERVES			
Called up share capital	3	1	1
Profit and loss account			
TOTAL EQUITY SHAREHOLDERS' FUNDS		<u>1</u>	<u>1</u>

For the year ended 31 December 2007 the Company was entitled to exemption under section 249AA(1) of the Companies Act 1985

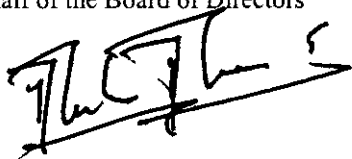
No members have required the Company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985

The directors acknowledge their responsibilities for

- (i) Ensuring that the company keeps accounting records which comply with Section 221 of the Companies Act 1985, and
- (ii) Preparing accounts which give a true and fair view of the state of affairs of the company as at the end of its financial period, and of its profit and loss for the financial period in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company

These financial statements were approved by the Board of Directors on 14 October 2008

Signed on behalf of the Board of Directors



M K H Moss
Director

The notes on page 6 form part of these financial statements

GRF II SPECIAL PARTNER (GP) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2007

1 ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable United Kingdom law and accounting standards. The particular accounting policies adopted are described below.

Accounting convention

The financial statements are prepared under the historical cost convention.

2. DEBTORS

	2007 £	2006 £
Share capital due	<u>1</u>	<u>1</u>

3. CALLED UP SHARE CAPITAL

	2007 £	2006 £
Authorised 100 ordinary shares of £1 each	<u>100</u>	<u>100</u>
Called up, allotted and unpaid 1 ordinary share of £1	<u>1</u>	<u>1</u>

4 ULTIMATE PARENT COMPANY

At the balance sheet date the ultimate parent company was Beringea LLC, a Limited Liability Company established in Delaware, USA and the immediate parent company (and controlling party) was Beringea Limited incorporated in Great Britain. Group financial statements are prepared for the ultimate UK parent company, ProVen Acquisition Limited, incorporated in Great Britain. Copies of the financial statements of Beringea Limited and ProVen Acquisition Limited are available from 39 Earlham Street, London, WC2H 9LT.

5. RELATED PARTY TRANSACTIONS

The Company is taking advantage of the exemption to disclose transactions and balances with related parties on the grounds that transactions are recorded in its parent's annual financial statements.