

GRF II Special Partner (GP) Limited

Report and Financial Statements

31 December 2009

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GRF II SPECIAL PARTNER (GP) LIMITED

REPORT AND FINANCIAL STATEMENTS 2009

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GRF II SPECIAL PARTNER (GP) LIMITED

REPORT AND FINANCIAL STATEMENTS 2009

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 2009.

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
31 August 2010

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 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.

GRF II SPECIAL PARTNER (GP) LIMITED

PROFIT AND LOSS ACCOUNT **Year ended 31 December 2009**

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 2009

	Note	2009 £	2008 £
CURRENT ASSETS			
Debtors	2	<u>1</u>	<u>1</u>
NET ASSETS		<u>1</u>	<u>1</u>
CAPITAL AND RESERVES			
Called up share capital	3	<u>1</u>	<u>1</u>
Profit and loss account		<u>-</u>	<u>-</u>
TOTAL EQUITY SHAREHOLDERS' FUNDS		<u>1</u>	<u>1</u>

For the year ended 31 December 2009 the company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies.

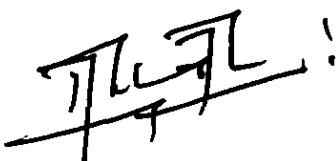
Director's responsibilities:

- Members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476.
- The directors acknowledge their responsibility for complying with the requirements of the Act with respect to accounting periods and the preparation of accounts.

The accounts have been prepared in accordance with the provision applicable to companies subject to small companies' regime.

These financial statements were approved by the Board of Directors on 31 August 2010.

Signed on behalf of the Board of Directors



M K H Moss

Director

The notes on page 6 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS
Year ended 31 December 2009

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

	2009 £	2008 £
Share capital due	1	1

3. CALLED UP SHARE CAPITAL

	2009 £	2008 £
Authorised		
100 ordinary shares of £1 each	100	100
Called up, allotted and unpaid		
1 ordinary share of £1	1	1

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 Earlam 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.