

Cognetas Investments III LLP

Annual Report and financial statements

For the year ended 31 December 2010

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COMPANIES HOUSE



Registered No OC 325648

Designated Members

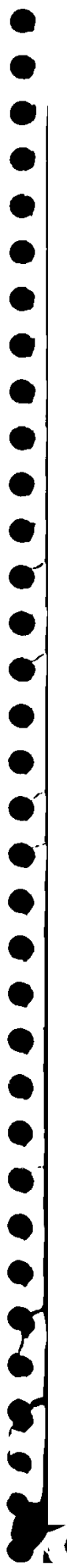
M Bianco
G Voltolina
Cognetas Fund II (GP) Limited

Registered Office

12 Arthur Street
London
EC4R 9AB

Auditors

PricewaterhouseCoopers LLP
Chartered Accountants & Statutory Auditors
7 More London Riverside
London
SE1 2RT



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Members' report

The members present their report and the financial statements of Cognetas Investments III LLP (the "LLP") for the year ended 31 December 2010

Statement of designated members' responsibilities in respect of the financial statements

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

Company law as applied to limited liability partnerships by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 (the "Regulations") requires the designated members to prepare financial statements for each financial year. Under the law the designated members have prepared the partnership financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law as applied to limited liability partnerships the designated members 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 partnership and of the profit or loss of the partnership for that period. In preparing these financial statements, the designated members 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 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 partnership and group will continue in business

The designated members are responsible for keeping adequate accounting records that are sufficient to show and explain the partnership's transactions and disclose with reasonable accuracy at any time the financial position of the partnership and enable them to ensure that the financial statements comply with the Companies Act 2006 as applied to limited liability partnerships by the Regulations. They are also responsible for safeguarding the assets of the partnership and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Principal activities and review of business

The principal activity of the LLP was that acting as a limited partner and as an investor in the Managing General Partner LP.

Results

The profit for the year available for allocation was €15,716 (2009 €44,150)

Designated members

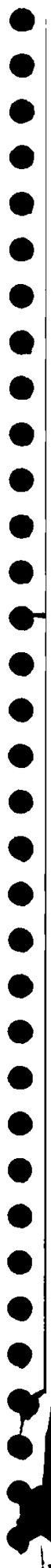
The members during the year and subsequently were

M Bianco
G Voltolina
Cognetas Fund II (GP) Limited

Policy with respect to members' drawings and subscription and repayment of members' capital

Members are permitted to make drawings in anticipation of profits which will be allocated to them. The amount of such drawings is set at the beginning of each financial year, taking into account anticipated cash needs of the LLP.

New members are required to subscribe a minimum level of capital and in subsequent years members are invited to subscribe for further capital, the amounts of which is determined by the performance and seniority of those members. On retirement, capital is repaid to members.



Statement of disclosure of information to the auditors

Each of the members at the date of approval of this report confirms that

- So far as the member is aware, there is no relevant audit information of which the LLP's auditors are unaware, and
- The member has taken all the steps that he / she ought to have taken as a designated member to make himself / herself aware of any relevant audit information and to establish that the LLP's auditors are aware of that information

Auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office

This report was approved by the members on *5 October 2011* and signed on its behalf



M Bianco
Designated member



Cognetas Fund II (GP) Limited
Designated member

Independent Auditors' report to the members of Cognetas Investments III LLP

We have audited the financial statements of Cognetas Investments III LLP for the year ended 31 December 2010 which comprise the Profit and Loss Account, the Balance Sheet, the Cash Flow Statement, and the related notes. 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).

Respective responsibilities of members and auditors

As explained more fully in the Members' Responsibilities Statement, the members 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.

This report, including the opinions, has been prepared for and only for the members of the partnership as a body in accordance with the Companies Act 2006 as applied to limited liability partnerships by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 from fraud or error. This includes an assessment of whether the accounting policies are appropriate to the limited liability partnership's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the designated members, and the overall presentation of the financial statements.

Opinion on the financial statements

In our opinion the financial statements

- give a true and fair view of the state of the limited liability partnership's affairs as at 31 December 2010 and of its profit and cash flows 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 as applied to limited liability partnerships by the Limited Liability Partnerships (Accounting and Audit) (Application of Companies Act 2006) Regulations 2008.

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 as applied to limited liability partnerships 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
- we have not received all the information and explanations that we require for our audit.



Toby Skales (senior statutory auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants & Statutory Auditors
London

5/10/11 2011

Profit and Loss Account
For the year ended 31 December 2010

	Note	2010 €	2009 €
TURNOVER		687,199	831,000
Administrative expenses		(6,137)	(6,850)
PROFIT FOR THE FINANCIAL YEAR BEFORE MEMBERS' REMUNERATION		<u>681,062</u>	<u>824,150</u>
Members' remuneration charged as an expense	2	(665,346)	(780,000)
PROFIT FOR THE FINANCIAL YEAR AVAILABLE FOR DIVISION AMONGST MEMBERS		<u>15,716</u>	<u>44,150</u>

All amounts relate to continuing operations

There were no recognised gains and losses for 2010 other than those included in the profit and loss account

The notes on pages 7 to 10 form part of these financial statements

Balance Sheet
As at 31 December 2010

	Note	2010 €	2009 €
CURRENT ASSETS			
Debtors Amounts falling due within one year	4	325,774	311,575
Debtors Amounts falling due after one year	6	239,534	218,727
Cash at bank		30,741	21,145
		<u>596,048</u>	<u>551,447</u>
CURRENT LIABILITIES			
Creditors Amounts falling due within one year	5	(278,637)	(277,744)
NET CURRENT ASSETS		<u>317,411</u>	<u>273,703</u>
NON CURRENT LIABILITIES			
Creditors Amounts falling due after one year	7	(252,296)	(224,304)
NET ASSETS ATTRIBUTABLE TO MEMBERS		<u>65,115</u>	<u>49,399</u>
REPRESENTED BY:			
Loans and other debts due to members within one year			
Members' capital classified as a liability under FRS 25		1,075	1,075
Equity			
Members' other interests – other reserves classified as equity under FRS 25		64,040	48,324
		<u>65,115</u>	<u>49,399</u>
TOTAL MEMBERS' INTERESTS			
Amounts due from members		(75)	(75)
Amounts due to members		65,116	49,400
		<u>65,041</u>	<u>49,325</u>

The financial statements on pages 4 to 10 were approved by the members on behalf

and signed on their


M Bianco
Designated member


Cognetas Fund II (GP) Limited
Designated member

The notes on pages 7 to 10 form part of these financial statements



Cash Flow Statement
For the year ended 31 December 2010

	2010 €	2009 €
Net cash flow from operating activities	670,743	721,270
Transactions with members	(661,147)	(704,500)
Increase in cash in the year	<u>9,596</u>	<u>16,770</u>
 Reconciliation of net cash inflow to movement in cash		
Cash as at start of the year	21,145	4,375
Increase in cash in the year	9,596	16,770
Cash as at end of the year	<u>30,741</u>	<u>21,145</u>

Refer to note 9 for detailed analysis of the cash flow statement above
The notes on pages 7 to 10 form part of these financial statements

Notes to the financial statements

For the year ended 31 December 2010

1 ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

The financial statements have been prepared on a going concern basis, under the historical cost convention and in accordance with applicable United Kingdom Generally Accepted Accounting Practice and the Statement of Recommended Practice on Accounting by Limited Liability Partnerships, March 2006. The financial statements are presented in Euros because the Euro is the functional currency of the LLP. The Euro/sterling rate applied at the balance sheet date was €1.17 (2009 €1.11).

1.2 Foreign currencies

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

1.3 Revenue recognition

The Partnership recognises its proportionate share of revenue allocated by the Cognetas Fund II (GP) LP in the period the allocation is made.

1.4 Taxation

The LLP is not subject to tax and no provision has been made for tax. Any tax on income or capital is the responsibility of each individual member.

2 OPERATING RESULT

Operating profit is stated after charging

	2010 €	2009 €
Auditors remuneration	4,608	4,043

3 INFORMATION IN RELATION TO MEMBERS

The average number of members during the year was as follows

	2010 No	2009 No
Designated members	3	4

The highest paid member received remuneration of €334,546 (2009 €280,000) from the Partnership during the year.

In the event of a winding up of the Partnership, monies due to creditors will be paid before any distributions of loans and other debts due to members.

Notes to the financial statements
For the year ended 31 December 2010

4 DEBTORS

Amounts falling due within one year

	2010 €	2009 €
Amounts due from members	75	75
Amounts due from Cognetas Fund II (GP) LP	325,698	311,500
	<u>325,774</u>	<u>311,575</u>

5 CREDITORS

Amounts falling due within one year

	2010 €	2009 €
Trade creditors	4,438	7,744
Amounts due to members	274,199	270,000
	<u>278,637</u>	<u>277,744</u>

6 DEBTORS

Amounts falling due after one year

	2010 €	2009 €
Amounts due from Cognetas Fund II (GP) LP	239,534	218,727

7 NON CURRENT LIABILITIES

	2010 €	2009 €
Amounts due to members	252,296	224,304

Notes to the financial statements
For the year ended 31 December 2010

8 RECONCILIATION OF MOVEMENT IN MEMBERS' INTERESTS

	Members' Capital €	Other Reserves €	Total €	Loans and other debts due to members less any amounts due from members in debtors €	Total members interest 31 December 2010 €	Total members interest 31 December 2009 €
Amounts due to members				48,325		
Amounts due from members				(75)		
Balance at 1 January	1,075	-	1,075	48,250	49,325	5,175
Members' remuneration charged as an expense, including employment and retirement benefit costs	-	-	-	665,346	665,346	780,000
Profit for the financial year available for division among members	-	15,716	15,716	-	15,716	44,150
Members' interests after profit for the financial year	1,075	15,716	16,791	713,596	730,387	829,325
Allocated Profits	-	(15,716)	(15,716)	15,716	-	-
Drawings	-	-	-	(665,346)	(665,346)	(780,000)
Amounts due to members				64,041		
Amounts due from members				(75)		
Balance at 31 December	1,075	-	1,075	63,966	65,041	49,325

Notes to the financial statements
For the year ended 31 December 2010

9 NET CASH FLOWS

	2010 €	2009 €
Reconciliation of operating profits to operating cash flows		
Operating profit	681,062	824,150
(Increase) in debtors	(35,006)	(108,809)
Decrease in creditors	24,687	5,929
NET CASH FLOW FROM OPERATING ACTIVITIES	<u>670,743</u>	<u>721,270</u>
Transactions with Members		
Members' remuneration charged as an expense	(665,346)	(780,000)
Drawings paid from prior year profits	(270,000)	(194,500)
Drawings owed to members	274,199	270,000
	<u>(661,147)</u>	<u>(704,500)</u>
Increase in cash in the year	<u>9,596</u>	<u>16,770</u>

10 RELATED PARTY TRANSACTIONS

There were no other transactions with related parties, than disclosed elsewhere in the financial statements, that are required to be disclosed under Financial Reporting Standard No 8

