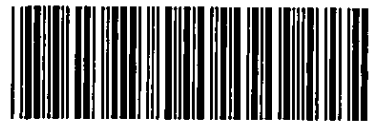


TUESDAY



L1CV29YB

LD3

10/07/2012

#61

COMPANIES HOUSE

PORTHAVEN FINANCE LIMITED

FINANCIAL STATEMENTS

FOR THE PERIOD ENDED

31 MARCH 2012

Registered No 07677751

PORTHAVEN FINANCE LIMITED

FINANCIAL STATEMENTS

For the period ended 31 March 2012

CONTENTS	PAGE
Directors' Report	1
Report of the Independent Auditors	3
Principal Accounting Policies	5
Profit and Loss Account	7
Balance Sheet	8
Notes to the Financial Statements	9 – 11

PORTHAVEN FINANCE LIMITED

DIRECTORS' REPORT

The directors present their report together with the audited financial statements for the period ended 31 March 2012

Incorporation

The Company was incorporated on 21 June 2011 as De Facto 1874 Limited and changed its name to Porthaven Finance Limited on 18 August 2011

Principal activity

Porthaven Finance Limited (the "Company" or "PFL") is principally involved in the financing of other group companies in the United Kingdom

Results and dividends

The loss for the period amounted to £1,141,035 The directors have not recommended a dividend

Financial risk management objectives and policies

The Company uses loan notes to raise finance which exposes it to a number of financial risks, which are described in more detail below

Interest rate risk

The company finances its operations through loan notes upon which a fixed interest rate is charged

Liquidity risk

The Company seeks to manage financial risk by ensuring sufficient liquidity is available to meet foreseeable needs

Credit risk

The Company's principal financial assets are cash and amounts due from group undertakings

Directors

The directors during the period and to the date of these accounts were as follows

R Bracken	(appointed 21 June 2011, resigned 18 August 2011)
Travers Smith Limited	(appointed 21 June 2011, resigned 18 August 2011)
Travers Smith Secretaries Limited	(appointed 21 June 2011, resigned 18 August 2011)
T Ashlin	(appointed 18 August 2011, resigned 17 October 2011)
J Graham	(appointed 18 August 2011, resigned 17 October 2011)
J Thomas	(appointed 18 August 2011, resigned 17 October 2011)
C M Jap	(appointed 17 October 2011)
S T Kime	(appointed 17 October 2011)
R Sharratt	(appointed 17 October 2011)
J Storey	(appointed 17 October 2011)
A D Thorne	(appointed 17 October 2011)

PORTHAVEN FINANCE LIMITED

DIRECTORS' REPORT

Statement of directors' responsibilities

The directors are responsible for preparing 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 financial statements in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice). The financial statements are required by law to 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 judgements and estimates that are reasonable and prudent
- state whether applicable 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 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.

In so far as the directors are aware

- there is no relevant audit information of which the company's auditors are unaware, and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

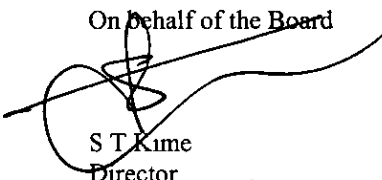
The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

AUDITOR

Grant Thornton UK LLP were appointed as auditors during the period to fill a casual vacancy in accordance with Section 485(3) of the Companies Act 2006.

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

On behalf of the Board



S T Kime
Director

29 June 2012

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PORTHAVEN FINANCE LIMITED

We have audited the financial statements of Porthaven Finance Limited for the period ended 31 March 2012 which comprise the principal accounting policies, the profit and loss account, the balance sheet and 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).

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 THE DIRECTORS AND AUDITOR

As explained more fully in the Directors' Responsibilities Statement as set out on page 2, 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 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 (APB's) Ethical Standards for Auditors.

SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS

A description of the scope of an audit of financial statements is provided on the APB's website at www.frc.org.uk/apb/scope/private.cfm

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 March 2012 and of its loss for the period 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.

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.

Grant Thornton UK LLP

Philip Westerman

Senior Statutory Auditor
for and on behalf of Grant Thornton UK LLP
Statutory Auditor,
Chartered Accountants
London

29 JUNE 2012

PORTHAVEN FINANCE LIMITED

PRINCIPAL ACCOUNTING POLICIES

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with United Kingdom applicable accounting standards

The Company is itself a subsidiary company and is exempt from the requirement to prepare group accounts by virtue of Section 400 of the Companies Act 2006. These financial statements therefore present information about the Company as an individual undertaking and not about its group.

The principal accounting policies adopted in the period are set out below.

Going concern

The financial statements have been prepared on a going concern basis. The Company is dependent upon the continued financial support of its parent undertaking, which has been assured. The Company is part of a group which has a detailed business plan to which the shareholders have committed significant funds. The directors have no reason to believe that the parent undertaking will not be able to execute its business plan and pay its indebtedness to its subsidiary as and when due. The accounts do not contain any adjustments that would be necessary should this basis not be appropriate. The directors therefore believe that it is appropriate to prepare the accounts on a going concern basis.

Investments

Investments are included at cost less amounts written off. Profits or losses arising from disposals of fixed asset investments are treated as part of the result from ordinary activities.

Financial Instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities.

Where the contractual obligations of financial instruments are equivalent to a similar debt instrument, those financial instruments are classified as financial liabilities. Financial liabilities are presented as such in the balance sheet. Finance costs and gains or losses relating to financial liabilities are included in the Profit and Loss Account.

Creditors

It is the Company's policy to pay its providers and other creditors in accordance with agreed terms and conditions.

Borrowings

Loan notes are initially recognised on the balance sheet at cost net of transaction costs incurred at the time of subscription. The transaction costs of the loan notes are recognised in the accounts of another group entity to which financing is provided.

All borrowings are classified as either current or long term liabilities, as appropriate, based on the repayment terms.

PORTHAVEN FINANCE LIMITED

PRINCIPAL ACCOUNTING POLICIES

Deferred Tax

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation

Deferred tax is not provided on timing differences arising from the revaluation of fixed assets in the financial statements

A net deferred tax asset is recognized only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse

Cashflow statement

The directors have taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from including a Cash Flow Statement in the Financial Statements on the grounds that the Company is a wholly owned subsidiary and its ultimate parent undertaking publishes a Consolidated Cash Flow Statement

PORTHAVEN FINANCE LIMITED

PROFIT AND LOSS ACCOUNT

For the period ended 31 March 2012

	Note	2012 £
Operating expenses		<u>(122,758)</u>
Operating loss	1	(122,758)
Net interest payable and other similar charges	2	(1,018,277)
Loss for the period before taxation		<u>(1,141,035)</u>
Tax on loss on ordinary activities	3	-
Loss for the financial period	8	<u>(1,141,035)</u>

All transactions arise from continuing operations

There were no recognised gains or losses other than the loss for the financial period

The accompanying notes on pages 9 to 11 form an integral part of these financial statements

PORHAVEN FINANCE LIMITED

BALANCE SHEET

As at 31 March 2012

	Note	2012 £
Fixed assets		
Investments	4	96,750
Current assets		
Debtors	5	<u>18,586,550</u>
Total assets		18,683,300
Creditors: amounts falling due after more than one year	6	(19,727,585)
Net Liabilities		<u>(1,044,285)</u>
Capital and Reserves		
Share capital	7	96,750
Profit and loss account	8	<u>(1,141,035)</u>
	9	<u>(1,044,285)</u>

The financial statements were approved by the directors and authorised for issue on 29 June 2012, and are signed on their behalf by



J Storey
Director

Registered No 07677751

The accompanying notes on pages 9 to 11 form an integral part of these financial statements

PORTHAVEN FINANCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS

1 OPERATING LOSS

Other operating expenses during the period were as follows

2012
£

Professional Fees

122,758

The Auditors' remuneration was borne by another group undertaking

There were no employees during the period and the directors were remunerated by other group companies

2 NET INTEREST PAYABLE AND OTHER SIMILAR CHARGES

2012
£

Interest expense Loan notes

1,018,277

3 TAXATION

2012
£

Analysis of tax charge in the period

Current tax

UK Corporation tax based on the results for the period at 26%

Total current tax

-

-

Factors affecting the current tax charge

The tax assessed on the loss on ordinary activities for the period is greater than the standard rate of corporation tax in the UK of 26%

2012
£

Loss on ordinary activities before taxation

(1,141,035)

Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 26%

(296,669)

Effects of

Tax losses arising

Other timing differences

Total current tax

31,917

264,752

-

A net deferred tax asset of £314,580 resulting from tax losses carried forward and other timing differences has not been recognised in the accounts due to the current uncertainty of future profits

PORTHAVEN FINANCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS

4 FIXED ASSET INVESTMENTS

	2012 £
Cost:	
Additions	96,750
At 31 March 2012	<u>96,750</u>
Net book value	<u>96,750</u>

The above amount represents the entire issued share capital of Porthaven Management Limited, a company registered in England and Wales. Porthaven Management Limited owns and provides management services to other group companies.

5 DEBTORS

	2012 £
Amounts due from group undertakings	<u>18,586,550</u>

Included within amounts due from group undertakings is a loan of £17,225,868 which is repayable in more than one year.

6 CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	2012 £
Loan notes	<u>19,727,585</u>

The loan notes are 12% unsecured subordinated redeemable loan notes 2022.

7 SHARE CAPITAL

	2012 £
Authorised, allotted, called up and fully paid ordinary shares of £1 each	<u>96,750</u>

The company was incorporated with an authorised share capital of £2 divided into 2 ordinary shares of £1 each. On 17 October 2011 a further 96,748 ordinary shares of £1 each were issued.

PORTHAVEN FINANCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS

8 RESERVES

	Profit and loss account 2012 £
Loss for the period	(1,141,035)
At 31 March 2012	<u>(1,141,035)</u>

9 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' DEFICIT

	2012 £
Share capital issued	96,750
Loss for the period	(1,141,035)
Shareholders' deficit at 31 March 2012	<u>(1,044,285)</u>

10 CAPITAL COMMITMENTS

The Company had no capital commitments at 31 March 2012

11 CONTINGENT LIABILITIES

The Company had no contingent liabilities at 31 March 2012

12 COMMITMENTS UNDER OPERATING LEASES

The Company has no commitments under non-cancellable operating leases

13 ULTIMATE PARENT UNDERTAKING

The directors consider that the Company's immediate and ultimate parent undertaking is Porthaven Group Holdings Limited, a company incorporated in England and Wales

Copies of the group financial statements can be obtained from that company's registered office

14 RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption in Financial Reporting Standard No 8 "Related party disclosures" and has not disclosed transactions with group undertakings

During the period the Company accrued interest costs of £1,018,277 on the loan notes subscribed by Phoenix Equity Partners 2010 Limited Partnership, Phoenix Equity Partners 2010 GP Limited Partnership and the other shareholders of PGHL