

**RESPARCS FUNDING II LIMITED PARTNERSHIP**

**UNAUDITED FINANCIAL STATEMENTS**

**FOR THE PERIOD ENDED 30TH JUNE 2011**

## **RESPARCS FUNDING II LIMITED PARTNERSHIP**

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## **RESPARCS FUNDING II LIMITED PARTNERSHIP**

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### **REPORT OF THE GENERAL PARTNER**

The General Partner, European Capital Investment Opportunities Limited, presents its annual report and the unaudited financial statements of Resparcs Funding II Limited Partnership (the "Partnership") for the period ended 30th June 2011.

#### **PARTNERSHIP**

The Partnership was established on 17th April 2003 and is registered as a limited partnership in Jersey under the Limited Partnerships (Jersey) Law 1994 for an unlimited duration. The Partnership commenced activities on 26th May 2003, with the issue of €500,000,000 nominal of RESPARC Securities.

#### **ACTIVITIES**

The principal activity of the Partnership is to participate in financing activities arranged for HSH Nordbank Aktiengesellschaft ("HSH Nordbank"). The Partnership has issued €500,000,000 nominal of 7.5% Re-Engineered Silent Participation Assimilated Regulatory Capital (RESPARC) Securities (the "RESPARC Securities"), the proceeds from which have been used to acquire a silent capital interest (the "Silent Contribution") in the commercial enterprise of HSH Nordbank in the form of a "Stille Gesellschaft" under German law in the amount of €500,000,000. The market for the Silent Contribution and hence the RESPARC Securities issued by the Partnership, is limited to highly sophisticated investors who understand the risks and rewards associated with these financial instruments. The RESPARC Securities are listed on the Frankfurt Stock Exchange and the Official Segment of the stock market of Euronext Amsterdam N.V.

HSH Nordbank operational performance has steadily improved and the Bank has stayed on its recovery course following the effect of the global financial market crisis which resulted in significant losses in prior years. The Bank sustained its earnings in an upward trend in the first quarter of 2011 and predicts a positive consolidated result above the 2010 level.

After reviewing the performance of HSH Nordbank for the two consecutive years to the period ended 30th June 2011, the Directors of the General Partner decided that there is objective evidence indicating that one or more events have had a positive effect on the estimated future cash flows of that asset.

As at 30th June 2011 the carrying value of the Silent Contribution increased by €16,782,831 to €467,559,605 (31st December 2010: €450,776,774). The RESPARC Securities increased by €16,495,494 to €468,254,024 (31st December 2010: €451,758,530).

As at 30th June 2011 the fair value of the RESPARC Securities was 52.707% (31st December 2010: 35% of the nominal value).

For further details on activity of the Partnership and events during the year please refer to Note 2 and Note 8.

#### **GOING CONCERN**

Due to the limited recourse nature of the structure, the General Partner is of the opinion that the Partnership will be able to meet its obligations as they fall due. Therefore the financial statements have been prepared on a going concern basis, notwithstanding the net liability position of the Partnership at the year end. Detailed information on the General Partners assessment of going concern review is disclosed in Note 1.



Signed on behalf of

**European Capital Investment Opportunities Limited**

General Partner

22 Grenville Street

St. Helier

Jersey, Channel Islands

JE4 8PX

Date: 12/08/11

## **RESPARCS FUNDING II LIMITED PARTNERSHIP**

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### **STATEMENT OF GENERAL PARTNER'S RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS**

The General Partner is responsible for preparing the financial statements in accordance with applicable law, the Limited Partnership Agreement and International Financial Reporting Standards.

The General Partner is responsible for the preparation of financial statements for each financial period which give a true and fair view of the surplus or deficit of the Partnership for the period and of the state of affairs at the end of the period. In preparing the financial statements the General Partner should:

- \* 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; and
- \* prepare the financial statements on a going concern basis unless it is inappropriate to presume that the Partnership will continue in business.

The General Partner is responsible for keeping accounting records which are sufficient to show and explain the Partnership's transactions and are such as to disclose with reasonable accuracy, at any time, the financial position of the Partnership. The General Partner is also responsible for safeguarding the assets of the Partnership and hence for taking reasonable steps for the prevention and detection of fraud, errors and other irregularities.


### **STATEMENT OF PERSONS RESPONSIBLE WITHIN THE ISSUER**

With regard to Regulation 2004/109/EC of the European Union (the "EU Transparency Directive"), the Directors of the General Partner whose names appear below confirm to the best of their knowledge that the Financial Statements for the period ended 30th June 2011 give a true and fair view of the assets, liabilities, financial position and profit or loss of the Limited Partnership as required by the applicable accounting standards. The Report of the General Partner gives a fair review of the development of the General Partnership's business, financial position and the important events that have occurred during the financial year and their impact on the Financial Statements. The principal risks and uncertainties faced by the Limited Partnership are disclosed in Note 13 of these financial statements.

Signed on behalf of the Board of Directors of the General Partner

Director:

Date:



12/08/11

## RESPARCS FUNDING II LIMITED PARTNERSHIP

### STATEMENT OF FINANCIAL POSITION

AS AT 30TH JUNE 2011

	<u>Notes</u>	<u>30th Jun 11</u>	<u>31st Dec 10</u>
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
Loans and receivables	2	467,559,605	450,776,774
<b>CURRENT ASSETS</b>			
Trade and other receivables	3	1,562	-
Cash and cash equivalents	4	1,665	1,791
		3,227	1,791
<b>TOTAL ASSETS</b>		€ 467,562,832	€ 450,778,565
<b>EQUITY AND LIABILITIES</b>			
<b>Capital and reserves</b>			
Capital account	6	1,000	1,000
Capital contribution	6	1,330,249	1,330,249
Retained deficit		( 2,313,815)	( 2,500,712)
<b>TOTAL PARTNERS' DEFICIT</b>		( 982,566)	( 1,169,463)
<b>NON-CURRENT LIABILITIES</b>			
Capital Securities	8	468,254,024	451,758,530
		468,254,024	451,758,530
<b>CURRENT LIABILITIES</b>			
Liquidity facility	7	267,539	147,800
Trade and other payables	5	23,835	41,698
		291,374	189,498
<b>TOTAL EQUITY AND LIABILITIES</b>		€ 467,562,832	€ 450,778,565

The financial statements were approved and authorised for issue by the Board of the General Partner on the 12<sup>th</sup> day of August 2011 and were signed on its behalf by:

Director: 

*(The notes on pages 8 to 22 form part of these financial statements)*

## RESPARCS FUNDING II LIMITED PARTNERSHIP

### STATEMENT OF COMPREHENSIVE INCOME

FOR THE PERIOD 1ST JANUARY 2011 TO 30TH JUNE 2011

	<u>Notes</u>	<u>1st Jan 11 to 30th Jun 11</u>	<u>1st Jan 10 to 31st Dec 10</u>
<b>INCOME</b>			
Deposit interest		-	2,600
		-	2,600
<b>OTHER INCOME</b>			
Finance income:			
- movement in carrying value of Silent Contribution	2	16,782,831	32,033,835
<b>TOTAL INCOME</b>			
		16,782,831	32,036,435
<b>EXPENDITURE</b>			
Transaction fee		-	302
Loan interest		1,801	105,955
Support undertaking fees		60,333	121,668
Professional fees		870	2,048
Listing expenses		-	5,000
Administration fees - State Street		20,182	33,544
Management fees - State Street		2,030	4,013
Audit fees		3,092	21,000
ISE fees		240	112
Bank Charges		96	766
Expenses paid on behalf of General Partner		11,671	24,887
Unrecoverable Withholding tax		-	2,148
German fiscal fees payable		125	250
Unrealised loss on exchange		-	331
		100,440	322,024
<b>OTHER EXPENDITURE</b>			
Finance costs:			
- movement in carrying value of Capital Securities	8	16,495,494	31,518,037
<b>TOTAL EXPENDITURE</b>			
		16,595,934	31,840,061
<b>PROFIT FOR THE PERIOD / YEAR AND TOTAL COMPREHENSIVE INCOME</b>			
		€ 186,897	€ 196,374

#### Continuing operations

All items dealt with in arriving at the net profit for the period ended 30th June 2011 and the net profit for the year ended 31st December 2010 relate to continuing activities.

*(The notes on pages 8 to 22 form part of these financial statements)*

## RESPARCS FUNDING II LIMITED PARTNERSHIP

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### STATEMENT OF CHANGES IN PARTNERS' EQUITY

FOR THE PERIOD 1ST JANUARY 2011 TO 30TH JUNE 2011

	Capital account	Capital contribution	Retained (deficit)	Total
	€	€	€	€
Balance at 1st January 2010	1,000	-	( 2,697,086)	( 2,696,086)
Profit for the year	-	-	196,374	196,374
Additional capital contribution received from Limited Partner	-	1,330,249	-	1,330,249
Balance at 31st December 2010	<u>1,000</u>	<u>1,330,249</u>	<u>( 2,500,712)</u>	<u>( 1,169,463)</u>
Balance at 1st January 2011	1,000	1,330,249	( 2,500,712)	( 1,169,463)
Profit for the period	-	-	186,897	186,897
Balance at 30th June 2011	<u>1,000</u>	<u>1,330,249</u>	<u>( 2,313,815)</u>	<u>( 982,566)</u>

*(The notes on pages 8 to 22 form part of these financial statements)*

## RESPARCS FUNDING II LIMITED PARTNERSHIP

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### STATEMENT OF CASH FLOWS

FOR THE PERIOD 1ST JANUARY 2011 TO 30TH JUNE 2011

	<u>Notes</u>	<u>30th Jun 11</u>	<u>31st Dec 10</u>
<b>Cash flows from operating activities</b>			
Profit for the period/year		186,897	196,374
(Decrease) in trade and other payables		( 17,863)	( 616,019)
(Increase) / decrease in trade and other receivables		( 1,562)	20,178,625
Deposit interest		-	( 2,600)
(Gain) on Silent Participation		( 16,782,831)	( 32,033,835)
Loss attributable to RESPARC Securities		16,495,494	31,518,037
		<hr/>	<hr/>
<b>Net cash (outflow) / inflow from operating activities</b>		<b>( 119,865)</b>	<b>19,240,582</b>
<b>Cash flows from investing activities</b>			
Deposit interest received		-	2,600
		<hr/>	<hr/>
<b>Net cash inflow from investing activities</b>		<b>-</b>	<b>2,600</b>
<b>Cash flows from financing activities</b>			
Repayment of loan		-	( 20,775,955)
Amount drawn under liquidity facility		119,739	147,800
Additional capital contribution		-	1,330,249
		<hr/>	<hr/>
<b>Net cash inflow / (outflow) from financing activities</b>		<b>119,739</b>	<b>( 19,297,906)</b>
		<hr/>	<hr/>
<b>Net decrease in cash and cash equivalents</b>		<b>( 126)</b>	<b>( 54,724)</b>
<b>Cash and cash equivalents at the beginning of the period / year</b>		<b>1,791</b>	<b>56,515</b>
		<hr/>	<hr/>
<b>Cash and cash equivalents at the end of the period / year</b>	4	€ 1,665	€ 1,791
		<hr/>	<hr/>

*(The notes on pages 8 to 22 form part of these financial statements)*

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# **RESPARCS FUNDING II LIMITED PARTNERSHIP**

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## **NOTES TO THE FINANCIAL STATEMENTS**

### **FOR THE PERIOD 1ST JANUARY 2011 TO 30TH JUNE 2011**

#### **1. ACCOUNTING POLICIES**

The principal accounting policies applied in preparation of these financial statements are set out below. These policies have been consistently applied to all years presented, unless otherwise stated.

##### **Basis of accounting**

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") adopted by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretations Committee. The more significant accounting policies used are set out below.

The financial statements have been prepared on the historical cost basis.

##### **Going Concern**

The partnership is currently in a net liability position, however the RESPARC Securities are limited in recourse and the liabilities of the Partnership are supported by HSH Nordbank Luxembourg under a Support Undertaking dated 26th May 2003. HSH Nordbank Luxembourg has undertaken to ensure that the Partnership will at all times be in a position to meet its obligations. The Partnership is dependent upon the ongoing support of HSH Nordbank Luxembourg, without which there would exist a material uncertainty concerning the Partnership's ability to continue as a going concern. The uncertainties of HSH Nordbank Luxembourg being able to meet these obligations are disclosed in Note 16.

Consequently, the General Partner has a reasonable expectation that the Partnership has adequate resources to continue in operational existence for the foreseeable future. Accordingly, the General Partner continues to adopt the going concern basis in preparing these financial statements. Therefore, the financial statements do not include any adjustments that would result if the Partnership was unable to continue as a going concern.

##### **Non-Mandatory New Accounting Requirements not yet adopted**

IFRS 9 (Replacement of IAS 39), "Financial Instruments: Recognition and Measurement." IFRS 9 is mandatory for accounting periods commencing from 1st January 2013. However, IFRS 9 may be early adopted at any time from 12th November 2009 onwards. The main changes resulting from the replacement of IAS 39 by IFRS 9 are changes to the permitted classifications and subsequent measurement of financial instruments. However, in the opinion of the General Partner, adoption of IFRS 9 would result in no material changes to the Partnership's financial statements.

IFRS 13 was issued in May 2011 and is mandatory for accounting periods commencing from 1st January 2013, but early adoption is permitted at any time prior to this date. IFRS 13 requires certain additional disclosures for financial instruments categorised within Level 3 of the fair value hierarchy. However, since the Partnership's financial instruments are measured at amortised cost, such additional disclosures would not be required. In the opinion of the General Partner, adoption of IFRS 13 would result in no material changes to the Partnership's financial statements.

Other standards issued by the IASB but not yet effective are not expected to have any significant impact on the Partnership's financial statements in future years.

## **RESPARCS FUNDING II LIMITED PARTNERSHIP**

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### **NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)**

#### **FOR THE PERIOD 1ST JANUARY 2011 TO 30TH JUNE 2011**

##### **1. ACCOUNTING POLICIES - (CONTINUED)**

###### **Critical accounting judgements and key sources of estimation uncertainty**

The preparation of financial statements in accordance with IFRS requires the General Partner to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenditure during the year. Actual results could differ from those estimates.

The estimation of future cash flows from the Silent Participation and Capital Securities financial instruments required in applying IAS 39.A8 requires material assumptions which are associated with uncertainties. Among the key sources of uncertainty in estimation are the future profitability of HSH Nordbank Group, which depends specifically on the development of the economy and expected requirements by the European Union in connection with the approval of restructuring subsidiaries. Assumptions are also required about the exercise of termination or extension options associated with the transactions.

There were no significant areas of uncertainty or judgement in applying accounting policies except for the estimation of the fair values of the Partnership's financial instruments as set out below and in note 13. Due to the limited recourse nature of the Securities issued and the fact that all of the Partnership's financial instruments are measured at amortised cost, any differences between the estimated fair values and the realisable values of such financial instruments would be borne by the holders of the Securities and would have no net effect on the Partnership's overall position or results.

###### **Loans and Receivables**

The Partnership has classified its investments as loans and receivables under International Accounting Standard 39 'Financial Instruments: Recognition and Measurement' ("IAS 39"). Loans and receivables are initially recognised at cost on the date of purchase and subsequently at amortised cost using the effective interest rate basis in accordance with IAS 39. Loans and receivables are derecognised when the rights to receive cash flows from the investments have expired or the Partnership has transferred substantially all risks and rewards of ownership.

###### **Capital Securities**

Capital Securities ("Securities") are recognised initially at issue proceeds less attributable transaction costs. Subsequent to initial recognition, Securities are stated at amortised cost using the effective interest method in accordance with IAS 39. The scheduled redemption amount of the Securities at the scheduled maturity dates will be the lesser of (i) the nominal amount invested; or (ii) the amount received by the Partnership in respect of the redemption of the Investments held by the Partnership.

The Capital Securities are derecognised when the obligations under the Capital Securities are discharged, cancelled or expired.

The General Partner has considered the characteristics of the Capital Securities and consider that the most appropriate classification of these securities is as other financial liabilities.

## **RESPARCS FUNDING II LIMITED PARTNERSHIP**

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### **NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)**

#### **FOR THE PERIOD 1ST JANUARY 2011 TO 30TH JUNE 2011**

##### **1. ACCOUNTING POLICIES - (CONTINUED)**

###### **Impairment of financial assets**

A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset. An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount, and the present value of the estimated future cash flows discounted at the original effective interest rate. All impairment losses are recognised in the statement of comprehensive income. An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognised.

###### **Effective interest rate**

IAS 39.AG8 prescribes that the carrying amount of financial assets or liabilities shall be adjusted if an entity revises its estimates of payments or receipts. The recalculated carrying amount results from computing the present value of estimated future cash flows at the financial instruments original effective interest rate. The adjustments are recognised in the statement of comprehensive income as interest expense for financial assets and interest income for financial liabilities. In subsequent periods, if the carrying amounts of the financial instruments are adjusted again, the change will be reflected in the statement of financial position with the movement included in the statement of comprehensive income.

The application of IAS 39.AG8 has affected the carrying value of both the Silent Contribution and the RESPARCS II Securities for the year ended 31st December 2010 since the estimates of payments or receipts related to these financial instruments have been revised. Applying IAS 39.AG8 involves substantial assumptions, which are accompanied by uncertainties.

###### **Fair Value Estimation**

The best evidence of the fair value of a financial instrument at initial recognition is the transaction price (i.e., the fair value of the consideration given or received). The fair value of financial instruments traded in active markets is based on quoted market prices available at the balance sheet date.

The fair values presented in the financial statements are based on quotes from active markets.

###### **Offsetting financial instruments**

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously.

###### **Cash and cash equivalents**

Cash and cash equivalents includes cash in hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less.

## **RESPARCS FUNDING II LIMITED PARTNERSHIP**

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### **NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)**

#### **FOR THE PERIOD 1ST JANUARY 2011 TO 30TH JUNE 2011**

##### **1. ACCOUNTING POLICIES - (CONTINUED)**

###### **Foreign currencies**

###### **a) Currency of domicile, functional currency and presentation currency**

The currency of domicile is GBP (pounds sterling). Items included in the financial statements of the Partnership are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The financial statements are presented in Euro, which is the Partnership's functional and presentation currency.

###### **b) Transactions and balances**

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of comprehensive income.

###### **Employees**

The Partnership had no employees during the period ended 30th June 2011 or the year ended 31st December 2010.

###### **Profit participation income and deposit interest income**

Profit participation income is accounted for on an effective interest rate basis. Deposit interest income is accrued for on an accruals basis.

###### **Interest expense on Securities**

Interest expense on securities is accounted for on an effective interest rate basis.

###### **German withholding tax**

Profit participation income is received net of German withholding tax ("WHT"). The Partnership is refunded the amount of WHT deducted as part of the Loan Agreement and therefore investment income is shown gross.

###### **Distributions**

Distributions to partners are recorded on the date they are declared by the General Partner.

## **RESPARCS FUNDING II LIMITED PARTNERSHIP**

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### **NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)**

#### **FOR THE PERIOD 1ST JANUARY 2011 TO 30TH JUNE 2011**

##### **1. ACCOUNTING POLICIES - (CONTINUED)**

###### **Segmental reporting**

An operating segment is a component of the Partnership that engages in business activities from which it may earn revenues and incur expenses. The General Partner performs regular reviews of the operating results of the Partnership and makes decisions using financial information at the entity level. Accordingly, the General Partner believes that the Partnership has only one operating segment (see Note 14).

The General Partner is responsible for ensuring that the Partnership carries out business activities in line with the transaction documents. The General Partner may delegate some or all of the day to day management of the business including the decisions to purchase and sell securities to other parties both internal and external to the Partnership. The decisions of such parties are reviewed on a regular basis to ensure compliance with the policies and legal responsibilities of the General Partner. Therefore the General Partner retains full responsibility as to the major allocation decisions of the Partnership.

## RESPARCS FUNDING II LIMITED PARTNERSHIP

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### NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)

#### FOR THE PERIOD 1ST JANUARY 2011 TO 30TH JUNE 2011

2. LOANS AND RECEIVABLES	<u>30th Jun 11</u>	<u>31st Dec 10</u>
<b>Silent capital interest in the commercial enterprise of HSH Nordbank</b>		
Opening balance	450,776,774	418,742,939
Movement in carrying value	16,782,831	32,033,835
Closing balance	<u>€ 467,559,605</u>	<u>€ 450,776,774</u>

On 28th May 2003, the Partnership acquired a silent capital interest (the "Participation" or the "Silent Contribution") in the commercial enterprise (Handelsgewerbe) of Landesbank Schleswig-Holstein Girozentrale ("LB Kiel") with retroactive effect as of 1st January 2003. The Participation is in the form of a Stille Gesellschaft under German law pursuant to an agreement dated 23rd May 2003 (the "Participation Agreement") providing for an asset contribution by the Partnership to LB Kiel in the amount of €500,000,000. LB Kiel has now merged with Hamburgische Landesbank Girozentrale ("Hamburg LB" or "HLB") into HSH Nordbank Aktiengesellschaft ("HSH Nordbank").

Under the Participation Agreement the Partnership is entitled to receive Profit Participations on the Silent Contribution. Profit Participations accrue for Profit Periods running from 1st January to 31st December with the exception of the first Profit Period, which ran from 28th May 2003 to 31st December 2003 and the last Profit Period, which runs from 1st January of the year in which the Termination Date occurs and ends on the Termination Date.

Profit Participations are receivable annually in arrears on the later of (i) 30th June in the year following the end of the relevant Profit Period, and (ii) the business day following the date on which HSH Nordbank's annual financial statements have been adopted for the fiscal year of HSH Nordbank to which the relevant Profit Period relates. No Profit Participation shall accrue for the Profit Period in which the Termination Date occurs.

Profit Participations are received net of German withholding tax and any solidarity surcharge, if applicable (together "WHT"). European Equity Participation Management GmbH (the "Issuer Limited Partner") reclaims such WHT, to the extent that such amounts exceed the amount of German tax payable by the Issuer Limited Partner, and then pays the amounts reclaimed onto the Partnership under the terms of the Contribution Agreement. Under the Loan Agreement, HSH Nordbank is required to advance to the Partnership an amount equal to the WHT deducted. On this basis, the Partnership does not effectively suffer WHT on its profit participation, and accordingly the investment income is shown gross and the net amount of WHT suffered by the partnership is shown in the statement of comprehensive income.

At the outset of the transaction it was agreed between the Partnership and HSH Nordbank that the Profit Participations for each year would consist of two elements: 50% relating to the first half of the relevant Profit Period and 50% relating to the second half of the relevant Profit Period, with the second element being payable only if the Partnership still remains a Silent Partner until the payment date.

Following the first Profit Period, subject to HSH Nordbank having sufficient distributable profits, Profit Participations accrue on the book value of the Silent Contribution at a rate of 7.65% p.a.

The Participation is a perpetual instrument. The Silent Contribution will only be repaid to the Silent Partner after termination of the Participation Agreement by HSH Nordbank. HSH Nordbank may only terminate the Participation Agreement if either (i) tax or regulatory changes occur but in no case before 31st December 2008, or (ii) on or after 31st December 2011, with 2 years' prior notice to the Silent Partner (with termination becoming effective on or after 31st December 2013) so long as HSH Nordbank's solvency ratio exceeds 9% on a sustainable, unconsolidated or consolidated basis.

## RESPARCS FUNDING II LIMITED PARTNERSHIP

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### NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)

#### FOR THE PERIOD 1ST JANUARY 2011 TO 30TH JUNE 2011

#### 2. LOANS AND RECEIVABLES - (CONTINUED)

Pursuant to the EU Commission's requirements, HSH Nordbank is not permitted to make any payouts on profit participation capital and silent partnerships due to the Bank's net loss or balance sheet loss.

Any change in expected cash flows following the non payment of the Silent Participation in the period and the likelihood of the non payment of the Silent Participation interest in the future result in an impairment being recognised in relation to the Silent Contribution.

As at 31st December 2010 the carrying value of the Silent Contribution based on expected future cash flows increased by €32,033,835 from €418,742,939 to €450,776,774.

On 31st March 2011, HSH Nordbank issued a Press Release stating that HSH Nordbank would not be servicing its Profit Participation certificates for 2010. Therefore, no Profit Participation income has been accrued as at 31st December 2010 to reflect the fact that no Profit Participation income will be received in 2011.

As at 30th June 2011 the carrying value of the Silent Contribution based on expected future cash flows increased by €16,782,831 from €450,776,774 to €467,559,605.

#### 3. TRADE AND OTHER RECEIVABLES

	<u>30th Jun 11</u>	<u>31st Dec 10</u>
Prepayments	1,562	-
	<u>€ 1,562</u>	<u>€ -</u>

#### 4. CASH AND CASH EQUIVALENTS

	<u>30th Jun 11</u>	<u>31st Dec 10</u>
HSH Nordbank - EUR account 53004300	420	-
HSH Nordbank - EUR account 53004295	1,245	1,791
	<u>€ 1,665</u>	<u>€ 1,791</u>

#### 5. TRADE AND OTHER PAYABLES

	<u>30th Jun 11</u>	<u>31st Dec 10</u>
State Street fees	8,857	11,313
Loan interest payable	1,884	83
Audit fee payable	12,094	29,272
Sundry creditor	1,000	1,000
HSH Nordbank - EUR account 53004300	-	30
	<u>€ 23,835</u>	<u>€ 41,698</u>

## RESPARCS FUNDING II LIMITED PARTNERSHIP

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### NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)

#### FOR THE PERIOD 1ST JANUARY 2011 TO 30TH JUNE 2011

##### 5. TRADE AND OTHER PAYABLES - (CONTINUED)

As explained in Note 2, there has been no Profit Participation income receivable at 30th June 2011 and 31st December 2010. Since the coupon payments on the RESPARC Securities are contingent on the receipt of Profit Participation income, no accrual has been made as at 30th June 2011 and 31st December 2010 in respect of interest payable. Please refer to Note 16 for further details.

##### 6. PARTNERSHIP INTERESTS

The following information provides a summary of the main rights of the General Partner and the Limited Partner. It does not attempt to provide details of all circumstances, terms and conditions, and reference should also be made to the detailed provisions contained within the Limited Partnership Agreement dated 17th April 2003 and the Limited Partnerships (Jersey) Law 1994.

###### General Partner

The General Partner is European Capital Investment Opportunities Limited, incorporated in Jersey, Channel Islands. The General Partner's Partnership share is 0.01%.

###### Limited Partner

The Limited Partner is European Equity Participation Management GmbH, incorporated in Germany. The Limited Partner's Partnership share is 99.99%.

###### Partnership Profits and Losses

The profits and losses of the Partnership shall belong to or be borne by the Partners in their respective partnership share subject to the fact that the total liability of the Limited Partner shall not exceed the Capital Contribution of the Limited Partner (i.e. €1,000).

###### Additional Capital Contribution

During 2010 the Partnership received an additional capital contribution of €1,330,249 from the Limited Partner. The additional capital contribution has been recognised in the statement of changes in partners equity.

##### 7. LOANS PAYABLE

	<u>30th Jun 11</u>	<u>31st Dec 10</u>
Liquidity facility	€ 267,539	€ 147,800

The Partnership has been granted a Liquidity Facility up to a maximum amount of €22,000,000. This was reduced to a maximum amount of €2,000,000 in December 2008. The Liquidity Facility is available until the termination date of the Participation Agreement, on which date any amounts advanced under the Liquidity Facility will become repayable. Interest is payable quarterly in arrears at the 12 month Euribor rate plus a margin of 0.3%.



## RESPARCS FUNDING II LIMITED PARTNERSHIP

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### NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)

#### FOR THE PERIOD 1ST JANUARY 2011 TO 30TH JUNE 2011

8. CAPITAL SECURITIES ISSUED	<u>30th Jun 11</u>	<u>31st Dec 10</u>
<b>RESPARC Securities issued</b>		
Opening balance	451,758,530	420,240,493
Movement in carrying value	16,495,494	31,518,037
Closing balance	<u>€ 468,254,024</u>	<u>€ 451,758,530</u>

On 28th May 2003 the Partnership issued €500,000,000 aggregate nominal amount of 7.5% Re-Engineered Silent Participation Assimilated Regulatory Capital (RESPARC) Securities (the "RESPARC Securities"), the proceeds from which have been used to acquire a silent capital interest (the "Silent Contribution") in the commercial enterprise of HSH Nordbank in the form of a "Stille Gesellschaft" under German law in the amount of €500,000,000. The nominal amount of each RESPARC Security is €1,000. The RESPARC Securities are listed on the Frankfurt Stock Exchange and the Official Segment of the stock market of Euronext Amsterdam N.V.

The RESPARC Securities bear interest at a rate of 7.5% p.a., accruing from 28th May 2003, payable annually in arrears on the same date as the relevant Profit Participations are received by the Partnership. It is expected that the normal coupon date will be 30th June of each year, commencing 30th June 2004. Coupon payments are contingent on the Partnership's actual receipt of Profit Participation payments from HSH Nordbank under the Participation Agreement and advances from HSH Nordbank Luxembourg under the Loan Agreement.

The RESPARC Securities are perpetual securities, having no mandatory maturity date. However, the Preferred Securities may be redeemed, at the option of HSH Nordbank, on the date on which the Silent Contribution is repaid in accordance with the Participation Agreement. The redemption amount will equal the Repayment Amount required to be paid by HSH Nordbank under the Participation Agreement. The RESPARC Securities will also be redeemable, in whole but not in part, at the option of the Partnership, on 30th June 2009 and annually thereafter. However, such early termination is only permissible if financing of the redemption of the RESPARC Securities at their nominal amount, plus any interest accrued thereon, has been secured through the issuance of similar debt securities or in any other way.

The liabilities of the Partnership under the RESPARC Securities are supported by HSH Nordbank Luxembourg under the Support Undertaking, as described in Note 9.

Hybrid instruments will participate in the balance sheet loss/ net loss. Coupon payments on the RESPARC Securities are contingent on the receipt of Profit Participation income. Pursuant to the EU Commission's requirements, HSH Nordbank is not permitted to make any payouts on profit participation, capital and silent partnerships due to the Bank's net loss or balance sheet loss.

Any change in expected cash flows following the non payment of the Silent Participation in the period and the likelihood of the non payment of the Silent Participation interest in the future result in an equal and opposite effect on the RESPARC Securities.

## **RESPARCS FUNDING II LIMITED PARTNERSHIP**

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### **NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)**

#### **FOR THE PERIOD 1ST JANUARY 2011 TO 30TH JUNE 2011**

##### **8. CAPITAL SECURITIES ISSUED - (CONTINUED)**

As at 31st December 2010 the carrying value of the RESPARC Securities based on expected future cash flows increased by €31,518,037 from €420,240,493 to €451,758,530.

As at 30th June 2011 the carrying value of the RESPARC Securities based on expected future cash flows increased by €16,495,494 from €451,758,530 to €468,254,024.

##### **9. SUPPORT UNDERTAKING AND SUPPORT UNDERTAKING FEES**

The liabilities of the Partnership are supported by HSH Nordbank Luxembourg under a Support Undertaking dated 26th May 2003. HSH Nordbank Luxembourg has undertaken to ensure that the Partnership will at all times be in a position to meet its obligations. HSH Nordbank Luxembourg's payment obligations under the Support Undertaking are subordinated to all senior and subordinated debt obligations of HSH Nordbank Luxembourg in the same manner as HSH Nordbank's payment obligations under the Participation Agreement are subordinated. A Support Undertaking Fee is payable by the Partnership to HSH Nordbank Luxembourg, quarterly in arrears on 30th March; 30th June, 30th September and 30th December, calculated at 0.32% p.a. on a nominal amount of €37,500,000.

##### **10. TAXATION**

Any tax liability arising on the activity of the Partnership is borne by the individual Limited Partners.

##### **11. ULTIMATE CONTROLLING PARTY**

In the opinion of the General Partner, based on the terms of the Limited Partnership Agreement, European Equity Participation Management GmbH, incorporated in Germany, is considered to be the controlling party of the Limited Partnership. However the General Partner acknowledges that, under IFRS, HSH Nordbank is considered to be the ultimate controlling party of the Limited Partnership.

##### **12. RELATED PARTIES**

H.C. Grant, G.P. Essex-Cater, S.M. Vardon and D.M. Godwin are directors of the General Partner. G.P. Essex-Cater is a shareholder of Maurant Limited. Until 1st April 2010, each of H.C. Grant, G.P. Essex-Cater, S.M. Vardon and D.M. Godwin was an employee of a subsidiary of Maurant Limited. Affiliates of Maurant Limited provided administrative services to the Company at commercial rates. On 1st April 2010, Maurant Limited sold its interest in certain affiliates to State Street Corporation ("SSC"). D.M. Godwin is a shareholder of an affiliate of SSC. Each of H.C. Grant, G.P. Essex-Cater, S.M. Vardon and D.M. Godwin is now an employee of a subsidiary of SSC, affiliates of which provide ongoing administrative services to the Company at commercial rates. The Partnership is consolidated within the HSH Nordbank group and therefore HSH Nordbank and affiliates are related parties in all transactions.

Fees incurred with State Street (Jersey) Limited during the period in respect of administration and management fees are detailed on the face of the statement of comprehensive income. Amounts owed to State Street at the year end are disclosed in Note 5 to the financial statements. Amounts owed to and from HSH Nordbank and affiliates are disclosed in notes 2, 3, 4, 5, 7, 8.

Expenses paid on behalf of the General Partner during the period are also disclosed on the face of the statement of comprehensive income.

## RESPARCS FUNDING II LIMITED PARTNERSHIP

### NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)

#### FOR THE PERIOD 1ST JANUARY 2011 TO 30TH JUNE 2011

#### 13. FINANCIAL INSTRUMENTS

As stated in the General Partner's Report the principal activity of the Partnership is limited to participation in financing activities arranged for HSH Nordbank. The Partnership has issued the RESPARC Securities. The proceeds from the issue of the RESPARC Securities have been used to acquire a silent capital interest (the "Silent Contribution") in the commercial enterprise of HSH Nordbank. Therefore the role of financial assets and financial liabilities is central to the activities of the Partnership; the financial liabilities provided the funding to purchase the Partnership's financial assets. Financial assets and liabilities provide the majority of the assets and liabilities.

The strategies used by the Partnership in achieving its objectives regarding the use of its financial assets and liabilities were set when the Partnership entered into the transactions. The Partnership has attempted to match the properties of its financial liabilities to its assets to avoid significant elements of risk generated by mismatches of investment performance against its obligations, together with any maturity, liquidity or interest rate risk.

Short term trade receivables and trade payables have been excluded from the following disclosures:

##### Interest rate risk

The Partnership finances its operations through the issue of the RESPARC Securities. The coupons payable on the RESPARC Securities are matched by the Profit Participations receivable on the Silent Contribution. Accordingly, the General Partner believes that there is no significant net interest rate risk to the Partnership as the interest rates are effectively fixed.

The interest rate profile of the Partnership's financial assets and financial liabilities is as follows:

		<u>30th Jun 11</u>		<u>31st Dec 10</u>	
	Interest charging basis	Effective interest rate %	Amount	Effective interest rate %	Amount
<b>Financial assets:</b>					
Silent Contribution	Fixed	nil	467,559,605	nil	450,776,774
Cash and cash equivalents	Floating	0.00	1,665	1.45	1,791
			<u>€ 467,561,270</u>		<u>€ 450,778,565</u>
<b>Financial liabilities:</b>					
Liquidity facility	Floating	0.00	267,539	0.00	147,800
RESPARC Securities	Fixed	nil	468,254,024	nil	451,758,530
			<u>€ 468,521,563</u>		<u>€ 451,906,330</u>

## RESPARCS FUNDING II LIMITED PARTNERSHIP

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### NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)

FOR THE PERIOD 1ST JANUARY 2011 TO 30TH JUNE 2011

#### 13. FINANCIAL INSTRUMENTS - (CONTINUED)

##### Currency risk

All of the Partnership's material financial assets and liabilities are denominated in Euro. Consequently, the General Partner believes that there is no significant net currency risk to the Partnership.

##### Credit risk

Credit risk arises from the risk that HSH Nordbank and affiliates may not repay, if requested, all amounts due to the partnership under the Silent Partnership Agreement and any withholding tax receivable. On the basis that the RESPARC Securities issued by the Partnership are limited recourse notes, with the amount payable to Note holders limited to the amounts received under the Silent Participation Agreement, in the opinion of the General Partner this does not represent a net material risk to the Partnership.

On 31st March 2011, HSH Nordbank issued a Press Release stating that HSH Nordbank would not be servicing its Profit Participation certificates for the fiscal year 2010. For further details in respect of current market conditions and the credit quality of the financial assets held by the Partnership please refer to Note 16.

On 1st April 2009 Moody's downgraded the RESPARC Securities from Baa1 to Caa1 and has maintained a Caa1 rating with a negative outlook.

##### Fair values

The fair value of the RESPARC Securities has been obtained from quoted market prices. In the General Partner's opinion there is no material difference between the fair value of the Silent Contribution and the fair value of the RESPARC Securities.

In the General Partner's opinion there is no material difference between the fair value and carrying value of the other short term receivables and payables.

	<u>30th Jun 11</u>		<u>31st Dec 10</u>	
	Carrying value	Fair value	Carrying value	Fair value
<b>Financial assets:</b>				
Silent Contribution	467,559,605	263,535,000	450,776,774	175,000,000
Cash and cash equivalents	1,665	1,665	1,791	1,791
Trade and other receivables	1,562	1,562	-	-
	<hr/>	<hr/>	<hr/>	<hr/>
	€ 467,562,832	€ 263,538,227	€ 450,778,565	€ 175,001,791
	<hr/>	<hr/>	<hr/>	<hr/>

## RESPARCS FUNDING II LIMITED PARTNERSHIP

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### NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)

#### FOR THE PERIOD 1ST JANUARY 2011 TO 30TH JUNE 2011

#### 13. FINANCIAL INSTRUMENTS - (CONTINUED)

##### Fair values - (continued)

	<u>30th Jun 11</u>		<u>31st Dec 10</u>	
	Carrying value	Fair value	Carrying value	Fair value
<b>Financial liabilities:</b>				
Liquidity facility	267,539	267,539	147,800	147,800
Trade payables	23,835	23,835	41,698	41,698
RESPARC Securities	468,254,024	263,535,000	451,758,530	175,000,000
	<u>€ 468,545,398</u>	<u>€ 263,826,374</u>	<u>€ 451,948,028</u>	<u>€ 175,189,498</u>

The General Partner has reviewed the fair value of the RESPARC Securities as at 30th June 2011 and considers that the market price reflects current adverse conditions affecting the banking sector as a whole and is not representative of the likely termination value of the RESPARC Securities.

The effects of market conditions and the future expected profitability of HSH Nordbank on the fair value of the RESPARC Securities are further explained in Note 16.

##### Sensitivity analysis

As disclosed above, in the General Partner's opinion, there is no material difference between the fair value of the RESPARC Securities and the fair value of the Silent Contribution. From the perspective of the Limited Partnership, any change in the fair value of the RESPARC Securities would be matched by an equal and opposite change in the fair value of the Silent Contribution. Consequently the Limited Partnership is not exposed to any net market price risk.

Also as disclosed above, in the General Partner's opinion, there is no material net interest rate risk to the Limited Partnership, nor is there any significant net currency rate risk to the Limited Partnership.

IFRS 7 requires disclosure of "a sensitivity analysis for each type of market risk to which the entity is exposed at the reporting date, showing how profit or loss and equity would have been affected by changes in the relevant risk variable that were reasonably possible at that date." As stated, whilst the financial instruments held by the Limited Partnership are separately exposed to interest rate risk and market price risk, the Limited Partnership itself is not exposed to market risk overall. Therefore, in the General Partner's opinion, no sensitivity analysis is required to be disclosed.

In addition, as the RESPARC Securities and the Silent Contribution are stated at amortised cost less impairment, any changes in fair value of the RESPARC Securities and/or the Silent Contribution would have no effect on profit or loss and/or equity.

## RESPARCS FUNDING II LIMITED PARTNERSHIP

### NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)

#### FOR THE PERIOD 1ST JANUARY 2011 TO 30TH JUNE 2011

#### 13. FINANCIAL INSTRUMENTS - (CONTINUED)

##### Maturity of financial assets and liabilities

The maturity profile of the Partnership's financial assets and financial liabilities is as follows:

	<u>30th Jun 11</u>		<u>31st Dec 10</u>	
	Financial Assets	Financial Liabilities	Financial Assets	Financial Liabilities
Less than one year	3,227	291,374	1,791	189,498
In more than five years	500,000,000	500,000,000	500,000,000	500,000,000
	<u>€ 500,003,227</u>	<u>€ 500,291,374</u>	<u>€ 500,001,791</u>	<u>€ 500,189,498</u>

In the opinion of the General Partner, given the above maturity profile, the Limited Partnership is not exposed to significant net liquidity risk as any shortfall will be met by the Liquidity Facility.

##### Capital management

The Limited Partnership's transactions are designed to enable the Limited Partnership to pay its liabilities as they fall due only, without realising a significant return on capital. The level of interest income receivable on the Participation and interest expense payable on the Capital Securities are fixed and were established on formation of the Limited Partnership in order that the Limited Partnership realises a margin that is sufficient to pay the ongoing operational expenses of the Limited Partnership and any loan interest payable.

As further explained in Note 16, no profit participation income was received in 2010 or 2011 and therefore no margin was realised. The operational expenses, loan interest and support undertaking fees of the Partnership will be met by HSH Luxembourg under the Support Undertaking Agreement.

The Limited Partnership is not subject to externally imposed capital requirements.

#### 14. OPERATING SEGMENTS

##### Geographical information

All of the Limited Partnership's revenues are generated from external sources which are analysed as follows:

	<u>30th Jun 11</u>	<u>31st Dec 10</u>
United Kingdom	€ -	€ 2,600

##### Non-current assets

The Limited Partnership does not have non-current assets other than the Participation.

##### Major investment company

The Limited Partnership's profit participation income is derived solely from HSH Nordbank.

## **RESPARCS FUNDING II LIMITED PARTNERSHIP**

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### **NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)**

#### **FOR THE PERIOD 1ST JANUARY 2011 TO 30TH JUNE 2011**

##### **15. KEY MANAGEMENT PERSONNEL**

The key management personnel have been identified as being the Directors of the General Partner. The emoluments of the key management personnel are paid by the ultimate controlling party and other related parties who make no recharge to the Limited Partnership.

It is therefore not possible to make a reasonable apportionment of their emoluments in respect of the Limited Partnership. Accordingly, no emoluments in respect of the Directors of the General applicable to the Limited Partnership have been disclosed.

##### **16. CURRENT MARKET CONDITIONS**

HSH Nordbank operational performance has steadily improved and the Bank has stayed on its recovery course following the effect of the global financial market crisis which resulted in significant losses in prior years. The Bank sustained its earnings in an upward trend in the first quarter of 2011 and predicts a positive consolidated result above the 2010 level.

The continued existence of HSH Nordbank AG including its subsidiary HSH Nordbank Luxemburg as a going concern depends on whether the European Commission approves the stabilisation measures implemented by the Free and Hanseatic City of Hamburg and the State of Schleswig-Holstein on a permanent basis. It is also necessary that the approval should only be tied to the requirements which can be implemented within the framework of reasonable business plan, and in particular, which will not conflict the stabilisation measures that relieve the regulatory capital of HSH Nordbank AG.

On 31st March 2011, HSH Nordbank issued a Press Release stating that HSH Nordbank would not be servicing its Profit Participation certificates for 2010 and therefore, no participation income was received in June 2011. Payment is expected to resume for 2012, with the Profit Participation income payable in July 2013.

Coupon payments on the RESPARC Securities are contingent on the receipt of Profit Participation income, and therefore the accrual for coupons payable as at 31st December 2010 and 30th June 2011 has also been reduced to €nil.

After reviewing the performance of HSH Nordbank for the two consecutive years to the period ended 30th June 2011, the Directors of the General Partner decided that there is objective evidence indicating that one or more events have had a positive effect on the estimated future cash flows of that asset.

As at 30th June 2011 the carrying value of the Silent Contribution increased by €16,782,831 to €467,559,605 (31st December 2010: €450,776,774). The RESPARC Securities increased by €16,495,494 to €468,254,024 (31st December 2010: €451,758,530).

As at 30th June 2011 the fair value of the RESPARC Securities was 52.707% (31st December 2010: 35% of the nominal value).

