

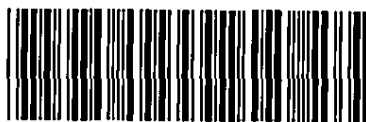
Company Registration No. 1674230 (England and Wales)

Zokora Limited

Director's report and financial statements

For the year ended 31 March 2009

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Zokora Limited

Company Information

Director	N R Morris
Company number	1674230
Registered office	First Floor 86 Brook Street London W1K 5AY
Independent auditors	Harding Lewis Limited Chartered Accountants 34 Athol Street Douglas Isle of Man IM1 1JB
Business address	Clinch's House Lord Street Douglas Isle of Man IM99 1RZ

Zokora Limited

Contents

	Page
Director's report	1 – 4
Independent auditors' report	5 – 6
Profit and loss account	7
Balance sheet	8
Notes to the financial statements	9 – 16

Zokora Limited

Director's report For the year ended 31 March 2009

The director presents his report and financial statements for the year ended 31 March 2009.

Principal activity

The principal activity of the company was the provision of tax advice and related tax led professional services. On 12th October 2007, the company sold a substantial part of its tax advisory and consultancy business ("the Business") and certain assets of the business to a third party for cash. The company is in the process of realising any remaining assets and closing its operations.

Results and dividends

The results for the year are set out on page 7. The directors declared and paid an interim dividend of £nil (2008: £9,389,638) and no final dividend has been proposed (2008:£nil).

Directors

The following directors have held office since 1 April 2008:

A D Bischoff	(Resigned 11 February 2009)
N R Morris	(Appointed 11 February 2009)

Directors' interests

The director has no interest in the issued share capital of the company.

Zokora Limited

Director's report (continued) For the year ended 31 March 2009

Directors' responsibilities

The directors are responsible for preparing the Annual Report and 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 the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 judgments and estimates that are reasonable and prudent;
- state whether applicable Accounting Standards have been followed;
- 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 safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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.

Charitable Donations

During the year the company made charitable donations of £nil (2008: £106)

Policy on the payment of suppliers and credit risk

The company's policy in respect of payment of its suppliers is to agree terms of payment at or before entering into each transaction and to adhere to such terms, subject to satisfactory completion of the transaction concerned. The company had trade creditors at 31 March 2009 of £24,729 as per note 13 (2008: £Nil).

The company continues to ensure that its exposure to credit risk is minimized by careful credit checking and other take on procedures of prospective customers as well as setting and monitoring credit limits for existing customers.

Zokora Limited

Director's report (continued) For the year ended 31 March 2009

Financial risk management objectives and policies

The company's activities exposed it to a number of financial risks including price risk, credit risk, cash flow risk and liquidity risk. The use of financial derivatives is governed by the group's policies approved by the board of directors, which provide written principles on the use of financial derivatives to manage these risks. The company does not use derivative financial instruments for speculative purposes.

Credit risk

The company's principal financial assets are bank balances and cash and trade and other receivables.

The company's credit risk is primarily attributable to its trade receivables. The amounts presented in the balance sheet are net of allowances for doubtful debts. An allowance for impairment is made where there is an identified loss event which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows.

The credit risk on liquid funds is limited because counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

The company has no significant concentration of credit risk, with exposure spread over a large number of counterparties and customers.

Disabled employees

Applications for employment by disabled persons are always fully considered, bearing in mind the aptitudes of the applicant concerned. In the event of members of staff becoming disabled every effort is made to ensure that their employment with the group continues and that appropriate training is arranged. It is the policy of the company that the training, career development and promotion of disabled persons should, as far as possible be identical to that of other employees.

Zokora Limited

Directors' report (continued) For the year ended 31 March 2009

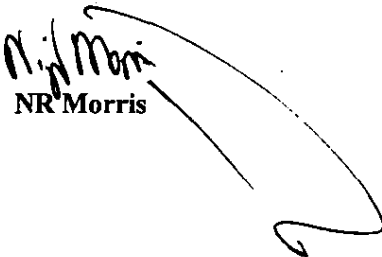
Auditors

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as they are aware, there is no relevant audit information of which the company's auditors are unaware;
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Harding Lewis Limited were appointed auditors to the company during the year.

By order of the board


NR Morris

29/1/10
Dated

Zokora Limited

Independent Auditors' report To the members of Zokora Limited

We have audited the financial statements of Zokora Limited for the year ended 31 March 2009, which comprise the profit and loss account, the balance sheet and the related notes 1 to 19. These financial statements have been prepared under the accounting policies set out therein.

The comparative figures were audited by Deloitte LLP, Jersey, and an unqualified opinion was issued.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. 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 auditors' 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 directors and auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' report is consistent with the financial statements. In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Directors' report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Zokora Limited

Independent Auditors' report To the members of Zokora Limited (continued)

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 March 2009, and of its loss for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Director's Report is consistent with the financial statements.

Harding Lewis Limited

Harding Lewis Limited
Chartered Accountants and Registered Auditors
Douglas, Isle of Man

Date: *29 January 2010*

Zokora Limited

Profit and loss account For the year ended 31 March 2009

		2009	2008
	Notes	£	£
Turnover	2	-	8,963,102
Administrative expenses	3	(705,505)	(13,007,856)
Operating (loss)/profit	4	(705,505)	(4,044,754)
Write off of investments		-	86,418
Profit on sale of business	7	-	16,986,225
Interest receivable and similar income	8	300,575	259,448
Interest payable and similar charges	9	(71)	(1,222)
(Loss)/Profit on ordinary activities before taxation		(405,001)	13,286,115
Tax on profit on ordinary activities	10	50,216	(4,013,649)
Profit on ordinary activities after taxation	15	(354,785)	9,272,466

In accordance with the intention to wind down all operations, the profit and loss account has been prepared on the basis that all operations are discontinued operations.

There are no recognised gains or losses in the current or previous years other than those recorded in the profit and loss above. Accordingly, no statement of total recognised gains and losses is presented.

The notes on pages 9 to 16 form an integral part of these financial statements.

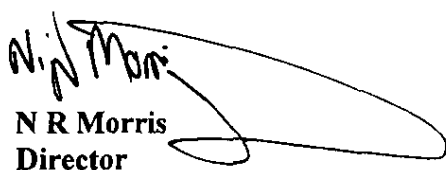
Zokora Limited

Company Registration No. 1674230 (England and Wales)

Balance sheet As at 31 March 2009

	Notes	£	2009 £	£	2008 £
Current assets					
Deferred tax asset	11	-		89,642	
Debtors	12	706,522		7,663,169	
Cash at bank and in hand		-		-	
		<u>706,522</u>		<u>7,752,811</u>	
Creditors: amounts falling due within one year					
	13	<u>(515,525)</u>		<u>(3,707,029)</u>	
Net current assets			<u>190,997</u>		<u>4,045,782</u>
Total assets less current liabilities			<u>190,997</u>		<u>4,045,782</u>
Capital and reserves					
Called up share capital	14		374,581		3,874,581
Profit and loss account			<u>(183,584)</u>		<u>171,201</u>
Shareholders' funds	15		<u>190,997</u>		<u>4,045,782</u>

The financial statements were approved by the board on 29/1/10


N R Morris
Director

The notes on pages 9 to 16 form an integral part of these financial statements

Zokora Limited

Notes to the financial statements For the year ended 31 March 2009

1 Accounting Policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention.

1.2 Compliance with accounting standards

The financial statements have been prepared in accordance with applicable United Kingdom Accounting Standards (UK GAAP).

Zokora Limited is a wholly owned subsidiary of Zokora Group Services Limited a company registered in England and Wales. The company has taken advantage of the exemption in Financial Reporting Standard Number 1 "Cash Flow Statements" from producing a cash flow statement since a consolidated cash flow statement is included in the accounts of Zokora Group Services Limited.

1.3 Revenue recognition

In accordance with Application Note G to Financial Reporting Standard 5 "Reporting the Substance of Transactions" and UITF 40 "Revenue Recognition and Service Contracts", revenue is recognised at the point in time when the company has the right to receive payment for its services. Unbilled time is included in accrued income. Fees billed in advance are included in accruals and deferred income.

1.4 Operating leases

Operating lease rentals are charged to the profit and loss account in equal installments over the life of the lease.

1.5 Tangible fixed assets

Tangible fixed assets are stated at cost less depreciation and provision for impairment. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life. The rates used are:

Servers and Software	20% to 33 1/3 % straight line basis
Motor Vehicles	25% straight line basis
Office equipment	4% to 25% straight line basis

1.6 Intangible fixed assets

Intangible fixed assets are stated at cost, net of amortisation and any provision for impairment. Amortisation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life. Publishing rights are being amortised over three years.

1.7 Investments

Investments are stated at cost. Provision is made for impairment in value.

Zokora Limited

Notes to the financial statements (continued) **For the year ended 31 March 2009**

1.8 Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, 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 is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

1.9 Foreign currencies

The company's accounting records are maintained in Pounds Sterling.

Transactions in other currencies are converted at the rate ruling at the date of the transaction. Current assets and liabilities are converted at the rate of exchange ruling at the balance sheet date. Any material gains and losses resulting from the conversion are taken to the profit and loss account.

1.10 Interest receivable

Interest receivable is accounted for on an accrual basis, it comprises of interest on bank balances held, and interest on intercompany loans.

2 Turnover

The total turnover of the company for the year has been derived from its principal activities wholly undertaken in the United Kingdom.

3 Administrative expenses

In the comparative period the administrative expenses include recharges due to the holding company in respect of services provided to the company.

Zokora Limited

Notes to the financial statements (continued) For the year ended 31 March 2009

4	Operating profit	2009	2008
		£	£
	<i>Operating profit is stated after charging:</i>		
	Amortisation	-	-
	Depreciation	-	251,401
	Overhead charges from other group companies	-	-
		<u>-</u>	<u>-</u>

The auditors' remuneration of £3,000 (2008: £25,640) is borne by the holding company, Zokora Group Services Limited.

5	Staff costs	2009	2008
		£	£
	<i>Staff costs including directors:</i>		
	Wages and salaries	-	7,510,884
	Social security costs	-	950,808
	Pension costs	-	166,290
		<u>-</u>	<u>8,627,982</u>

The average number of employees during the year was 1 (2008: 77).

Director's remuneration included above	-	<u>1,755,000</u>
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One (2008: two) of the directors who served during the year, was also a director of the holding company Zokora Group Services Limited during the year, and received total emoluments of £nil (2007: £190,998). In the corresponding year it was not practical to allocate this between their services as directors of Zokora Group Services Limited and their services as directors of Zokora Limited.

Included in the figure for Director's remuneration for 2009 are termination benefits of £Nil (2008: £625,000 relating to two of the Directors).

	2009	2008
	£	£
Highest paid director:		
Remuneration	-	114,583
Termination benefits	-	375,000
Contributions to defined contribution pension schemes	-	206
	<u>-</u>	<u>489,790</u>

6	Pension costs	2009	2008
		£	£
	Defined contribution		
	Contributions payable by the company for the year	-	<u>166,290</u>

There was no accrual or prepayment outstanding at 31 March 2009 (2008: £nil).

Zokora Limited

Notes to the financial statements (continued) For the year ended 31 March 2009

	2009	2008
	£	£
7 Profit on disposal of investment		
Proceeds on sale of tax business	-	23,708,144
Costs on sale	-	(6,731,897)
Interest	-	9,978
	<u>-</u>	<u>16,986,225</u>
8 Interest receivable and similar income	2009	2008
	£	£
Intercompany interest receivable	262,556	255,503
Other similar income	38,019	-
Other interest	-	3,945
	<u>300,575</u>	<u>259,448</u>
9 Interest payable and similar charges	2009	2008
	£	£
Bank interest payable	71	1,142
Other Interest	-	80
	<u>71</u>	<u>1,222</u>
10 Tax on profit on ordinary activities	2009	2008
	£	£
Current Taxation		
United Kingdom		
Corporation tax at 28% (2008: 30%)	(139,299)	4,103,291
Overprovision on prior periods	(559)	-
Total Current Tax	<u>(139,858)</u>	<u>4,103,291</u>
Deferred Tax		
Capital allowances in excess of depreciation	-	(89,642)
Reversal of short term timing differences	89,642	-
Total Deferred Tax	<u>-</u>	<u>(89,642)</u>
Total tax on profit on ordinary activities	<u>(50,216)</u>	<u>4,013,649</u>

Zokora Limited

Notes to the financial statements (continued) For the year ended 31 March 2009

10 Tax on profit on ordinary activities (continued)

The difference between the tax on ordinary activities at the corporation tax rate of 28% (2008: 30%) ruling in the UK and the actual current tax shown above is explained below:

	2009	2008
	£	£
(Loss) / Profit on ordinary activities before taxation	(405,001)	13,286,115
Tax on profit on ordinary activities at the standard rate of 28% (2008 : 30%)	(113,400)	3,985,835
<i>Factors affecting tax charge for the year:</i>		
Disallowable expenses	1,540	21,826
Capital allowances in excess of depreciation	(19,429)	95,630
Adjustment for prior periods	(559)	-
Rate adjustment	(8,010)	-
Current tax charge	(139,858)	4,103,291

Zokora Limited

Notes to the financial statements (continued) For the year ended 31 March 2009

11	Deferred tax asset	2009	2008
		£	£
	Depreciation in excess of capital allowances	-	89,642
	Trading losses carried forward	-	-
		<u>-</u>	<u>89,642</u>
12	Debtors	2009	2008
		£	£
	Trade debtors	-	828,103
	Amounts owed by group undertakings	479,151	5,458,939
	Other debtors	85,763	1,099,566
	Corporation tax recoverable	139,858	-
	Prepayments and accrued income	-	233,340
	Other taxes recoverable	1,750	43,221
		<u>706,522</u>	<u>7,663,169</u>

Amounts owed by group undertakings are unsecured, interest bearing and repayable on demand.

13	Creditors: amounts falling due within one year	2009	2008
		£	£
	Trade Creditors	24,729	-
	Other Creditors	4,443	1,122,091
	Accruals and deferred income	481,853	855,594
	Other taxes payable	-	-
	Bank overdraft	4,500	26,053
	Corporation tax payable	-	1,703,291
		<u>515,525</u>	<u>3,707,029</u>

Zokora Limited

Notes to the financial statements (continued) For the year ended 31 March 2009

14	Share capital	2009	2008
		£	£
	Authorised		
	374,581 Ordinary shares of £1 each (2008: £3,874,581)	<u>374,581</u>	<u>3,874,581</u>
	Allotted, called up and fully paid		
	374,581 Ordinary shares of £1 each (2008: £3,874,581)	<u>374,581</u>	<u>3,874,581</u>

On 16th December 2008 the company entered into a Solvency Statement Procedure whereby the Company reduced its share capital by £3,500,000 by the cancellation of 3,500,000 Ordinary Shares of £1 each and the nominal value of the shares so cancelled were returned to the Company's sole shareholder.

15	Reconciliation of Shareholders' Funds	2009	2008
		£	£
	(Loss) Profit for the year	(354,785)	9,272,466
	Dividends paid	-	(9,389,638)
	Net reduction to shareholders' funds	<u>(354,785)</u>	<u>(117,172)</u>
	(Reduction) / Increase in share capital	(3,500,000)	3,824,099
	Opening shareholders' funds	<u>4,045,782</u>	<u>338,855</u>
	Closing shareholders' funds	<u>190,997</u>	<u>4,045,782</u>

16 Financial commitments – Leases

During the prior year rent on the company's offices was borne by the holding company, Zokora Group Services Limited and recharged to the company by way of management recharges. There are no financial commitments at 31 March 2009.

17 Contingent liabilities

Contingent liabilities exist in relation to possible claims being made against the company in relation to historic advice provided. The company has made provisions for such claims to the extent the Director deems reasonable. The ultimate settlement figures, if any, may be significantly different to the provisions made.

Zokora Limited

Notes to the financial statements (continued) **For the year ended 31 March 2009**

18 Related party transactions

The company has taken advantage of the exemption under Financial Reporting Standard Number 8 "Related Party Disclosures" not to disclose certain intra-group related party transactions. Accountancy fees of £21,500 are payable to Matthew Edwards & Co, an entity related with the director.

19 Parent companies & ultimate controlling party

Zokora Group Services Limited a company registered in England and Wales, is the immediate controlling party and is the parent company of the smallest and largest group to consolidate the accounts of the company. Copies of the consolidated accounts of the company are available from the Registrar of Companies.

The directors consider Zokora Participations Limited, Jersey, to be the ultimate parent undertaking. The company's controlling party is the trustees of the Habib Settlement (2008: the Trustees of the Habib Settlement).

Zokora Limited

Unaudited detailed trading and profit and loss account For the year ended 31 March 2009

	2009		2008	
	£	£	£	£
Turnover				
Fees receivable		-		8,921,961
Conference income		-		41,141
		-		8,963,102
Administrative expenses				
Salaries	-		7,510,884	
Social security costs	-		950,808	
Pension costs	-		166,290	
Other staff costs	-		495,712	
Staff recruitment	-		261,053	
Training costs	-		118,015	
Accommodation costs – other	-		33,046	
Advertising and marketing	-		515,172	
Audit and Accounting	24,500		64,974	
Bank charges	443		4,812	
Books and professional subscriptions	(16,787)		68,625	
Charitable donations	-		106	
Client claims – costs	75,803		-	
Client costs (subcontracted work)	821,203		-	
Computer costs & data recovery work	9,900		203,395	
Debt collection fees & other costs	58,236		-	
Depreciation	-		251,401	
Loss on sale of assets	-		178,921	
Entertaining	-		93,431	
Foreign exchange loss	-		8,915	
Fees in relation to share capital reduction	5,402		-	
Insurance	(89,879)		244,046	
Legal and professional fees	-		78,150	
Consultancy fees	75,833		187,128	
Motor vehicle expenses	-		14,087	
Overhead charges	-		(518,560)	
Payroll & HR costs	21,555		-	
Printing, postage and stationery	152		59,344	
Professional subcontractor fees	-		7,957	
Provision for bad debts	(767,125)		1,044,860	
Rent	1,500		730,638	
Repairs and maintenance	-		18,478	
Client Claim Settlements	379,000		-	
Storage costs	21,849		-	
Cleaning and sundry	2,225		5,080	
Tax compliance work	81,383		-	
Tax fine	100		-	
Telephone and fax	74		52,967	
Travel and subsistence	138		158,120	
		(705,505)		(13,007,856)
Operating loss		(705,505)		(4,044,754)

Zokora Limited

Unaudited detailed trading and profit and loss account

For the year ended 31 March 2009

(Continued)

Operating loss	(705,505)	(4,044,754)
Write off of investments	-	86,418
Profit on sale of business		16,986,225
Interest receivable and similar income	300,575	259,448
Interest payable and similar costs	(71)	(1,222)
(Loss)/Profit before taxation	<u>(405,001)</u>	<u>13,286,115</u>

This statement is unaudited and whilst it does not form part of the audited financial statements, it should be read in conjunction with them and the responsibilities section of the independent auditors' report thereon.