

**BENTINCK FINANCE (UK) LIMITED**

**FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 DECEMBER 2004**



**Registered Office**  
5th Floor,  
86 Jermyn Street, St. James  
London  
SW1Y 6AW

## **BENTINCK FINANCE (UK) LIMITED**

### **DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2004**

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The directors present their annual report and financial statements for the year ended 31 December 2004.

#### **Principal activity**

The principal activity of the company continued to be that of the financing and provision of credit and guarantee facilities to individuals and companies.

#### **Review of the business and future developments**

The directors consider that the results of the company are satisfactory and that the company is expected to continue at its present levels in the future.

#### **Results and dividends**

The results for the year are set out on page 3.

No dividends have been paid during this or the comparative period.

The directors do not recommend the payment of a final dividend (2003 - Nil).

#### **Directors**

The following directors have held office since 1 January 2004:

M.W. Denton

B.A. Safa

D. Lavin

R.J. Wise

(Appointed 10 March 2004 and resigned 31 January 2006)

(Appointed 31 January 2006)

The directors have no interest in the issued share capital of the company. (2003:None)

#### **Auditors**

In accordance with Section 385 of the Companies Act 1985, a resolution proposing that KPMG Audit LLC be reappointed as auditors of the company will be put to the Annual General Meeting.

#### **Statement of Directors' responsibilities**

Company law requires the directors to prepare financial statements for each financial year which 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 those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, 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 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.

On behalf of the board



M.W. Denton (Director)

Date: 24/12/06...

**BENTINCK FINANCE (UK) LIMITED**

**REPORT OF THE INDEPENDENT AUDITORS, KPMG AUDIT LLC,  
TO THE MEMBERS OF BENTINCK FINANCE (UK) LIMITED**

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We have audited the financial statements on pages 3 to 9.

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 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 auditors**

The Directors are responsible for preparing the Directors' report and, as described on page 1, the financial statements in accordance with applicable United Kingdom law and United Kingdom Accounting Standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

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 United Kingdom Companies Acts 1985. We also report to you if, in our opinion, the Directors' report is not consistent with the financial statements, 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' transactions with the company is not disclosed.

**Basis of audit opinion**

We conducted our audit in accordance with United Kingdom Auditing Standards 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 judgements 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.

**Opinion**

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31 December 2004 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

*KPMG Audit LLC*

**KPMG Audit LLC**  
Chartered Accountants  
Registered Auditor

*25 October 2006*

Heritage Court, 41 Athol Street  
Douglas  
Isle of Man

**BENTINCK FINANCE (UK) LIMITED****PROFIT AND LOSS ACCOUNT  
FOR THE YEAR ENDED 31 DECEMBER 2004**

	Notes	2004 £	2003 £
Turnover	2	251,414	549,411
Cost of sales		(228,523)	(456,893)
<b>Gross profit</b>		22,891	92,518
Administrative expenses		(171,515)	(4,153)
<b>Operating (loss)/profit</b>	3	(148,624)	88,365
Other interest receivable and similar income	4	349	168
Interest payable and similar charges	5	(38)	-
<b>(Loss)/profit on ordinary activities before taxation</b>		(148,313)	88,533
Tax on (loss)/profit on ordinary activities	6	-	(22,944)
<b>(Loss)/profit on ordinary activities after taxation</b>	10	(148,313)	65,589
<b>Profit brought forward</b>		503,563	437,974
<b>Profit carried forward</b>		355,250	503,563

All of the company's activities are derived from continuing operations.

In both the current and preceding year there were no recognised gains and losses other than those passing through the profit and loss account.

There is no difference between the profit on ordinary activities before taxation and the profit for the year stated above and their historical cost equivalents.

The notes on pages 6 to 10 form part of these financial statements.

**BENTINCK FINANCE (UK) LIMITED**

**BALANCE SHEET  
AS AT 31 DECEMBER 2004**

	Notes	2004 £	£	2003 £	£
<b>Current assets</b>					
Debtors: amounts falling due within one year	7	3,332,826		5,563,015	
Debtors: amounts falling due after more than one year	7	2,069,008		2,607,811	
Cash at bank and in hand		228,954		179,809	
		<u>5,630,788</u>		<u>8,350,635</u>	
<b>Creditors: amounts falling due within one year</b>	8	<u>(5,125,538)</u>		<u>(7,697,072)</u>	
<b>Total assets less current liabilities</b>			<u>505,250</u>		<u>653,563</u>
<b>Capital and reserves</b>					
Called up share capital	9	150,000		150,000	
Profit and loss account	10	355,250		503,563	
<b>Equity shareholders' funds</b>	11		<u>505,250</u>		<u>653,563</u>

The notes on pages 6 to 10 form part of these financial statements.

The financial statements were approved by the Board on 24/10/06



**M.W. Denton (Director)**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2004**

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**1 Accounting policies**

**1.1 Accounting convention**

The financial statements are prepared under the historical cost convention, and in accordance with applicable financial reporting and accounting standards generally accepted in the United Kingdom.

**1.2 Taxation**

The charge for taxation is based on the profit for the year, amended for permanent differences between the treatment of certain items for taxation and accounting purposes. Deferred taxation is fully provided (in accordance with FRS 19) on timing differences using tax rates which are expected to apply on crystallisation of the timing differences. Deferred tax assets are recognised to the extent they are more likely than not to be recovered. The Company does not discount deferred tax balances.

**1.3 Foreign currency translation**

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

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences on translation are taken to the profit and loss account.

**1.4 Cash flow statement**

The Company has taken advantage of the exemption in Financial Reporting Standard No 1 (revised 1996) from the requirement to produce a cashflow statement on the grounds that it qualifies as a small company under Section 248 of the Companies Act 1985.

**1.5 Deferred income**

Annual fees are billed in advance and time apportioned to the respective accounting periods. Fees billed but not yet earned are recorded as deferred income.

**1.6 Income**

Income is accounted for on an accruals basis.

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2004**

**2 Turnover**

Turnover represents interest, facility fees and guarantee fees earned during the year.

The geographical analysis of turnover is as follows:

**Geographical market**

	<b>Turnover</b>	
	<b>2004</b>	<b>2003</b>
	<b>£</b>	<b>£</b>
United Kingdom	-	19,835
Rest of Europe	42,133	205,688
United States of America	75,140	133,794
Rest of the World	134,141	190,094
	<u>251,414</u>	<u>549,411</u>

Cost of sales includes interest payable on the bank loans as set out in note 8 and totals £220,598 (2003 : £456,893).

**3 Operating (loss)/profit**

	<b>£</b>	<b>£</b>
Operating (loss)/profit is stated after charging:		
Loss / (profit) on exchange	11,523	3,297
Bad debts written off	<u>158,943</u>	<u>-</u>

Auditors' remuneration is borne by the company's ultimate parent company.

**4 Other interest receivable and similar income**

	<b>2004</b>	<b>2003</b>
	<b>£</b>	<b>£</b>
Bank interest received	349	168
	<u>349</u>	<u>168</u>

**5 Interest payable and similar charges**

	<b>2004</b>	<b>2003</b>
	<b>£</b>	<b>£</b>
On overdue tax	38	-
	<u>38</u>	<u>-</u>

**BENTINCK FINANCE (UK) LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2004**

<b>6 Taxation</b>	<b>2004</b>	<b>2003</b>
	<b>£</b>	<b>£</b>
<b>(a) Analysis of charge in period</b>		
Domestic current year tax		
Corporation tax at 30.00% (2003 : 30.00%)	-	26,560
Adjustment for prior years	-	(3,616)
	<u>-</u>	<u>(3,616)</u>
<b>Current tax charge</b>	<u>-</u>	<u>22,944</u>
<b>(b) Factors affecting the tax charge for the year</b>		
(Loss)/profit on ordinary activities before taxation	(148,313)	88,533
	<u>(148,313)</u>	<u>88,533</u>
(Loss)/profit on ordinary activities before taxation multiplied by standard rate of U.K. corporation tax of 30.00% (2003: 30.00%)	(44,494)	26,560
	<u>(44,494)</u>	<u>26,560</u>
Effects of:		
Non deductible expenses	60	-
Adjustments to previous periods	-	(3,616)
Other tax adjustments	44,434	-
	<u>44,494</u>	<u>(3,616)</u>
<b>Current tax charge</b>	<u>-</u>	<u>22,944</u>

<b>7 Debtors</b>	<b>2004</b>	<b>2003</b>
	<b>£</b>	<b>£</b>
Trade debtors	5,152,989	8,098,719
Amounts owed by parent and fellow subsidiary undertakings	242,873	72,107
Corporation tax	5,972	-
	<u>5,401,834</u>	<u>8,170,826</u>

Amounts falling due after more than one year and included in the debtors above are:

	<b>2004</b>	<b>2003</b>
	<b>£</b>	<b>£</b>
Trade debtors	<u>2,069,008</u>	<u>2,607,811</u>

£1,113,894 (2003 : £1,500,808) of debtors falling due after more than one year are receivable between two and five years and £955,114 (2003 : £1,107,003) is receivable after more than five years. Amounts owed by parent and fellow subsidiary undertakings are unsecured, interest free and repayable on demand. Intercompany balances are shown on a net basis with the Fortis Intertrust (Jersey) Limited Group.



**BENTINCK FINANCE (UK) LIMITED****NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2004**

<b>8 Creditors: amounts falling due within one year</b>	<b>2004</b>	<b>2003</b>
	<b>£</b>	<b>£</b>
Bank loans and overdrafts	4,537,985	7,110,459
Corporation tax	-	20,986
Other creditors	567,849	544,300
Accruals and deferred income	19,704	21,327
	<u>5,125,538</u>	<u>7,697,072</u>

Bank loans and other loans are secured by charges over the loans receivable presented as trade debtors in note 7 and are repayable within one year.

**9 Share Capital**

The authorised share capital of the Company comprises 1,000,000 ordinary shares of £1 each, of which 150,000 have been issued and are fully paid up (2003 - 150,000).

**10 Statement of movements on profit and loss account**

	<b>Profit and loss account £</b>
Balance at 1 January 2004	503,563
Retained loss for the year	(148,313)
Balance at 31 December 2004	<u>355,250</u>

<b>11 Reconciliation of movements in equity shareholders' funds</b>	<b>2004</b>	<b>2003</b>
	<b>£</b>	<b>£</b>
(Loss)/Profit for the financial year	(148,313)	65,589
Opening shareholders' funds	653,563	587,974
Closing shareholders' funds	<u>505,250</u>	<u>653,563</u>

**12 Contingent liabilities**

There were no known contingent liabilities as at the balance sheet date. (2003:None)

**13 Capital commitments**

There were no major capital commitments as at the balance sheet date. (2003:None)

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2004**

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**14 Employees**

**Number of employees**

There were no employees during the year apart from the directors. The directors received no remuneration during the year.

**15 Control**

Fortis Intertrust (Jersey) Limited (formerly Edsaco Participation Limited), a company registered in Jersey, is the immediate parent company (2004 : Edsaco Participation Limited). The ultimate controlling party is Fortis Group.

**16 Related party transactions**

The Company has taken advantage of the exemption in Financial Reporting Standard Number 8 from the requirement to disclose transactions with group companies on the grounds that consolidated financial statements are prepared by the ultimate parent company.

**BENTINCK FINANCE (UK) LIMITED****DETAILED PROFIT AND LOSS ACCOUNT  
FOR THE YEAR ENDED 31 DECEMBER 2004**

		<b>2004</b>	<b>2003</b>
		<b>£</b>	<b>£</b>
<b>Turnover</b>		251,414	549,411
Cost of sales		(228,523)	(456,893)
<b>Gross profit</b>		22,891	92,518
<b>Administrative Expenses</b>			
UK Administrative Charges	-	15	
Bad Debts	158,943	-	
Legal & Consulting fees	192	-	
Late filing penalty	200	-	
Bank Charges	614	702	
Loss on Exchange	11,523	3,297	
Other Administration Fees	43	139	
		(171,515)	(4,153)
<b>Operating (loss)/profit</b>		(148,624)	88,365
<b>Other interest receivable and similar income</b>			
Bank Interest	349	168	
		349	168
<b>Interest payable and similar expenditure</b>			
Interest payable on overdue tax	(38)	-	
		(38)	-
<b>(Loss)/profit on ordinary activities before taxation</b>		(148,313)	88,533

This page is supplementary to and does not form part of the statutory financial statements.