

GRANVILLE BAIRD PRIVATE EQUITY (GENERAL PARTNER) LIMITED

**Financial statements for the year ended 31 December 2002 together with
Directors' and Auditors' Reports**



Directors: M J O Proudlock
R A Padgett
A H M White
M W Fell

Secretary: Granville Baird Secretaries Limited

Registered Office: Mint House
77 Mansell Street
London E1 8AF

REPORT OF THE DIRECTORS

The Directors present their report together with the audited financial statements of the Company for the year ended 31 December 2002.

PRINCIPAL ACTIVITY OF THE COMPANY

The Company is a general partner in The Granville Private Equity Limited Partnership ("the Partnership") which invests in unquoted companies in the United Kingdom and elsewhere within the European Union. The Company has sole responsibility for the conduct and management of the Partnership's business. Under the terms of the Partnership agreement the Company has exercised its right to appoint Granville Baird Capital Partners Limited to act as manager of the partnership with substantially the same powers and duties as it would otherwise have retained.

RESULTS AND DIVIDENDS

The Company made a profit after taxation of £Nil (2001: £ Nil). The Directors do not propose to pay a dividend in respect of 2002 (2001: £Nil)

DIRECTORS AND THEIR INTERESTS

The Directors who served during the year are those shown above. The Directors who held office on 31 December 2002 had no interests in the share capital of the Company.

AUDITORS

Grant Thornton were appointed on 13 January 2003 to fill a casual vacancy in accordance with section 388 (1) of the Companies Act 1985. Grant Thornton offer themselves for reappointment as auditors in accordance with Section 385 of the Companies Act 1985.

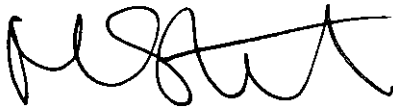
STATEMENT OF DIRECTORS' RESPONSIBILITIES

United Kingdom 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 its profit or loss for that year. In preparing the 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; and
- prepare the financial statements on a going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for maintaining proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 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.

BY ORDER OF THE BOARD



For and on behalf of
Granville Baird Secretaries Limited
Secretary

28 May 2003

**REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF GRANVILLE BAIRD
PRIVATE EQUITY (GENERAL PARTNER) LIMITED**

We have audited the financial statements of Granville Baird Private Equity (General Partner) Limited for the year ended 31 December 2002 which comprise the Profit and Loss Account, the Balance Sheet and the related Notes numbered 1 to 9. These financial statements have been prepared under the accounting policies set out therein.

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 Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards 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 United Kingdom Auditing Standards.

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 if, in our opinion, the Directors' Report is not consistent with the financial statements, if 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 transactions with the Company is not disclosed.

We read other information contained in the Annual Report, and consider whether it is consistent with the audited financial statements. This other information comprises only the Directors' Report. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

BASIS OF 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 judgments made by the Directors in the preparation of the financial statements and of whether the accounting policies are appropriate to the circumstances of the Company, 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.

**REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF GRANVILLE BAIRD
PRIVATE EQUITY (GENERAL PARTNER) LIMITED (Continued)**

OPINION

In our opinion the financial statements give a true and fair view of the state of affairs of the Company at 31 December 2002 and of the Company's result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Grant Thornton
Chartered Accountants
Registered Auditors
Melton Street
Euston Square
London NW1 2EP

28 May 2003

GRANVILLE BAIRD PRIVATE EQUITY (GENERAL PARTNER) LIMITED
PROFIT AND LOSS ACCOUNT

	Notes	Year ended 31 December 2002 £	Year ended 31 December 2001 £
Turnover	1	115,343	204,027
Operating expenses		<u>(115,343)</u>	<u>(204,027)</u>
Profit on ordinary activities before taxation	2	-	-
Taxation credit on profit on ordinary activities	1,3	-	-
Profit on ordinary activities after taxation		<u>-</u>	<u>-</u>
Retained profit brought forward		222,987	222,987
Retained profit carried forward		<u>222,987</u>	<u>222,987</u>

The Company has no recognised gains or losses in either year other than those included in the profit and loss account above, therefore, no statement of recognised gains or losses has been prepared.

All items dealt with in arriving at profit on ordinary activities before taxation relate to continuing operations.

The notes on pages 8 and 10 are an integral part of these financial statements.

GRANVILLE BAIRD PRIVATE EQUITY (GENERAL PARTNER) LIMITED
BALANCE SHEET AS AT 31 DECEMBER 2002

	Notes	31 December 2002 £	31 December 2001 £
CURRENT ASSETS			
Debtors	5	222,988	222,988
NET CURRENT ASSETS		<u>222,988</u>	<u>222,988</u>
NET ASSETS		<u>222,988</u>	<u>222,988</u>
CAPITAL AND RESERVES			
Called up share capital	7	1	1
Profit and loss account		222,987	222,987
EQUITY SHAREHOLDERS' FUNDS	8	<u>222,988</u>	<u>222,988</u>

The financial statements were approved by the Board of Directors on 28 May 2003 and signed on their behalf by



M J O Proudlock
Director

The notes on pages 8 and 10 are an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

1 ACCOUNTING POLICIES

A summary of the principal accounting policies are set out below, These have been applied consistently throughout the year and the preceding year.

- a) **Basis of preparation** - The financial statements have been prepared in accordance with UK applicable accounting standards and under the historical cost convention.
- b) **Cash flow statement** - The Company has taken advantage of the exemption from the requirement of Financial Reporting Standard No 1 (revised) to prepare a cash flow statement as during the year it was a wholly owned subsidiary undertaking of Robert W. Baird Group Limited, whose consolidated financial statements include those of the Company and are publicly available.
- c) **Turnover** – Turnover represents Priority Profit Share arising from the Company's role as a general partner of The Granville Private Equity Limited Partnership.
- d) **Taxation** - UK Corporation 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 on all timing differences where the transactions or events that give the group an obligation to pay more tax in the future or a right to pay less tax in the future, have occurred by the balance sheet date. Deferred tax assets are recognised when it is more likely than not that they will be recovered. Deferred tax is measured using rates of tax that have been enacted or substantively enacted by the balance sheet date.

- e) **Related party transactions** - The Company has taken advantage of the exemptions available under Financial Reporting Standard 8, "Related Party Disclosures", not to disclose transactions with its parent and fellow subsidiary undertakings.

2 PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

The profit on ordinary activities before taxation is stated after charging:

	Year ended 31 December 2002 £	Year ended 31 December 2001 £
Management charge from group undertaking	<u>115,343</u>	<u>204,027</u>

No Directors received remuneration during the year. Audit fees are borne by Robert W. Baird Group Limited.

NOTES TO THE FINANCIAL STATEMENTS

3 TAXATION

	Year ended 31 December 2002 £	Year ended 31 December 2001 £
Corporation tax	-	-

Estimated unrelieved tax losses of £650,000 (2001: £542,933) remain available to offset against future taxable trading profits.

A deferred tax asset has not been recognised due to the uncertainty of timing of future taxable profits.

4 STAFF COSTS

There were no employees in the Company in the year (31 December 2001: Nil).

5 DEBTORS

	31 December 2002 £	31 December 2001 £
Amounts due from other group companies	176,568	222,988
Taxation recoverable	-	-
Other debtors	46,420	-
	<u>222,988</u>	<u>222,988</u>

All debtors are due within 1 year.

6 CONTINGENT ASSET AND LIABILITY

The partnership has transferred the right to claim potential tax credits of £141,721 (31 December 2001: £174,960) to the Company. Upon receipt of the benefit of these credits, the Company will pay this amount back to the partnership. As the potential realisation of these credits and therefore the resultant liability is, in the opinion of the directors, not certain neither the contingent asset nor the liability has been recognised within the financial statements of the Company.

7 CALLED UP SHARE CAPITAL

	31 December 2002 £	31 December 2001 £
Authorised:		
100 Ordinary shares of £1 each	<u>100</u>	<u>100</u>
Allotted, called up and not paid:		
1 Ordinary share of £1	<u>1</u>	<u>1</u>

NOTES TO THE FINANCIAL STATEMENTS

8 RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	31 December 2002 £	31 December 2001 £
Profit for the year	-	-
Opening shareholders' funds	222,988	222,988
Closing shareholders' funds	<u>222,988</u>	<u>222,988</u>

9 ULTIMATE PARENT UNDERTAKING

The Company's ultimate parent company is The Northwestern Mutual Life Insurance Company, incorporated in the United States of America. This company is the largest group in which the results of the Company are consolidated, the consolidated financial statements of which may be obtained from 777 East Wisconsin Avenue, Milwaukee, Wisconsin 53202-4797, USA.

The smallest group in which the results of the Company are consolidated is that headed by Robert W Baird Group Limited, the consolidated financial statements of which may be obtained from Mint House, 77 Mansell Street, London E1 8AF.