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KBEMF (GP) LIMITED
REPORT AND FINANCIAL STATEMENTS
31 DECEMBER 2005



KBEMF (GP) LIMITED**DIRECTORS' REPORT for the year ended 31 December 2005**

The directors present their annual report and the audited financial statements for the year ended 31 December 2005.

PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

The principal activity of the KBEMF (GP) Ltd ("the Company") was that of General Partner of the KBEMFII Co Investment Fund, an English limited partnership formed for the purpose of carrying out investment business. The Company was a limited partner in a Scottish limited partnership EMF III General Partner L.P. for the purposes of receiving 25% of the carried interest entitlement in European Mezzanine Fund III. EMF III General Partner L.P. is the sole general partner in European Mezzanine Fund III.

On 14 November 2005 the Company sold its investment interests in KBEMFII Co Investment Fund and EMF III General Partner L.P. to New Street Mezzanine L.P. Inc and its General Partner interest in KBEMFII Co Investment Fund to Millenium Partners Limited.

Subsequent to the cessation of the Company's role as General Partner and investor in these private equity funds, the Company ceased trading. As a result, the directors have not prepared the financial statements on a going concern basis. The effect of this is explained in note 1 to the financial statements.

RESULTS AND DIVIDENDS

The profit and loss account is set out on page 4. The retained loss for the year of £34,578 (2004 profit of £3,337) will be deducted from reserves. An interim dividend of £97,696 was paid during the year (2004 - £nil). The directors do not recommend the payment of a final dividend (2004 - £nil).

DIRECTORS AND DIRECTORS' INTERESTS

The directors who held office at the year end were as follows:-

A D Levy
C C K Priebe

E E Robertson resigned as a director on 5 May 2005.

Subsequent to the year end C C K Priebe resigned as a director and J C Wall was appointed as a director on 1 March 2006.

None of the directors had a disclosable interest in the shares or debentures of any group company. The directors are exempt from disclosing their interests in the shares or debentures of the ultimate parent undertaking, Allianz AG, as it is incorporated outside the UK.

Certain directors benefited from qualifying third party indemnity provisions in place during the financial year.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Directors' 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 they have elected to prepare the financial statements in accordance with UK Accounting Standards. 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 UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- As explained in note 1 to the financial statements, the directors do not believe the going concern basis to be appropriate and these financial statements have not been prepared on that basis.

The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that its financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

KBEMF (GP) LIMITED

DIRECTORS' REPORT (continued)

DISCLOSURE OF INFORMATION TO AUDITORS

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

AUDITORS

The directors have taken advantage of the Elective Resolution in accordance with section 379A of the Companies Act 1985 to dispense with the annual appointment of auditors and, accordingly, KPMG Audit Plc will remain in office.

Approved by the Board of Directors

Signed on behalf of the Board.



J. Wall

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August 2006

Secretary

KBEMF (GP) LIMITED**Independent auditors' report to the members of KBEMF (GP) Limited for the year ended 31 December 2005**

We have audited the financial statements of KBEMF (GP) Limited for the year ended 31 December 2005 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. These financial statements have not been prepared on a going concern basis.

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 directors and auditors

As described in the Statement of Directors' Responsibilities on page 1, the Company's directors are responsible for the preparation of the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

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 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 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 within it.

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.

Opinion

In our opinion the financial statements:

- give a true and fair view, in accordance with UK Generally Accepted Accounting Practice, of the state of the Company's affairs as at 31 December 2005 and of its profit for the year then ended; and
- have been properly prepared in accordance with the Companies Act 1985.

KPMG Audit Plc

KPMG Audit Plc
Chartered Accountants
Registered Auditor
London

11 August 2006

KBEMF (GP) LIMITED**PROFIT AND LOSS ACCOUNT**
For the year ended 31 December

	Note	2005	2004
		£	£
Interest receivable from immediate parent undertaking		280	-
Profit on disposal of investments	4	62,838	-
Release of provision against investment		-	3,337
Profit on ordinary activities before and after tax	6	<u>63,118</u>	<u>3,337</u>

All amounts shown above derive from discontinued operations.

There are no recognised gains or losses other than the profit on ordinary activities before taxation disclosed above. Accordingly, no statement of total recognised gains and losses is given.

There is no difference between the results disclosed above and their historical cost equivalent.

A statement showing the movement in reserves is set out in note 6 on page 7.

The notes on pages 6 to 8 form part of these financial statements.

KBEMF (GP) LIMITED**BALANCE SHEET**

As at 31 December

	Note	2005	2004
		£	£
FIXED ASSETS			
Investments	4	-	4,682
CURRENT ASSETS			
Debtors – amounts due from immediate parent undertaking		2	29,898
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>2</u>	<u>34,580</u>
CAPITAL AND RESERVES			
Called up share capital	5	2	2
Profit and loss account	6	-	34,578
EQUITY SHAREHOLDERS' FUNDS		<u>2</u>	<u>34,580</u>

These financial statements were approved by the Board of Directors on 11 August 2006.

Signed on behalf of the Board of Directors.



A D Levy - Director

The notes on pages 6 to 8 form an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 December 2005

1. ACCOUNTING POLICIES

Basis of preparation

Subsequent to the cessation of the Company's role as manager and advisor to certain private equity funds, on 27 April 2004 the directors took the decision to cease trading. As such, the directors have not prepared the financial statements on a going concern basis. The principal accounting policies that the directors have adopted are set out below.

Fixed asset investment

The Company acted as a general partner to, and had a participating interest in KBEMF II Co Investment Fund. Furthermore, the Company had a participating interest in EMF III General Partner L.P. The Company's investments in these limited partnerships were shown as fixed asset investments prior to their disposal.

Cash flow statement

The Company has taken advantage of the exemption under Financial Reporting Standard No1 (revised) not to prepare a cash flow statement on the grounds that an intermediate parent undertaking, Dresdner Kleinwort Wasserstein Group Limited, prepares consolidated accounts which are publicly available.

Related party disclosure

KBEMF (GP) Limited's intermediate parent undertaking, Dresdner Kleinwort Wasserstein Group Limited, prepares consolidated financial statements which are publicly available. Accordingly, advantage is taken in these financial statements of the exemptions available in Financial Reporting Standard No. 8 for disclosure of transactions with entities that are part of the group or investees of group entities as related parties.

2. ADMINISTRATIVE EXPENSES

All administrative expenses are borne by the immediate parent undertaking, Dresdner Kleinwort Wasserstein Limited. These include the remuneration of the independent auditors. None of the directors received any emoluments for their services to the Company (2004-£ nil). The Company had no employees during the year.

3. TAXATION

The reconciliation below explains the difference between the zero tax charge in the accounts and the profit before tax charged at the standard rate.

	2005	2004
	£	£
Profit on ordinary activities before tax	63,118	3,337
Profit multiplied by the standard rate of tax of 30%	(18,935)	(1,001)
<i>Effects of:</i>		
Group losses utilised free of charge	18,935	1,001
	-	-

KBEMF (GP) LIMITED**NOTES TO THE FINANCIAL STATEMENTS**
For the year ended 31 December 2005**4. INVESTMENTS**

	£
Cost at 1 January 2005	35,481
Disposal	(35,481)
Cost at 31 December 2005	-
Provision at 1 January 2005	(30,799)
Disposal in year	30,799
Provision at 31 December 2005	-
Net book value at 31 December 2005	-
Net book value at 31 December 2004	4,682

During the year the Company sold both its general partner and participating interests in KBEMF II Co Investment Fund and its participating interest in EMF III General Partner L.P. for £1, €5,000 & €95,000 respectively; the acquiring entities are all controlled by Indigo Capital Limited, the manager of the disposed interests. The profit arising from the disposals was £62,838.

5. CALLED UP SHARE CAPITAL

	2005 £	2004 £
Authorised:		
1,000 ordinary shares of £1 each	1,000	1,000
Allotted and fully paid:		
2 ordinary shares of £1 each	2	2

6. COMBINED RECONCILIATION OF MOVEMENTS IN EQUITY SHAREHOLDERS' FUNDS AND STATEMENT OF MOVEMENTS ON RESERVES

	<u>Issued Share Capital</u> £	<u>Profit and Loss Account</u> £	Shareholders' Funds <u>2005 Total</u> £	Shareholders' Funds <u>2004 Total</u> £
1 January	2	34,578	34,580	31,243
Profit on ordinary activities before and after tax	-	63,118	63,118	3,337
Ordinary dividends paid		(97,696)	(97,696)	-
31 December	2	-	2	34,580

KBEMF (GP) LIMITED**NOTES TO THE FINANCIAL STATEMENTS****For the year ended 31 December 2005****7. DIVIDENDS**

The aggregate amount of dividends comprises:	2005	2004
	£	£
Interim dividends paid in respect of the current year	97,696	-

The aggregate amount of dividends proposed and recognised as liabilities as at the year end is £nil (2004: £nil).

8. RELATED PARTIES

Other related party transactions are as follows:

The Company was a limited partner in a Scottish limited partnership EMF III General Partner L.P. for the purposes of receiving 25% of the carried interest entitlement in European Mezzanine Fund III. EMF III General Partner L.P. is the sole general partner in European Mezzanine Fund III. No carried interest has either been paid by or is due from European Mezzanine Fund III.

9. ULTIMATE PARENT UNDERTAKING

The ultimate parent undertaking is Allianz AG, a company incorporated in Germany.

For consolidation purposes Dresdner Kleinwort Wasserstein Group Ltd, a company incorporated in Great Britain and registered in England and Wales, is the parent undertaking of the smallest group of which the Company is a member. Copies of the consolidated financial statements of Dresdner Kleinwort Wasserstein Group Ltd for the year ended 31 December 2005 are filed at the Companies Registration Office, Companies House, Crown Way, Maindy, Cardiff, CF14 3UZ. Financial statements for Allianz AG are available from Allianz AG, Investor Relations, Koeniginstrasse 28, D-80802 Munich, Germany.