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ELLIOTT ADVISORS (UK) LIMITED (FORMALLY ELLIOTT MANAGEMENT (UK) LIMITED)

FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31 DECEMBER 2001

FINANCIAL STATEMENTS

For the year ended 31 December 2001

Company registration number:

2989338

Registered office:

4th Floor

Cleveland House 33 King Street London SW1 6RJ

Directors:

Mr P E Singer

Mr M Kaplan

Secretary:

Salans Secretarial Services Limited

Auditors:

Grant Thornton Registered auditors Chartered accountants The Explorer Building

Fleming Way Manor Royal Crawley West Sussex RH10 9GT

FINANCIAL STATEMENTS

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REPORT OF THE DIRECTORS

The directors present their report together with financial statements for the year ended 31 December 2001.

Principal activities

The principal activity of the company is the provision of services related to securities investment.

Business review

There was a profit for the year after taxation amounting to £291,944 (2000: profit £51,085). The directors do not recommend payment of a dividend and the profit was transferred to reserves.

Effective as of 5 December 2001 the company changed its name to Elliott Advisors (UK) Limited.

Directors

The present membership of the Board is set out below. All directors served throughout the year.

Mr P E Singer Mr M Kaplan

The directors have no interest in the shares of the company at 1 January 2001 or 31 December 2001.

Directors' responsibilities for the financial statements

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
- 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 maintaining proper accounting records, for safeguarding the assets of the company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Auditors

Grant Thornton offer themselves for reappointment as auditors in accordance with section 385 of the Companies Act 1985.

ON BEHALF OF THE BOARD

Director

17 JANUARY 2003

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF

ELLIOTT ADVISORS (UK) LIMITED

We have audited the financial statements of Elliott Advisors (UK) Limited for the year ended 31 December 2001 which comprise the principal accounting policies, the profit and loss account, the balance sheet, the cashflow and notes 1 to 18. These financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the directors' report and the financial statements in accordance with United Kingdom law and 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 directors' report, and consider whether it is consistent with the audited financial statements. 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 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 2001 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

GRANT THORNTON
REGISTERED AUDITORS
CHARTERED ACCOUNTANTS

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27 Juny 2003

PRINCIPAL ACCOUNTING POLICIES

BASIS OF PREPARATION

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost convention.

The principal accounting policies of the company are set out below. The policies have remained unchanged from the previous year apart from the implementation of FRS 19 "Deferred Tax". This has had no effect on brought forward reserves.

TURNOVER

Turnover is the total amount receivable by the company for the provision of management services, excluding VAT.

TANGIBLE FIXED ASSETS AND DEPRECIATION

Depreciation is calculated to write down the cost or valuation less estimated residual value of all tangible fixed assets over their expected useful lives. The rates generally applicable are:

Leasehold buildings	period of lease
Plant and machinery	25%
Fixtures and fittings	25%

DEFERRED TAXATION

The company has adopted the requirements of the FRS 19 "Deferred tax". The change in policy did not have a material effect on brought forward reserves and as such these have remained unchanged.

Deferred tax is recognised on all timing differences where the transactions or events that give the company 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.

FOREIGN CURRENCIES

Transactions in foreign currencies are translated at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities in foreign currencies are translated at the rates of exchange ruling at the balance sheet date. All other exchange differences are dealt with through the profit and loss account.

CONTRIBUTIONS TO PENSION FUNDS

Defined contribution scheme

The pension costs charged against profits represent the amount of the contributions payable to the scheme in respect of the accounting period.

PROFIT AND LOSS ACCOUNT

For the year ended 31 December 2001

	Note	2001 £	2000 £
Turnover Cost of sales	1	11,750,685 (11,327,024)	6,371,548 (6,261,790)
Gross profit		423,661	109,758
Net interest	2	(3,947)	125
Profit on ordinary activities before taxation	1	419,714	109,883
Tax on profit on ordinary activities	4	(127,770)	(58,798)
Profit transferred to reserves	10	291,944	51,085

There were no recognised gains or losses other than the profit for the financial year.

BALANCE SHEET AT 31 DECEMBER 2001

	Note	2001 £	2001 £	2000 £	2000 £
Fixed assets		~			-
Tangible assets	5		1,200,000		162,825
Current assets					
Debtors	6	3,278,504		2,593,559	
Cash at bank and in hand	_	1,664,247		414,750	
		4,942,751		3,008,309	
Creditors: amounts falling due					
within one year	7 _	(5,713,986)		(3,034,313)	
Net current liabilities			(771,235)	_	(26,004)
Total assets less current liabilities			428,765	=	136,821
Capital and reserves					
Called up share capital	9		10,000		10,000
Profit and loss account	10		418,765	_	126,821
Shareholders' funds	11		428,765	_	136,821

The financial statements were approved by the Board of Directors on 17 JANUARY 2003

Director

CASH FLOW STATEMENT

Note		2001 £	2000 £
12		2,544,128	341,818
		211 (4,158)	240 (115)
		(3,947)	125
		(80,440)	(46,801)
		(1,210,244)	(55,421)
		(1,210,244)	(55,421)
13		1,249,497	239,721
	12	12	£ 2,544,128 211 (4,158) (3,947) (80,440) (1,210,244) (1,210,244)

CASH FLOW STATEMENT

·			
	Note	2001 £	2000 £
Net cash inflow from operating activities	12	2,544,128	341,818
Returns on investments and servicing of finance			
Interest received		211	240
Interest paid		(4,158)	(115)
Net cash outflow from returns on investments and servicing of finance		(3,947)	125
etc.			
Taxation		(80,440)	(46,801)
Capital expenditure and financial investment			
Purchase of tangible fixed assets		(1,210,244)	(55,421)
Net cash outflow from capital expenditure and financial investment		(1,210,244)	(55,421)
Increase in cash	13	1,249,497	239,721

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•		(13230)	(113)
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		(4,130)	(115)
Net cash outflow from returns on investments and servicing of finance		(3,947)	125
Taxation		(80,440)	(46,801)
Capital expenditure and financial investment			
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- · · · · · · · · · · · · · · · · · · ·		(1,210,244)	(33,421)
Net cash outflow from capital expenditure and financial investment		(1,210,244)	(55,421)
• •			(-2,12)
Increase in cash	13	1,249,497	239,721
			

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2001

1 TURNOVER AND PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

The profit on ordinary activities is stated after:	2001 £	2000 £
Depreciation and amortisation: Tangible fixed assets, owned Other operating lease rentals Auditors' remuneration	173,069 984,608	48,101 113,617
-audit services -non audit services	7,500 11,145	6,000 2,125

The directors consider that up until 14 December 2001 Mr P Singer was the ultimate controlling party of the company. At 31 December 2001 the directors consider there to be no controlling party.

The company derives its income from Manchester Securities Corporation, Elliott International Capital Advisors Inc and Elliott Management Corporation. Mr P Singer exercises influence over the financial and operating policies of these companies.

2 NET INTEREST

3

	2001 £	2000 £
Other interest payable and similar charges Other interest receivable and similar income	4,158 (211)	115 (240)
	3,947	(125)
DIRECTORS AND EMPLOYEES		
Staff costs during the year were as follows:	2001 £	2000 £
Wages and salaries Social security costs Other pension costs	7,163,756 811,518 45,312	4,529,699 534,873 26,770
	8,020,586	5,091,342

The average number of employees of the company during the year was 16 (2000: 13).

There were no remuneration payable in respect of the directors during the year.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2001

TAX ON PROFIT ON ORDINARY ACTIVITIES

	en est	
The tax charge represents:	2001	2000
	£	£
Current tax:		
UK Corporation tax at 30% (2000: 30%)	133,000	58,084
Adjustments in respect of prior periods	922	714
	133,922	58,798
Total deferred tax (note 8)	(6,152)	0
Tax on profit on ordinary activities	127,770	58,798
Factors affecting the tax charge for the period		
The tax assessed for the period is higher than the standard rate of corporation tax in the U 30% (2000: 30%). The differences are explained as follows:	UK of	
	2001	2000
	£	£
Profit on ordinary activities before tax	419,714	109,883
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 3	0% 125,914	
(2000:30%).		32,965
Expenses not deductible for tax purposes	36,282	32,965 11,254
Expenses not deductible for tax purposes Capital allowances (in excess of)/less than depreciation	(4,753)	11,254 13,865
Expenses not deductible for tax purposes	-	11,254 13,865
Expenses not deductible for tax purposes Capital allowances (in excess of)/less than depreciation	(4,753)	11,254 13,865
Expenses not deductible for tax purposes Capital allowances (in excess of)/less than depreciation	(4,753) (24,443)	11,254 13,865 0

$^{\circ}$ ELLIOTT ADVISORS (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2001

TANGIBLE FIXED ASSETS

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	Leasehold land and buildings £	Plant and machinery £	Fixtures and fittings £	Total £
Cost or valuation				
At 1 January 2001	203,681	92,748	17,502	313,931
Additions	827,588	382,656	-	1,210,244
Disposals	(60,338)			(60,338)
At 31 December 2001	970,931	475,404	17,502	1,463,837
Depreciation				
At 1 January 2001	110,553	32,100	8,453	151,106
provided in the year	76,389	92,361	4,319	173,069
Eliminated on disposals	(60,338)		- -	(60,338)
At 31 December 2001	126,604	124,461	12,772	263,837
Net book amount at 31 December 2001	844,327	350,943	4,730	1,200,000
Net book amount at 31 December 2000	93,128	60,648	9,049	162,825
DEBTORS				
			2001 £	2000 £
Amounts owed by affiliates			2,867,230	2,192,793
Other debtors			133,627	156,305
Prepayments and accrued income			277,647	244,461
			3,278,504	2,593,559
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEA	AR.			
			2001	2000
			£	£
Corporation tax			93,858	46,528
Social security and other taxes			559,696	303,400
Other creditors			38,455	-
Accruals and deferred income			5,021,977	2,684,385
			5,713,986	3,034,313

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2001

8 DEFERRED TAXATION

Deferred taxation provided for in the financial statements is set out below.

		Amount provided	
		2001	2000
		£	£
Capital allowances		6,152	-
			

The amount provided at 31 December 2001 represents a deferred tax asset and is included within other debtors.

9 SHARE CAPITAL

	2001	2000
	£	£
Authorised		
4,000 'A' ordinary shares of £1 each	_	4,000
6,000 'B' ordinary shares of £1 each	_	6,000
10,000 ordinary shares of £1 each	10,000	
	10,000	10,000
Allotted, called up and fully paid		
4,000 'A' ordinary shares of £1 each	_	4,000
6,000 'B' ordinary shares of £1 each	<u> </u>	6,000
10,000 ordinary shares of £1 each	10,000	0,000
	10,000	10,000

Shares converted

On 9 November 2001 the company converted the existing 4,000 A ordinary shares of £1 each and the 6,000 B ordinary shares of £1 each into 10,000 ordinary shares of £1 each all ranking pari passu.

10 RESERVES

	Profit and loss account £
At 1 January 2001 Retained profit for the year	126,821 291,944
At 31 December 2001	418,765

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2001

12

	2001 £	2000 £
Profit for the financial year, being net increase in shareholders' funds Shareholders' funds at 1 January 2001	291,944 136,821	51,085 85,736
Shareholders' funds at 31 December 2001	428,765	136,821

NET CASH INFLOW/OUTFLOW FROM OPERATING ACTIVITIES

	2001	2000
	£	£
Operating profit	423,661	109,758
Depreciation	173,069	48,101
Increase in debtors	(684,945)	1,484,482
Increase in creditors	2,632,343	(1,300,523)
Net cash inflow from continuing operating activities	2,544,128	341,818

The movement in creditors shown above excludes corporation tax.

13 RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET DEBT

	£	2000 £
Increase in cash in the year	1,249,497	239,721
Movement in net debt in the year Net funds at 1 January 2001	1,249,497 414,750	239,721 175,029
Net funds at 31 December 2001	1,664,247	414,750

14 ANALYSIS OF CHANGES IN FUNDS

	At 1 January 2001 £	Cash flow £	At 31 December 2001 £
Cash in hand and at bank	414,750	1,249,497	1,664,247

15 CAPITAL COMMITMENTS

The company had no capital commitments at 31 December 2001. At 31 December 2000 the company had instructed a contractor to carry out refurbishment works at the company's leasehold premises at a cost of £854,000.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2001

16 CONTINGENT ASSETS/LIABILITIES

There were no contingent assets/liabilities at 31 December 2001 or 31 December 2000.

17 LEASING COMMITMENTS

Operating lease payments amounting to £984,608 (2000: £984,608) are due within one year. The leases to which these amounts relate expire as follows:

	2001 Land and buildings £	2000 Land and buildings £
Between one and five years In five years or more	32,500 952,108	32,500 952,108
	984,608	984,608

18 PENSIONS

Defined Contribution Scheme

The company operates a defined contribution pension scheme for the benefit of all employees except for those employees mentioned below. The assets of the scheme are administered by trustees in a fund independent from those of the company.

The company make payments to a defined contribution pension scheme operated by an affiliated company for the benefit of 4 (2000: 2) employees.

DETAILED TRADING AND PROFIT AND LOSS ACCOUNT

	2001 £	2901 £	2000 £	2000 £
Turnover		11,750,685		6,371,548
Administration expenses				
Wages and salaries	7,163,756		4,529,699	
Employer payroll taxes	811,518		534,873	
Employee pension	45,312		26,770	
Data processing	241,984		152,377	
Information services	631,731		322,827	
Audit	18,645		8,125	
Stationery and supplies	222,580		119,975	
Services, postage and delivery	147,635		88,587	
Depreciation and amortisation	173,070		48,101	
Telephone	208,379		84,822	
Rent	1,027,002		132,812	
Travel	314,634		62,521	
Insurance	19,795		16,440	
General	154,839		83,602	
Rates	128,763		26,220	
Entertainment	56,135		24,039	
Sublease rental income	(38,754)		· -	
		(11,327,024)		(6,261,790)
Trading profit	- -	423,661	•	109,758
Bank interest received	(211)	743,001	(240)	105,750
Bank interest paid	4,158		115	
		(3,947)		125
Net profit for the year before taxation	·	419,714		109,883