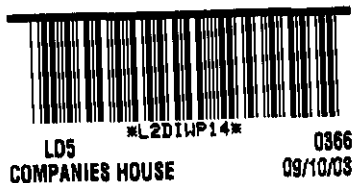


Company Registration No. 03014529 (England and Wales)



WHITESWAN (WORLDWIDE) LIMITED
DIRECTOR'S REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2002



GERALD EDELMAN
CHARTERED ACCOUNTANTS

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WHITESWAN (WORLDWIDE) LIMITED

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WHITESWAN (WORLDWIDE) LIMITED

DIRECTOR'S REPORT FOR THE YEAR ENDED 31 DECEMBER 2002

The director presents his report and financial statements for the year ended 31 December 2002.

Principal activities and review of the business

The company was dormant throughout the year under review.

Results and dividends

The director does not propose to declare a dividend in respect of the year.

Director

The following director has held office since 1 January 2002:

M. R. Turner

Director's interests

The director's interest in the shares of the company was as stated below:

	Ordinary shares of £ 1 each
	31 December 2002 1 January 2002

M. R. Turner	-	-
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Auditors

In accordance with section 385 of the Companies Act 1985, a resolution proposing that Gerald Edelman be reappointed as auditors of the company will be put to the Annual General Meeting.

Director's responsibilities

Company law requires the director 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 director is 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 director is responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable him to ensure that the financial statements comply with the Companies Act 1985. He is 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. R. Turner

Director

19 September 2003

WHITESWAN (WORLDWIDE) LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF WHITESWAN (WORLDWIDE) LIMITED

We have audited the financial statements on pages 3 to 4 which have been prepared under the historical cost convention and the accounting policies set out on page 4.

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 director and auditors

As described in the statement of director's responsibilities on page 1 the company's director is responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards.

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 director's 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 director's remuneration and transactions with the company is not disclosed.

We read the director's 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 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 director 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 2002 and have been properly prepared in accordance with the Companies Act 1985.


Gerald Edelman

19 September 2003

Chartered Accountants
Registered Auditor

25 Harley Street
London
W1G 9BR

WHITESWAN (WORLDWIDE) LIMITED

BALANCE SHEET AS AT 31 DECEMBER 2002

	Notes	2002 £	2001 £
Current assets			
Debtors	3	2	2
Total assets less current liabilities		2	2
Capital and reserves			
Called up share capital	4	2	2
Shareholders' funds - equity interests	5	2	2

The financial statements were approved by the Board on 19 September 2003



M. R. Turner
Director

WHITESWAN (WORLDWIDE) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2002

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 are prepared in accordance with applicable accounting standards.

2 Profit and loss account

The company was inactive throughout the year under review and made neither profits nor losses on an historical cost or any other basis.

3 Debtors	2002 £	2001 £
Other debtors	2	2

4 Share capital	2002 £	2001 £
Authorised 1,000 Ordinary shares of £ 1 each	1,000	1,000
Allotted, called up and fully paid 2 Ordinary shares of £ 1 each	2	2

5 Reconciliation of movements in shareholders' funds	2002 £	2001 £
Results for the financial year	-	-
Opening shareholders' funds	2	2
Closing shareholders' funds	2	2

6 Control

The company is a wholly owned subsidiary of Distantview Limited, whose ultimate holding company is Alkos Investment Syndicate SA, a company registered in Panama.