(formerly Hackremco (No.1029) Limited and BC Partners Limited)

COMPANY REGISTRATION NUMBER: 3043814

REPORT AND FINANCIAL STATEMENTS
31 DECEMBER 1995



(formerly Hackremco (No.1029) Limited and BC Partners Limited)

DIRECTORS

O W van der Wyck (Chairman)
J M Burgess
M B Guillet
P Hoppenot
S D Palley

SECRETARY

O W van der Wyck

COMPANY REGISTRATION NUMBER 3043814

Notes to the Accounts

REGISTERED OFFICE 105 Piccadilly London W1V 9FN

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(formerly Hackremco (No.1029) Limited and BC Partners Limited)

DIRECTORS' REPORT

The directors present their first report and financial statements for the period 10 April 1995 to 31 December 1995.

INCORPORATION AND CHANGE OF NAME

Hackremco (No.1029) Limited was incorporated on 10 April 1995. On 5 June 1995 the company changed its name from Hackremco (No.1029) Limited to BC Partners Limited and on 13 June 1995 changed its name from BC Partners Limited to BC Partners Europe Limited.

REVIEW OF THE BUSINESS

The company has not traded since incorporation.

DIRECTORS

Hackwood Directors Limited was appointed first director of the company from incorporation to its resignation on 7 July 1995, when O W van der Wyck, J M Burgess, M B Guillet, P Hoppenot, and S D Palley were appointed directors.

No director held any interest in the shares of the Company at the date of incorporation, the date of their appointment, or at 31 December 1995.

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 as at the end of the financial year and of the profit or loss of the company for that period. In preparing those financial statements, the directors consider that:

- suitable accounting policies have been selected and then consistently applied.
- judgements and estimates that are reasonable and prudent have been made.
- applicable accounting standards have been followed.
- the going concern basis is appropriate.

The directors have responsibility for keeping proper accounting which disclose with reasonable accuracy the financial position of the company and which enable them to ensure that the financial statements comply with the Companies Act 1985 and have a general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

AUDITORS

Pursuant to an elective resolution passed on 2 May 1996 the Company elected in accordance with Section 379A and 386 of the Companies Act 1985 to dispense with the obligation under Section 384 of the same Act to appoint auditors.

Approved by the board on 25 October 1996 and signed on its behalf OW van der Wyck
Secreta

Secretary

(formerly Hackremco (No.1029) Limited and BC Partners Limited)

BALANCE SHEET at 31 December 1995

Note 1995 £

Current assets

Debtors - amounts owed by holding company

25,000

Capital and reserves

Called up share capital - authorised, issued and fully paid

3

25,000

Equity shareholders' funds

25,000

The company was dormant throughout the financial period.

Approved by the board on 25 October 1996 and signed on its behalf

O W van der Wyck

Director

NOTES TO THE ACCOUNTS

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1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable accounting standards.

Basis of accounting

The financial statements are prepared under the historical cost convention.

2. PROFIT AND LOSS ACCOUNT

The company has not transacted business nor incurred any expenses and has made neither profit or loss nor any other recognised gain or loss during the period, hence no profit and loss account has been prepared. No emoluments were paid to the directors during the period.

3. SHARE CAPITAL

On 7 July 1995 the authorised share capital was increased to 25,000 ordinary shares of £1 each and a further 24,999 ordinary shares of £1 each were allotted and fully paid.

4. ULTIMATE PARENT COMPANY

The ultimate parent company is BC Partners Holdings Limited, a company registered in Guernsey at Barfield House, St. Julian's Avenue, St. Peter Port, Guernsey.