

**DOUGHTY HANSON & CO III NOMINEES 5
LIMITED**

**ANNUAL REPORT AND FINANCIAL
STATEMENTS FOR THE YEAR ENDED**

31 DECEMBER 2002



Registered In England No. 3637113

**DOUGHTY HANSON & CO III NOMINEES 5 LIMITED
REPORT AND FINANCIAL STATEMENTS FOR THE
YEAR ENDED 31 DECEMBER 2002**

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DOUGHTY HANSON & CO III NOMINEES 5 LIMITED

REPORT OF THE DIRECTORS

The Directors present their Report to the members together with the financial statements for the year ended 31 December 2002 which were approved by them on 1 September 2003.

Business review

The principal activity of the Company is to hold Fund investments as nominee on behalf of the General Partner (Doughty Hanson & Co Limited) for Doughty Hanson and Co III Limited Partnership 5 within Doughty Hanson & Co III which invests in equity and equity related investments.

Results

The company received no fees for acting as a nominee and all costs were incurred by its parent company. Accordingly, the company made neither a profit nor loss during the year. It is not anticipated that there will be any change to this state of affairs in the foreseeable future.

Directors

The directors of the company during the year were as follows.

	Appointed	Resigned
N. E. Doughty	23 September 1998	-
R.P. Hanson	23 September 1998	-
S.T. Horn	23 September 1998	18 December 2002
C. J. Wallis (alternate to N. E. Doughty)	24 September 1998	-
M. Lever	2 September 2002	-

DOUGHTY HANSON & CO III NOMINEES 5 LIMITED

REPORT OF THE DIRECTORS

Interests of directors

The interests of the Directors in office at 31 December 2002 in the capital of Doughty Hanson & Co Limited, the ultimate parent company, were as follows.

Director

		2001 & 2002	
		Ordinary £1 Shares	Participating £0.50 Shares
N. E. Doughty	Ordinary 'A' Shares	6,667	65,280
R. P. Hanson	Ordinary 'B' Shares	3,333	40,800
C. J. Wallis		-	24,480
M. Lever		-	-

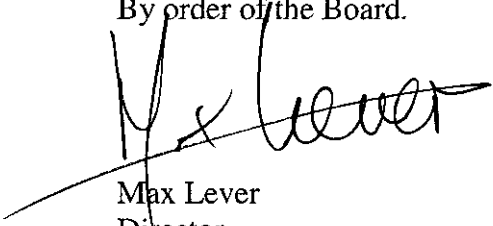
Auditors

Members have not required the Company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985.

Elective Resolution

Pursuant to Section 379A of the Companies Act 1985, as amended, an elective resolution was passed on 24 September 1998 to dispense with the laying of accounts before the company in general meeting and the holding of annual general meetings. Accordingly the accounts will not be presented to the company in general meeting.

By order of the Board.



Max Lever
Director
1 September 2003

Registered Office
45 Pall Mall
London
SW1Y 5JG

DOUGHTY HANSON & CO III NOMINEES 5 LIMITED STATEMENT OF 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 and of the profit or loss of the Company for that year. 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;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to 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.

The Directors confirm the financial statements comply with the above requirements.

DOUGHTY HANSON & CO III NOMINEES 5 LIMITED
BALANCE SHEET AS AT 31 DECEMBER 2002

	Notes	2002 £	2001 £
Current assets			
Debtors	4	<u>1</u>	<u>1</u>
Capital and Reserves			
Called-up share capital	5	1	1
Profit and loss account		—	—
Equity shareholders' funds		<u>1</u>	<u>1</u>

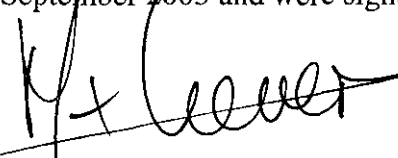
For the year ended 31 December 2002 the Company was entitled to exemption under section 249AA(1) of the Companies Act 1985.

Members have not required the Company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985.

The directors acknowledge their responsibility for:

- i) ensuring that the company keeps accounting records which comply with section 221, and
- ii) preparing accounts 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 its profit and loss for the financial year in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

The financial statements on pages 6 to 7 were approved by the Board of Directors on 1 September 2003 and were signed on its behalf by:-


M. Lever
Director

DOUGHTY HANSON & CO III NOMINEES 5 LIMITED
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR
ENDED 31 DECEMBER 2002

1 Basis of accounting

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

2 Directors' emoluments

No directors received emoluments during the year.

3 Employee information

There were no employees of the company during the year.

4 Debtors

	2002	2001
	£	£
Amount due from holding company	<u>1</u>	<u>1</u>

5 Share capital

	2002	2001
	£	£
Authorised		
100 Ordinary shares of £1 each	<u>100</u>	<u>100</u>
Allotted, called up and fully paid		
1 Ordinary shares of £1 each	<u>1</u>	<u>1</u>

6 Ultimate holding company

The Company is a wholly owned subsidiary of Doughty Hanson & Co Limited, a company registered in England and Wales. The consolidated financial statements are available from Companies House, Crown Way, Cardiff, Wales, CF4 3UZ.