

**R&Q NO 1 Limited  
(Formerly Renaissance Capital Partners Limited)**

**Annual Report and Financial Statements for the year ended 31 December 2007**

**The Company's registration number is 4024617**



**Financial Statements - for the year ended 31 December 2007**

	<b>Pages</b>
<b>Directors and Advisers</b>	<b>1</b>
<b>Report of the Directors</b>	<b>2-3</b>
<b>Independent Auditors' Report</b>	<b>4-5</b>
<b>Profit and loss account</b>	<b>6</b>
<b>Balance sheet</b>	<b>7</b>
<b>Cash Flow Statement</b>	<b>8</b>
<b>Notes to the Financial Statements</b>	<b>9-13</b>

## **Directors and Advisers**

### **Directors**

A K Quilter  
K E Randall  
C W Singh

### **Secretary**

J Watt

### **Registered Office**

9-13 Fenchurch Buildings  
London  
EC3M 5HR

### **Bankers**

National Westminster Bank Plc  
City of London Office  
PO Box 12258  
1 Princes Street  
London  
EC2R 8PA

### **Auditors**

CLB Littlejohn Frazer  
1 Park Place  
Canary Wharf  
London  
E14 4HJ

### **Registered Number**

4024617

**Report of the Directors  
For the year ended 31 December 2007**

The Directors have pleasure in presenting their Report together with the audited financial statements for the year ended 31 December 2007

**Change of Name**

On 23 January 2008 the Company changed its name from Renaissance Capital Partners Limited to R&Q NO 1 Limited

**Principal Activities**

The Company's principal activity is the provision of investment services in connection with the international insurance and reinsurance industry

**Review of the Business and Future Developments**

The profit and loss account for the year ended 31 December 2007 is set out on page 6

No dividend was paid in the year ended 31 December 2007 (2006 £nil)

Following the termination of the exclusive agreement with Dukes Place Holdings LP, the Directors are considering what future activities should be undertaken in 2008. As part of this review the Company's FSA authorisation was cancelled during 2007

**Directors**

The names of the Directors at the date of this Report appear on page 1

**Directors' and Officers' Liability Insurance**

As permitted by the Companies Act 1985, an insurance policy has been purchased on a group basis which covers the Directors of the Company

**Disclosure of Information to Auditors**

The Directors who held office at the date of approval of this Report of the Directors confirm that, so far as they are individually aware

- there is no relevant audit information of which the Company's auditors are unaware, and
- each Director has taken all steps that he ought to have taken as a Director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information

**Auditors**

CLB Littlejohn Frazer are the Company's auditors and are deemed to be re-appointed under the Companies Act 2006

**Report of the Directors**  
**For the year ended 31 December 2007 (continued)**

**Statement of Directors' Responsibilities**

Company law requires 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 year

The Directors confirm that suitable accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates have been used in the preparation of the Financial Statements. The Directors also confirm that applicable accounting standards have been followed subject to any material departures disclosed and explained in the notes to the financial statements

The Directors have prepared the Financial Statements on the going concern basis and have kept proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the Financial Statements comply with the Companies Act 1985. The Directors are also responsible for safeguarding the assets of the Company and for taking reasonable steps for the prevention and detection of fraud and other irregularities. The Directors are responsible for ensuring that the Report of the Directors is prepared in accordance with company law in the United Kingdom

This Report of the Directors has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small entities

By Order of the Board

A handwritten signature in black ink, appearing to be 'J Watt', written over the printed name and title.

J Watt  
Company Secretary

28 March 2008

**Independent Auditors' report to the Shareholders of  
R & Q No 1 Limited**

We have audited the Financial Statements of R & Q No 1 Limited (formerly Renaissance Capital Partners Limited) for the year ended 31 December 2007 which comprise the Profit and Loss Account, the Balance Sheet, the Cash Flow Statement and the related notes 1 to 18. These Financial Statements have been prepared under the accounting policies set out therein.

This report is made solely to the Company's shareholders, 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 shareholders 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 shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

**Respective Responsibilities of Directors and Auditors**

The Directors' responsibilities for preparing the Financial Statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) 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 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 whether in our opinion the information given in the Report of the Directors is consistent with the Financial Statements.

In addition we report to you if, in our opinion, 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 Report of the Directors 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 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.

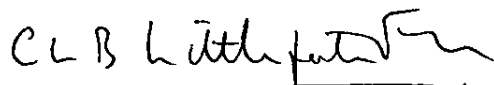
We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the Financial Statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the Financial Statements.

**Independent Auditors' report to the Shareholders of  
R & Q No 1 Limited (continued)**

**Opinion**

In our opinion

- the Financial Statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the Company's affairs as at 31 December 2007 and of its loss for the year then ended,
- the Financial Statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the Report of the Directors is consistent with the Financial Statements



**CLB Littlejohn Frazer**  
Chartered Accountants  
and Registered Auditors  
28 March 2008

1 Park Place  
Canary Wharf

**Profit and loss account**  
**For the year ended 31 December 2007**

	<b>Notes</b>	<b>2007 £</b>	<b>2006 £</b>
Turnover	2	-	542,500
Net operating expenses		(47,797)	(546,793)
Operating loss	3	(47,797)	(4,293)
Interest receivable		1,619	4,200
Loss on ordinary activities before taxation		(46,178)	(93)
Taxation on loss on ordinary activities	6	9	(77)
Loss on ordinary activities after taxation	11	(46,169)	(170)

The Company has no recognised gains and losses other than the loss above and therefore no separate statement of total recognised gains and losses has been presented

All operations are continuing

The accounting policies and notes on pages 9 to 13 form part of these Financial Statements



**Balance sheet**  
**As at 31 December 2007**

	<b>Note</b>	<b>2007 £</b>	<b>2006 £</b>
<b>Fixed Assets</b>			
Tangible assets	7	-	475
<b>Current Assets</b>			
Debtors	8	339	7,639
Cash at bank and in hand		56,522	273,856
		56,861	281,495
<b>Creditors</b> amounts falling due within one year	9	(2,518)	(181,458)
<b>Net current assets</b>		54,343	100,037
<b>Net assets</b>		54,343	100,512
<b>Capital and Reserves</b>			
Called up share capital	10	35,675	35,675
Profit and loss account		18,668	64,837
<b>Total Shareholder's funds</b>	12	54,343	100,512

The financial statements were approved by the Board of Directors on 28 March 2008 and were signed on its behalf by,



**C. W. Singh**  
**Director**

The accounting policies and notes on pages 9 to 13 form part of these Financial Statements

**Cash Flow Statement**  
**For the year ended 31 December 2007**

	<b>Note</b>	<b>2007 £</b>	<b>2006 £</b>
<b>Net cash (outflow)/inflow from operating activities</b>	14	(218,887)	135,507
<b>Returns on investments and servicing of Finance</b>	15	1,619	4,200
<b>Taxation paid</b>		(66)	(113)
<b>(Decrease)/increase in cash</b>		<u>(217,334)</u>	<u>139,594</u>
<b>Reconciliation of net cashflow to movement in net funds</b>	16		
<b>(Decrease)/increase in cash in the year</b>		(217,334)	139,594
<b>Net funds at 1 January</b>		273,856	134,262
<b>Net funds at 31 December</b>		<u>56,522</u>	<u>273,856</u>

The accounting policies and notes on pages 9 to 13 form part of these Financial Statements

**Notes to the financial statements**  
**For the year ended 31 December 2007**

**1 Principal accounting policies**

The financial statements have been prepared in accordance with applicable Accounting Standards in the United Kingdom. A summary of the more important accounting policies, which have been applied consistently, is set out below.

**Basis of accounting**

The financial statements are prepared under the historical cost basis of accounting.

**Turnover**

Turnover represents the value of services rendered during the year, excluding VAT.

**Depreciation**

Depreciation is calculated to write off the cost of fixed assets over the period of their estimated useful life. The estimated useful life of the principal category of fixed assets is as follows:

- Computer equipment    3 years

**Deferred Taxation**

Deferred tax is provided in full on timing differences which result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law.

Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered.

Deferred tax assets and liabilities have not been discounted.

**Pensions**

The Company makes pension contributions to a number of personal pension plans. The assets of the plans are administered separately from the Company's. The Company contributions are limited to the amounts payable.

**2 Turnover**

Turnover arises both within the United Kingdom and overseas from the Company's principal activity.

**3 Operating Loss**

	2007 £	2006 £
This is stated after charging		
Auditors' remuneration		
- for audit of the financial statements	2,500	8,000
Depreciation	475	803

**Notes to the financial statements**  
**For the year ended 31 December 2007 (continued)**

4 <b>Staff costs</b>	<b>2007</b> <b>£</b>	<b>2006</b> <b>£</b>
Wages and salaries	-	265,491
Social security costs	-	33,732
Pension contributions	-	111,295
	<u>-</u>	<u>410,518</u>

The average number of persons whose employment costs were charged to the Company during the year was	<b>2007</b> <b>No.</b>	<b>2006</b> <b>No.</b>
Advisory/Consultancy services	-	2
Office management	-	1
Total	<u>-</u>	<u>3</u>

5 <b>Directors' emoluments</b>	<b>2007</b> <b>£</b>	<b>2006</b> <b>£</b>
Aggregate emoluments	-	263,246
Company pension contribution	-	111,295
	<u>-</u>	<u>374,541</u>
Highest paid director		
Aggregate emoluments	-	179,111
Company pension contribution	-	30,133
	<u>-</u>	<u>209,244</u>

In 2006 the Company made contributions to the personal pension plans of three Directors

6 <b>Taxation</b>	<b>2007</b> <b>£</b>	<b>2006</b> <b>£</b>
Current tax		
UK corporation tax on loss of the period	-	181
Adjustments in respect of prior years	(9)	(104)
Tax on loss on ordinary activities	<u>(9)</u>	<u>77</u>

**Notes to the financial statements**  
**For the year ended 31 December 2007 (continued)**

**6 Taxation (continued)**

**Factors affecting tax charge for period**

The tax assessed for the period is lower than the standard rate of corporation tax in the UK. The differences are explained below

	<b>2007</b> <b>£</b>	<b>2006</b> <b>£</b>
Loss on ordinary activities before tax	(46,178)	(93)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 30% (2006 19%)	(13,853)	(18)
Effects of		
Permanent differences	-	184
Marginal Relief	-	(21)
Depreciation in excess of capital allowances	4	36
Unrelieved losses available for carry forward	13,849	-
Adjustments in respect of prior years	(9)	(104)
	<u>(9)</u>	<u>77</u>
Current tax (credit)/charge for period		

**7 Tangible fixed assets**

	<b>Computer Equipment £</b>
Cost	
At 1 January 2007 and 31 December 2007	<u>9,556</u>
Depreciation	
At 1 January 2007	(9,081)
Charge for the year	<u>(475)</u>
At 31 December 2007	<u>(9,556)</u>
Net book value at 31 December 2007	<u>-</u>
Net book value at 31 December 2006	<u>475</u>

**8 Debtors**

	<b>2007</b> <b>£</b>	<b>2006</b> <b>£</b>
Trade debtors	-	993
Other debtors	339	6,646
	<u>339</u>	<u>7,639</u>

**Notes to the financial statements**  
**For the year ended 31 December 2007 (continued)**

<b>9</b>	<b>Creditors: amounts falling due within one year</b>	<b>2007</b>	<b>2006</b>
		<b>£</b>	<b>£</b>
	Amounts due to group undertakings	18	163,383
	Corporation Tax	-	75
	Accruals	2,500	18,000
		<u>2,518</u>	<u>181,458</u>
<b>10</b>	<b>Called up share capital</b>	<b>2007</b>	<b>2006</b>
		<b>£</b>	<b>£</b>
	Authorised 35,675 Ordinary Shares of £1 each	<u>35,675</u>	<u>35,675</u>
	Allotted and fully paid 35,675 Ordinary Shares of £1 each	<u>35,675</u>	<u>35,675</u>
<b>11</b>	<b>Profit and loss account</b>	<b>2007</b>	<b>2006</b>
		<b>£</b>	<b>£</b>
	At 1 January	64,837	65,007
	Loss on ordinary activities after taxation	(46,169)	(170)
	At 31 December	<u>18,668</u>	<u>64,837</u>
<b>12</b>	<b>Reconciliation of movement in shareholders' funds</b>	<b>2007</b>	<b>2006</b>
		<b>£</b>	<b>£</b>
	Opening shareholders' funds	100,512	100,682
	Loss on ordinary activities after taxation	(46,169)	(170)
	<b>Closing shareholders' funds</b>	<u>54,343</u>	<u>100,512</u>
<b>13</b>	<b>Capital commitments</b>		
	There were no capital commitments at 31 December 2007 (2006 nil)		

**Notes to the financial statements**  
**For the year ended 31 December 2007 (continued)**

<b>14</b>	<b>Reconciliation of operating loss to net cash flow from operating activities</b>	<b>2007</b>	<b>2006</b>
		<b>£</b>	<b>£</b>
	Operating loss	(47,797)	(4,293)
	Depreciation	475	803
	Decrease in debtors	7,300	51,879
	(Decrease)/increase in creditors	(178,865)	87,118
	<b>Net cash (outflow)/inflow from operating activities</b>	<b>(218,887)</b>	<b>135,507</b>

<b>15</b>	<b>Returns on investments and servicing of finance</b>	<b>2007</b>	<b>2006</b>
		<b>£</b>	<b>£</b>
	Interest received	1,619	4,200

<b>16</b>	<b>Analysis of changes in Net Funds</b>	<b>At 1</b>	<b>Cashflow</b>	<b>At 31</b>
		<b>January</b>		<b>December</b>
		<b>2007</b>		<b>2007</b>
		<b>£</b>	<b>£</b>	<b>£</b>
	Cash at bank	273,856	(217,334)	56,522

**17 Related party transactions**

- (i) The Company is a wholly owned subsidiary of and controlled by Randall & Quilter Investment Holdings plc ("RQIH") and has taken advantage of the provision in Financial Reporting Standard No 8 which allows the Company not to disclose transactions with other consolidated group companies qualifying as related parties
- (ii) The Company provided management, directorship and other services to Dukes Place Holdings LP and its subsidiaries ("Dukes Place"), with whom it has an exclusive arrangement. This agreement was terminated on 31 December 2006. Fees amounting to £nil (2006 £542,500) were earned in the year. Dukes Place and its subsidiaries owed the company £nil (2006 £3,690) at 31 December 2007.

**18 Ultimate parent undertaking**

Group financial statements are prepared by the parent and ultimate parent undertaking, Randall & Quilter Investment Holdings plc ("RQIH"), a Company registered in England & Wales. Group Financial Statements can be obtained from 9-13 Fenchurch Buildings, London, EC3M 5HR.