Company No: 4126664

DC OUTSOURCING HOLDING U.K. LIMITED

DIRECTORS' REPORT AND ACCOUNTS

31 MAY 2002



DC OUTSOURCING HOLDING U.K. LIMITED

SECRETARY: Clifford Chance Secretaries Limited

REGISTERED OFFICE: 200 Aldersgate Street, London EC1A 4JJ

DIRECTORS' REPORT FOR THE PERIOD ENDED 31 MAY 2002

ACCOUNTS

The Directors submit their Report together with the Balance Sheet as at 31 May 2002.

No profit and loss account has been prepared as there was neither income nor expenditure for the period ended on that date.

The Directors do not therefore recommend the payment of a dividend.

ACTIVITIES

The Company is dormant and did not trade in the period to 31 May 2002.

DIRECTORS

The Directors who held office during the period ended 31 May 2002 are as follows:-

Name	Appointed	Resigned
Elmer Fisher	12 January 2001	
Anthony King	12 January 2001	
Richard Murray	12 January 2001	
Marc Schwarz	12 January 2001	
John Sullivan	12 January 2001	
Matthew Layton	18 December 2000	12 January 2001
Martin Richards	18 December 2000	12 January 2001

According to the Register kept pursuant to Section 325 of the Companies Act 1985 the directors had no interest in the shares of the Company in the period under review.

BY ORDER OF THE BOARD

DIRECTOR/SECRETARY

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DC OUTSOURCING HOLDING U.K. LIMITED

BALANCE SHEET AS AT 31 MAY 2002

31 MAY 2002

INCORPORATION

CURRENT ASSETS

Sundry Debtors

£ 1

£ 1

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REPRESENTED BY:

SHARE CAPITAL

Authorised -

100 Shares of £1 each

£100

£100

Issued as fully Paid -

1 Share of £1 each

£ 1

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£ 1

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NOTES:-

- 1. The Company had neither income nor expenditure during the period. Accordingly, no profit and loss account is submitted.
- 2. For the year ended 31 May 2002 the company was entitled to exemption under section 249AA(1) of the Companies Act 1985.

No members have required the company to obtain an audit of its accounts for the year in question in accordance with section 249B(2).

The directors acknowledge their responsibility for:-

- a) Ensuring the company keeps accounting records which comply with section 221 of the Companies Act 1985;
- b) Preparing accounts which give a true and fair view of the state of affairs of the company as at the end of its 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.

3. Agrounts were approved by the board of directors on February 12 2003.

Date February 12, 2003

Director