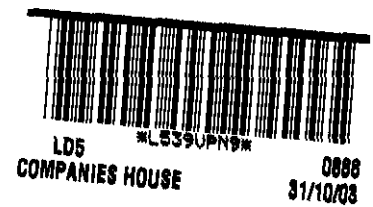


**INTERRISK PARTNERS LIMITED**

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**

**FOR THE PERIOD ENDED  
31 DECEMBER 2002**



**INTERRISK PARTNERS LIMITED**

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**COMPANY INFORMATION**

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**DIRECTORS**

J.A. Buckenham (appointed 06/09/01)  
S.J. Fraser (appointed 06/09/01)

**SECRETARY**

**COMPANY NUMBER**

4283024

**REGISTERED OFFICE**

One America Square  
17 Crosswall  
London  
EC3N 2LB

**AUDITORS**

Macnair Mason  
Chartered Accountants & Registered Auditors  
John Stow House  
18 Bevis Marks  
London  
EC3A 7ED

INTERRISK PARTNERS LIMITED

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# INTERRISK PARTNERS LIMITED

## DIRECTORS' REPORT For the period ended 31 December 2002

The directors present their report and the financial statements for the period ended 31 December 2002.

### 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 period. 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;
- 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.

### PRINCIPAL ACTIVITIES

The company's principal activity is that of business and management consultants.

The company was incorporated and commenced trading on 6 September 2001.

### DIRECTORS

The directors who served during the period and their beneficial interests in the company's issued share capital were:

	Ordinary shares of £1 each	
	<u>31/12/02</u>	<u>6/9/01</u>
J.A. Buckenham (appointed 06/09/01)	1	1 *
S.J. Fraser (appointed 06/09/01)	-	-

(\* held on date of appointment)

### SHARE CAPITAL

Share capital is to be issued such that after completion S.J Fraser will hold a 26% interest and J.A Buckenham a 25% interest. In addition, PH Group Bv will hold a 25% interest.

INTERRISK PARTNERS LIMITED

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DIRECTORS' REPORT  
For the period ended 31 December 2002

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AUDITORS

The auditors, Macnair Mason, will be proposed for reappointment in accordance with section 385 of the Companies Act 1985.

The report of the directors has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

This report was approved by the board on 29 October 2003. and signed on its behalf.



Director

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INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF INTERRISK PARTNERS LIMITED

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We have audited the financial statements of InterRisk Partners Limited for the period ended 31 December 2002 set out on pages 4 to 8. These financial statements have been prepared in accordance with the Financial Reporting Standard for Smaller Entities (effective June 2002) under the historical cost convention and the accounting policies set out on page 6.

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 DIRECTORS AND AUDITORS**

As described in the Statement of Directors' Responsibilities the company's directors are 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 Directors' 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 directors' remuneration and transactions with the company is not disclosed.

We read the Directors' 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 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.

**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 of its profit for the period then ended and have been properly prepared in accordance with the Companies Act 1985.



Chartered Accountants  
Registered Auditors

John Stow House  
18 Bevis Marks  
London  
EC3A 7ED

31 October 2003

**INTERRISK PARTNERS LIMITED**

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**PROFIT AND LOSS ACCOUNT**  
**For the period ended 31 December 2002**

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	Note	Period ended 31 December 2002 £
<b>TURNOVER</b>	1	703,482
Administrative expenses		(692,066)
<b>OPERATING PROFIT</b>	2	11,416
Interest receivable		2,184
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		13,600
<b>TAX ON PROFIT ON ORDINARY ACTIVITIES</b>	4	(202)
<b>PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION</b>		13,398

The notes on pages 6 to 8 form part of these financial statements.

INTERRISK PARTNERS LIMITED

**BALANCE SHEET**  
As at 31 December 2002

	Note	31 December 2002	£
<b>FIXED ASSETS</b>			
Tangible fixed assets	5		12,893
<b>CURRENT ASSETS</b>			
Cash at bank and in hand		14,132	
<b>CREDITORS:</b> amounts falling due within one year	6	(13,626)	
<b>NET CURRENT ASSETS</b>			<u>506</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			<u>13,399</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	7		1
Profit and loss account			13,398
<b>SHAREHOLDERS' FUNDS</b>			<u>13,399</u>

The financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies and in accordance with the Financial Reporting Standard for Smaller Entities (effective June 2002).

The financial statements were approved by the board on 29 October 2003 and signed on its behalf.

Director



The notes on pages 6 to 8 form part of these financial statements.



**NOTES TO THE FINANCIAL STATEMENTS**  
For the period ended 31 December 2002

**1. ACCOUNTING POLICIES**

**1.1 Basis of preparation of financial statements**

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective June 2002).

**1.2 Cash flow**

The financial statements do not include a cash flow statement because the company, as a small reporting entity, is exempt from the requirement to prepare such a statement under the Financial Reporting Standard for Smaller Entities (effective June 2002).

**1.3 Turnover**

Turnover comprises the invoiced value of goods and services supplied by the company, exclusive of Value Added Tax and trade discounts.

**1.4 Tangible fixed assets and depreciation**

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Fixtures & Fittings	-	25% straight line
Computer Equipment	-	25% straight line

**1.5 Going Concern**

In order to enable the company to maintain solvency the company's directors have deferred any entitlement to remuneration until such time as cashflow and profits are sufficient to make such payments.

**2. OPERATING PROFIT**

The operating profit is stated after charging:

	Period ended 31 December 2002 £
Depreciation of tangible fixed assets:	
- owned by the company	2,154
Auditors' remuneration	2,000
	<u>4,154</u>

**3. DIRECTORS' REMUNERATION**

	Period ended 31 December 2002 £
Aggregate emoluments	5,833
	<u>5,833</u>

INTERRISK PARTNERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS  
For the period ended 31 December 2002

4. TAXATION

	Period ended 31 December 2002 £
UK corporation tax on profits of the period	202

5. TANGIBLE FIXED ASSETS

	Furniture, fittings and equipment £
<b>Cost</b>	
Additions	15,047
At 31 December 2002	15,047
<b>Depreciation</b>	
Charge for the period	2,154
At 31 December 2002	2,154
<b>Net book value</b>	
At 31 December 2002	12,893

6. CREDITORS:  
Amounts falling due within one year

	31 December 2002 £
Corporation tax	202
Other creditors	13,424
	13,626

INTERRISK PARTNERS LIMITED

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NOTES TO THE FINANCIAL STATEMENTS  
For the period ended 31 December 2002

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7. SHARE CAPITAL

	31 December 2002 £
<b>Authorised</b>	
1,000 Ordinary shares of £1 each	1,000
<b>Allotted, called up and fully paid</b>	
1 Ordinary shares of £1 each	1

On 6 September 2001 the company allotted 1 ordinary share at par for cash.

8. RELATED PARTY TRANSACTIONS

J K Buckenham Limited is considered a related party by virtue of common directorships.

During the period the company paid £485,000 for support costs and service, £6,430 for furniture and £8,216 for computers.

At 31 December 2002, the amount owed to J K Buckenham Limited was £6,630.