

6322437

**Report of the Directors and
Financial Statements
for the Year Ended 31 December 2005
for
ENTERPRISE VENTURES
(GENERAL PARTNER RISINGSTARS) LIMITED**



ENTERPRISE VENTURES (GENERAL PARTNER RISINGSTARS) LIMITED

Contents of the Financial Statements For the Year Ended 31 December 2005

	Page
Company Information	1
Report of the Directors	2
Report of the Independent Auditors	3
Profit and Loss Account	4
Balance Sheet	5
Notes to Financial Statements	6

ENTERPRISE VENTURES (GENERAL PARTNER RISINGSTARS) LIMITED

Company Information For the Year Ended 31 December 2005

DIRECTORS:

R W Bamford
J B Diggines
J V Gavan

SECRETARY:

R J Hepper

REGISTERED OFFICE:

Preston Technology Management Centre
Marsh Lane
Preston
Lancashire
PR1 8UQ

REGISTERED NUMBER:

04322437 (England and Wales)

AUDITORS:

Ford Campbell
Chartered Accountants &
Registered Auditors
City Wharf
New Bailey Street
Manchester
M3 5ER

ENTERPRISE VENTURES (GENERAL PARTNER RISINGSTARS) LIMITED

Report of the Directors For the Year Ended 31 December 2005

The directors present their report with the financial statements of the company for the year ended 31 December 2005.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of general partner of the RisingStars Growth Fund, a limited partnership registered under the Limited Partnership Act 1907.

REVIEW OF BUSINESS

The results for the year and financial position of the company are as shown in the annexed financial statements.

DIVIDENDS

No dividends will be distributed for the year ended 31 December 2005.

DIRECTORS

The directors during the year under review were:

R W Bamford

J B Diggins

J V Gavan

appointed 18.04.05

The directors holding office at 31 December 2005 did not hold any beneficial interest in the issued share capital of the company at 1 January 2005 (or date of appointment if later) or 31 December 2005.

The interests of the directors in the shares of the ultimate parent undertaking are disclosed in that company's financial statements.

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

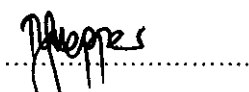
- select suitable accounting policies and apply them consistently;
- make judgements and estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis, unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records, which disclose with reasonable accuracy at any time the financial position of the company, and 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.

AUDITORS

The auditors, Ford Campbell, will be proposed for re-appointment in accordance with Section 385 of the Companies Act 1985.

ON BEHALF OF THE BOARD



R J Hepper - SECRETARY

Dated: 18 May 2006

ENTERPRISE VENTURES (GENERAL PARTNER RISINGSTARS) LIMITED

Report of the Independent Auditors to the Shareholders of Enterprise Ventures (General Partner RisingStars) Limited

We have audited the financial statements of Enterprise Ventures (General Partner RisingStars) Limited for the year ended 31 December 2005 on pages four to seven. These financial statements have been prepared under the historical cost convention and the accounting policies set out therein.

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 auditors' 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 on page two, the company's directors are responsible for the preparation of 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 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 if, in our opinion, the Report of the Directors 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 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.

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 2005 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Ford Campbell
Chartered Accountants &
Registered Auditors
City Wharf
New Bailey Street
Manchester
M3 5ER

Dated: 8 June 2006

ENTERPRISE VENTURES (GENERAL PARTNER RISINGSTARS) LIMITED

Profit and Loss Account For the Year ended 31 December 2005

		<u>31.12.05</u>	<u>31.12.04</u>
	Notes	£	£
TURNOVER		522,500	522,500
Administrative expenses		<u>522,500</u>	<u>522,500</u>
OPERATING PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		-	-
Tax on profit on ordinary activities	3	<u>-</u>	<u>-</u>
PROFIT FOR THE FINANCIAL YEAR AFTER TAXATION		-	-
RETAINED PROFIT CARRIED FORWARD		<u>-</u>	<u>-</u>

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current and previous years.

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profits for the current and previous years.

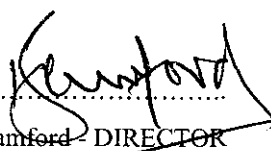
The notes form part of these financial statements

ENTERPRISE VENTURES (GENERAL PARTNER RISINGSTARS) LIMITED

Balance Sheet 31 December 2005

	Notes	<u>31.12.05</u> £	<u>31.12.04</u> £
CURRENT ASSETS			
Cash at bank and in hand		<u>12</u>	<u>20</u>
CREDITORS: Amounts falling due within one year	4	<u>10</u>	<u>18</u>
NET CURRENT ASSETS		<u>2</u>	<u>2</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u><u>2</u></u>	<u><u>2</u></u>
CAPITAL AND RESERVES			
Called up share capital	5	<u>2</u>	<u>2</u>
SHAREHOLDERS' FUNDS	8	<u><u>2</u></u>	<u><u>2</u></u>

ON BEHALF OF THE BOARD:



 R W Bamford - DIRECTOR

Approved by the Board on 18 May 2006

The notes form part of these financial statements

ENTERPRISE VENTURES (GENERAL PARTNER RISINGSTARS) LIMITED

Notes to the Financial Statements For the Year ended 31 December 2005

1. ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention.

Turnover

Turnover represents income due from the RisingStars Growth Fund, as a first charge on the net income and capital gains of the Funds.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Cashflow statement

Exemption has been taken from preparing a cashflow statement on the grounds that the company is wholly owned within a group and consolidated accounts, which include this company's results are publicly available.

2. STAFF COSTS

The directors did not receive any emoluments from the company during the current or previous year.

The company had no employees other than the directors in the current or previous year.

3. TAXATION

No liability to UK corporation tax arose on ordinary activities for the year ended 31 December 2005, nor for the year ended 31 December 2004.

4. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31.12.05 £	31.12.04 £
Amounts due to group undertakings	10	18

5. CALLED UP SHARE CAPITAL

Authorised:			31.12.05	31.12.04
Number:	Class:	Nominal	£	£
		value:		
1,000	Ordinary	£1	1,000	1,000
Allotted, issued and fully paid:				
Number:	Class:	Nominal		
		value:		
2	Ordinary	£1	2	2

ENTERPRISE VENTURES (GENERAL PARTNER RISINGSTARS) LIMITED

Notes to the Financial Statements For the Year ended 31 December 2005

6. ULTIMATE PARENT COMPANY

The company is a subsidiary of Enterprise Ventures Limited, a company registered in England and Wales.

The ultimate parent undertaking is Enterprise Ventures Group Limited, a company registered in England and Wales. Enterprise Ventures Group Limited is the smallest and largest group in which the company is a member, for which consolidated accounts are prepared.

7. RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption in FRS8 "Related Party Transactions" and has not disclosed transactions with group undertakings.

The income of the company is derived from The RisingStars Growth Fund, a fund managed by Enterprise Ventures Limited.

8. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	31.12.05 £	31.12.04 £
Profit for the financial year	-	-
Opening shareholders' funds	2	2
Closing shareholders' funds	2	2
Equity interests	2	2