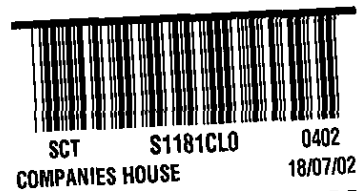


ELECTRA GENERAL PARTNER 'B' LIMITED

REPORT AND FINANCIAL STATEMENTS

**FOR THE YEAR ENDED
30TH SEPTEMBER 2001**



**REGISTERED NUMBER
SC118786**

ELECTRA GENERAL PARTNER 'B' LIMITED

Board of Directors

Alfred Merton Vinton (*Chairman*)

Philip John Dyke

Robert John Lewis

Hugh Anthony Lewis Holland Mumford

Kalvin Bret Booth (*Alternate Director for RJ Lewis*) (*resigned on 8 March 2002*)

Julian David Knott (*Alternate Director for H A L H Mumford*)

Stephen Daryl Ozin (*Alternate Director for RJ Lewis*)

Secretary and Registered Office

Philip John Dyke

50 Lothian Road

Festival Square

Edinburgh

EH3 9BY

ELECTRA GENERAL PARTNER 'B' LIMITED

Report of the Directors

The Directors present their Report and the financial statements of the Company for the year ended 30th September 2001.

PRINCIPAL ACTIVITY AND BUSINESS REVIEW

The Company is the General Partner of limited partnerships which were dissolved in February 1998. The company did not trade during the year under review and is not expected to trade in the near future.

DIRECTORS

Mr HALH Mumford, Mr AM Vinton (Chairman), Mr PJ Dyke and Mr RJ Lewis were Directors of the Company throughout the year ended 30th September 2001. Mr JD Knott was an Alternate Director for Mr HALH Mumford. Mr SD Ozin and Mr KB Booth were Alternate Directors for Mr RJ Lewis throughout the year ended 30th September 2001. On 8 March 2002 Mr KB Booth resigned as Alternate Director for Mr RJ Lewis. No other person was a Director during any part of the year under review.

DIRECTORS' INTERESTS


The interests of the Directors and of their families, all of which are beneficial except where noted, in the share capital of the Company's ultimate holding company, Electra Partners Limited are set out below. Other than as here disclosed, no Director had any notifiable interests in the securities of any further subsidiary of Electra Partners Limited or in the securities of the Company.

| Director | Number of Ordinary Shares in Electra Partners Limited | | Number of 'A' Shares in Electra Partners Limited | |
|-----------------|--|-----------------|---|-----------------|
| | 30.09.01 | 01.10.00 | 30.09.01 | 01.10.00 |
| P J Dyke | 16,250 | 16,250 | 16,250 | - |
| JD Knott | 16,250 | 16,250 | 16,250 | - |
| RJ Lewis | 18,770* | 18,770* | 18,770* | - |
| HALH Mumford | 47,500 | 47,500 | 47,500 | - |
| AM Vinton | 45,000 | 45,000 | 45,000 | - |
| KB Booth | 3,750 | 3,750 | 3,750 | - |
| SD Ozin | 5,000 | 5,000 | 5,000 | - |

* 20 shares held non-beneficially

ELECTIVE RESOLUTIONS

By a written resolution dated 8th December 1992 elective resolutions were approved whereby the Company is no longer required to hold Annual General Meetings, with the result that the Directors are no longer required to lay Accounts before the Company in general meetings.



By Order of the Board of Directors
PJ Dyke, Secretary
50 Lothian Road
Festival Square
Edinburgh
EH3 9BY

5 July 2002

ELECTRA GENERAL PARTNER 'B' LIMITED

Directors' Responsibilities for Preparing the Financial Statements

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 as at the end of that year and of its profit or loss for that year. In preparing those Financial Statements the Directors are required to:

- select appropriate accounting policies and then apply them consistently on the basis of *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 ensuring that proper accounting records are kept 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 taking such steps as are reasonably open to them for safeguarding the assets of the Company for the prevention and detection of fraud and other irregularities. The Directors confirm that they have complied with these requirements.

After making enquiries, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason they continue to adopt the going concern basis in preparing the Financial Statements.

ELECTRA GENERAL PARTNER 'B' LIMITED

Balance Sheet

| | Note | 30th September 2001 £ | 30th September 2000 £ |
|---|------|-----------------------------|-----------------------------|
| Current Assets | | | |
| Debtors | 4 | 5,733,342 | 5,733,342 |
| Creditors | | | |
| Amounts falling due within one year | 5 | 5,542,507 | 5,542,507 |
| Net Assets | | 190,835 | 190,835 |
| Capital and Reserves | | | |
| Called-up share capital | 6 | 2 | 2 |
| Profit and loss account | | 190,833 | 190,833 |
| Total Equity Shareholders' Funds | 7 | 190,835 | 190,835 |

For the year ended 30th September 2001 the Company was entitled to exemption under section 249A(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) of the Companies Act 1985. The Directors acknowledge their responsibility for:

- a) Ensuring the Company keeps accounting records which comply with section 221; and
- 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 the requirements of 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 4 to 6 were approved by the Board of Directors on 5 July 2002 and were signed on its behalf by:-



RJ Lewis Director

ELECTRA GENERAL PARTNER 'B' LIMITED

Notes to the financial statements

1. ACCOUNTING POLICIES

The financial statements have been prepared in accordance with applicable Accounting Standards in the United Kingdom. The more significant accounting policies are listed below.

- (a) The financial statements have been prepared under the historical cost convention.
- (b) Partnership Income is priority profit share from Limited Partnerships. This is accounted for on an accruals basis.
- (c) Expenses are accounted for on an accruals basis.
- (d) The Company is a wholly owned subsidiary of an EU company which publishes consolidated accounts that include a consolidated cash flow statement and therefore is not required to produce a cash flow statement.
- (e) This Company acted as General Partner to Electra Private Equity Partners which was dissolved in February 1998. The Financial Statements have been prepared on a going concern basis as the Directors believe that the value of assets and liabilities as stated is not materially different from their projected realisable value on 30th September 2001.

2. OPERATING EXPENSES

No audit fees were incurred during the period ended 30 September 2001 (2000:£nil).

3. DIRECTORS AND EMPLOYEES

No remuneration was paid to the Directors during the year (2000: £Nil). There were no employees of the Company (2000: None).

4. DEBTORS

Amounts due from Group Undertakings and related parties

| | 30th September 2001 £ | 30th September 2000 £ |
|----------------------------------|-----------------------------|-----------------------------|
| - Electra Administration Limited | 5,520,174 | 5,520,174 |
| Taxation recoverable | 213,168 | 213,168 |
| | 5,733,342 | 5,733,342 |

ELECTRA GENERAL PARTNER 'B' LIMITED

Notes to the financial statements (Continued)

| | 30th September 2001 £ | 30th September 2000 £ |
|--|-----------------------------|-----------------------------|
| 5. CREDITORS | | |
| Amounts falling due within one year:- | | |
| Amounts due to Group Undertakings and related parties | | |
| - Electra Kingsway Holdings Limited | 1,602,297 | 1,602,297 |
| - Electra Managers Limited | 3,413,626 | 3,413,626 |
| - Electra GP (Quoted) Limited | 6,300 | 6,300 |
| Other creditors | 520,284 | 520,284 |
| | 5,542,507 | 5,542,507 |
| 6. SHARE CAPITAL | | |
| Authorised | | |
| 1,000 ordinary shares of £1 each | 1,000 | 1,000 |
| Allotted, called-up and fully paid | | |
| 2 ordinary shares of £1 each | 2 | 2 |
| 7. RECONCILIATION OF MOVEMENTS IN EQUITY SHAREHOLDERS' FUNDS | | |
| There was no movement of Shareholders' funds during the year. | | |
| 8. RELATED PARTY TRANSACTIONS | | |
| Advantage has been taken of the exemption available under Financial Reporting Standard 8 (Related Party Disclosure) not to disclose transactions between entities, 90% or more of whose voting rights are controlled within the group. | | |
| 9. ULTIMATE HOLDING COMPANY | | |
| The Company's ultimate parent undertaking is Electra Partners Limited, a company incorporated in Great Britain and registered in England and Wales. Copies of Electra Partners Limited's Financial Statements are available from the Secretary of the Company at 65 Kingsway, London WC2B 6QT. | | |