

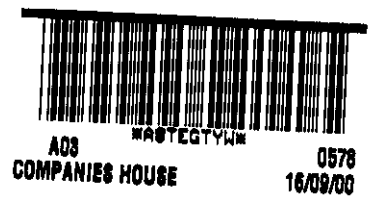
**INDEPENDENT CAPITAL CORPORATION LIMITED**

**FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 NOVEMBER 1999**

**Company Registration Number: 02824402**

**GYNCH SHAW MAURICE & CO**

Chartered Certified Accountants & Registered Auditors  
5 Glenthorpe Road  
Friern Barnet  
London N11 3HU



**INDEPENDENT CAPITAL CORPORATION LIMITED**

**FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 NOVEMBER 1999**

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**INDEPENDENT CAPITAL CORPORATION LIMITED**

**OFFICERS AND PROFESSIONAL ADVISERS**

**YEAR ENDED 30 NOVEMBER 1999**

**THE BOARD OF DIRECTORS:** Mr Jean Michel CHAMBOULIVE  
Mr Phillippe FRANCOIS  
Mr Jean CHAMBOULIVE

**COMPANY SECRETARY** : Mr Bahman Tasdighi

**REGISTERED OFFICE** : 3rd Floor  
46 Albemarle Street  
London W1X 3FE

**AUDITORS** : Gynch Shaw Maurice & Co  
Chartered Certified Accountants and  
Registered Auditors  
5 Glenthorne Road  
Friern Barnet  
London N113HU

**BANKERS** : National Westminster Bank Plc  
Piccadilly and New Bond Street Branch  
P O Box No. 2AG  
63 Piccadilly  
London W1A 2AG

**INDEPENDENT CAPITAL CORPORATION LIMITED****DIRECTORS' REPORT**  
**FOR THE YEAR ENDED 30 NOVEMBER 1999**

The directors have pleasure in presenting their report and the financial statements of the company for the year ended 30 November 1999.

**PRINCIPAL ACTIVITIES AND BUSINESS REVIEW**

The company's principal activity is to act as an arranger between buyers and sellers of shares, stocks, bonds and other securities and to provide financial advisory services.

**RESULTS AND DIVIDENDS**

The trading results for the year, and company's financial position at the end of the year are shown on pages 5 and 6 of the financial statements.

The directors have not recommended a dividend.

The balance of the loss for the year amounting to £111,260 will be carried forward.

**THE DIRECTORS AND THEIR INTERESTS IN SHARES OF THE COMPANY**

The directors who served the company during the year together with their beneficial interests in the shares of the company were as follows:

	<b>Class of share</b>	<b>1999</b>	<b>1998</b>
Mr Jean Michel CHAMBOULIVE	Ordinary Shares	10,000	10,000
Mr Phillippe FRANCOIS	Ordinary Shares	10,000	10,000
Mr Jean CHAMBOULIVE		-	-
		-----	-----

**FIXED ASSETS**

There were no fixed asset investments in the company. Equipment is hired and there are no contract commitments.

**INDEPENDENT CAPITAL CORPORATION LIMITED**

**THE DIRECTORS' REPORT (continued)**  
**FOR THE YEAR ENDED 30 NOVEMBER 1999**

**DIRECTOR'S 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 at the end of the year and of the profit or loss for the year then ended.

In preparing those financial statements, the directors are required to select suitable accounting policies, as described on page 8, and then apply them on a consistent basis, making judgements and estimates that are prudent and reasonable. The directors must also prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue 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. The directors 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.

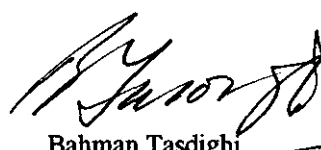
**CLOSE COMPANY PROVISIONS**

In the opinion of the directors, the company is a close company within the meaning of S.414 Income and Corporation Taxes Act, 1988 (as amended).

**AUDITORS**

A resolution to re-appoint Messrs Gynch Shaw Maurice & Co. as auditors for the ensuing year will be proposed at the annual general meeting in accordance with section 385 of the Companies Act 1985.

Signed on behalf of the directors

  
Bahman Tasdighi  
Company secretary

Approved by the directors on ..... 29.2.2000 .....

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Fax : (0044) 020 8368 1406  
Mobile : 077 8527 8958  
E-mail : [G.S.Mungur@btinternet.com](mailto:G.S.Mungur@btinternet.com)

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**INDEPENDENT CAPITAL CORPORATION LIMITED**

**AUDITOR'S REPORT TO THE SHAREHOLDERS**  
**FOR THE YEAR ENDED 30 NOVEMBER 1999**

We have audited the financial statements on pages 5 to 11, which have been prepared in accordance with the accounting policies set out on page 8.

**RESPECTIVE RESPONSIBILITIES OF THE DIRECTORS AND THE AUDITORS**

As described in the director's report, the directors of the company are responsible for the preparation of the financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

**BASIS OF OPINION**

We conducted our audit in accordance with 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 circumstances of the company, 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 affairs of the company as at 30 November 1999 and of its loss for the year ended, and have been properly prepared in accordance with the Companies Act 1985.

*Gynch Shaw Maurice & Co.*  
GYNCH SHAW MAURICE & CO.  
Chartered Certified Accountants  
& Registered Auditors

**GYNCH SHAW MAURICE & CO**  
CHARTERED CERTIFIED ACCOUNTANTS  
5 GLENTHORNE ROAD  
FRIERN BARNET  
LONDON N11 3HU

Date: 29 February 2000.

**INDEPENDENT CAPITAL CORPORATION LIMITED****PROFIT AND LOSS ACCOUNT**  
**FOR THE YEAR ENDED 30 NOVEMBER 1999**

	Note	1999 £	1998 £
<b>TURNOVER</b>	<b>2</b>	135,338	219,085
Discount received		-	124
		-----	-----
		135,338	219,209
Administrative expenses		260,249	327,018
		-----	-----
<b>OPERATING LOSS</b>	<b>3</b>	(124,911)	(107,809)
Interest receivable and similar income	6	13,651	4,155
Interest payable and similar charges	7	-	(2,800)
		-----	-----
<b>LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		(111,260)	(106,454)
Tax on ordinary activities		-	-
		-----	-----
<b>LOSS ON ORDINARY ACTIVITIES AFTER TAXATION</b>		(111,260)	(106,454)
Retained losses brought forward		(150,305)	(43,851)
		-----	-----
<b>RETAINED LOSSES CARRIED FORWARD</b>		£(261,565)	£(150,305)
		=====	=====

The company has no recognised gains or losses other than the results for the year as set out above. All activities of the company are classed as continuing.

The notes set out on pages 8 to 11 form an integral part of the financial statements.

**INDEPENDENT CAPITAL CORPORATION LIMITED****BALANCE SHEET**  
**AS AT 30 NOVEMBER 1999**

	Note	1999		1998	
		£	£	£	£
<b>FIXED ASSETS</b>					
Tangible assets			-		-
<b>CURRENT ASSETS</b>					
Debtors	8	97,104		161,911	
Cash at bank and in hand		88,525		114,776	
		<u>185,629</u>		<u>276,687</u>	
<b>CREDITORS: Amounts falling due within one year</b>	9	(37,194)		(104,969)	
<b>NET CURRENT ASSETS</b>			<u>148,435</u>		<u>171,718</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			<u>148,435</u>		<u>171,718</u>
<b>CREDITORS: Amount falling due after more than one year</b>	10	(40,000)		(40,000)	
<b>NET ASSETS</b>			<u>108,435</u>		<u>131,718</u>
			=====		=====
<b>CAPITAL AND RESERVES</b>					
Share capital:	11				
Equity		150,000		50,000	
Non equity		220,000		220,000	
		<u>370,000</u>		<u>270,000</u>	
Reserves		(261,565)		(138,282)	
<b>SHAREHOLDERS' FUNDS</b>			<u>108,435</u>		<u>131,718</u>
			=====		=====

The notes set out on pages 8 to 11 form an integral part of the financial statements.

These financial statements were approved by the directors and are signed on their behalf by:

  
.....  
MR JEAN MICHEL CHAMBOULIVE

  
.....  
MR PHILIPPE FRANCOIS

Date 29/02/00.....

Date 29/2/00.....



**INDEPENDENT CAPITAL CORPORATION LIMITED****CASH FLOW STATEMENT**  
**FOR THE YEAR ENDED 30 NOVEMBER 1999**

	1999	1998
	£	£
<b>Reconciliation of Operating loss to net cash inflow</b>		
<b>From operating activities</b>		
Operating loss	(124,911)	(107,809)
Decrease/(increase) in debtors	64,807	(13,340)
Increase/(decrease) in creditors	(40,242)	2,725
	-----	-----
<b>Net cash inflow from operating activities</b>	<b>(100,346)</b>	<b>(118,424)</b>
	=====	=====

**CASH FLOW STATEMENT**

<b>Net cash inflow from operating activities</b>	<b>(100,346)</b>	<b>(118,424)</b>
Return on investments and servicing finance	1,628	16,382
Capital expenditure: purchase of fixed assets	-	(335)
Sale of fixed assets	-	52,000
Financing :issue of shares	100,000	-
Loan	(26,926)	53,007
	-----	-----
<b>(Decrease)/Increase in cash</b>	<b>(25,644)</b>	<b>2,630</b>
	=====	=====

**INDEPENDENT CAPITAL CORPORATION LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 NOVEMBER 1999**

**1. ACCOUNTING POLICIES**

The financial statements have been prepared under the historical cost convention using the following accounting policies:

**Turnover**

Turnover represent amount of fees and commission receivable from the main activities of the company.

**Foreign currencies**

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences are taken into account in arriving at the operating profit/loss.

**2. TURNOVER**

The turnover and profit/loss before tax are attributable to the one principal activity of the company.

**3. OPERATING PROFIT/LOSS**

Operating profit/loss is stated after charging:

	<b>1999</b>	<b>1998</b>
	<b>£</b>	<b>£</b>
Auditors' fees	2,000	2,000
Exchange difference	(9,196)	948
	=====	=====

**4. PARTICULARS OF EMPLOYEES**

The aggregate payroll costs were:

	<b>1999</b>	<b>1998</b>
	<b>£</b>	<b>£</b>
Wages and salaries	-	27,500
	-----	-----
	-	27,500
	=====	=====

**INDEPENDENT CAPITAL CORPORATION LIMITED****NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 NOVEMBER 1998****5. DIRECTORS' EMOLUMENTS**

The directors' emoluments were:

	<b>1999</b>	<b>1998</b>
	<b>£</b>	<b>£</b>
Salaries	15,045	33,633
Medical and other insurance	5,676	4,817
Pensions contributions	3,600	3,600
	<u>24,321</u>	<u>42,050</u>
	<u>=====</u>	<u>=====</u>

Emoluments excluding pension contributions:

	<b>1999</b>	<b>1998</b>
	<b>£</b>	<b>£</b>
Chairman	-	-
Highest paid director	7,781	16,928
	<u>=====</u>	<u>=====</u>

**6. INTEREST RECEIVABLE AND SIMILAR INCOME**

	<b>1999</b>	<b>1998</b>
	<b>£</b>	<b>£</b>
Bank interest receivable and realised income	13,651	4,155
	<u>=====</u>	<u>=====</u>

**7. INTEREST PAYABLE AND SIMILAR CHARGES**

	<b>1999</b>	<b>1998</b>
	<b>£</b>	<b>£</b>
Interest on other loans	-	2,800
	<u>=====</u>	<u>=====</u>

**8. DEBTORS**

	<b>1999</b>	<b>1998</b>
	<b>£</b>	<b>£</b>
Trade Debtors	59,926	14,109
Other Debtors	24,353	137,793
Prepayments and accrued income	12,825	10,009
	<u>97,104</u>	<u>161,911</u>
	<u>=====</u>	<u>=====</u>

**INDEPENDENT CAPITAL CORPORATION LIMITED****NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 NOVEMBER 1999****9. CREDITORS : Amounts falling due within one year**

	<b>1999</b>		<b>1998</b>	
	<b>£</b>	<b>£</b>	<b>£</b>	<b>£</b>
Bank loans and overdrafts		-		607
Trade creditors		8,113		8,812
Other creditors including taxation and				
Social security:				
Taxation and Social Security	-		6,823	
Other creditors	-		14,189	
Directors' current account:				
J M Chamboulive	-		743	
P Francois	-		-	
Short term loan	26,081		53,007	
		<hr/>		<hr/>
		26,081		74,762
Accruals and deferred income		3,000		20,788
		<hr/>		<hr/>
		37,194		104,969
		<hr/>		<hr/>

**10. CREDITORS : Amounts falling due after more than one year**

	<b>1999</b>	<b>1998</b>
	<b>£</b>	<b>£</b>
Subordinated loans:		
Director- P Francois	10,000	10,000
Others	30,000	30,000
	<hr/>	<hr/>
	40,000	40,000
	<hr/>	<hr/>

**11. SHARE CAPITAL**

	<b>1999</b>	<b>1998</b>
	<b>£</b>	<b>£</b>
Authorised share capital		
50,000 Ordinary shares of £1 each	150,000	50,000
220,000 Preference shares of £1 each	220,000	220,000
	<hr/>	<hr/>
	370,000	270,000
	<hr/>	<hr/>

**Allotted, called up and fully paid :**

	<b>1999</b>		<b>1998</b>	
	<b>NO.</b>	<b>£</b>	<b>NO.</b>	<b>£</b>
Ordinary shares	150,000	150,000	50,000	50,000
Preference shares	220,000	220,000	220,000	220,000
	<hr/>	<hr/>	<hr/>	<hr/>
	370,000	370,000	270,000	270,000
	<hr/>	<hr/>	<hr/>	<hr/>

**INDEPENDENT CAPITAL CORPORATION LIMITED****NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 NOVEMBER 1999****12. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS****Equity shareholders' funds**

	<b>1999</b>	<b>1998</b>
	<b>£</b>	<b>£</b>
Loss for the financial period	(111,260)	(106,454)
Reserves	(12,023)	12,023
Increase in ordinary share capital	100,000	-
Opening shareholders' equity fund	(88,282)	6,149
	<u>-----</u>	<u>-----</u>
Closing shareholders' equity fund	(111,565)	(88,282)
	<u>=====</u>	<u>=====</u>

**Non-equity shareholders' funds**

	<b>1999</b>	<b>1998</b>
	<b>£</b>	<b>£</b>
Opening shareholders' non-equity funds	220,000	220,000
	<u>-----</u>	<u>-----</u>
Closing shareholders' non-equity funds	220,000	220,000
	<u>=====</u>	<u>=====</u>

**13. ULTIMATE HOLDING COMPANY**

The ultimate holding company is Jemerik SA which holds 86.67 per cent of the Ordinary Share Capital.

**14. CAPITAL COMMITMENTS**

There were no capital commitments at the balance sheet date.

**15. CONTINGENCIES**

There were no contingent liabilities at the balance sheet date.

**16. POST BALANCE SHEET EVENTS**

There were no major events after the balance sheet date.