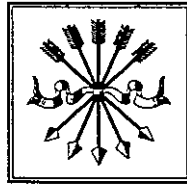


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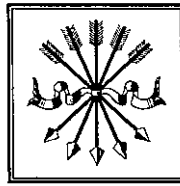
NEW COURT INTERNATIONAL LIMITED

Report of the Directors and Financial Statements for the year ended 31st March 1996

REGISTERED NUMBER: 2965424

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Report of the Directors

The directors present their annual report and the audited financial statements for the year ended 31st March 1996.

Principal Activities and Business Review

The principal activity of the Company is to provide group services. The results for the year are set out in the profit and loss account on page 6.

Proposed Dividend

The directors do not recommend the payment of a dividend (1995: £nil).

Fixed Assets

During the year the Company purchased a number of fixed assets. These additions are set out in note 5.

Directors and Directors' Interests

The directors who held office during the year were as follows:

Keith Palmer	(Chairman)
Michael Phair	(resigned 30th April 1996)
Sir Derek Thomas	
James Yates	

None of the directors who held office at the end of the financial year had any disclosable interest in the shares of the Company. All of the directors are also directors of the fellow subsidiary undertaking, N M Rothschild & Sons Limited, and their interests in the shares of group companies are disclosed in those financial statements.

NEW COURT INTERNATIONAL LIMITED

Report of the Directors

Auditors

Our auditors KPMG have indicated that a limited liability company, KPMG Audit Plc, is to undertake part of their audit business. Accordingly, a resolution is to be proposed at the Annual General Meeting for the appointment of KPMG Audit PLC as auditors of the Company.

By Order of the Board
N M Rothschild & Sons Limited

Secretary

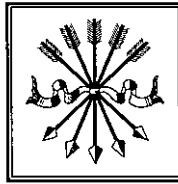
PER PRO

N. M. ROTHSCHILD & SONS LIMITED

A handwritten signature in dark ink, appearing to be 'New Court', is written over the printed name 'New Court'.

New Court
St. Swithin's Lane
London EC4P 4DU

22nd January 1997

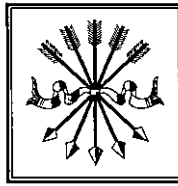


Statement of Directors' Responsibilities in Relation to Financial Statements

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 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;
- 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 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.



Report of the Auditors

to the members of New Court International Limited

We have audited the financial statements of pages 6 to 13.

Respective Responsibilities of Directors and Auditors

As described on page 4 the Company's directors are responsible for the preparation of 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 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 at at 31st March 1996 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG

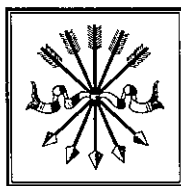
KPMG

Chartered Accountants

Registered Auditors

London

22 January 1997



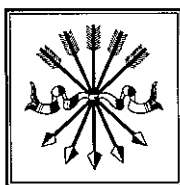
Profit and Loss Account

for the year ended 31st March 1996

		1996 £	1995 £
<i>Note 1</i>	TURNOVER	155,545	117,225
	Administrative expenses	(146,555)	(109,920)
	Interest payable	(3,353)	(215)
<i>Note 2</i>	PROFIT ON ORDINARY ACTIVITIES BEFORE TAX	5,637	7,090
<i>Note 4</i>	Tax on profit on ordinary activities	(8,000)	(4,098)
	RETAINED (LOSS)/PROFIT FOR THE FINANCIAL YEAR	(2,363)	2,992
	Retained profit brought forward	2,992	-
	RETAINED PROFIT CARRIED FORWARD	629	2,992

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

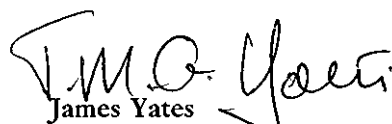
A statement of total recognised gains and losses is not required as all recognised gains and losses incurred during the year are shown in the profit and loss account.



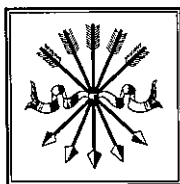
Balance Sheet

at 31st March 1996

	1996 £	1996 £	1995 £	1995 £
FIXED ASSETS				
<i>Note 5</i> Tangible Assets		19,805		2,393
CURRENT ASSETS				
<i>Note 6</i> Cash at Bank	116,856		12,957	
<i>Note 7</i> Debtors	13,756		66,740	
	130,612		79,697	
<i>Note 8</i> CREDITORS: amounts falling due within one year	(74,788)		(4,098)	
NET CURRENT ASSETS		55,824		75,599
TOTAL ASSETS LESS CURRENT LIABILITIES		75,629		77,992
CAPITAL AND RESERVES				
<i>Note 9</i> Called up share capital		75,000		75,000
Profit and loss account		629		2,992
<i>Note 10</i> EQUITY SHAREHOLDERS' FUNDS		75,629		77,992


 James Yates
 Director

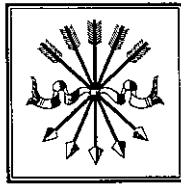
Approved by the Board of Directors on 22nd January 1997.



Cash Flow Statement

for year ended 31st March 1996

	1996 £	1996 £	1995 £	1995 £
<i>Note 11</i> NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES		127,542		(59,534)
TAXATION				
United Kingdom corporation tax paid	(4,098)		—	
Total tax paid		(4,098)		—
INVESTING ACTIVITIES				
Purchase of tangible fixed assets	(19,545)		(2,509)	
Net cash outflow from investing activities		(19,545)		(2,509)
Net cash inflow/(outflow) before financing		103,899		(62,043)
FINANCING				
Issue of ordinary share capital	—		75,000	
Net cash inflow from financing		—		75,000
Increase in cash and cash equivalents		103,899		12,957



Notes to the Financial Statements

for the year ended 31st March 1996

1 ACCOUNTING POLICIES

The principal accounting policies which have been consistently adopted in the presentation of the financial statements are as follows:

Basis of presentation

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules. Certain balances have been reclassified from Debtors to Cash at Bank.

Fixed assets and depreciation

Depreciation is provided by the Company to write off the cost less the estimated residual value of tangible fixed assets by equal instalments over their estimated useful economic lives as follows:

Motor Vehicles	-	5 years
Fixtures and Fittings	-	4 years
Computer Equipment	-	3 years

Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the end of the month of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

Turnover

Turnover represents fees for providing advisory and expert services.

NEW COURT INTERNATIONAL LIMITED

Notes to the Financial Statements

2		1996 £	1995 £
PROFIT ON ORDINARY ACTIVITIES BEFORE TAX	Is stated after:		
	(i) <i>Income</i>		
	Exchange difference arising on translation	2,098	463
	(ii) <i>Charges</i>		
	Depreciation	2,133	116
	Interest payable to Group undertaking	3,353	215
		5,486	331

The audit fee is paid on a group basis by NM Rothschild & Sons Limited in whose financial statements the costs are disclosed.

3	None of the directors received any remuneration from the company during the year (1995: £nil).
DIRECTORS' EMOLUMENTS	

4		1996 £	1995 £
TAX ON PROFIT ON ORDINARY ACTIVITIES	United Kingdom corporation tax at 33% (1995: 33%)	8,000	4,098

5		Motor Vehicles	Fixtures and Fittings	Computer Equipment	Total
TANGIBLE FIXED ASSETS		£	£	£	£
	COST				
	At beginning of period	—	1,694	815	2,509
	Additions	17,922	—	1,623	19,545
	At end of period	17,922	1,694	2,438	22,054
	DEPRECIATION AND DIMINUTION IN VALUE				
	At beginning of period	—	71	45	116
	Charge for period	896	424	813	2,133
	At end of period	896	495	858	2,249
	NET BOOK VALUE				
	AT 31ST MARCH 1996	17,026	1,199	1,580	19,805
	AT 31ST MARCH 1995	—	1,623	770	2,393

NEW COURT INTERNATIONAL LIMITED

Notes to the Financial Statements

6		
CASH AT BANK WITH FELLOW SUBSIDIARY UNDERTAKINGS	At the year end the Company held cash of £116,856 (1995: £12,957) at a fellow subsidiary undertaking.	

7		1996	1995
DEBTORS		£	£
	Other debtors	13,756	66,740

8		1996	1995
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		£	£
	Corporation tax payable	8,000	4,098
	Other creditors	66,788	—
		74,788	4,098

9		1996	1995
CALLED UP SHARE CAPITAL		£	£
	AUTHORISED		
	100,000 Ordinary shares of £1 each	100,000	100,000
	ALLOTTED, CALLED UP AND FULLY PAID		
	75,000 Ordinary shares of £1 each	75,000	75,000

10		1996	1995
RECONCILIATION OF MOVEMENTS IN EQUITY SHAREHOLDERS' FUNDS		£	£
	Opening equity shareholders' funds	77,992	2
	(Loss)/Profit for the period	(2,363)	2,992
	Share capital issued	—	74,998
	Closing equity shareholders' funds	75,629	77,992

NEW COURT INTERNATIONAL LIMITED

Notes to the Financial Statements

II

NOTES TO
THE CASH FLOW
STATEMENT

(i) Reconciliation of profit on ordinary activities before tax to net cash inflow/(outflow) from operating activities

	1996 £	1995 £
Profit on ordinary activities before tax	5,637	7,090
Decrease/(increase) in debtors	52,984	(66,740)
Increase in creditors	66,788	—
Depreciation	2,133	116
Net cash inflow/(outflow) from operating activities	127,542	(59,534)

(ii) Analysis of changes in cash and cash equivalents

	£
AT 6TH SEPTEMBER 1994	—
Net cash inflow	12,957
AT 31ST MARCH 1995	12,957
Net cash inflow	103,899
AT 31ST MARCH 1996	116,856

(iii) Analysis of the balances of cash and cash equivalents as shown in the balance sheet

	1996 £	1995 £	Change in year £
Cash at Bank	116,856	12,957	103,899

(iv) Analysis of changes in financing during the year

	1996 Share Capital £	1995 Share Capital £
At beginning of period	75,000	0
Cash inflow from financing	0	75,000
AT 31ST MARCH 1996	75,000	75,000

NEW COURT INTERNATIONAL LIMITED

Notes to the Financial Statements

12

PARENT
UNDERTAKING
AND ULTIMATE
PARENT
UNDERTAKING

The largest group in which the results of the Company are consolidated is that headed by Rothschild Concordia AG, incorporated in Switzerland.

The Company's ultimate parent undertaking is Rothschild Concordia AG.