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McKINSEY & COMPANY INC. UNITED KINGDOM FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2004

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To the Directors of McKinsey & Company, Inc. United Kingdom:

You have instructed us to review the financial statements of McKinsey & Company, Inc. United Kingdom for the year ended 31st December 2004 in the context of the UK GAAP. You have not instructed us to conduct an audit and accordingly we are not giving an audit opinion on the financial statements. The financial statements have been compiled from the accounting records and information and explanations supplied. These financial statements comprising the profit and loss account, balance sheet and related notes 1 to 5 have been prepared under the accounting policies set out therein, in a manner consistent with UK GAAP.

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The Gallagher Partnership LLP Chartered Accountants 2nd Floor, Titchfield House 69/85 Tabernacle Street London EC2A 4RR

31 October 2005

BALANCE SHEET AS AT 31ST DECEMBER 2004

| | Notes | 2004 € | 2003 € |
|--|-------|--------------|--------------|
| Fixed Assets | 1 & 2 | 17,816,151 | 18,974,449 |
| Current Assets | | | |
| Work-in-progress | 1 | 4,142,856 | 5,402,328 |
| Debtors | 3 | 27,627,385 | 32,945,019 |
| Cash | | 12,043,433 | 5,234,343 |
| | | 43,813,674 | 43,581,690 |
| Creditors: amounts falling due within one year | 4 | (45,924,277) | (58,539,135) |
| Net Current Liabilities | | (2,110,603) | (14,957,445) |
| | | 15,705,548 | 4,017,004 |
| | | | |
| Share Capital | | 100 | 100 |
| Capital Contribution | | 33,341,927 | 21,718,336 |
| Capital Reserve | | 4,390,487 | 4,390,487 |
| Retained Earnings | | (22,026,966) | (22,091,919) |
| | | 15,705,548 | 4,017,004 |

The accompanying notes are an integral part of this balance sheet.

Approved by McKinsey & Company, Inc. United Kingdom and Signed on their behalf by

Richard Baumgartner

October 2005

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31st DECEMBER 2004

| | Notes | 2004 £ | 2003 £ |
|------------------------------|----------|-------------|-------------|
| Revenues | 1 | 147,003,282 | 147,328,337 |
| Personnel Costs | | 91,774,879 | 97,090,694 |
| Gross Profit | | 55,228,403 | 50,237,643 |
| Administrative Expenses | 1, 2 & 5 | 55,613,074 | 60,180,084 |
| Other Income | | 449,624 | 1,254,906 |
| Net Profit/(Loss) Before Tax | | 64,953 | (8,687,535) |
| Taxation | 1 | 0 | 0 |
| Net (Loss) After Tax | | 64,953 | (8,687,535) |

The accompanying notes are an integral part of this profit and loss account.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st DECEMBER 2004

1 ACCOUNTING POLICIES

1.1 The financial statements for McKinsey UK have been prepared under the historical cost convention and in conformity with accounting principles generally accepted in United Kingdom. The entity is not required legally or otherwise to present financial statements which give a true and fair view.

1.2 Fixed assets and depreciation -

Fixed assets are recorded at historical cost less accumulated depreciation. Depreciation is provided on the following basis:

- Motor vehicles are depreciated on the same basis as the capital allowances available for them.
- Leasehold improvements are amortised over the remaining term of the lease.
- Furniture and equipment is depreciated on reducing balance basis over 3 to 10 years.

1.3 Corporation tax -

Corporation tax is provided on taxable profits at the prevailing rate.

1.4 Work-in-progress

WIP is valued at standard cost and included in creditors is an amount representing payments on account and invoices in advance calculated in accordance with the guidelines on Revenue recognition

1.5 Pension

McKinsey UK operates a pension scheme for its employees. The amount charged to the profit and loss account represents the amount payable for the year.

1.6 Revenues

Revenues include all amounts billable to clients. Revenues are recognised as services are rendered. The impact of revisions to engagement revenues are recognised in the period in which those changes become known.

1.7 Management services -

Management services represent the costs associated with the Firm Office of McKinsey that are charged to the local offices based on the consultant headcount. The Firm Office is dedicated to providing central support services to the various local offices of McKinsey worldwide.

1.8 Currency exchange -

Pounds Sterling is the functional currency for McKinsey UK. All assets and liabilities denominated in foreign currency are translated at year-end exchange rates, other than leasehold improvements and equipment that are translated at the applicable historical rates. Revenues and expenses are translated at current monthly exchange rates, except for depreciation of equipment and amortisation of leasehold improvements that are translated at historical rates. Translation gains and losses are included in income.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st DECEMBER 2004

2. FIXED ASSETS

| | Leasehold Improvements | Furniture & Equipment | Motor Vehicles | Total |
|--------------------------------------|---------------------------|--------------------------|-------------------|------------|
| Cost - | _ | | | |
| Cost brought forward | 19,518,298 | 9,343,315 | 428,827 | 29,290,440 |
| Additions | 293,132 | 583,422 | 0 | 876,554 |
| Disposals | | | (24,710) | (24,710) |
| Cost carried forward | 19,811,430 | 9,727,519 | 404,117 | 30,142,284 |
| Depreciation - | | | | |
| Depreciation brought forward | 4,869,733 | 5,197,074 | 249,185 | 10,315,991 |
| Charge for the year | 887,990 | 1,092,313 | 54,549 | 2,034,852 |
| Eliminated in respect of disposals | | | (24,710) | (24,710) |
| Depreciation carried forward | 5,757,723 | 6,289,386 | 279,024 | 12,326,133 |
| Net book value - | | | - | |
| As at 31 st December 2004 | 14,053,707 | 3,438,133 | 149,803 | 17,816,151 |
| As at 31st December 2003 | 14,648,565 | 4,146,241 | 179,642 | 18,974,449 |
| | | | | |

3. DEBTORS

| | 2004 | 2003 |
|---------------|------------|------------|
| Trade debtors | 24,833,813 | 30,134,462 |
| Other debtors | 32,564 | 31,091 |
| Prepayments | 2,761,008 | 2,779,466_ |
| | 27,627,385 | 32,945,019 |

4. CURRENT LIABILITIES

| Trade creditors | 3,009,028 | 2,606,261 |
|---|------------|------------|
| Other creditors | 11,482,211 | 6,274,044 |
| Intercompany balance | | 10,121,589 |
| Accruals | 24,505,061 | 29,183,999 |
| Payments on account and short term balances | 6,927,977 | 10,353,242 |
| | 45,924,277 | 58,539,135 |

5. DETAILED TRADING ACCOUNT - ADMINISTRATIVE EXPENSES

| Rent and occupancy | 15,454,701 | 15,479,700 |
|-------------------------------------|------------|------------|
| Other personnel costs | 2,542,100 | 1,465,414 |
| Depreciation | 2,034,853 | 2,217,492 |
| Loss/(Profit) on disposal of assets | (16,350) | 1,250,587 |
| Travel and entertaining | 9,291,963 | 7,220,105 |
| Inter office management services | 8,917,713 | 11,373,063 |
| Practice research | 6,538,356 | 7,732,324 |
| Interest and other finance charges | 3,090,688 | 3,436,576 |
| Legal and professional expenses | 1,972,422 | 1,956,996 |
| Other office expenses | 5,786,628 | 8,047,827 |
| - | 55,613,074 | 60,180,084 |