

A GUIDE TO OUR SERVICES



3 Coldbath Square
London
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Authorised and Regulated by the Financial Services Authority

".....we provide high quality corporate advisory and accountancy services to selected private clients and small to medium sized companies at a reasonable cost....."

**Corporate Finance Advisers
and
Chartered Accountants**

Energy, freshness of ideas and approachability are the hallmarks of our business.

We place a high value on our relationships with clients. They recognise that by encouraging us to get to know them and their needs, we can help to create opportunities for them and share with them our wealth of professional talent and expertise.

We offer continuity of contact between financial adviser and client. Our clients appreciate this and remain with us. In a modern competitive market, there can be no better testimonial.

This brochure provides a brief overview of our work and the breadth of the services we offer.

*“.....finding complimentary skills and excellence within
Corporate Finance and Accountancy.....”*

General Background

History

The origins of Kingswood date back some 40 years. In 1993 the firm moved into the City and adopted its present style and image.

Our Philosophy

Whatever our clients particular requirements or business objectives they all demand effective financial advice of a high quality. Understanding a client – the company’s culture, business, structure and objectives is of paramount importance when providing advice and establishing a relationship.

At Kingswood we strive for an efficient and beneficial relationship with our clients by:

- Understanding your business
- Anticipating the nature and level of services required
- Responding proactively to our clients concerns
- Managing all client relationships and work at partner level

Range of Services

- Corporate Finance Advice
- Investment Capital
- Business advisory and accounting services
- Audit and Assurance
- Taxation
- Financial Services Act Compliance
- Forensic Accounting and Expert Reports

Our Reputation

Kingswood is well known in the City and within other professional circles. The partners are members of the Corporate Finance and Taxation Faculties of the Institute of Chartered Accountants in England & Wales and Kingswood is a member of the illustrious City group of the LSCA.

Kingswood is frequently quoted in the national business press and the partners have been regularly featured at various conferences and other presentations.

".....we believe the right team with the right idea, properly presented, will get backing....."

Corporate Finance Advice

Independent advice, specialist skills, and quality of service are the hallmarks of our work. We are proud of our innovative solutions to our clients' business problems.

The team have backgrounds and relevant experience in accounting, taxation, merchant banking, venture capital, management consultancy and industry.

Kingswood Corporate Finance is dedicated to providing clients with a full range of corporate finance advisory services and support for transactions including:

- Acquisitions
- Development capital
- Management buy-outs/buy-ins
- New issues (AIM and OFEX)
- Valuations
- Joint ventures
- Due diligence
- Disposals
- Restructuring and refinancing
- Bid defence
- Shareholder disputes
- Corporate restructuring

Clients include listed and unlisted public companies, private companies, individual shareholders and management teams.

Kingswood's fee structure normally involves a mixture of a monthly retainers, hourly fees and, where appropriate, a success fee. In each case the fee arrangements are agreed in advance with the client, and can be tailored to meet the preferences of the client.

On specific assignments to raise capital, the Lehman scale is usually adopted, with this element of the fees only payable on the successful conclusion of the transaction.

*“..... a boat without a sound hull will not make it through stormy waters -
neither will a business without a sound capital base.....”*

Investment Capital

Kingswood Investment Partners provides equity and loan capital to private companies. This includes backing MBO's and MBI's. In addition the executives of Kingswood Investment Partners are able to bring a broad range of contacts as well as considerable experience to the board on strategic issues.

Kingswood Investment Partners have the necessary skills to be able to support the expansion or restructuring of a business; to strengthen existing management where required; to devise and conclude transactions which enhance shareholder value.

Through its associate, Kingswood Corporate Finance, Kingswood Investment Partners offers full advisory services whether seeking to buy, sell, float, or to raise different sources of capital.

Kingswood Investment Partners' services are intended:

- To introduce equity and / or loan capital.
- To devise appropriate capital structures consistent with the cashflow profile, risk/reward evaluation, within the objectives of the management team.
- To assess the corporate strategy and formalise the company's business plan.
- To advise on management structures and corporate governance issues.

“..... striving for an efficient and beneficial relationship with our client..... ”

Business Advisory and Accounting Services

Kingswood provides a full range of business advisory and accounting services.

In our role as business advisers we are involved in every stage of the client’s business, allowing us to plan for the future and to anticipate the effects of major business decisions.

By understanding of a client’s operations and organisation, it enables us, where appropriate, to give advice on the efficiency and effectiveness of the client’s operations. We also aim to help in the advancement and improvement of accounting systems.

Our complete range of accounting services is fully supported by the use of the latest information technology and state of the art software. We are always pleased to assist in overcoming short-term accounting difficulties and preparing accounting, financial or management information as required.

Our full range of services includes:

- Accountancy services
 - book-keeping services
 - management accounts
 - budgeting
- Cashflow forecasts and profit projections
- Advice on grants and other business incentives
- Business plans

“..... the chain of financial control is only as strong as the weakest link.....”

Audit and Assurance

Kingswood provides a full range of audit and assurance services.

Audit and Preparation of Financial Statements

We can provide a full independent audit, or prepare Year End financial statements for SME's qualifying from the audit exemption.

Cost effective auditing depends upon the auditor's deep understanding of a client's operations and organisation. Hence our audit approach commences with an initial review to assist us to develop this understanding. We ensure, by such reviews, and other analytical methods, that the accounts properly reflect the company's activities during the financial period. These reviews also enable us, where appropriate, to give advice on the efficiency and effectiveness of the client's operations. We also aim to help in the advancement and improvement of accounting systems.

Internal Audit and Financial Control Reviews

We can provide an outsourced internal audit function, and provide specific internal control reviews to help establish a reliable financial management system.

Company Secretarial and the 2006 Companies ACT

We can provide a company secretarial service for clients to ensure they comply with the Companies Act. This is now even more important with the introduction of the 2006 Act, where numerous changes have increased the burden for clients who undertake their own company secretarial function.

“.....No one likes paying tax! A review of personal and business affairs often reveals ways of saving tax which far outweigh the costs of the review.....”

Taxation

We offer a complete range of taxation services and if necessary can involve our overseas contacts in those cases where clients require facilities abroad.

We provide specialist advice in the more complex areas of value added tax and national insurance – services of increasing importance. We also provide a wide range of personal financial services and advice on trusts and wills.

Kingswood is both adviser and friend of the client in all dealings with the Inland Revenue. We are truly committed to fighting hard, but fairly, for each client’s rights within the law. We advise clients on tax affairs and provide tax planning services with a view to maximising tax efficiency in every situation and avoiding penalties for non-compliance.

The firm’s services cover both corporate and personal taxation in the UK and overseas. For most clients we negotiate and agree the position with the Inland Revenue.

We pride ourselves in not only looking at the present but also continually planning for the future. Comprehensive services are provided in respect of tax mitigation, be it inheritance tax, capital gains tax, corporation tax, income tax, employee benefits and remuneration packages.

Our full range of taxation services includes:

- Income tax
- Executorships
- PAYE
- Trusts
- Share valuations
- Capital gains tax
- Estate and inheritance tax planning
- National insurance
- Inland Revenue investigations
- VAT
- Tax planning
- Corporation tax

Our policy is to provide tax mitigation services that are balanced against the practical needs of business owners both now and into the future. We design tax strategies that provide you with financial protection, while ensuring your affairs are in compliance with the latest regulations. We believe this provides the assurance you need that you, your business and your family will not be faced with unwelcome tax surprises.

Our clients expect that tax planning should not, and will not, focus on one tax in isolation. We aim to minimise the balance of tax whilst matching your personal goals.

“.....the increasing burden of FSA requirements has lead clients to consider outsourcing as a more cost effective approach to compliance...”

Financial Services Act Compliance

Over the last few years Kingswood has established a significant role working with firms and their FSA requirements and reporting responsibilities.

Kingswood can assist with:

- Helping a firm register with the FSA including specific assistance with the initial business plan
- Advising on the capital resources requirements as required by the FSA
- Providing back office accounting support producing information for both management and the preparation of FSA reports.
- The FSA reporting requirements, both financial and non-financial
- Reviewing Scope of Permission Notices and Controlled Function responsibilities
- Acting as an approved FSA auditor

Additionally via Kingswood Corporate Finance Limited we can act as principal under the FSA Appointed Representative regime thereby helping to lift the direct burden of the FSA regulatory and financial requirements.

“.....Complex systems and corporate structures are making it increasingly difficult to track transactions and determine whether they have been accounted for correctly.....”

Forensic Accounting and Expert Witness

Over the past few years Kingswood have developed a reputation for providing independent expert witnesses reports, and are regularly providing testimony in court or as part of an arbitration process to support the claims of individual clients or as independent witnesses jointly retained.

Complex systems and corporate structures are making it increasingly difficult to track transactions and determine whether they have been accounted for correctly. Therefore, the use of forensic accounting services is often seen as the best way to provide reassurance to all parties concerned.

Business valuation or assessment of financial loss can be highly contentious and often require an independent assessment of the relevant detailed issues to facilitate an agreement between the parties involved.

Consequently, many investigation and reporting requirements are bespoke to a particular set of circumstances. However, in more general terms our services include:

- Forensic accounting investigations
 - Trust Distributions
 - Financial System integrity
- Business/Share Valuation
 - Minority shareholder disputes
 - Divorce proceedings
 - exercise of share options
- Litigation support
 - loss of profits
 - insurance claims
 - Sale & Purchase agreement warranties
 - fraud

“.....a professional adviser’s opinion is worth nothing unless paid for.....”

Fees

We appreciate that wherever practicable the client should know in advance the likely level of fees for the work we will be doing. We also know that changing circumstances can radically alter the client’s earlier expectation of costs and we will tell you when this happens. Interim billing can be appropriate for some work and is often preferred by our clients. We will bill on this basis when agreed with you.

Apart from routine matters and those for which there is an agreed scale or other arrangement, we will always wish to discuss our proposed fees with you. We will explain how we arrive at our suggested figures, including any variation from the basic rates, and if required give you a breakdown of the time spent by us.

The amount we charge will usually be based on hourly rates which vary according to the seniority of the people involved and are periodically reviewed. Our charges may also reflect the complexity or difficulty of the particular matter, the degree of priority required and its value to the client.

We will be pleased to agree special fee scales for work of a continuing nature, linked simply to the value of a transaction, or reflecting a mix of time, value and other factors.

“.....This is a people business and if we don't get high calibre people in we can't give high calibre advice out – and that is what Kingswood is all about..... ”

About Ourselves

Jonathan Massing BSc Econ FCA

Jonathan Massing is a Chartered Accountant. After qualifying with PriceWaterhouseCoopers he spent a number of years working in corporate finance, venture capital and M&A.

In 1993 he founded Kingswood, a City-based advisory firm specialising in corporate finance and accountancy services for private entrepreneurial businesses and smaller companies. In addition to his role as Managing Partner, his specialist areas of expertise include the valuation of private business; advising on shareholder disputes; acting as a financial expert; together with the provision of general strategic and financial advice.

Following Kingswood's role in several successful MBOs, he formed Kingswood Investment Partners (“KIP”) as an independent private equity investor, where he now acts as Chairman. KIP also acts as the General Partner to Kingswood Property Finance Limited Partnership, a financing and property investment partnership focussed on real estate transactions within Europe. He also has several outside non-executive and other appointments, including working with shareholders and senior management to identify and implement strategic objectives.

In addition to his business activities, he has acted from time to time as a Business Mentor to The Prince's Youth Business Trust which provides finance, advice and marketing support to 18-30 year olds who have a viable business idea, but no source of funding and are unemployed and of limited means.

Howard Moss B Com FCA

Howard graduated with a commerce degree and then joined Touche Ross where he qualified as a Chartered Accountant in 1980. The following years have been spent advising predominantly owner-managed businesses as well as being responsible for their accounting and tax compliance requirements. In 1993 he co-founded Kingswood.

Howard is actively involved in the local business community being a former President of the Islington Chamber of Commerce as well as acting as Trustee to the local major leisure organisation and in addition writes and lectures on business development and tax.

Jeffrey Pym BSc ACA

Jeff obtained his degree in Management Science and Physics before moving to London where he joined Moore Stephens, qualifying as a Chartered Accountant in 1989. He immediately moved into industry, where he has undertaken a number of corporate finance related roles, at executive, and more latterly, at Director level.

His experience covers negotiating and funding acquisitions and integrating those acquisitions into existing group structures. He has also raised over £100m of property backed finance, and more recently has raised equity funding for SMEs. He also acts in a non-executive capacity for certain clients.

Jeff joined Kingswood as Corporate Finance Director at the beginning of 2007 and is working with Jonathan to meet the ever increasing demand for advice from Kingswood Corporate Finance.

In Conclusion.....

Kingswood aims to work closely with clients at all stages of an assignment and to provide a highly personal service adapted to suit your particular needs and circumstances.

We know that we succeed by providing you with an improved performance and results.

Contact Us

For more information, or to arrange a meeting to discuss how we might help your business, please contact:

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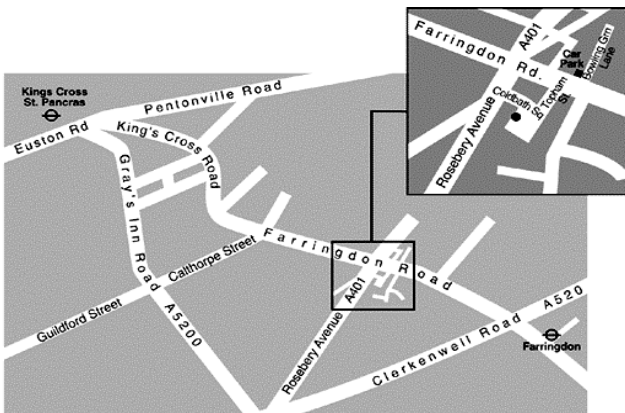
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Kingswood

Retained assignments completed successfully for a range of clients including:

- Acquisition by management of a business in liquidation.
- Advised and led management team in acquisition of electrical manufacturing business.
- Acted as UK adviser to Dutch public company seeking UK acquisitions to double size of UK business.
- Successfully negotiated settlement of dispute between minority shareholders.
- Restructured and financed commercial contract cleaning group.
- Advised on acquisition by client of major competitor in receivership.
- Acting as non-executive finance director to export/distribution business.
- Advised consortium seeking to raise up to £50M for privatisation transaction.
- Acquisition and funding of a freight haulage business.
- Advising minority shareholders/directors on sale of shares, compensation for loss of office and related matters.
- Arranging sale and leaseback property transaction.
- Advising management team of an institutionally funded property group on reverse take-over of a public company.

