

**EPIC (MAGISTRATE FINANCE) Société Anonyme  
(Luxembourg)  
R.C.S. Luxembourg: B - 102.781**

**ANNUAL ACCOUNTS  
DECEMBER 31, 2012  
with the Report of the Réviseur d'Entreprises agréé thereon**

46A Avenue J.F. Kennedy  
L-1855 Luxembourg

**EPIC (MAGISTRATE FINANCE) Société Anonyme  
(Luxembourg)  
R.C.S. Luxembourg: B - 102.781**

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**EPIC (MAGISTRATE FINANCE) Société Anonyme**  
(Luxembourg)  
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**Directors' Report**

The Directors present their annual report and the annual accounts for the year ended December 31, 2012.

**1. ACTIVITIES AND REVIEW OF THE DEVELOPMENT OF THE BUSINESS**

The object of the Company is to grant to Luxembourg or foreign entities loans, assistance in whatever form (e.g. including, but not limited to, by subscription of stocks, bonds, debentures, obligations or notes, advances, pledges or other guarantees of any kind).

The Company may also:

- (a) raise funds, including, but not limited to, the issue of bonds, notes, obligations and other evidences of indebtedness, and obtain loans;
- (b) grant security for funds raised, including, but not limited to, bonds, obligations and notes issued, and to grant security for indemnities given by the Company;
- (c) enter into agreements, including, but not limited to:
  - 1) underwriting agreements, marketing agreements and selling agreements in relation to the raising of funds;
  - 2) interest and/or currency exchange agreements and other financial derivative agreements; and
  - 3) bank and cash administration agreements, liquidity facility agreements, credit insurance agreements and agreements creating security in connection with the objects mentioned (a),(b),(c) 1. and 2. above.

The Company is formed for an unlimited duration.

During the year ended December 31, 2012 the Company has not purchased any of its own shares.

The Company was not involved or did not participate in any kind of research or development activities during the year ended December 31, 2012.

As at December 31, 2012 the Company has no branches.

On May 8, 2012 extraordinary general meeting of shareholders acknowledged and accepted that Mr. Erik van Os resigned as Director, Mr. Martinus C.J. Weijermans was appointed as a new Director.

On March 1, 2013 the extraordinary general meeting of shareholders acknowledged and accepted the resignation of Mr. Martinus C.J. Weijermans as Director of the Company. Mr. Patrick van Denzen was appointed as new Director.

The total expenses of GBP 10,691,319 are represented mainly by interest payable and similar charges for GBP 10,671,217.  
The total income of GBP 10,704,450 is mainly represented by other interests and other financial income for GBP 10,671,274.

**Credit Risk**

The Company may be exposed to a credit risk with third parties which whom it trades and may also bear the risk of settlement default.

**Counterparty Risk**

Some of the assets or derivatives will expose the Company to risk of Counterparty default.

**Interest Rate Risk**

The Company will be required from time to time to enter into Interest Rate Hedge transactions, which may be interest cap and/or swap transactions in order to hedge its interest rate exposure under the Portfolio and the Notes.

**2. RESULTS AND ALLOCATION**

The result for the year ended is a profit of GBP 13,131 which we propose to distribute as dividends.

**3. POST BALANCE SHEET EVENTS**

There were no significant events since the year end which could influence the results and the presentation of the current annual accounts.

**4. PROPOSAL**

We propose the approval of the annual accounts as well as the proposed allocation of the results and to give full discharge to the board of Directors and the independent auditor for their mandates during the year to December 31, 2012.

Luxembourg, October 22, 2013

*FR*

\_\_\_\_\_  
Mrs. Florence Rao  
Director

*FR*

\_\_\_\_\_  
Mr. Patrick van Denzen  
Director

By proxy by F. Rao

*[Handwritten Signature]*

\_\_\_\_\_  
Mr. Jorge Perez Lozano  
Director

*[Handwritten Signature]*

EPIC (MAGISTRATE FINANCE) Société Anonyme  
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(Luxembourg)

BALANCE SHEET

Financial year from January 1, 2012 to December 31, 2012 (in GBP)

ASSETS

	Financial year	Previous financial year
<b>A. Subscribed capital unpaid</b>	101	102
I. Subscribed capital not called	103	104
II. Subscribed capital called but not paid	105	106
<b>B. Formation expenses</b>	107	108
<b>C. Fixed assets</b>	109	110
I. Intangible assets	111	112
1. Costs of research and development	113	114
2. Concessions, patents, licences, trade marks and similar rights and assets, if they were	115	116
a) acquired for valuable consideration and need not be shown under C.I.3	117	118
b) created by the undertaking itself	119	120
3. Goodwill, to the extent that it was acquired for valuable consideration	121	122
4. Payments on account and intangible fixed assets under development	123	124
II. Tangible assets	125	126
1. Land and buildings	127	128
2. Plant and machinery	129	130
3. Other fixtures and fittings, tools and equipment	131	132
4. Payments on account and tangible assets in course of construction	133	134
III. Financial assets	135	136
1. Shares in affiliated undertakings	137	138
2. Loans to affiliated undertakings	139	140
3. Shares in undertakings with which the company is linked by virtue of participating interests	141	142
4. Loans to undertakings with which the company is linked by virtue of participating interests	143	144
5. Investments held as fixed assets	145	146
6. Loans and claims held as fixed assets	147	148
7. Own shares or own corporate units	149	150

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BALANCE SHEET

Financial year from January 1, 2012 to December 31, 2012 (in GBP)

ASSETS					
		Financial year		Previous financial year	
<b>D. Current assets</b>	151	<b>2,763,534</b>	152	<b>2,685,876</b>	
I. Stocks	153	-	154	-	
1. Raw materials and consumables	155	-	156	-	
2. Work and contracts in progress	157	-	158	-	
3. Finished goods and goods for resale	159	-	160	-	
4. Payments on account	161	-	162	-	
II. Debtors	163	2,422,424	164	2,370,808	
1. Trade debtors	165	-	166	-	
a) becoming due and payable after less than one year	167	-	168	-	
b) becoming due and payable after more than one year	169	-	170	-	
2. Amounts owed by affiliated undertakings	171	-	172	-	
a) becoming due and payable after less than one year	173	-	174	-	
b) becoming due and payable after more than one year	175	-	176	-	
3. Amounts owed by undertakings with which the company is linked by virtue of participating interests	177	-	178	-	
a) becoming due and payable after less than one year	179	-	180	-	
b) becoming due and payable after more than one year	181	-	182	-	
4. Other debtors	183	2,422,424	184	2,370,808	
a) becoming due and payable after less than one year	185	2,422,424	186	2,370,808	
b) becoming due and payable after more than one year	187	-	188	-	
III. Investments	189	-	190	-	
1. Shares in affiliated undertakings and in undertakings with which the company is linked by virtue of participating interests	191	-	192	-	
2. Own shares or own corporate units	193	-	194	-	
3. Other investments	195	-	196	-	
IV. Cash at bank and in hand	197	341,110	198	315,068	
<b>E. Prepayments</b>	199	-	200	-	
<b>TOTAL (ASSETS)</b>	201	<b>179,861,947</b>	202	<b>177,054,242</b>	


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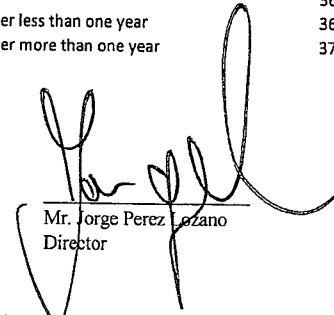
BALANCE SHEET


Financial year from January 1, 2012 to December 31, 2012 (in GBP)

LIABILITIES

	Financial year	Previous financial year
<b>A. Capital and reserves</b>	301 <u>37,331</u>	302 <u>37,252</u>
I. Subscribed capital	303 <u>22,000</u>	304 <u>22,000</u>
II. Share premium and similar premiums	305 <u>-</u>	306 <u>-</u>
III. Revaluation reserves	307 <u>-</u>	308 <u>-</u>
IV. Reserves	309 <u>-</u>	310 <u>-</u>
1. Legal reserve	311 <u>2,200</u>	312 <u>2,200</u>
2. Reserve for own shares	313 <u>-</u>	314 <u>-</u>
3. Reserves provided for by the articles of association	315 <u>-</u>	316 <u>-</u>
4. Other reserves	317 <u>-</u>	318 <u>-</u>
V. Profit or loss brought forward	319 <u>13,131</u>	320 <u>13,052</u>
VI. Result for the financial year	321 <u>-</u>	322 <u>-</u>
VII. Interim dividends	323 <u>-</u>	324 <u>-</u>
VIII. Investment subsidies	325 <u>-</u>	326 <u>-</u>
IX. Immunised appreciation	327 <u>-</u>	328 <u>-</u>
<b>B. Subordinated creditors</b>	329 <u>-</u>	330 <u>-</u>
<b>C. Provisions</b>	331 <u>-</u>	332 <u>-</u>
1. Provisions for pensions and similar obligations	333 <u>-</u>	334 <u>-</u>
2. Provisions for taxation	335 <u>-</u>	336 <u>-</u>
3. Other provisions	337 <u>-</u>	338 <u>-</u>
<b>D. Non subordinated debts</b>	339 <u>179,824,616</u>	340 <u>177,016,990</u>
1. Debenture loans	341 <u>177,873,554</u>	342 <u>175,062,807</u>
a) Convertible loans	343 <u>-</u>	344 <u>-</u>
i) becoming due and payable after less than one year	345 <u>-</u>	346 <u>-</u>
ii) becoming due and payable after more than one year	347 <u>-</u>	348 <u>-</u>
b) Non convertible loans	349 <u>177,873,554</u>	350 <u>175,062,807</u>
i) becoming due and payable after less than one year	351 <u>-</u>	352 <u>-</u>
ii) becoming due and payable after more than one year	353 <u>177,873,554</u>	354 <u>175,062,807</u>
2. Amounts owed to credit institutions	355 <u>-</u>	356 <u>-</u>
a) becoming due and payable after less than one year	357 <u>-</u>	358 <u>-</u>
b) becoming due and payable after more than one year	359 <u>-</u>	360 <u>-</u>
3. Payments received on account of orders in so far as they are not shown separately as deductions from stocks	361 <u>-</u>	362 <u>-</u>
a) becoming due and payable after less than one year	363 <u>-</u>	364 <u>-</u>
b) becoming due and payable after more than one year	365 <u>-</u>	366 <u>-</u>
4. Trade creditors	367 <u>-</u>	368 <u>-</u>
a) becoming due and payable after less than one year	369 <u>-</u>	370 <u>-</u>
b) becoming due and payable after more than one year	371 <u>-</u>	372 <u>-</u>

  
Mrs. Florence Rao  
Director

  
Mr. Jorge Perez Lozano  
Director

  
Mr. Patrick van Denzen  
Director

By proxy by F. Rao

The accompanying notes form an integral part of these annual accounts.



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BALANCE SHEET

Financial year from January 1, 2012 to December 31, 2012 (in GBP)

LIABILITIES

	Financial year		Previous financial year	
5. Bills of exchange payable	373	-	374	-
a) becoming due and payable after less than one year	375	-	376	-
b) becoming due and payable after more than one year	377	-	378	-
6. Amounts owed to affiliated undertakings	379	-	380	-
a) becoming due and payable after less than one year	381	-	382	-
b) becoming due and payable after more than one year	383	-	384	-
7. Amounts owed to undertakings with which the company is linked by virtue of participating interests	385	-	386	-
a) becoming due and payable after less than one year	387	-	388	-
b) becoming due and payable after more than one year	389	-	390	-
8. Tax and social security	391	8,502	392	3,840
a) Tax	393	8,502	394	3,840
b) Social security	395	-	396	-
9. Other creditors	397	1,942,560	398	1,950,343
a) becoming due and payable after less than one year	399	1,942,560	400	1,950,343
b) becoming due and payable after more than one year	401	-	402	-
E. Deferred income	403	-	404	-
<b>TOTAL (LIABILITIES)</b>	<b>405</b>	<b>179,861,947</b>	<b>406</b>	<b>177,054,242</b>


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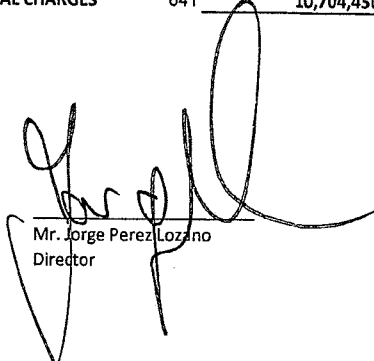
PROFIT AND LOSS ACCOUNT


Financial year from January 1, 2012 to December 31, 2012 (in GBP)

A. CHARGES

	Financial year	Previous financial year
1. Raw materials and consumables	601 -	602 -
2. Other external charges	603 15,124	604 19,111
3. Staff costs	605 -	606 -
a) Wages and salaries	607 -	608 -
b) Social security costs	609 -	610 -
c) Social security costs relating to pensions	611 -	612 -
d) Other social security costs	613 -	614 -
4. Value adjustments	615 -	616 -
a) on formation expenses and on tangible assets	617 -	618 -
b) on elements of current assets	619 -	620 -
5. Other operating charges	621 -	622 -
6. Value adjustments and fair value adjustments on financial fixed assets	623 -	624 -
7. Value adjustments and fair value adjustments on financial current assets. Loss on disposal of transferable securities	625 -	626 -
8. Interest payable and similar charges	627 10,671,217	628 10,421,187
a) concerning affiliated undertakings	629 -	630 -
b) other interest payable and similar charges	631 10,671,217	632 10,421,187
9. Extraordinary charges	633 -	634 -
10. Tax on profit or loss	635 4,978	636 4,496
11. Other taxes not included in the previous caption	637 -	638 -
12. Profit for the financial year	639 13,131	640 13,052
<b>TOTAL CHARGES</b>	641 10,704,450	642 10,457,846

  
Mrs. Florence Rao  
Director

  
Mr. Jorge Perez Lozano  
Director

  
Mr. Patrick van Denzen  
Director  
By proxy by F. Rao



EPIC (MAGISTRATE FINANCE) Société Anonyme  
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(Luxembourg)

PROFIT AND LOSS ACCOUNT

Financial year from January 1, 2012 to December 31, 2012 (in GBP)

**B. INCOME**

	Financial year	Previous financial year
1. Net turnover	701 -	702 -
2. Change in inventories of finished goods and of work and contracts in progress	703 -	704 -
3. Fixed assets under development	705 -	706 -
4. Reversal of value adjustments	707 -	708 -
a) on formation expenses and on tangible and intangible fixed assets	709 -	710 -
b) on elements of current assets	711 -	712 -
5. Other operating income	713 33,176	714 -
6. Income from financial fixed assets	715 -	716 -
a) derived from affiliated undertakings	717 -	718 -
b) other income from participating interests	719 -	720 -
7. Income from financial current assets	721 -	722 -
a) derived from affiliated undertakings	723 -	724 -
b) other income	725 -	726 -
8. Other interests and other financial income	727 10,671,274	728 10,457,846
a) derived from affiliated undertakings	729 -	730 -
b) other interest receivable and similar income	731 10,671,274	732 10,457,846
9. Extraordinary income	733 -	734 -
10. Loss for the financial year	735 -	736 -
<b>TOTAL INCOME</b>	<b>737 10,704,450</b>	<b>738 10,457,846</b>

*FR*

Mrs. Florence Rao  
Director

*Jorge Perez Bezano*  
Mr. Jorge Perez Bezano  
Director

*FR*

Mr. Patrick van Denzen  
Director

By proxy by F. Rao

*FR*  
*KM*

**EPIC (MAGISTRATE FINANCE) Société Anonyme**  
**(Luxembourg)**  
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**NOTES TO THE ANNUAL ACCOUNTS**  
**DECEMBER 31, 2012**

**General**

EPIC (Magistrate Finance) S.A. (hereafter "the Company") was incorporated in Luxembourg with the name Magistrate Finance S.A. on July 27, 2004 as a "société anonyme".

On May 19, 2005, during an Extraordinary General Meeting of Shareholders the Company changed its name from Magistrate Finance S.A. to EPIC (Magistrate Finance) S.A., as is reflected in these annual accounts.

The Company has changed its registered address from 1, allée Scheffer, L-2520 Luxembourg to 46A, avenue J.F.Kennedy, L-1855 Luxembourg on January 16, 2012 and is registered at the Luxembourg Commercial Register under number R.C.S. B 102.781.

The object of the Company is to grant to Luxembourg or foreign entities loans, assistance in whatever form (e.g. including, but not limited to, by subscription stocks, bonds, debentures, obligations or notes, advances, pledges or other guarantees of any kind).

The Company may also:

- (a) raise funds, including, but not limited to, the issue of bonds, notes, obligations and other evidences of indebtedness, and obtain loans;
- (b) grant security for funds raised, including, but not limited to, bonds, obligations and notes issued, and to grant security for indemnities given by the Company;
- (c) enter into agreements, including, but not limited to:

- 1) underwriting agreements, marketing agreements and selling agreements in relation to the raising of funds;
- 2) interest and/or currency exchange agreements and other financial derivative agreements; and
- 3) bank and cash administration agreements, liquidity facility agreements, credit insurance agreements and agreements creating security in connection with the objects mentioned 3.2 (a),(b),(c) 1. and 2. above.

The Company can perform all legal, commercial, technical and financial investments or operation and in general, all transactions which are necessary or useful to fulfil its objects as well as all operations connected directly or indirectly to facilitating the accomplishment of its purpose in all areas described above, however without taking advantage of the Act of July 31, 1929, on holding companies.

The share capital of the Company consist of 22 shares with a par value of GBP 1,000 each (GBP 22,000 of total amount).

As at December 31, 2012, 22 shares were issued and fully paid.

The company does not need to consolidate and is not included in any consolidated accounts.

The functional currency of the Company is British pound ("GBP").

On January 2008, the Company issued the Notes. The proceeds of the issuance of the Notes was used by the Company to (i) finance the Gartside loan, (ii) to pay certain costs and expenses in connection with such financing and (iii) meet certain costs and expenses in connection with the issuance of the Notes. The Notes will not be subordinated to any debt incurred or to be incurred by the Company.

**Summary of significant accounting policies**

**Basis of preparation**

The financial statements are prepared in accordance and compliance with Luxembourg Law and Generally Accepted Accounting Principles (Lux GAAP) and are prepared under the historical cost convention.

The layout of the balance sheet and profit and loss accounts has been modified as compared to December 31, 2011. The Company adopted the balance sheet and the profit and loss accounts format in accordance with the filing requirements of the "Registre de Commerce et des Sociétés Luxembourg" for the year ended December 31, 2012. The December 31, 2011 comparative format has been modified accordingly.

**Assets and liabilities**

Unless stated otherwise, assets and liabilities have been stated at their historical cost, expressed in GBP.

**Current debtors**

Current debtors are carried at anticipated realisable value. An estimate is made for doubtful accounts receivable based on a review of all outstanding amounts at the year end. Bad debts are written off during the year in which they are identified.

**Cash and cash equivalents**

Cash and cash equivalents comprise cash in hand, cash at bank, deposits held at call with banks, net of bank overdrafts. In the balance sheet, bank overdrafts are included in borrowings in current liabilities.

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NOTES TO THE ANNUAL ACCOUNTS  
DECEMBER 31, 2012

Summary of significant accounting policies - continued

Notes issued

In accordance with the limited recourse clause per the offering memorandum the noteholders will ultimately support the net results of the Company. Therefore, the Director's have decided to adjust the notes for the results incurred by the Company.

During the transaction period, gains and/or losses as a result from sales, defaults, market value adjustments and costs and fees may cause a partial reduction/redemption or addition on/to the Notes. Shortfalls will be borne by the Noteholders in inverse order of the priority of payments, additions are fully payable to the holders of the Notes. Consequently deferred consideration has been created and shown as a deduction/addition from /to the Notes and that is in order to reflect the realization value of the Notes as at the balance sheet date. Annually reductions / additions from/to the Notes may vary as a result of the performance of the underlying portfolio.

Derivative Instruments

The Company's derivative instruments are held for the hedging purposes and the Company has both the ability and intent to hold these instruments to maturity.

Foreign currencies

The Company maintains its accounts in GBP. Transactions expressed in currencies other than GBP are translated into GBP at the exchange rate effective at the time of the transaction.

Financial assets expressed in currencies other than GBP are translated into GBP at the exchange rate effective at the time of the transaction. At the balance sheet date, these assets remain translated at historical exchange rates.

Cash at bank and all items subject to fair value valuation are translated at the exchange rate effective at the balance sheet date. Exchange losses and gains are recorded in the profit and loss account of the period.

Other assets and liabilities are translated separately respectively at the lower or at the higher of the value converted at the historical exchange rate or the value determined on the basis of the exchange rates effective at the balance sheet date. The unrealised exchange losses are recorded in the profit and loss account. The realised exchange gains are recorded in the profit and loss account at the moment of their realisation. Consequently, only realised exchange gains and losses and unrealised exchange losses are reflected in the profit and loss account.

Where there is an economic link between an asset and a liability, these are valued in total according to the method described above and only the net unrealised loss is recorded in the profit and loss account.

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NOTES TO THE ANNUAL ACCOUNTS  
DECEMBER 31, 2012

**BALANCE SHEET**

**1. Financial fixed assets**

The financial fixed assets are comprised as follows:

*a) Loans and claims held as fixed assets*

The carrying value of loans and claims held as fixed assets is comprised as follows:

	<u>31/12/2012</u>	<u>31/12/2011</u>
Balance as at January 1	174,368,366	171,298,490
Movements for the year	<u>2,730,047</u>	<u>3,069,876</u>
Value as at December 31	<b>Balance</b> <u>177,098,413</u>	<u>174,368,366</u>

The loans and claims held as fixed assets represent the rights of the Company to receive payments, as stated under the Credit Facility Agreement, dated August 4, 2005, between the Company (being the original lender) and Gartside Limited (being the borrower).

**2. Debtors**

The debtors are comprised as follows:

*A. Other debtors*

*a) becoming due and payable after less than one year*

	<u>31/12/2012</u>	<u>31/12/2011</u>
Accrued interest income on securities	2,403,326	2,366,278
Other receivables	12,974	1,009
Tax advances	<u>6,124</u>	<u>3,521</u>
	<b>Balance</b> <u>2,422,424</u>	<u>2,370,808</u>

**3. Cash at bank**

The cash at bank is comprised as follows:

	<u>31/12/2012</u>	<u>31/12/2011</u>
Van Lanschot Bankiers		
EUR current account	6,277	8,735
GBP current account	4,922	31,168
The Royal Bank of Scotland plc		
Transaction account	<u>329,911</u>	<u>275,165</u>
	<b>Balance</b> <u>341,110</u>	<u>315,068</u>

**4. Capital and reserves**

The movements of the year are as follows:

	<u>Subscribed capital</u>	<u>Legal reserve</u>	<u>Profit / (Loss) brought forward</u>	<u>Profit / (Loss) for the year</u>	<u>Total</u>
Balance as at January 1, 2012	22,000	2,200	-	13,052	37,252
Allocation of the result	-	-	13,052	(13,052)	-
Dividends payable	-	-	(13,052)	-	(13,052)
Result for the year	<u>-</u>	<u>-</u>	<u>-</u>	<u>13,131</u>	<u>13,131</u>
Balance as at December 31, 2012	<u>22,000</u>	<u>2,200</u>	<u>0</u>	<u>13,131</u>	<u>37,331</u>

**Legal reserve**

Luxembourg companies are required to appropriate to the legal reserve a minimum of 5% of the net profit for the year after deduction of any losses brought forward, until this reserve equals 10% of the subscribed capital.

This reserve may not be distributed in the form of cash dividends, or otherwise, during the life of the Company.

The appropriation to legal reserve is effected after approval at the general meeting of shareholders.

As the legal reserve has already been fully appropriated, no further appropriation is required.

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NOTES TO THE ANNUAL ACCOUNTS  
DECEMBER 31, 2012

**BALANCE SHEET** - continued

5. **Non-subordinated debts**

The non-subordinated debts are comprised as follows:

**A. Bonds**

The bonds are comprised as follows.

**a) Non-convertible bonds**

a) becoming due and payable after more than one year

	Principal	Maturity date	Interest	Movement for the year	31/12/2012	31/12/2011
Floating Rate Note	162,561,102	2042	Floating	685,734	167,138,564	166,452,830
Zero Coupon Bond	1,425,000	2042	N/A	-	1,425,000	1,425,000
	163,986,102		<b>Balance</b>	<b>685,734</b>	<b>168,563,564</b>	<b>167,877,830</b>
					<b>31/12/2012</b>	<b>31/12/2011</b>
Balance of the Notes (total) as at January 1					167,877,831	166,718,846
Capitalized interest on notes for the year				685,734	685,734	1,158,985
Provision for value diminution - Balance as at January 1				7,184,976	7,184,976	5,283,858
Provision for value diminution - Movement for the year				2,125,013	2,125,013	1,901,118
<b>Balance as at December 31</b>					<b>177,873,554</b>	<b>175,062,807</b>

**B. Tax and social security debts**

The tax debts are comprised as follows.

**a) Tax debts**

**a) tax debts**

Corporate income tax					8,502	3,840
			<b>Balance</b>		<b>8,502</b>	<b>3,840</b>

**C. Other creditors**

The other creditors are comprised as follows:

**a) becoming due and payable after less than one year**

					<b>31/12/2012</b>	<b>31/12/2011</b>
Accrued interest expense on note					251,345	405,267
Accrued SWAP interest					1,664,589	1,502,807
Dividends payable					13,052	12,825
Other payables					13,338	28,638
Net wealth tax payable					44	-
Tax payable					192	806
<b>Balance</b>					<b>1,942,560</b>	<b>1,950,343</b>

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NOTES TO THE ANNUAL ACCOUNTS  
DECEMBER 31, 2012

**PROFIT AND LOSS ACCOUNT**

6. **Other external charges**

The other external charges are comprised as follows:

	<u>01/01/2012-</u> <u>31/12/2012</u>	<u>01/01/2011-</u> <u>31/12/2011</u>
Audit fees	11,391	10,573
Tax advisory fees	1,126	1,105
TMF fees	2,238	6,821
Other expenses	282	540
Bank charges	87	72
<b>Balance</b>	<u><u>15,124</u></u>	<u><u>19,111</u></u>

7. **Interest payable and similar charges**

The interest payable and similar charges are comprised of the following items:

*a) other interest payable and similar charges*

	<u>01/01/2012-</u> <u>31/12/2012</u>	<u>01/01/2011-</u> <u>31/12/2011</u>
Interest expense on Note	1,698,131	1,647,664
SWAP interest	6,846,872	6,868,616
Foreign exchange loss	1,159	3,593
Interest on taxes	0	196
Contribution to / from Noteholders	2,125,013	1,901,118
Other charges	42	-
<b>Balance</b>	<u><u>10,671,217</u></u>	<u><u>10,421,187</u></u>

8. **Income tax**

The income tax is comprised as follows:

	<u>01/01/2012-</u> <u>31/12/2012</u>	<u>01/01/2011-</u> <u>31/12/2011</u>
Corporate income tax	4,978	4,496
<b>Balance</b>	<u><u>4,978</u></u>	<u><u>4,496</u></u>

9. **Other operating income**

The other operating income are comprised as follows:

	<u>01/01/2012-</u> <u>31/12/2012</u>	<u>01/01/2011-</u> <u>31/12/2011</u>
Other operating income	33,176	-
<b>Balance</b>	<u><u>33,176</u></u>	<u><u>-</u></u>

10. **Other interests and other financial income**

The other interests and other financial income are comprised as follows:

*a) other interest receivable and similar income*

	<u>01/01/2012-</u> <u>31/12/2012</u>	<u>01/01/2011-</u> <u>31/12/2011</u>
Interest income on loan	10,668,954	10,457,555
Exchange gain	2,050	-
Bank interest income	270	291
<b>Balance</b>	<u><u>10,671,274</u></u>	<u><u>10,457,846</u></u>

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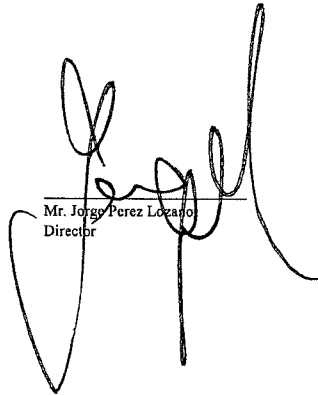
NOTES TO THE ANNUAL ACCOUNTS  
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OTHER NOTES

11. Staff costs  
During the year under review, the Company did not employ any personnel and, consequently, no payment for wages, salaries or social securities were made. (2011: nil)
12. Related party transactions  
There were no direct nor indirect transactions with main shareholders and members of its administrative, management and supervisory bodies that would be material and not concluded under normal market conditions. (2011: nil)
13. Emoluments granted to the members of the managing and supervisory bodies and commitments in respect of retirement pensions for former members of those bodies  
In December 31, 2012, the directors of the Company received no remuneration. (2011: nil)
14. Advances and loans granted to the members of the managing and supervisory bodies  
There are no advances, loans or commitments given on their behalf by way of guarantee of any kind granted to the members of the management and supervisory bodies during the financial year. (2011: nil)
15. Subsequent events  
There were no significant events since the year end which could influence the results and the presentation of the current annual accounts.

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\_\_\_\_\_  
Mrs. Florence Rao  
Director



\_\_\_\_\_  
Mr. Jorge Perez Lozano  
Director

*Fu*

\_\_\_\_\_  
Mr. Patrick van Denzen  
Director  
By proxy by F. Rao

*BA*  
*KM*

To the Shareholders  
**Epic (Magistrate Finance) S.A.**  
Société anonyme  
46A, avenue J. F. Kennedy  
L-1855 Luxembourg

## **REPORT OF THE REVISEUR D'ENTREPRISES AGREE**

### **Report on the annual accounts**

Following our appointment by the General Meeting of the Shareholders dated 22 August 2007, we have audited the accompanying annual accounts of **Epic (Magistrate Finance) S.A.**, which comprise the balance sheet as at 31 December 2012 and the profit and loss account for the year ended and a summary of the significant accounting policies and other explanatory information.

### **Responsibility of the Board of directors' for the annual accounts**

The Board of Directors is responsible for the preparation and fair presentation of these annual accounts in accordance with Luxembourg legal and regulatory requirements relating to the preparation of the annual accounts, and for such internal control as the Board of Directors determines is necessary to enable the preparation of annual accounts that are free from material misstatement, whether due to fraud or error.

### **Responsibility of the réviseur d'entreprises agréé**

Our responsibility is to express an opinion on these annual accounts based on our audit. We conducted our audit in accordance with International Standards on Auditing as adopted for Luxembourg by the Commission de Surveillance du Secteur Financier. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the annual accounts are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the annual accounts. The procedures selected depend on the réviseur d'entreprises agréé's judgement, including the assessment of the risks of material misstatement of the annual accounts, whether due to fraud or error. In making those risk assessments, the réviseur d'entreprises agréé considers internal control relevant to the entity's preparation and fair presentation of the annual accounts in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors, as well as evaluating the overall presentation of the annual accounts.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

## Opinion

In our opinion, the annual accounts give a true and fair view of the financial position of **Epic (Magistrate Finance) S.A.** as of 31 December 2012, and of the results of its operations for the year then ended in accordance with Luxembourg legal and regulatory requirements relating to the preparation of the annual accounts.

## Report on other legal and regulatory requirements

The Director's report which is the responsibility of the Board of Directors, is consistent with the annual accounts.

Luxembourg, 23 October 2013



**L'Alliance Révision S.à r.l.**  
Cabinet de révision agréé  
Represented by Bishen Jacmohone  
Réviseur d'entreprises agréé  
1, rue des Glacis  
L-1628 Luxembourg