An introduction to Cogent

We should like to introduce you to Cogent.

Cogent is an independent financial services business, licensed and regulated by the Guernsey Financial Services Commission and a Member of The Channel Islands Stock Exchange. We provide mainly wealth management, family office, trustee and corporate services to private and corporate clients.

Paul Backhouse (left) and Nick Ferris

The company was established in 2003 by Paul Backhouse and Nick Ferris, who have many years of diverse international experience. They previously worked together for over ten years at a major European financial institution, where they built one of the most successful banking, trust and investment groups in the Channel Islands.

Cogent was set up as a direct response to the demands of clients and professional advisors who are seeking a level and style of service that in the present financial services market is becoming increasingly difficult to find.

We sincerely hope that you will find the following information to be of interest and that you will agree Cogent offers a compelling, alternative opportunity in the provision of personalised financial services that are relevant to the needs and resources of each individual client.

We very much welcome feedback from existing and potential clients, as well as intermediaries and even competitors; consequently, we should be delighted to hear from you.

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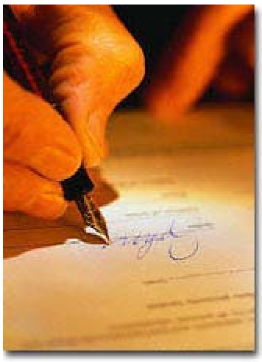
Services

Cogent provides a variety of services principally fiduciary and consultancy services.

Our primary business is the development and administration of international financial plans for individual clients and for specialised corporate structures. These plans are custom designed to serve a client's objectives of asset preservation, wealth and estate planning and international asset management.

We take great pride in the individual and flexible character of our services and in our knowledge, experience and reliability, that helps satisfy the most demanding needs of clients. In providing our services, we work closely with our clients and their professional advisors who provide specialist expertise in fiscal, legal and financial matters.

Trust services



The great attraction of a Trust is its flexibility for arranging personal, family or business affairs.

A Trust deed may be in a standard form or drafted to satisfy the particular needs of an individual client, where the terms may be extremely broad, or restrictive, as the circumstances dictate.

A Trust may prove useful for residents of both common and civil law countries, in structuring estate and tax planning, asset protection and preservation, continuity of ownership, long-term family provisions and anonymity of investment.

Cogent establishes Settlements and Trusts in a variety of forms and acts as Trustee. These range from private family arrangements for succession planning to complex international corporate structures such as those adopted in securitisation transactions. In addition, we can arrange to establish and administer Foundations.

Typically, we provide comprehensive administration services, including consolidated reporting and accounting.

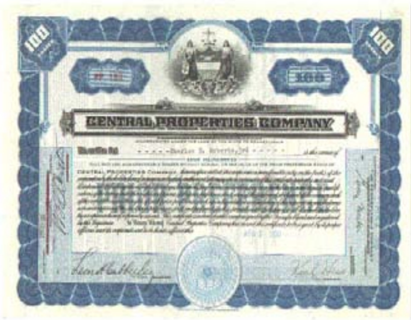
Cogent can undertake the trusteeship and administration of Employee Benefit Trusts and various corporate benefit schemes. These might include pension arrangements, share ownership and option plans or other types of incentive and bonus programmes, as well as personal arrangements for Retirement Annuity Trusts and QROPS.

For some clients a Private Trust Company (PTC) offers specific benefits. A PTC is typically used by a single family or for specialised commercial transactions and can avoid the direct licensing and regulatory requirements. The principal attraction has been the ability for the client and trusted advisers to take greater involvement in the decision making process of the trust and this has been of particular interest where private family companies or similar assets are held. Ownership of a PTC is normally through a Purpose Trust.

We will act as an Escrow agent and we have the necessary connections to provide a wide variety of alternative structures. As an independent business, we are well placed to act impartially, in an advisory or supervisory role; and this might involve our appointment as a Protector of trusts with third party trustees or in appropriate circumstances, Paul Backhouse or Nick Ferris will act as an individual co-trustee.

COGENT

Corporate services



A corporate vehicle can offer valuable opportunities in an international structure, especially in minimising taxation, in allowing for a convenient and effective means of holding assets and as a Special Purpose Vehicle in corporate planning.

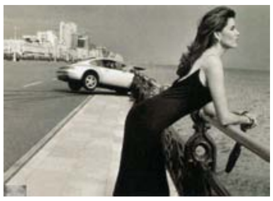
They are used for a wide variety of purposes including asset holding and financing, exploitation of industrial and intellectual property, captive insurance, employment and consultancy services, and trading business.

Cogent can incorporate and manage companies registered in Guernsey or in most other jurisdictions and we have the knowledge and experience to administer other entities such as guarantee companies and partnerships.

We can arrange for the incorporation of a new company or, in some circumstances, supply an existing company; thereafter, we provide continuing corporate management through the provision of directors and officers. Our administration services will involve maintenance of the statutory records, submission of Annual Returns and other filings and day-to-day administration. If required, we can co-ordinate completion of tax returns and arrange audits.

In some cases, the companies we administer are owned by Trusts where we are also the trustee, but in other circumstances, we can provide various forms of nominee facilities.

Insurance services



Life insurance and annuities are being used increasingly as international wealth and tax management tools, in conjunction with, or as substitutes for, conventional trusts and companies.

To offer such products to clients, and in an effort to set itself apart from other financial services businesses, Cogent has acquired interests in two specialist insurance providers, Lighthouse Capital Insurance Company and US Commonwealth Life.

These insurance companies provide purpose built Private Placement Variable Life Insurance and Variable Annuity policies. Each policy is designed to be compliant and tax effective providing security of the policy assets and substantial flexibility in the choice of investments, investment managers, custodians and the like.

Both insurers operate in conjunction with Aon Insurance Managers, a Fortune 500 company based in Chicago, and Hannover Re, one of the leading reinsurance companies in the world.

LIGHTHOUSE   U.S. Commonwealth Life

Details of the services of Lighthouse Capital Insurance and US Commonwealth Life are available separately

Information is also available at lighthousecapitalinsurance.com and uscommonwealthlife.com

Pension arrangements

Cogent has established pension schemes and Retirement Annuity Trusts to provide a variety of international pension opportunities for participants from around the world, including those resident in Guernsey and those with existing UK pension benefits. One such scheme, Liberty QROPS, has received formal approval from the Guernsey Tax Office and as a QROP in the UK from HMRC. More information is available on request or at libertyqrops.com

Stock exchange listing services

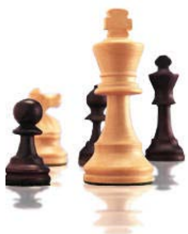
CHANNEL ISLANDS STOCK EXCHANGE

As a Member of The Channel Islands Stock Exchange (CISX) Cogent acts as a Sponsor of stock exchange listings and provides continued representation and a variety of related services; including listings on other exchanges such as AIM.

The CISX is a recognised and highly regarded stock exchange that offers full listing services and provides trading facilities. The CISX operates outside the European Union, consequently, it is not subject to EU directives and this can be a significant advantage in the context of regulatory requirements and costs. More information is available at cisx.com

As part of the service offered by Cogent, Paul Backhouse and Nick Ferris are prepared to act as directors of a company being sponsored for listing.

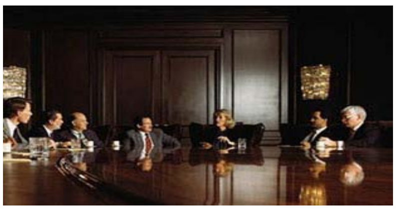
Consultancy services



The management at Cogent hold a variety of relevant professional qualifications and have vast experience in managing international financial services businesses. Cogent is therefore prepared to consider advisory and management contracts in a broad area of wealth management, trust and structuring services, including assistance with acquisitions, mergers, integrations and divestments.

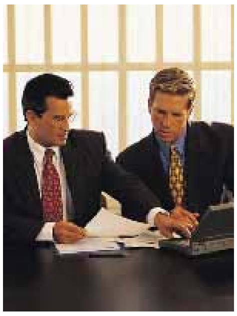
Corporate representation and management

Where a foreign enterprise wishes to establish a business in Guernsey, the industry standing and relationship with the licensing authorities means Cogent is well placed to provide 'Administered' services. Typically, such services have been provided in Guernsey to banks, trust companies and similar businesses wishing to have a local operation without the need to independently staff and manage the entity.



The considerable experience of Paul Backhouse and Nick Ferris and particularly their qualifications as professional directors, with substantial knowledge of current corporate governance practices, has resulted in both being prepared to consider their appointment as non-executive directors to a limited number of companies.

Our approach



At Cogent, we believe that each client has a unique set of demands and each has a different attitude towards risk and return; that is why our services are provided in an individual and tailored manner and why we are so keen to understand the objectives of each client.

It is our aim to match individual circumstances to the most effective solutions and products; and to do what needs to be done, in a clear, straightforward and timely manner. We do not believe in adding complexity to a service, when a simple, established and reliable standard solution is available.

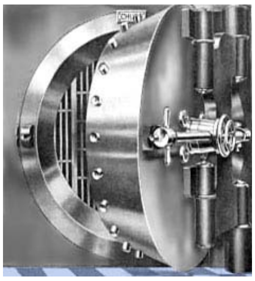
It is important to us that each client receives the best service available, in a manner appropriate to that client's needs and resources. When a basic service is required, that is what we provide and we do so in the most efficient and cost effective manner possible; on the other hand, we sincerely believe that when it is required, we are capable of providing innovative and flexible services often working in conjunction with specialist professionals.

While we place great importance upon the quality of our administration, client relationship and reporting, we are nevertheless convinced that we can provide benefit to our clients as a direct consequence of our varied disciplines and experience. Our professional training and the variety of our business activities, mean that we are often capable of providing alternative suggestions or solutions and we take great satisfaction whenever we are able to exceed the expectations of our clients.

With many years experience in the private client business we clearly understand the importance of client reporting. We spend time to understand what exactly a client expects because we want to deliver what a client wants rather than what is available, with our reports issued on time and in a form that is useful and addresses the important issues.

Security and protection of client assets

To ensure that client assets are held securely, we maintain relationships with a number of financial institutions for the custody of cash, securities and other assets. A client will not be restricted in dealing only with those institutions with which we already have a relationship and it will always be possible to select the most appropriate bank, manager or custodian for the specific circumstances. Facilities are also available for direct electronic access to certain of these institutions to view account balances, portfolio valuations and other relevant information.



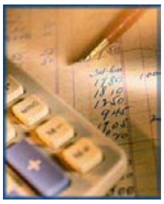
For the added protection of our clients, we are required by the Guernsey Financial Services Commission to maintain professional indemnity insurance and minimum capital requirements.

Due Diligence and Know Your Client

A certain amount of due diligence work is required before the acceptance of new business and this is achieved by the completion of a Cogent Know Your Client Questionnaire and a relevant Service Questionnaire. We will happily assist in the completion of these confidential Questionnaires, which not only satisfy our compliance requirements but also provide important information that enables us to better serve each individual client.

Fees and charges

Although we have a published Schedule of Fees, typically, we will charge fees on an agreed basis, appropriate to the circumstances; and a Fee Agreement is normally prepared and signed for each assignment. While a simple service may attract a standard fee, because we offer considerable flexibility in the services we provide, then it is customary for us to adopt a tailored approach to the manner and level of our charges.



Personnel

The Partners and senior staff possess a considerable level of professional expertise and practical experience that enables us to provide the highest possible level of service. We believe that our knowledge, quality of service and reputation distinguish us from our competitors.

We are always attentive to our client's needs, every client can be assured of ready access to a member of staff with a direct understanding of their affairs, and each client enjoys the benefit of personal attention.

Paul Backhouse Telephone (44) 1481 706787
Email paul.backhouse@cogentlimited.com

Paul Backhouse (55) has a wealth of experience in international business. During the last thirty years, he has lived in The Bahamas, Bermuda, Jersey and Guernsey, and has been responsible for private client businesses in many other countries. The majority of his professional career has been spent advising and working closely with clients and their advisors in Europe, North and South America and Asia. He is a former board member of Fortis Private Banking and has been a member of several advisory boards and committees, including the Development Steering Group and the Anti-Money Laundering Steering Group of the Guernsey Financial Services Commission. He is a former Chairman of the International Bankers Association in Guernsey and presently sits as a member of the Guernsey Finance Fiduciary Liaison Committee. Paul is an Associate of the Chartered Institute of Bankers from which he holds Trust, Investment and Tax diplomas, he also holds the Institute of Directors Diploma in Company Direction, is a Fellow of the Securities and Investment Institute and a founder member of the Society of Trust and Estate Practitioners in Guernsey. Married with two children, Paul and his family have lived in Guernsey since 1993.

Nick Ferris Telephone (44) 1481 706786
Email nick.ferris@cogentlimited.com

Nick Ferris (46) was born in Guernsey where he has strong family ties. He was educated on the Island at Elizabeth College before attending university in England. Nick subsequently returned to Guernsey where he has worked in the finance industry for over fifteen years. He was formerly head of MeesPierson (Fortis) in Guernsey, where he spent over eleven years. While there, he was responsible for operations, he also took over the management of a small niche trust business from Hong Kong at the time of the return of the colony to China, before becoming Managing Director and leading the company through a period of significant growth and strategic change. MeesPierson was one of the leading financial services companies in the Channel Islands with over 170 staff providing fiduciary services, investment management and banking. Nick is a Chartered Director with the Institute of Directors and holds a BA in Business and Finance. He is married with two children.

Guernsey

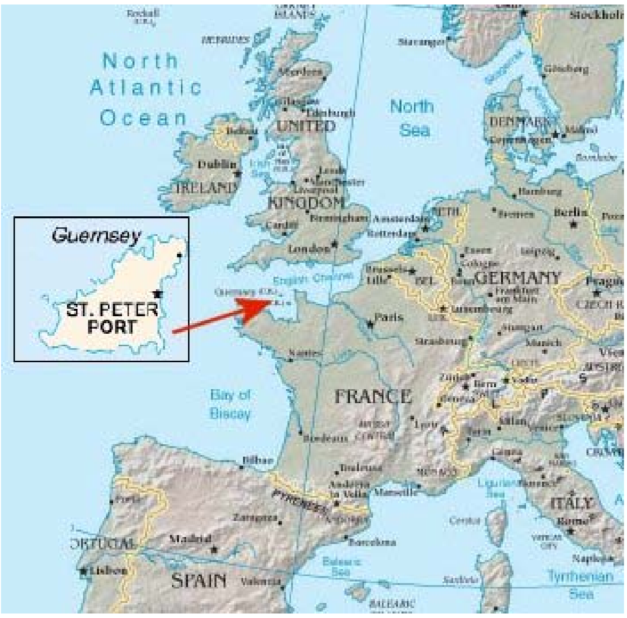
Guernsey is one of the two principal Channel Islands and is situated in The English Channel, 25 miles west of the coast of Normandy, France. The Island has an area of 24 square miles and a population of approximately 60,000.

Guernsey is not part of the United Kingdom nor is it a sovereign state. It is an English Crown dependency and is self-governing except for matters of defence and foreign affairs, which are handled by the UK. There is a democratically elected assembly; however, there are no political parties in Guernsey.

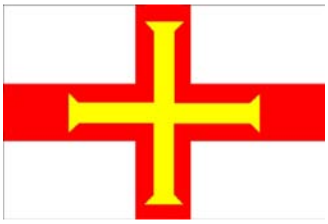
Guernsey has its own laws and legislature that deals with domestic matters including taxation. The UK government does not control nor supervise any activities in the Island, whether financial or commercial.

Protocol 3 of the Treaty of Accession of the United Kingdom to the EU governs the relationship between the Channel Islands and the European Union. This preserves the complete autonomy of the Islands and is particularly important for matters such as internal affairs, legislation, fiscal and other commercial activities and regulations. In addition, the Island has OECD status as a result of being included in the 1961 ratification of the convention by the UK.

Guernsey has built up an enviable reputation being among the premier international finance centres, offering security, professionalism and discretion in all aspects of financial services business. It is a mature and naturally developed international centre with an impressive infrastructure and is keen to attract quality business. It was included on the initial so-called OECD 'White List' of jurisdictions that have substantially implemented the internationally agreed tax standard and continues to be included in that category.



Advantages of Guernsey as a base for international business and investment



Political and economic stability
Guernsey has a long history of political and economic stability. As well as being a major financial centre, it supports service industries, horticulture, fishing, tourism and light industry.

Sound legal system and realistic regulations
The legal system is well developed and includes modern laws which facilitate a wide variety of international transactions. The Island authorities have introduced an effective regulatory system and play a fundamental role in promoting the status of the Island as a reputable financial centre.

Beneficial tax regime
Guernsey enjoys a most beneficial tax climate. Resident individuals are subject to low rates of personal income tax but no capital gains tax, withholding tax, VAT, wealth or inheritance tax. All companies, except certain banking and other regulated activities, are free from any taxes. Non-residents may conduct business in Guernsey on a tax-free basis.

Currency and exchange control
Although Guernsey has its own notes and coins, the currency is directly linked to and interchangeable with the British pound sterling, which is legal tender in the Island. There is unrestricted movement of funds with no exchange control regulations.

Quality infrastructure with professional support services
The financial services community is represented by numerous organisations that provide international banking, insurance and risk management, the management and custody of international securities, as well as an array of administrative services for private and corporate clients.

In order to facilitate and enhance these activities, the Island possesses a significant depth of expertise in the legal, accounting and actuarial professions with many of the world's leading organisations maintaining a local operation.

Communications and information technology
The Island is served by excellent transport, communication and IT facilities. The time zone is the same as the UK and a day trip to London is easily achieved with a flying time of less than one hour.

Competitive administration costs
The fees levied by professionals and international management companies are regularly tailored to meet specific client circumstances and have been set at realistic levels.

Confidentiality
Strict confidentiality is observed in all dealings with clients. Regulated service providers that fail to respect this requirement will be subject to sanctions imposed by the Regulator and be liable to prosecution.

Our identity

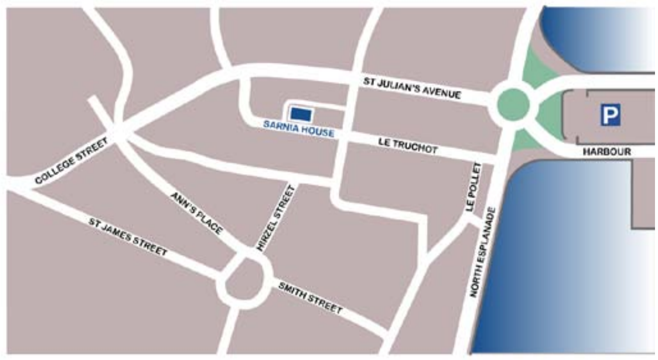
Cogent is derived from the Latin word ‘cogere’ meaning to drive together.

In current usage, it means convincing, powerful and appealing to the intellect and power of reasoning.

Our logo, comprising a cluster of fixed, bright and clear stars, is based upon the constellation of Leo that represents strength and power.

The name and logo are representations of our business that we believe directly capture the intrinsic nature of the relationships between our clients and us.

How to contact us



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