3971521

DE BEERS INTANGIBLES LIMITED

Report and Accounts

31 December 2001

ERNST & YOUNG



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COMPANIES HOUSE
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27/05/02

De Beers Intangibles Limited

Registered No. 3971521

DIRECTORS
M J M Farmiloe
M B Page

SECRETARY
D J Hughes (resigned 31 October 2001)
M C Thomas (appointed 31 October 2001)

AUDITORS
Ernst & Young LLP
Rolls House
7 Rolls Buildings
Fetter Lane
London EC4A 1NH

REGISTERED OFFICE
17 Charterhouse St
London
EC1N 6RA

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DIRECTORS' REPORT

The directors submit their report and accounts for the year ended 31 December 2001.

REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS

The purpose of the company is to hold intellectual property rights. De Beers Intangibles Limited has an agreement with another company, which has developed the technology for branding diamonds.

On 15 January 2001, the entire share capital was transferred at nominal value to Riverbank Investments, which is a subsidiary of Delibes Holdings Limited.

DIRECTORS AND THEIR INTERESTS

The directors who served during the year were as follows:

M J M Farmiloe
M B Page

No director has, or has had at any time during the year, an interest in the shares of the company.

AUDITORS

On 28 June 2001, Ernst & Young, the company's auditor, transferred its entire business to Ernst & Young LLP, a limited liability partnerships incorporated under the Limited Liability Partnerships Act 2000. The directors consented to treating the appointment of Ernst & Young as extending to Ernst & Young LLP with effect from 28 June 2001. Ernst & Young LLP will be re-appointed as the company's auditor in accordance with the elective resolution passed by the company under section 386 Companies Act 1985.

By order of the board

Secretary

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STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

Company law requires the directors to prepare accounts 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 accounts, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent; and
- prepare the accounts 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 accounts comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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INDEPENDENT AUDITORS' REPORT
to the members of De Beers Intangibles Limited

We have audited the company's financial statements for the year ended 31 December 2001, which comprise the Balance Sheet and the related notes 1 to 8. These financial statements have been prepared on the basis of the accounting policies set out therein.

Respective responsibilities of directors and auditors

As described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Directors' Report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with United Kingdom 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 affairs of the company as at 31 December 2001 and have been properly prepared in accordance with the Companies Act 1985.

Ernst & Young LLP
Registered Auditor
London

12 April 2002

BALANCE SHEET
at 31 December 2001

	Notes	2001 £	2000 £
INVESTMENTS			
Shares in group undertaking	2	100	–
CURRENT ASSETS			
Amount due by holding undertaking		1	1
SHORT TERM LIABILITIES			
Due to group undertaking	3	(100)	–
		1	1
CAPITAL AND RESERVES			
Called up share capital	4	1	1
		1	1

Director

Director

12 April 2002

The notes on pages 6 and 7 form part of these accounts

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NOTES TO THE ACCOUNTS
at 31 December 2001

1. ACCOUNTING POLICIES

Accounting convention

The accounts are prepared under the historical cost convention and in accordance with applicable accounting standards.

Format

The company did not trade during the year, and therefore no profit and loss account has been prepared.

2. INVESTMENTS

	2001	*2000*
	£	£
Shares in group company		
De Beers Trademarks Limited	100	–

During the year, the company invested in 100% of the ordinary shares of De Beers Trademarks Limited, a company incorporated in England and Wales

3. SHORT TERM LIABILITIES

	2001	*2000*
	£	£
Due to group undertaking	100	–

4 SHARE CAPITAL

	Authorised		*Allotted and called up*	
	2001	*2000*	*2001*	*2000*
	No.	*No.*	£	£
Ordinary shares of £1 each	100	100	1	1

5. RECONCILIATION OF SHAREHOLDERS' FUNDS AND MOVEMENTS ON RESERVES

	2001	*2000*
	£	£
Shareholders' funds	1	1

6. SHARE CAPITAL

The company's entire share capital was transferred at nominal value to Riverbank Investments Limited, which is a subsidiary of Delibes Holdings Limited.

7. RELATED PARTY TRANSACTIONS

The company has taken advantage of an exemption under FRS 8, relating to 90% subsidiaries, which exempts it from disclosing related party transactions with group members.

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8. PARENT UNDERTAKING AND CONTROLLING PARTY

The company's immediate parent undertaking is Riverbank Investments Limited, incorporated in England and Wales.

The company's directors regard DB Investments SA, incorporated in Luxembourg, as its ultimate parent undertaking and controlling party. DB Investments SA is the parent undertaking of the largest group for which group accounts are prepared, and of which the company is a member. Copies of these accounts may be obtained from Lys Royal, 2 Rue Tony Neuman, L-2241 Luxembourg.

De Beers Centenary AG, incorporated in Switzerland is the parent undertaking of the smallest group for which group accounts are prepared, and of which the company is a member. Copies of these accounts may be obtained from Langensandstrasse 27, 6000 Luzern 14, Switzerland.

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