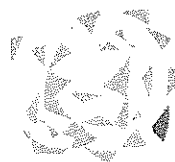


QUALITY AND RELIABILITY
INTERNATIONAL S.A.
Luxembourg

BALANCE SHEET AS OF
DECEMBER 31st, 2009



PADDOCK
EXPERTISE COMPTABLE

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BALANCE SHEET

Balance sheet at December 31st, 2009		31/12/2009	31/12/2008
		EUR	EUR
ASSETS			
C. Fixed assets			
<i>III. Financial assets</i>			
1 Other loans		<u>3 321,63</u>	<u>3 321,63</u>
		3 321,63	3 321,63
	Total fixed assets	3 321,63	3 321,63
D. Current assets			
<i>II. Debtors</i>			
1 Other debtors			
a) becoming due and payable within one year		<u>23 924,98</u>	<u>59 951,22</u>
		23 924,98	59 951,22
<i>IV. Cash at bank, cash in postal cheque accounts, cheques and cash in hand</i>			
		<u>1 972,57</u>	<u>10 790,00</u>
	Total current assets	25 897,55	70 741,22
Total Assets		<u>29 219,18</u>	<u>74 062,85</u>

Balance sheet at December 31st, 2009

	31/12/2009 EUR	31/12/2008 EUR
LIABILITIES		
A. Capital and reserves		
I. Subscribed capital		
IV. Reserves	37 500,00	37 500,00
1 Legal reserve		
V. Profit or loss brought forward	3 192,23	3 192,23
VI. Profit or loss for the financial year	-46 384,89	-47 439,53
	<u>-41 110,32</u>	<u>1 054,64</u>
Total capital and reserves	-46 802,98	-5 692,66
B. Provisions for liabilities and charges		
1 Provisions for taxation	62,00	124,00
Total provisions for liabilities and charges	62,00	124,00
C. Creditors		
1 Amounts owed to credit institutions		
a) becoming due and payable within one year	0,00	5 196,37
2 Trade creditors on purchases and provisions of services		
a) becoming due and payable within one year	59 819,80	60 021,71
3 Tax and social security debts		
a) Tax debts	153,30	337,20
b) Social security debts	2 846,68	4 138,21
4 Other creditors		
a) becoming due and payable within one year	13 140,38	9 938,02
Total creditors	75 960,16	79 631,51
Total liabilities	<u>29 219,18</u>	<u>74 062,85</u>

**PROFIT AND LOSS
ACCOUNT**

Profit and loss account at December 31st, 2009		31/12/2009	31/12/2008
		EUR	EUR
A. CHARGES			
1	a) Other external charges	20 655,92	22 772,70
2	Staff costs		
	a) Wages and salaries	74 339,84	72 527,44
	b) Social security costs accruing by reference to wages and salaries	8 988,92	8 432,68
3	Interest payable and similar charges		
	a) other interest payable and charges	0,00	0,29
4	Extraordinary charges	27 442,38	181,78
5	Other tax not shown under the above items	62,00	62,00
6	Profit for the financial year	0,00	1 054,64
	Total Charges	131 489,06	105 031,53

Profit and loss account at December 31st, 2009		31/12/2009	31/12/2008
		EUR	EUR
B. INCOME			
1	Net turnover	90 000,00	105 000,00
2	Other operating income	18,00	0,00
3	Other interest receivable and similar income		
a)	other interest receivable and similar income	6,14	12,33
4	Extraordinary income	354,60	19,20
5	Loss for the financial year	41 110,32	0,00
	Total Income	131 489,06	105 031,53

APPENDICES

QUALITY AND RELIABILITY INTERNATIONAL S.A.

Luxembourg

ABRIDGED NOTES TO THE ACCOUNTS

In accordance with article 248 of the modified law of August, 10th 1915
on commercial companies

Year 2009

Note 1 – General Information

The Company Quality and Reliability International S.A. was incorporated by notarial deed on April, 27th 1999 and organised under the laws of Luxembourg as a limited company for an unlimited period.

The registered office of the Company is established in Luxembourg.

The Company's financial year starts on January 1st 2009 and ends on December 31st 2009.

The purpose of the company is to perform either in Luxembourg or abroad all activities connected to the analysis, the realisation, the development, the trade or the distribution, in any form whatsoever of computerised and electronical systems, including hardware, software or applications, as well as all operations of data and communication processing.

Note 2 – Summary of significant accounting policies

2.1 Basis of preparation

The annual accounts have been prepared in accordance with Luxembourg legal and regulatory requirements. Accounting policies and valuation rules are, besides the ones laid down by the Law, determined and applied by the Board of Directors.

2.2 Significant accounting policies

The main valuation rules applied by the Company are the following :

2.2.1 Financial assets

Participations and credits on these Company are booked at their historical acquisition cost. In case of depreciation, value adjustments are made in respect of fixed assets. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

2.2.2 Current debtors

Debtors are valued at their nominal value. They are subject to value adjustments when their recovery is compromised.

2.2.3 Foreign currency translation

Transactions expressed in currencies other than the currency of the annual accounts are translated into Euros at the exchange rate effective at the time of the transaction.

Assets expressed in currencies other than currency of the annual accounts are translated into Euros at the exchange rate effective at the time of the transaction. At the balance sheet date, these assets remain translated at historic exchange rates.

Cash at bank is 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 the higher of the value converted at the historic exchange rate or the value determined on the basis of the exchange rates effective at the balance sheet date. The unrealized exchange losses are recorded in the profit and loss account. The realized exchange gains are recorded in the profit and loss account at the moment of their realisation.

2.2.4 Provisions for liabilities and charges

Provisions for liabilities and charges are intended to cover losses or debts the nature of which is clearly defined and which, at the date of the balance sheet are either likely to be incurred or certain to be incurred but uncertain as to their amount or as to the date on which they will arise.

2.2.5 Value adjustments

Value adjustments are deducted directly from the related asset.

2.2.6 Debts

At December 31st 2009 the Company has no creditor accounts which have a residual duration of more than 5 years.

The amount of the creditor accounts covered by tangible guarantees is zero.

2.2.7 Net turnover

The net turnover comprises the amounts derived from the sale of products and the provision of services falling within the Company's ordinary activities, after deductions of sales rebates and of value added tax and other taxes directly linked to the turnover.

Note 3 – Debtors

Debtors are mainly composed by :

1. Becoming due and payable within one year :

	2009
	EUR
Taxes and VAT	23.924,98
	<u>23.924,98</u>

Note 4 – Subscribed capital

The subscribed capital amounts to Euros 37.500,00 and is divided into 500 shares with a nominal values per unit of Euros 75,00 entirely liberated.

The movements on the subscribed capital item during the period are as follows :

	2009
	EUR
Subscribed capital at the beginning of the period	37 500,00
Redemptions for the period	
Increase for the period	
Subscribed capital at the end of the period	37 500,00

Note 5 – Legal reserve

Luxembourg companies are required to allocate to a legal reserve a minimum of 5% of the annual net income, until this reserve equals 10% of the subscribed share capital. This reserve may not be distributed.

Note 6 – Movements for the period on the “Reserves” and “Profit/Loss” items

The movements for the period are as follows :

	Legal reserve	Reserve for own shares and own corporate units	Reserves provided for by the Articles of Asso- ciation	Other reserves	Profit or loss brought forward	Profit or loss for the financial year	Dividend payment
	EUR	EUR	EUR	EUR	EUR	EUR	EUR
As at 31/12/2008	3 192,23				-47 439,53	1 054,64	
Movements of the period							
- Allocation of prior year's profit or loss					1 054,64	-1 054,64	
- Profit or loss of the period						-41 110,32	
- Other movements							
As at 31/12/2009	3 192,23				-46 384,89	-41 110,32	

Note 7 – Provisions for liabilities and charges

Provisions for liabilities and charges are made up as follows :

	2009	2008
	EUR	EUR
Provisions for taxation	62,00	124,00
Total	62,00	124,00

Provision for taxation

Provisions for taxation correspond to the tax liability estimated by the Company for the financial years for which no final tax assessment notices have been received yet.
The statements were established until the year 2008.

Note 8 – Creditors

Amounts due and payable for the accounts shown under "Creditors" are as follows :

	Within one year	After one year and within five years	After more than five years	Total 2009	Total 2008
	EUR	EUR	EUR	EUR	EUR
Amounts owed to credit institutions	0,00			0,00	5 196,37
Debts on purchases and provisions of services	59 819,80			59 819,80	60 021,71
Tax and social security debts	2 999,98			2 999,98	4 475,41
Other creditors	13 140,38			13 140,38	9 938,02
Total	75 960,16			75 960,16	79 631,51

At December 31st 2009 the Company has no creditor amounts covered by tangible guaranties.

NET TURNOVER FOR THE YEAR

Title	Net amount	V.A.T.
Studies	90 000,00	0,00
Total :	90 000,00	0,00

OVERHEADS COSTS AT DECEMBER FOR THE YEAR

Title	Net amount	V.A.T.	Sub total
Purchases			5,47
Administrative supplies	5,47	0,83	
External services			20 650,45
Renting for immovables	3 966,00	128,41	
Renting for movables	906,42	135,96	
Renting charges	855,00	0,00	
Maintenances, repairs on real estate	842,04	126,27	
Book-keeping fees	10 664,03	1 599,61	
Phone, telex, fax	167,94	25,20	
Internet	1 010,82	0,00	
Postal expenses	19,20	0,00	
Other bank charges	2 079,00	0,00	
Professional assessments	140,00	0,00	
Staff costs			83 328,76
Wages		/	
Social costs on wages		/	
Total :		2 016,28	103 984,68

OTHER INCOME FOR THE YEAR

Title	Net amount	Sub total
Other income from daily management income		18,00
Payment differences	18,00	
Total :		18,00

OTHER INTEREST RECEIVABLE AND SIMILAR INCOME

Title	Amount
Interests on deposit accounts	6,14
Total :	6,14

EXTRAORDINARY INCOMES FOR THE YEAR

Title	Net amount
Exceptional incomes on previous year	
Repayment : post maturity interest on tax	354,60
Total :	354,60

EXTRAORDINARY CHARGES FOR THE YEAR

Title	Net amount
Fiscal penalties	250,00
Post maturity interest : Tax	45,60
Post maturity interest : Creditors	9,27
Creditors regularisation	27 137,51
Total :	27 442,38

OTHER FINANCIAL ASSETS AS OF DECEMBER 31st, 2009

Title	Gross value in EUR	Provision	Net Value in EUR
Other loans			
Guarantees	3 321,63		3 321,63
Total :	3 321,63	0,00	3 321,63

OTHER DEBTORS AS OF DECEMBER 31st, 2009

Title	Amount
<i>becoming due and payable within one year</i>	
Advances on tax on profits	4 800,00
Advances on municipal trade tax	2 120,00
Advances on net worth tax	62,00
VAT credit	16 942,98
Total :	23 924,98

**CASH AT BANK, LOANS, CASH IN POSTAL CHEQUE ACCOUNTS AND CASH IN HAND AS OF
DECEMBER 31st, 2009**

Title	Debit	Credit
Current accounts	1 972,57	0,00
EFG Private Bank	1 972,57	
Total :	1 972,57	0,00

BALANCE ON TAXES AS OF DECEMBER 31st, 2009

Title	Provision	Payment	Balance
<i>Tax on profits</i>			
- 2009	0,00	4 800,00	-4 800,00
Sub total	0,00	4 800,00	-4 800,00
<i>Municipal trade tax</i>			
- 2009	0,00	2 120,00	-2 120,00
Sub total	0,00	2 120,00	-2 120,00
<i>Net worth tax</i>			
- 2009	62,00	62,00	0,00
Sub total	62,00	62,00	0,00
Total :	62,00	6 982,00	-6 920,00

CREDITORS AS OF DECEMBER 31st, 2009
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Title	Amount
Quality & Reliability	58 517,80
Fiduciaire Jean Marc Faber	152,00
Fiduciaire Marc Muller S.à r.l.	1 150,00
Trade creditors on purchases and provisions of services :	59 819,80

TAX AND SOCIAL SECURITY DEBTS AS OF DECEMBER 31st, 2009

Title	Amount
Tax debts	
Tax on wages	153,30
	153,30
Social security debts	
Social security costs	2 846,68
	2 846,68
Total :	2 999,98

OTHER CREDITORS AS OF DECEMBER 31st, 2009

Title	Amount
Becoming due and payable within one year	
Staff: wages & salaries due	2 265,69
Payable charges (*)	10 874,69
Total :	13 140,38

DETAIL OF PAYABLE CHARGES AS OF DECEMBER 31st, 2009 (*)

Title	Amount
Paddock S.A.: Book-keeping fees 2009	9 724,69
Fiduciaire Marc Muller S.à r.l. : Book-keeping fees 2009	1 150,00
Total :	10 874,69

V.A.T. : STATEMENT AS OF DECEMBER 31st, 2009

		Rate	Net amount	V.A.T.	Sub total
TAXABLE TURNOVER					
Operations achieved abroad	Intra	0%	90 000,00	0,00	
Total V.A.T. downstream			90 000,00	0,00	0,00
V.A.T. UPSTREAM					
Overhead expenses	Luxembourg	0%	6 673,98	0,00	
Overhead expenses	Luxembourg	15%	13 441,94	2 016,28	
Total V.A.T. upstream			20 115,92	2 016,28	2 016,28
Excess of V.A.T. upstream (-) / downstream (+) as of December 31st, 2009 :					-2 016,28
Excess of V.A.T. upstream (-) / downstream (+) as of December 31st, 2008 :					-14 926,70
Excess of V.A.T. upstream (-) / downstream (+) as of December 31st, 2009 :					- 16 942,98