Registered Company Number 409547

BANDT PLANT LIMITED

Report and Unaudited Financial Statements

31 December 2005

REPORT OF THE DIRECTORS

The directors present their annual report and the unaudited financial statements for the year ended 31 December 2005.

REVIEW OF DEVELOPMENTS

The Company has been dormant within the meaning of section 249AA of the Companies Act 1985 throughout the year. It is anticipated that the Company will remain dormant for the foreseeable future.

PROFIT AND LOSS ACCOUNT

No profit and loss account is presented with these financial statements because the Company has not received income, incurred expenditure or recognised any gains or losses during either the year under review or the preceding accounting period. There have been no movements in shareholders' funds during the year under review or the preceding accounting period.

DIRECTORS

The directors who served throughout the year are set out below:-

Mr T Bradbury
Mr D M Clitheroe

The directors who held office at the end of the financial year had the following beneficial interests in the capital of the ultimate parent undertaking, Interserve Plc:

DIRECTOR	ORDINARY SHARES OF 10P EACH		OPTIONS OVER ORDINARY SHARES OF 10P EACH							
	01.01.05	31.12.05	01.01.05	Granted during year	Exercised during year	Lapsed during year	31.12.05	Exercise Price (pence)	Market Price at Exercise Date (pence)	Exercise Period
T Bradbury	5,107	**5,311**	14,150	Nil	Nil	Nil	**14,150**	212.00	N/A	07.10.2001-06.10.2008
			850	Nil	850	Nil	**Nil**	212.00	358.25	07.10.2001-06.10.2005
			25,000	Nil	Nil	Nil	**25,000**	346.00	N/A	14.06.2003-13.06.2007
			20,000	Nil	Nil	Nil	**20,000**	542.50	N/A	26.03.2004-25.03.2008
			15,000	Nil	Nil	Nil	**15,000**	566.50	N/A	19.03.2005-18.03.2009
			241	Nil	Nil	241	**Nil**	441.00	N/A	01.06.2005-30.11.2005
			75,000	Nil	Nil	Nil	**75,000**	253.25	N/A	26.05.2007-25.05.2014
			Nil	61,225	Nil	Nil	**61,225**	359.33	N/A	14.03.2008-13.03.2015
D M Clitheroe	Nil	**Nil**	5,529	Nil	Nil	Nil	**5,529**	542.50	N/A	26.03.2004-25.03.2011
			9,471	Nil	Nil	Nil	**9,471**	542.50	N/A	26.03.2004-25.03.2008
			8,000	Nil	Nil	Nil	**8,000**	566.50	N/A	19.03.2005-18.03.2009
			18,000	Nil	Nil	Nil	**18,000**	253.25	N/A	26.05.2007-25.05.2014
			Nil	17,282	Nil	Nil	**17,282**	359.33	N/A	14.03.2008-13.03.2015

DIRECTORS (continued)

During the year, the mid-market price of a share in Interserve Plc fluctuated between 325p and 371p per share. The mid-market price on 31 December 2005 was 362p.

Other than disclosed above, none of the directors had any interest, beneficial or non-beneficial, in the share capital of the Company or any other Group undertaking, or had a material interest during the year in any significant contract with the Company or any Group undertaking.

AUDITORS

In accordance with section 249AA(1) of the Companies Act 1985, the Company, being dormant, is exempt from the obligation to appoint auditors as otherwise required by section 384 of that Act.

ELECTIVE RESOLUTIONS

Pursuant to sections 252 and 366A of the Companies Act 1985, the Company has elected (in accordance with section 379A of that Act) to dispense with the laying of accounts and reports before the Company in general meeting and to dispense with the holding of annual general meetings.

Interserve House
Ruscombe Park
Twyford
Reading
Berkshire
RG10 9JU

Approved by the Board of Directors
and signed on behalf of the Board by

T. Bradbury

T Bradbury
Secretary

3 May 2006

BALANCE SHEET AS AT 31 DECEMBER 2005

	Note	31 December 2005	31 December 2004
		£	£
CURRENT ASSETS			
Debtors – amounts due from Group companies		115,173	115,173
Creditors – amounts due to Group companies		(55,173)	(55,173)
NET ASSETS		60,000	60,000
CAPITAL AND RESERVES			
Called up share capital	4	60,000	60,000
EQUITY SHAREHOLDERS' FUNDS		60,000	60,000

1. For the year ended 31 December 2005, the Company was entitled to exemption under section 249AA(1) of the Companies Act 1985.

2. Members have not required the Company to obtain an audit of its accounts for the year in question in accordance with section 249B(2) of the Companies Act 1985.

3. The directors acknowledge their responsibility for:-

   (i) ensuring the Company keeps accounting records that comply with section 221 of the Companies Act 1985; and

   (ii) preparing accounts that give a true and fair view of the state of affairs of the Company as at the end of the financial year, and of its profit or loss for the financial year, in accordance with the requirements of section 226 of the Companies Act 1985, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the Company.

These financial statements were approved by the Board of Directors on 31st May 2006.

Signed on behalf of the Board of Directors.

D M Clitheroe
Director

1. ACCOUNTING POLICIES

The financial statements have been prepared in accordance with applicable United Kingdom accounting standards. The particular accounting policies adopted are described below.

a) Convention

These financial statements have been prepared in accordance with the historical cost convention.

2. PROFIT AND LOSS ACCOUNT

No profit and loss account is presented with these financial statements because the Company has not received income, incurred expenditure or recognised any gains or losses during either the year under review or the preceding financial year. There have been no movements in shareholders' funds during the year under review or the preceding financial year.

3. DIRECTORS AND EMPLOYEES

No emoluments were payable to the directors of the Company, who were the only employees, during the current and preceding financial year.

4. CALLED UP SHARE CAPITAL

	2005	2004
	£	£
Authorised, allotted and fully paid:		
60,000 ordinary shares of £1 each	60,000	60,000

5. ULTIMATE PARENT UNDERTAKING AND RELATED PARTY TRANSACTIONS

The Company's immediate parent company is Bandt Limited. The Company's ultimate parent company and controlling party, and parent company of the largest and smallest group which includes the Company and for which group financial statements are prepared, is Interserve Plc, a company incorporated in Great Britain. Copies of the group financial statements of Interserve Plc are available from Companies House, Crown Way, Maindy, Cardiff CF14 3UZ.

The Company has taken advantage of the exemption contained in Financial Reporting Standard 8 "Related Party Disclosures" not to report transactions with other group companies.