FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 12 JANUARY 2008

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Registered office: 1 Balloon Street, Manchester, M60 4EP Registered number: 954488

REPORT OF THE DIRECTORS

The Directors present their report and financial statements for the year ended 12 January 2008

Business review

Trading and principal activities:

The principal activity of the Company is that of holding investments. The profit for the year, after tax, amounted to £487,000 (2006 £491,000). Net assets at the balance sheet date amounted to £3,093,000 (2006 £2,935,000).

Future outlook:

The Company is expected to continue trading in the manner in which it does at present

Principal risks and uncertainties:

The principal risks and uncertainties of the Company are integrated with the principal risks of the Co-operative Financial Services Limited group (CFS Group) and are not managed separately. Further details are provided within the annual report of the CFS Group

Key performance indicators:

The development, performance and position of the CFS Group, which includes this company, is discussed in the group's annual report which does not form part of this report

Dividend

The Directors recommend the payment of a final dividend of £284,700 (2006 £284,700) This had not been paid by the year end (2006 £nil)

Subsequent events

No significant events have occurred since the conclusion of the financial year

Directors

The Directors of the Company during the year were

Chair	(Appointed Chair 29 January 2007)
	(Appointed 29 January 2007)
	(Resigned 29 January 2007)
	(Appointed 29 January 2007)
	Chair

No Director received any emoluments during the year None of the Directors had a beneficial interest in the Company

REPORT OF THE DIRECTORS (continued)

Financial statements

So far as the Directors are aware, there is no relevant audit information of which the Company's auditors are unaware, and the Directors have taken all steps that they ought to have taken as Directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information

A statement by the Directors as to their responsibilities for preparing the financial statements is included in the Statement of Directors' Responsibilities

Supplier payment policy and practice

All supplies and services are sourced through a group service company. A management charge is payable to cover the costs of these services

Charitable and political donations

The Company made no charitable or political donations during the year (2006 £nil)

Elective regime

The Company has passed Elective Resolutions in accordance with the Companies Act 1985 (as amended by the Companies Act 1989) These have the effect of dispensing with the holding of Annual General Meetings, the laying of accounts at such meetings and the annual re-appointment of Auditors

Accordingly, KPMG Audit Plc shall be deemed to be re-appointed as auditor, by virtue of Section 386(2) of the Companies Act 1985

On behalf of the Board

Males

MA Lees Secretary

200 July 2008

STATEMENT OF RESPONSIBILITIES IN RESPECT OF THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS

The Directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the Directors to prepare financial statements for each financial year Under that law they have elected to prepare the financial statements in accordance with IFRSs as adopted by the EU

The financial statements are required by law to present fairly the financial position and the performance of the Company; the Companies Act 1985 provides in relation to such financial statements that references in the relevant part of that Act to financial statements giving a true and fair view are references to their achieving a fair presentation

In preparing these financial statements, the Directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- state whether they have been prepared in accordance with IFRSs as adopted by the EU, and
- prepare the financial statements 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 that disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that its financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CO-OPERATIVE COMMERCIAL LIMITED

We have audited the financial statements of Co-operative Commercial Limited for the year ended 12 January 2008 which comprise the primary financial statements such as the Income Statement, the Balance Sheet, the Cash Flow Statement, the Statement of Changes in Equity and the related notes These financial statements have been prepared under the accounting policies set out therein

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed

Respective responsibilities of Directors and auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and International Financial Reporting Standards (IFRSs) as adopted by the EU are set out in the Statement of Directors' Responsibilities on page 3

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland)

We report to you our opinion as to whether the financial statements give a true and fair view and whether the financial statements have been properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, 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 other transactions 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 International Standards on Auditing (UK and Ireland) 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.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CO-OPERATIVE COMMERCIAL LIMITED (continued)

Opinion

In our opinion

- the financial statements give a true and fair view, in accordance with IFRSs as adopted by the EU, of the state of the company's affairs as at 12 January 2008 and of its profit for the year then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the Directors' Report is consistent with the financial statements.

Urma Radir Pla

KPMG Audit Plc Chartered Accountants Registered Auditor Manchester

29 July

2008

INCOME STATEMENT FOR THE YEAR ENDED 12 JANUARY 2008

	Notes	2007 £'000	2006 £'000
Income from investments Finance lease income Interest expense		329 313 (105)	331 321 (116)
Gross profit		537	536
Administrative expenses	1	(2)	(2)
Profit before tax		535	534
Income tax	2	(48)	(43)
Profit for the financial year attributable to the equity holders of the Company		487	491

The notes on pages 10 to 21 form part of these financial statements

BALANCE SHEET AS AT 12 JANUARY 2008

ASSETS Non current assets Investments 3 4,614 4,614 Current assets Finance lease receivables 4 3,204 3,361 Total assets LIABILITIES		Notes	2007 £'000	2006 £'000
Investments 3 4,614 4,614 Current assets 4 3,204 3,361 Total assets 7,818 7,975				
Current assets Finance lease receivables 4 3,204 3,361 Total assets 7,818 7,975		_		4.61.4
Finance lease receivables 4 3,204 3,361 Total assets 7,818 7,975	investments	3	4,614	4,614
Total assets 7,818 7,975	Current assets			
	Finance lease receivables	4	3,204	3,361
LIABILITIES	Total assets		7,818	7,975
LIABILITIES				
				
Current liabilities		_		
Trade and other payables 5 4,442 4,751	Trade and other payables	5	4,442	4,751
Non current liabilities	Non current liabilities			
Deferred tax liability 2 283 289	Deferred tax liability	2	283	289
·	•			
Total liabilities 4,725 5,040	Total liabilities		4,725	5,040
CAPITAL AND RESERVES	CAPITAL AND RESERVES			
•	Share capital	6	1,000	1,000
Retained earnings <u>2,093</u> 1,935	Retained earnings		2,093	1,935
Total equity 3,093 2,935	Total equity		3,093	2,935
Total liabilities and equity 7,818 7,975	Total liabilities and equity		7,818	7,975

The notes on pages 10 to 21 form part of these financial statements

Approved by the Board of Directors on 29 July 2008 and signed on its behalf by

KM Blake, Director

RT Goddard, Director

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 12 JANUARY 2008

	Notes	Share capital £'000	Retained earnings £'000	Total £'000
At 15 January 2006		1,000	1,774	2,774
Net losses from changes in fair value of gilts, net of tax (recognised directly in equity) Profit for the year		- -	(1) 491	(1) 491
Total recognised income and expense for the year	_	-	490	490
Dividends paid	7	-	(329)	(329)
At 13 January 2007	_	1,000	1,935	2,935
Profit for the year Dividends paid	7	-	487 (329)	487 (329)
At 12 January 2008	_	1,000	2,093	3,093

The notes on pages 10 to 21 form part of these financial statements

CASH FLOW STATEMENT FOR THE YEAR ENDED 12 JANUARY 2008

	Notes	2007 £'000	2006 £'000
Cash flows from operating activities			
Profit before tax		535	534
Decrease in receivables		157	147
Increase/(Decrease) in payables		28	(72)
Income taxes paid		(51)	(43)
Net cash flow from operating activities		669	566
Cash flows from investing activities Proceeds from maturing fixed asset investments		-	50
Cash flows from financing activities Dividends paid		(329)	(329)
Net increase in cash and cash equivalents		340	287
Cash and cash equivalents at the beginning of the year		1,231	944
Cash and cash equivalents at the end of the year	5	1,571	1,231

The notes on pages 10 to 21 form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 12 JANUARY 2008

Basis of preparation

Co-operative Commercial Limited is a limited liability company, incorporated in Great Britain and registered in England and Wales

The financial statements have been prepared on the basis of recognition and measurement requirements of International Financial Reporting Standards (IFRSs) in issue that are endorsed by the European Union (EU) and effective at 12 January 2008

In preparing these consolidated financial statements, the Company has adopted IFRS 7 Financial Instruments Disclosure and IAS 1 Presentation of Financial Statements Capital Disclosures The adoption of IFRS 7 and the amendment to IAS 1 impacted the type and amount of disclosures made in these financial statements, but had no impact on the reported profits or financial position of the Company In accordance with the transitional requirements of the standards, the Company has provided full comparative information

Accounting date

Since the financial year is virtually coterminous with the calendar year, the figures in respect of the current year are referred to as 2007, whilst those of the preceding year are shown as 2006

Consolidation

The Company is exempt by virtue of S228 of the Companies Act 1985 from the requirement to prepare group accounts. These financial statements present information about the Company as an individual undertaking and not about its group

The Company has elected not to present consolidated financial statements as it is itself a wholly owned subsidiary of The Co-operative Bank plc. and its results are consolidated within that company

Standards and interpretations issued but not yet effective

The Company has not adopted the following standard

• IFRS 8 Operating Segments

This standard introduces the "management approach" to segment reporting IFRS 8 will require the disclosure of segment information based on the internal reports regularly reviewed by the Company's Chief Operating Decision Maker in order to assess each segment's performance and to allocate resources to them

NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 12 JANUARY 2008

Standards and interpretations issued but not yet effective (continued)

The Company is not expecting the standard to have an impact on the segmental information reported in the financial statements

The amendments are effective for accounting periods on or after 1 January 2009

Significant accounting policies

a. Finance leases

Assets leased to customers are included within finance lease receivables and valued at an amount equal to the net investment in the lease, less any provisions for impairment

Income from finance leases and instalment credit agreements is credited to the income statement using the net investment method to give a constant periodic rate of return

Initial direct costs incurred in arranging the lease are included in the initial measurement of the finance receivable and reduce income over the lease term

b. Revenue

1 Gilt interest

Gilt interest is recognised on an effective interest rate basis

11 Dividend income

Dividend income is recognised in the income statement when the right to receive payment is established

c. Income tax

Income tax on the profit or loss for the year comprises current and deferred tax. Income tax is recognised in the income statement except to the extent it relates to items recognised directly to equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantially enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years

Deferred tax is provided, with no discounting, using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes Deferred taxes are determined using rates enacted or substantially enacted at the balance sheet date

NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 12 JANUARY 2008

Significant accounting policies (continued)

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised

d. Investments

Investments in subsidiaries are initially measured at fair value which equates to cost and subsequently valued at cost less impairment

e. Cash and cash equivalents

Cash and cash equivalents comprise cash balances and balances realisable into cash within 90 days. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are included as a component of cash and cash equivalents for the purposes of the Cash Flow Statement.

f. Impairment

The carrying amounts of the Company's assets are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. An impairment loss is recognised whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Impairment losses are recognised in the income statement.

Calculation of recoverable amount

The recoverable amount is the greater of their net selling price and value in use. In assessing value in use, the estimate future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which it belongs

Reversals of impairment

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

g. Financial liabilities

Financial liabilities are measured at amortised cost

NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 12 JANUARY 2008

Critical accounting estimates and judgements in applying accounting policies

Co-operative Commercial Limited makes estimates and assumptions that affect the reported assets and liabilities. Estimates and judgements are continually assessed and reviewed and are based on historical experience and reasonable expectations of future events.

Loan portfolio

The loan portfolio is reviewed on a continuous basis to assess impairment. In determining whether a bad debt should be recorded, judgements are made as to whether there is objective evidence that a financial asset or portfolio of financial assets is impaired as a result of loss of events that occurred after recognition of the asset and prior to the balance sheet date

Impairment

The Company assesses its assets at the balance sheet date for evidence of impairment. In determining whether impairment provisions should be recorded, judgements are made as to whether there is objective evidence that the financial asset is impaired as a result of loss events that occurred after recognition of the asset and prior to the balance sheet date

Risk management

Credit risk and bank policy

Credit risk assessments on the provision of leasing facilities follow the basic canons of lending 1 e., consideration must be given to

- a) The integrity and reliability of the lessee
- b) The duration and amount of the transaction
- c) The lessee's ability to repay
- d) The security

Security of asset

In most cases the security for the expenditure on the asset purchase is the asset itself. It is not a prerequisite that security is limited to the asset only, other security may frequently be taken particularly guarantees and/or bank securities. All security documents are referred to and approved by external solicitors where applicable and a record kept of all lease contracts approved by them

Interest rate risk and liquidity

Margins are preserved for long term fixed rate business by obtaining fixed rate funding from the parent Company This also applies to variable rate leases where short term variable rate funding is also obtained from the parent company

Capital management

The Company's primary objective in respect of capital management is to ensure that it has sufficient capital now and in the future to support the risks in the business. The Company has continued support of its parent company to ensure capital is managed appropriately

Fair values

The following summarises the major methods and assumptions used in estimating the fair values of financial instruments reflected in the financial statements

Trade and other receivables and payables

For receivables and payables with a remaining life of less than one year, the notional amount is deemed to reflect the fair value

NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 12 JANUARY 2008

1. Administration expenses

The Company has no employees Administration expenses include a management charge for the services of its parent company and associated auditor's remuneration. No Directors' remuneration was paid during the year (2006 £nil)

2. Income tax

2007 £2000	2006 £'000
2000	2 000
(54)	(51)
(13)	8
19	-
6	8
(48)	(43)
2007	2006
£'000	£,000
535	534
(160)	(160)
` ′	Ì 18
99	99
20	-
(48)	(43)
	£'000 (54) (13) 19 6 (48) 2007 £'000 535 (160) (7) 99 20

NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 12 JANUARY 2008

Balance sheet

Current tax asset/(liability)		
At the beginning of the year	(51)	(43)
Tax paid	51	43
Tax charged to income statement	(54)	(51)
At the end of the year	(54)	(51)
Deferred tax asset/(liability)		
At the beginning of the year	(289)	(297)
Tax credited to income statement	6	8
At the end of the year	(283)	(289)

Deferred taxes comprise capital allowances on assets leased to customers and are calculated under the liability method using an effective tax rate of 28% (2006 30%)

The 2007 Finance Bill provides for a reduction in the corporation tax from 30% to 28% with effect from 1 April 2008, this has been taken into account when determining the deferred tax liability at the balance sheet date

Total investment in subsidiaries

NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 12 JANUARY 2008

3. Investments		
	2007	2006
	£'000	£'000
Investment in subsidiary undertakings	4,614	4,614
The Company's investment in subsidiary undertakings comprises	the following	at cost less
any permanent diminution in value	Č	
	2007	2006
	£	£
Unity Trust Bank plc		
2,405,000 "B" £1 shares	2,405,000	2,405,000
1,975,000 "C" £1 shares	2,000,000	2,000,000
-,-,-,	4,405,000	4,405,000
	, ,	
Haydn Evans Construction (South Wales) Limited		
100 £1 ordinary shares	100	100
Cambrian Care Limited		
510,000 £1 ordinary shares	510,000	510,000
Permanent diminution in value	(301,150)	(301,150)
	208,850	208,850
	•	•

All the subsidiary undertakings are incorporated in Great Britain and registered in England and Wales. At the balance sheet date, Co-operative Commercial Limited held 27% (2006 27%) of the total issued equity of Unity Trust Bank plc, 100% (2006 100%) of the issued capital of Haydn Evans Construction (South Wales) Ltd and 100% (2006 100%) of the issued capital of Cambrian Care Ltd

4,613,950 4,613,950

Unity Trust Bank plc is considered to be a subsidiary of Co-operative Commercial Limited, on the basis that the latter controls the composition of its board. The financial year end of Unity Trust Bank plc is 31 December.

A provision exists against the value of the investment in Cambrian Care Limited to reflect the net asset value of that Company

In the opinion of the Directors, the aggregate value of the shares in the subsidiary undertakings is not less than the amount at which the aggregate investment is stated in the balance sheet

NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 12 JANUARY 2008

4. Finance lease receivables

4. Finance least receivables				
		Amounts		
		falling due		
	1	ater than 1		
	Amounts falling due no later than 1 year	year and no later	Amounts falling due later than 5 years	Total
	£'000	£'000	£'000	£'000
2007				
Gross investment in finance leases receivable	435	1,883	6,838	9,156
Unearned future finance income on				
finance leases	(437)	(1,720)	(3,795)	(5,952)
Net investment in finance leases	(2)	163	3,043	3,204
Other receivables	-	-	-	-
Total	(2)	163	3,043	3,204
2006				
Gross investment in finance leases receivable	470	1,803	7,305	9,578
Unearned future finance income on finance leases	(435)	(1,733)	(4,049)	(6,217)
Net investment in finance leases	35	70	3,256	3,361
Other receivables	•	-	- ,	-
Total	35	70	3,256	3,361

The unguaranteed residual value is £nil (2006 £nil) No new equipment was leased in the year under finance leases (2006 £nil) At the balance sheet date, there were impaired assets of £nil (2006 £nil) with associated provisions of £nil (2006 £nil)

NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 12 JANUARY 2008

5. Trade and other payables	
200	7 2006
£'00	000°£
Due to parent company 4,38	8 4,700
Corporation tax creditor 5	4 51
4,44	4,751
The amounts due to parent company are comprised of	
Payable 5,95	9 5,931
Cash (1,571) (1,231)

The Co-operative Bank plc, the immediate parent company, requires that the loan be repayable on demand

4,388

4,700

Further analysis of transactions between the Company and The Co-operative Bank p l c $\,$ is provided in note 9

6. Share capital

. Jan 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	2007 £'000	2006 £'000
Authorised 1,000,000 ordinary shares of £1	1,000	1,000
Allotted, called up and fully paid 1,000,000 ordinary shares of £1	1,000	1,000

Each shareholder has one vote per share.

NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 12 JANUARY 2008

7. Dividends

7. Dividends	2007 £'000	2006 £'000
Dividend on ordinary shares of 32 85p per share (2006 32 85p)	329	329
Dividends were paid as follows		
Final dividend of 28 47p per ordinary share (2006 28 47p) Interim 2007 dividend of 4 38p per ordinary share (2006 4 38p)	285 44	285 44
Total dividends	329	329

No income tax consequences exist on dividend payments

8. Parent undertaking

The Company is a wholly owned subsidiary of The Co-operative Bank plc, a company incorporated in Great Britain and registered in England and Wales Their financial statements are available from 1 Balloon Street, Manchester, M60 4EP

The ultimate parent undertaking is Co-operative Group Limited (formerly known as Co-operative Group (CWS) Limited), which is incorporated in Great Britain and registered in England and Wales under the Industrial and Provident Societies Acts 1965 to 2003 Their financial statements are available from New Century House, Corporation Street, Manchester, M60 4ES

NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 12 JANUARY 2008

9. Related party transactions

The Company has not entered into any transactions with Directors of the Company or their immediate relatives. No remuneration has been paid to any of the Directors who served during the financial period.

A number of banking transactions are entered into with The Co-operative Bank plc in the normal course of business. The volumes of related party transactions, balances receivable at the year-end, and relating income and expense for the year are as follows:

	2007	2006
	£'000	£'000
Transactions taking place in the year with related parties		
Parent company		
- Interest expense	(105)	(116)
- Administrative expenses	(2)	(2)
- Other income/(expense)	419	476
At the balance sheet date, related party balances		
Parent company		
- Trade and other payables	(4,388)	(4,700)

All transactions are conducted on an arms length basis and under standard commercial terms