OVERDRIVE LIMITED

Balance Sheet & Accounts

31 December 2008

Registered Number: 974022



BALANCE SHEET AT 31 DECEMBER 2008

| | | 2008 £ | 2007 £ |
|--------|---|--------------------------------|-----------|
| Note 2 | Current assets Debtors | 50,000 | 50,000 |
| Note 3 | Capital and reserves Called up share capital Equity shareholders' funds | <u>50,000</u> <u>50,000</u> | 50,000 |

The notes on page 2 form an integral part of these accounts.

For the year ended 31 December 2008 the Company was entitled to exemption under section 249AA(1) of the Companies Act 1985.

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

The directors acknowledge their responsibility for:

- (a) ensuring the Company keeps accounting records which comply with section 221; and
- (b) preparing accounts which give a true and fair view of the state of affairs of the Company as at the end of its financial year, and of its profit and loss for the financial year in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the Company.

Approved by board resolution on 27 January 2009.

DP Whitham Joine Director

NOTES TO THE ACCOUNTS

1. Accounting policy

Basis of accounts preparation

The accounts are prepared under the historical cost convention and in accordance with applicable Accounting Standards.

2. Debtors

| | 2008 £ | 2007 £ |
|--|--------------|-----------|
| The following are included in the net book value of debtors due within one year: | - | _ |
| Amounts owed by other group undertakings | _50,000 | _50,000 |

3. Called up share capital

| | £ £ | £ |
|--|--------|--------|
| Authorised, allotted, called-up and fully paid 50,000 Ordinary shares of £1 each | 50,000 | 50,000 |

4. Ultimate holding company

The Company is a subsidiary undertaking of Manpower Inc., a company incorporated in the United States of America.