Directors' report and financial statements For the year ended 31 December 2005 Registered number: 2131552





Directors' report and financial statements

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Directors' report

The directors present their report and the audited financial statements of the company for the year ended 31 December 2005.

Principal activities

The principal activities of the company are the provision of vehicle contract hire (and similar arrangements). The company also sources new vehicles for customers whose vehicles the company manages.

Results and dividends

The loss for the year, before taxation, amounted to £24,749,000 (2004: £29,310,000).

The directors do not recommend the payment of a dividend (2004: £nil).

Directors and directors' interests

The directors who held office during the year and up to the date of Directors' Report were as follows:

J L Oliver

(resigned 1 May 2006)

G Parekh A J Way

Since the company meets the definition in s736 (2)(3) of the Companies Act 1985 of a wholly owned subsidiary of a body corporate incorporated outside Great Britain, the company has taken advantage of regulation 3(1)(a) of Statutory Instrument 1985/802 exempting the company from the requirement to disclose directors' share interests and options in group companies.

Employment of disabled persons

The company's policy is to give full and fair consideration to applications for employment made by disabled persons and to recruit solely on the basis of the applicant's ability to perform in the appropriate role. When an employee becomes disabled during their employment, the company will make every effort to continue such employment by arranging for appropriate training or redeployment to a more suitable position.

Employee involvement

The company encourages the involvement of its employees in matters that concern them. Such involvement is illustrated by activities such as regular briefing notes which are distributed on a number of topics including half-year and full-year results, new appointments and acquisitions. Regular briefing sessions on a local management basis are also actively encouraged.

Payment of creditors

It is company policy to settle all debts with its creditors on a timely basis, taking account of the credit period given by each supplier.



Directors' report (continued)

Charitable donations and political contributions

Sundry charitable donations made by the company during 2005 were £nil (2004: £2,000). There were no contributions for political purposes during the current or preceding year.

Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditors are unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Auditors

Pursuant to a shareholders' resolution, dated 16 April 2003, the company is not obliged to re-appoint its auditors annually and KPMG Audit Plc will therefore continue in office.

On behalf of the board

Director

100 Barbirolli Square Manchester M2 3A8

10c June 2006



Statement of directors' 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 UK accounting standards.

The financial statements are required by law to 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 year.

In preparing those 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 applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; 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 which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the 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.



KPMG Audit Plc

St. James' Square Manchester M2 6DS United Kingdom

Independent auditors' report to the members of GE Capital TLS Limited

We have audited the financial statements of GE Capital TLS Limited for the year ended 31 December 2005, which comprise the Profit and Loss Account, the Balance Sheet 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

As described in the Statement of Directors' Responsibilities on page 3, the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

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 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 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.

Independent auditors' report to the members of GE Capital TLS Limited (continued)

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 judgments 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:

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• give a true and fair view, in accordance with UK Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2005 and of its loss for the year then ended; and

• have been properly prepared in accordance with the Companies Act 1985.

KPMG Audit Plc

Chartered Accountants Registered Auditor 1 June 2006

Profit and loss account for the year ended 31 December 2005

	Note	2005 £000	2004 £000
Turnover Cost of sales		98,264 (78,263)	130,691 (108,280)
Gross profit		20,001	22,411
Administrative expenses Other operating income		(24,478) 1,005	(34,697) 2,289
Operating loss Income from shares in group undertakings		(3,472) 50	(9,997) 4,143
Loss on ordinary activities before interest and			
taxation		(3,422)	(5,854)
Interest receivable and similar income Interest payable and similar charges	3 4	1,367 (22,694)	11 (23,467)
Loss on ordinary activities before taxation	_	(24,749)	(29,310)
Tax (charge)/credit on loss on ordinary activities	7	(10,444)	12,111
Loss for the financial year		(35,193)	(17,199)

The notes on pages 8 to 19 form part of these financial statements.

The movement in reserves is shown in note 17 to these financial statements.

The results in the above profit and loss account relate entirely to continuing operations.

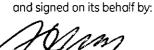
The company had no recognised gains or losses in the current or the preceding financial year other than those dealt with in the profit and loss account above and therefore no separate statement of total recognised gains and losses has been presented.

The loss for the current and preceding financial year calculated on a historical cost basis is not materially different to the loss disclosed above. Accordingly a note of historical cost profits and losses as required by paragraph 26 of FRS 3 has not been presented.



Balance sheet at 31 December 2005

	Note		2005		2004
Fixed assets		£000	£000	£000	£000
Intangible assets	8		_		_
Tangible assets	9		144,031		210,164
Investments	10		12,460		12,510
			<u></u>		
			156,491		222,674
Current assets					,
Stocks	11	7,367		11,203	
Debtors	12	58,369		87,620	
Cash at bank and in hand		1,328		-	
		67,064		98,823	
Creditors: amounts falling due					
within one year	13	(363,144)		(436,337)	
Net current liabilities			(296,080)		(337,514)
Total assets less current liabilities			(139,589)		(114,840)
Provisions for liabilities	15		(12,589)		(2,145)
Net liabilities			(152,178)		(116,985)
Capital and reserves					
Called up share capital	16		102,802		102,802
Share premium account	17		51,047		51,047
Second reserve	17		4,240		4,240
Profit and loss account	17		(310,267)		(275,074)
Shareholders' deficit			(152,178)		(116,985)
The notes on pages 8 to 19 form part of	these financ	ial statement	S.		
The financial statements were approved	by the board	of directors o	on 1st	276-	2006





Notes

(forming part of the financial statements)

1. Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements, except as noted below.

In these financial statements the following new standards have been adopted for the first time:

- FRS 21 'Events after the balance sheet date'; and
- FRS 28 'Corresponding amounts'.

The accounting policies under these new standards are set out below together with an indication of the effects of their adoption. FRS 28 'Corresponding amounts' has had no material effect as it imposes the same requirements for comparatives as hitherto required by the Companies Act 1985.

The corresponding amounts in these financial statements are restated in accordance with the new policies.

(a) Basis of preparation

The financial statements have been prepared on a going concern basis under the historical cost accounting convention and comply with applicable United Kingdom accounting standards and with the requirements of the Companies Act 1985 (modified to include the revaluation of land and buildings), with the Finance & Leasing Association Statement of Recommended Accounting Practice (SORP) and the British Banking Association SORP Of Advances.

General Electric Capital Corporation has indicated its intention to continue to provide sufficient finance to the company to enable it to continue trading for at least one year from the date of approval of these accounts.

The company is a wholly owned subsidiary of GE Capital Corporation Limited, a company incorporated and registered in England and Wales. Under the provisions of Section 228 of the Companies Act 1985 (as amended), the company is exempt from preparing consolidated financial statements.

(b) Turnover

Turnover principally represents income from the short term contract hire of vehicles and is stated net of value added tax. All turnover arose in the United Kingdom.

(c) Purchased goodwill

Purchased goodwill arising on the purchase of a business is capitalised and amortised over its estimated useful economic life. This is a varying period of not more than 20 years. Goodwill is tested annually for impairment by consideration of the value in use of the associated income generating units over the next 3 years.

(d) Assets for lease

Assets acquired for leasing under operating leases are shown as fixed assets and are depreciated on a straight line basis over the life of the lease to their estimated residual value. Rental income is credited to the profit and loss account on an accruals basis.

(e) Vehicle rebates

Following the adoption of Financial Reporting Standard 15 (Tangible Fixed Assets), rebate income received from manufacturers on the purchase of vehicles, is adjusted as a reduction in cost and is spread over the life of the vehicle.



Notes

(continued)

1. Accounting policies (continued)

(f) Depreciation

Property and equipment used by the company:

Depreciation is provided on a straight line basis so as to write off the cost or valuation less the estimated residual value of fixed assets over their useful economic lives as follows:

Freehold and long leasehold property

Short leasehold property

Plant, machinery, fixtures, fittings

and computer equipment

- 40 years

Over the remaining period of the lease

3-10 years

Land is not depreciated.

Assets leased to customers:

The vehicle fleet provision policy is to write down each vehicle to its estimated or guaranteed residual value at the anticipated date of sale. This policy results in provision rates of between 20 and 60 percent per annum on a straight line basis.

(a) Leases

Where the company enters into a lease which entails taking substantially all the risks and rewards of ownership of an asset, the lease is treated as a 'finance lease'. The asset is recorded in the balance sheet as a tangible fixed asset and is depreciated as set out above. Future installments under such leases, net of finance charges, are included with creditors. Rentals payable are apportioned between the finance element, which is charged to the profit and loss account and the capital element which reduces the outstanding obligation for future installments.

All other leases are accounted for as 'operating leases' and the rental charges are charged to the profit and loss account on a straight-line basis over the life of the lease.

(h) Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the contracted rate or the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

(i) Hire purchase and finance lease interest

Interest on borrowings arranged at variable rates is charged to the profit and loss account in accordance with the amounts notified by the respective lenders. Interest on borrowings arranged on fixed interest terms is charged to the profit and loss account on a basis designed to give a reasonable approximation to a constant periodic rate of return.

(j) Stocks

Stocks are stated at the lower of cost and net realisable value.

(k) Taxation

The charge for taxation is based on the loss for the year. Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19.



Deferred tax assets are recognized to the extent that the directors consider those assets to be recoverable.

Notes (continued)

1. Accounting policies (continued)

(I) Pension and other post-retirement benefits

The company participates in group funded defined benefit pension schemes providing benefits for employees based on final pensionable pay. Pension costs are charged against profits on a systematic basis - any surplus or deficits arising are allocated over the remaining service lives of the current employees of the group.

The company also operates defined contribution schemes and contributions payable are charged to the profit and loss account.

(m) Cash flow statement

Under FRS 1 (Revised 1996) the company is exempt from the requirement to prepare a cash flow statement. Exemption is on the grounds that it is a wholly owned subsidiary undertaking and its cash flows appear in a consolidated cash flow statement in the financial statements of the ultimate parent company which are available to the public from the address mentioned in note 21.

(n) Transactions with related parties

The company, as a wholly owned subsidiary undertaking of General Electric Company, has taken advantage of an exemption contained in FRS 8, "Related Party Disclosures", in preparing its financial statements. This exemption allows the company not to disclose details of transactions with other group companies or investees of the group qualifying as related parties, as the consolidated financial statements of General Electric Company in which the company is included are available to the public from the address mentioned in note 21.

2. Operating loss

Operating loss on ordinary activities before taxation is stated after charging/(crediting) the following:

		2005	2004
		€000	£000
	Depreciation of owned tangible fixed assets	48,322	65,468
	Auditors' remuneration - audit fees	55	83
	- other fees	-	5
	Operating leases - hire of plant and machinery	107	107
	- other	1,419	1,927
	Foreign exchange losses/(gains)	2	(10)
	Profit on sale of fixed assets	(1,052)	(1,788)
			
3.	Interest receivable and similar income		
		2005	2004
		£000	£000
	Recievable from group undertakings	1,361	-
	Bank interest	1	11
	Other interst receivable	5	-
		1,367	11
		<u> </u>	



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GE Capital TLS Limited

Notes (continued)

4. Interest payable

		2005		2004
		£000		£000
	Payable to group undertakings	22,694		23,467
5.	Directors' remuneration		******	
J.	Directors remaineration	2005		2004
		£000		£000
	Emoluments	298		309
	Pension contributions	28		24
		326		333
			-	
	The number of directors to whom retirement benefits are accruing is:			
			Number of directors	5
		2005		2004

The emoluments of the highest paid director were £169,000 (2004: £187,000). The accrued pension from a defined benefit pension scheme of the highest paid director at the end of the year was £14,000 (2004: £14,000).

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6. Staff numbers and costs

Under defined benefit scheme

The average number of persons employed by the company during the year (including directors) analysed by category, was as follows:

	Number	
	2005	2004
Operations	365	408
Management/administrative	121	146
		
	486	554
	VI.S	



Notes (continued)

6. Staff numbers and costs (continued)

	The aggregate payroll costs of these persons were as follows:	2005 £000	2004 £000
	Wages and salaries Social security costs Other pension costs	14,018 1,509 835	14,711 1,553 631
		16,362	16,895
7.	Tax on loss on ordinary activities		
	a) Analysis of charge/(credit) in the year at 30% (2004: 30%)	2005 £000	2004 £000
	UK corporation tax at 30% (2004: 30%) Adjustment in respect of prior years	- -	2 3
	Total current tax	-	5
	Deferred Tax Origination and reversal of timing differences Adjustment in respect of prior years	11,170 (726)	(4,425) (7,691)
	Total deferred tax	10,444	(12,116)
	Tax charge/(credit) on loss on ordinary activities	10,444	(12,111)



Notes

(continued)

7. Tax on loss on ordinary activities (continued)

b) Factors affecting current tax charge in year	2005 £000	2004 £000
Loss on ordinary activities before tax	(24,749)	(29,310)
Tax on loss on ordinary activities at UK standard rate of 30% (2004: 30%)	(7,425)	(8,793)
Effects of:		
Depreciation in excess of capital allowances Short term timing differences Expenses not deductible for tax purposes Group relief not paid for Non taxable UK dividends Adjustment to tax charge in respect of prior years	4,666 (15,836) 202 18,393 - -	4,213 213 1,337 4,275 (1,243) 3
Total current tax charge for the year	-	5
Intangible fixed assets		1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
Cost		Goodwill £000

8.

	£000
Cost At beginning and end of year	52,220
Amortisation At beginning and end of year	52,220
	
Net book value At beginning and end of year	-



Notes (continued)

9. Tangible fixed assets

	Land and buildings £000	Plant, machinery fixtures, fittings, and computer equipment £000	Assets held under operating lease £000	Total £000
Cost or valuation				
At beginning of year Additions	10,815 173	2,016 24	307,275 51,628	320,106 51,825
Disposals	(493)	(39)	(139,950)	(140,482)
Reclassification of operating leases to		15-27		
finance leases			(12,678)	(12,678)
At end of year	10,495	2,001	206,275	218,771
				
Depreciation				
At beginning of year	2,179	930	106,833	109,942
Charge for the year	319	309	47,694	48,322
On disposals Reclassification of operating leases to	(296)	(12)	(77,722)	(78,030)
finance leases	_		(5,494)	(5,494)
At end of year	2,202	1227	71,311	74,740
Net book value				
At 31 December 2005	8,293	774	134,964	144,031
At 31 December 2004	8,636	1,086	200,442	210,164
				
The net book value of land and buildings comp	prises:			
			2005	2004
			2005 £000	£000
			2000	
Freehold			5,759	5,821
Short leasehold			2,534	2,815
			8,293	8,636



Shares in

GE Capital TLS Limited

Notes (continued)

9. Tangible fixed assets (continued)

Residual values

The following table sets out the maturity of the company's unguaranteed residual values of assets leased to customers:

Recoverable period	Operating leases £000
Within one year In the second to fifth years inclusive More than five years	39,446 39,510 38
	78,994

Regular reviews are made of residual values in the light of available market data and provisions are made in respect of leases where ultimate recovery is in doubt.

10. Investments

	subsidiary undertakings £000
Cost At beginning of year Amounts written off	17,403 (4,943)
At end of year	12,460
Provision At beginning of year Released	4,893 (4,893)
At end of year	-
Net book value At 31 December 2005	12,460
At 31 December 2004	12,510



Notes

(continued)

10. Investments (continued)

The company owns the following subsidiary undertaking which is registered in England and Wales, and operate principally in the United Kingdom:

	Subsidiary undertaking	Principal activities	Proportion of issued share capital held by the company	Class of shares
			%	
	Smith Self Drive Group Limited	Non-trading	100	Ordinary
11.	Stocks		2005	2004
			0003	£000
	Vehicles held for sale		7,367 ———	11,203
12.	Debtors			
			2005 £000	2004 £000
			1000	£000
	Rentals receivable under operating leases		14,234	23,689
	Amounts owed by group undertakings		28,324	48,700
	Taxation recoverable		1,910	1,910
	Finance lease receivable (note 14)		5,094 508	- E6/1
	Other debtors Prepayments and accrued income		8,299	564 12,757
			 58,369	87,620
13	Creditors: amounts falling due within one year	ır		
	Granto Granto Talling and Millim One yee	. .	2005	2004
			£000	£000
	Trade creditors		1,458	1,884
	Bank overdrafts		1,082	1,895
	Debenture loan		745.000	7
	Amounts owed to group undertakings Taxation and social security		345,068 2,196	413,109 3,291
	Other creditors		1,069	996
	Accruals and deferred income		12,271	15,155
			363,144	436,337
			=	



Obligations under finance leases and similar hire purchase contracts are secured on the assets to which those borrowings relate.

Notes (continued)

14. Net investment in finance leases

		Gross Receivable £000	Finance Charges £000	Net investment £000
	Within one year More than one year	3,029 2,381	(268) (48)	2,761 2,333
		5,410	(316)	5,094
15.	Provisions for liabilities			
				Deferred Taxation £000
	At beginning of year Charge to the profit and loss for the year			2,145 10,444
	At end of year			12,589
	Provision has been made for deferred taxo	ition as follows:		
			2005 Provided £000	2004 Provided £000
	Difference between accumulated deprecia capital allowances	ition and	4	10.041
	Short term timing differences		13,375 (786)	18,041 (15,896)
			12,589	2,145
16.	Called up share capital			
			2005 £000	2004 £000
	Authorised: 3,000,000,000 Ordinary shares of 5p each		150,000	150,000
	Allotted, called up and fully paid: 2,056,049,290 Ordinary shares of 5p each		102,802	102,802
				· · ·



Notes (continued)

17. Reconciliation of movements in shareholders' deficit

	Called up share capital £000	Share premium account £000	Second reserve £000	Profit and loss account £000	2005 Share- holders' deficit £000	2004 Share- holders' Deficit £000
At beginning of year Shares issued Loss for the year	102,802 - - -	51,047 - -	4,240 - -	(275,074) - (35,193) 	(116,985) - (35,193) 	(199,616) 99,830 (17,199)
At end of year	102,802	51,047	4,240	(310,267)	(152,178)	(116,985)

The second reserve was created by an order of the High Court in December 1996 and is available for distribution by way of dividend in certain special circumstances but in all other respects is equivalent to the share premium account.

18. Capital commitments

Commitments for capital expenditure not provided in the financial statements were as follows:

Contracted for but not provided in the	2005 £000	2004 £000
financial statements: Assets leased to customers	6,977	8,815

19. Operating lease commitments

Annual commitments under non-cancellable operating leases were as follows:

	Land an	d buildings	(Other
	2005	2004	2005	2004
	£000	£000	£000	£000
Expiring within one year	1,494	1,411	826	1,003
Expiring between two to five years	5,968	5,645	204	1,043
Expiring after five years	8,576	9,170	-	-
	 			
	16,038	16,226	1,030	2,046



Notes (continued)

20. Pension scheme

Defined contribution scheme

The company is a member of three defined contribution pension schemes.

The pension charge for the year represents contributions payable by the company to the schemes and amounted to £3,000 (2004: £18,000). Contributions amounting to £4,000 (2004: £1,000) were payable to the schemes at the end of the year and are included in creditors.

Defined benefit scheme

A funded defined benefit scheme is operated providing benefits on the basis of final pensionable pay. The scheme is a part of a group scheme, the GE Capital Pension Scheme which covers a number of United Kingdom subsidiary companies of General Electric Company. Contributions are based on pension costs across the group. Accordingly the company is unable to identify its share of assets and liabilities of this scheme and account for this scheme as a defined contribution scheme. The funding surplus/deficit in respect of this scheme is disclosed in the financial statements of IGE USA Investments.

Contributions to this scheme are charged to the profit and loss account as to spread the cost of pensions over the employees' working lives. The contributions are determined by a qualified actuary on the basis of triennial valuations, using the projected unit method. The latest formal actuarial valuation of the GE Pension Scheme was at 5 April 2003. At this date there was a funding deficit of £82.78m and a funding level of 68%. Details of the actuarial valuations are disclosed in the financial statements of IGE USA Investments

The pension charge for the year represents contributions payable by the company to the scheme and amounted to £832,000 (2004: £613,000). Contributions amounting to £95,000 (2004: £77,000) were payable to the schemes at the end of the year and are included in creditors.

21. Parent undertaking

The company's immediate parent undertaking is Key Leasing Limited, a company registered in England and Wales.

The smallest group in which the results of the company are consolidated is that headed by IGE USA Investments, a company registered in England and Wales. The consolidated financial statements of this company are available to the public and may be obtained from 100 Barbirolli Square, Manchester, M2 3AB, United Kingdom.

The largest group in which the results of the company are consolidated is that headed by its ultimate parent undertaking, General Electric Company, a company incorporated in the United States of America. The consolidated financial statements of this company are available to the public and may be obtained from 3135 Easton Turnpike, Fairfield, Connecticut 06431, USA or at www.ge.com.

