REGISTERED NUMBER: 2156457 (England and Wales)

REPORT OF THE DIRECTORS AND
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2007
FOR
GREENOAKS (MAIDENHEAD) LIMITED

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COMPANY INFORMATION FOR THE YEAR ENDED 31 DECEMBER 2007

DIRECTORS:

A Khayamı B J Martın M Foroutan N C Tanner

SECRETARY:

B J Martin

REGISTERED OFFICE

273/283 Bath Road

Slough Berkshire SL1 5PR

REGISTERED NUMBER:

2156457 (England and Wales)

AUDITORS:

Hartley Fowler LLP Chartered Accountants Registered Auditor 4th Floor, Tuition House 27-37 St George's Road

Wimbledon London SW19 4EU

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2007

The directors present their report with the financial statements of the company for the year ended 31 December 2007

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of of dealing in high quality motor vehicles

No significant change in the nature of these activities occurred during the year

REVIEW OF BUSINESS

The results for the year and financial position of the company are as shown in the annexed financial statements

In the context of the major development work undertaken and the difficult vehicle selling conditions, the results for the year and the financial position at the year end were considered satisfactory by the directors

The management of the company and the execution of the company's strategies are subject to a number of risks and uncertainties. The principal risks and uncertainties relate to competition from other Mercedes Benz retailers both locally and nationally, employee retention, product demand and achievement of the manufacturer's performance targets.

The company is also subject to financial risks including credit and interest rate risks. Credit risks relate mainly to trade debtor recoverability and this risk is mitigated by company procedures relating to the timely collection of amounts due from such debtors. Interest rate risks relate to the company's exposure to bank loans and overdrafts, manufacturer stocking finance and loans from related parties. These risks are mitigated by active management of bank overdraft levels and stock management.

The company's directors are of the opinion that Key Performance Indicators are turnover growth (increase of 2 4%) and gross profit margins (down from 13 2% in 2006 to 11 8% in 2007)

DIVIDENDS

No dividends will be distributed for the year ended 31 December 2007

RESEARCH AND DEVELOPMENT

The company continues to invest significant amounts in its dealership operations through the acquisition of the latest high quality plant and machinery. The directors consider the investment in such developments as integral to the continuing success of the company.

FUTURE DEVELOPMENTS

The directors are carefully monitoring the company's performance and are taking appropriate actions in order to maintain future profitability

There have been no material post balance sheet events to report

DIRECTORS

The directors shown below have held office during the whole of the period from 1 January 2007 to the date of this report

A Khayamı

B J Martin

M Foroutan

N C Tanner

POLITICAL AND CHARITABLE CONTRIBUTIONS

During the year the company made donations to charity of £40,000 (2006 £nil)

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2007

EMPLOYEE INVOLVEMENT

The company's policy is to consult and discuss with employees, through staff councils and at regular meetings, matters likely to affect employees' interests

Information on matters of concern to employees is given through bulletins and reports which seek to achieve a common awareness on the part of all employees of the financial and economic factors affecting the group's performance

There is no employee share scheme at present

DISABLED PERSONS

The company's policy is to consider disabled workers for all vacancies that they apply for All necessary assistance with initial training courses is given. Once employed, a career plan is developed so as to ensure suitable opportunities for each disabled person. Arrangements are made, wherever possible, for retaining employees who become disabled, to enable them to perform work identified as appropriate to their aptitudes and abilities.

MARKET VALUE OF LAND AND BUILDINGS

The directors do not consider there to be a significant difference between the net book value and market value of interests in land and buildings

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing 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 the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 period. 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 applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- 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 are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 234ZA of the Companies Act 1985) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information

ON BEHALF OF THE BOARD.

A Khayamı - Director

29 October 2008

REPORT OF THE INDEPENDENT AUDITORS TO THE SHAREHOLDERS OF GREENOAKS (MAIDENHEAD) LIMITED

We have audited the financial statements of Greenoaks (Maidenhead) Limited for the year ended 31 December 2007 on pages six to fifteen. 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 auditors' 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 United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out on page three

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 whether in our opinion the information given in the Report of the Directors 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 Report of the Directors 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.

REPORT OF THE INDEPENDENT AUDITORS TO THE SHAREHOLDERS OF GREENOAKS (MAIDENHEAD) LIMITED

Opinion

In our opinion

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2007 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 Report of the Directors is consistent with the financial statements

Hartley Fowler LLP Chartered Accountants Registered Auditor 4th Floor, Tuition House 27-37 St George's Road Wimbledon

London SW19 4EU

29 October 2008

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2007

		2007		2007		200	6
	Notes	£	£	£	£		
TURNOVER			86,651,090		84,651,800		
Cost of sales			76,449,886		73,467,070		
GROSS PROFIT			10,201,204		11,184,730		
Distribution costs Administrative expenses		3,363,518 9,619,172	12,982,690	3,497,370 10,698,200	14,195,570		
			(2,781,486)		(3,010,840)		
Other operating income			4,585,373		3,709,872		
OPERATING PROFIT	3		1,803,887		699,032		
Interest payable and similar charges	4		1,570,743		1,239,562		
PROFIT/(LOSS) ON ORDINARY ACTIVIT BEFORE TAXATION	TES		233,144		(540,530)		
Tax on profit/(loss) on ordinary activities	5		73,340		(58,010)		
PROFIT/(LOSS) FOR THE FINANCIAL Y	EAR		159,804		(482,520)		

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current year or previous year

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profit for the current year and the loss for the previous year

The notes form part of these financial statements

BALANCE SHEET 31 DECEMBER 2007

		200)7	200)6
	Notes	£	£	£	£
FIXED ASSETS					
Intangible assets	6		-		-
Tangible assets	7		3,628,743		3,573,443
			3,628,743		3,573,443
CURRENT ASSETS					
Stocks	8	17,061,446		13,287,109	
Debtors	9	10,624,661		10,907,561	
Cash in hand		15,086		3,099	
		27,701,193		24,197,769	
CREDITORS					
Amounts falling due within one year	10	30,217,028		26,891,448	
NET CURRENT LIABILITIES			(2,515,835)		(2,693,679)
TOTAL ASSETS LESS CURRENT LIABILITIES			1,112,908		879,764
PROVISIONS FOR LIABILITIES	13		73,340		-
NET ASSETS			1,039,568		879,764
CAPITAL AND RESERVES					
Called up share capital	14		10,000		10,000
Profit and loss account	15		1,029,568		869,764
SHAREHOLDERS' FUNDS	19		1,039,568		879,764

The financial statements were approved by the Board of Directors on 29 October 2008 and were signed on its behalf by

A Khayamı - Dırector

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2007

1 ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention and are in accordance with applicable accounting standards

Turnover

Turnover represents net invoiced sales of goods, excluding value added tax

Goodwill

Goodwill is the difference between the amount paid on the acquisition of a business and the aggregate fair value of its separate net assets. Goodwill is amortised through the profit and loss account over the directors' estimate of its economic life. Goodwill has been amortised to £nil in a prior year and therefore no charge for amortisation has been made in these financial statements.

Tangible fixed assets

Tangible fixed assets other than freehold land are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows.

Land and buildings freehold	2% on cost
Land and buildings leasehold	Over the term of the lease
Plant and machinery	20% on cost
Computer equipment	33% on cost
Fixtures, fittings & equipment	20% on cost

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date

Hire purchase and leasing commitments

Rentals paid under operating leases are charged to the profit and loss account on a straight line basis over the period of the lease

Pension costs and other post-retirement benefits

The company operates a defined contribution pension scheme Contributions payable to the company's pension scheme are charged to the profit and loss account in the period to which they relate

2 STAFF COSTS

	2007 £	2006 £
Wages and salaries	5,511,215	5,679,011
Social security costs	773,862	788,120
Other pension costs	7,380	7,490
	6,292,457	6,474,621

2	STAFF COSTS - continued		
	The average monthly number of employees during the year was as follows	2007	2006
	Administration Sales Service	55 32 177	57 30 184
		<u> </u>	<u> </u>
3	OPERATING PROFIT		
	The operating profit is stated after charging		
		2007 £	2006 £
	Hire of plant and machinery Other operating leases Depreciation - owned assets Auditors' remuneration Auditors' remuneration for non audit work	147,067 607,401 853,446 40,000 64,050	170,125 951,690 464,061 40,000 51,113
	Directors' emoluments Directors' pension contributions to money purchase schemes	102,740 7,380	116,599 7,490
	The number of directors to whom retirement benefits were accruing was as follow	/s	
	Money purchase schemes	1	1
4	INTEREST PAYABLE AND SIMILAR CHARGES	2007	2006
	Bank interest Bank loan interest Non bank interest	£ 198,577 41,807 1,330,359	£ 106,714 162,588 970,260
		1,570,743	1,239,562

5

TAXATION		
Analysis of the tax charge/(credit) The tax charge/(credit) on the profit on ordinary activities for the year was as follows:	2007	2006
Current tax	£	£
UK corporation tax	-	(58,010)
Deferred tax	73,340	
Tax on profit/(loss) on ordinary activities	73,340	(58,010)
UK corporation tax has been charged at 20%		
Factors affecting the tax charge/(credit) The tax assessed for the year is lower than the standard rate of corporation tax explained below	2007	2006
Profit/(loss) on ordinary activities before tax	£ 233,144	£ (540,530)
Profit/(loss) on ordinary activities		
multiplied by the standard rate of corporation tax	40.000	(400 704)
ın the UK of 20% (2006 - 19%)	46,629	(102,701)
Effects of		
	13,389	
Non deductible expenses		7,932
Depreciation add back	170,689	88,172
Depreciation add back Capital allowances		88,172 (156,349)
Depreciation add back Capital allowances Adjustments to previous periods	170,689	88,172 (156,349) 587
Depreciation add back Capital allowances Adjustments to previous periods Other tax adjustments	170,689 (161,828) -	88,172 (156,349)
Depreciation add back Capital allowances Adjustments to previous periods	170,689	88,172 (156,349) 587
Depreciation add back Capital allowances Adjustments to previous periods Other tax adjustments	170,689 (161,828) -	88,172 (156,349) 587

6	INTANGIBLE FIXED ASSETS			Goodwill £
	COST At 1 January 2007 and 31 December 2007			5,404,254
	AMORTISATION At 1 January 2007 and 31 December 2007			5,404,254
	NET BOOK VALUE At 31 December 2007			<u> </u>
	At 31 December 2006			-
7	TANGIBLE FIXED ASSETS	Freehold property £	Long leasehold £	Plant and machinery £
	COST At 1 January 2007 Additions	48,044	648,438 8,196	3,292,776 592,553
	At 31 December 2007	48,044	656,634	3,885,329
	DEPRECIATION At 1 January 2007 Charge for year	1,127 161	93,427 44,705	761,621 598,266
	At 31 December 2007	1,288	138,132	1,359,887
	NET BOOK VALUE At 31 December 2007	46,756	518,502	2,525,442
	At 31 December 2006	46,917	555,011	2,531,155

7	TANGIBLE FIXED ASSETS - continued			
		Fixtures and fittings £	Computer equipment £	Totals £
	COST		22.422	5 440 057
	At 1 January 2007 Additions	1,066,513 292,362	60,486 15,635	5,116,257 908,746
	At 31 December 2007	1,358,875	76,121	6,025,003
	DEPRECIATION			
	At 1 January 2007	672,141	14,498	1,542,814
	Charge for year	185,194	25,120	853,446
	At 31 December 2007	857,335	39,618	2,396,260
	NET BOOK VALUE			
	At 31 December 2007	501,540	36,503	3,628,743
	At 31 December 2006	394,372	45,988	3,573,443
8	STOCKS			
			2007	2006
	Finished goods		£ 17,061,446 ———	£ 13,287,109
9	DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR			
•	DEDICIO. ANGONTO I ALLINO DOL WITHIN ONE PEAK		2007	2006
			£	£
	Trade debtors		2,150,928	3,021,827
	Amounts owed by group undertakings		5,753,788	5,527,452
	Other debtors		2,276,485	1,598,108
	Tax		58,597	58,597
	VAT		-	295,608
	Prepayments and accrued income		384,863	405,969
			10,624,661	10,907,561

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2007

10	CREDITORS AMOUNTS FALLING DUE WITHIN ONE YEAR		
		2007	2006
		£	£
	Bank loans and overdrafts (see note 11)	3,629,416	4,382,554
	Other loans (see note 11)	3,900,000	2,950,000
	Trade creditors	5,993,978	5,959,365
	Amounts owed to group undertakings	699,600	708,486
	Other taxes and social security costs	506,562	274,169
	VAT	14,269	-
	Consignment stock loan	9,133,024	6,450,616
	Other creditors	2,935,830	3,200,000
	Directors' current accounts	2,712,998	2,167,696
	Accruals and deferred income	691,351	798,562
		30,217,028	26,891,448
11	LOANS		
	An analysis of the maturity of loans is given below		
		2007	2006
		£	£
	Amounts falling due within one year or on demand	-	
	Bank overdrafts	3,629,416	3,367,554
	Bank loans	-	1,015,000
	Other loans	3,900,000	2,950,000
		7,529,416	7,332,554

Bank overdrafts amounting to £3,629,416 (2006 £3,367,554) and bank loans of £nil (2006 £1,015,000) are secured by a charge on the properties of the company as well as those of the parent company

Other loans of £3,900,000 (2006 £2,950,000) are secured by a floating charge on the company's vehicle stocks

12 OPERATING LEASE COMMITMENTS

The following operating lease payments are committed to be paid within one year

	Land and buildings		Other operating leases	
Expiring	2007 £	2006 £	2007 £	2006 £
Within one year	-	87,500	6,072	35,176
Between one and five years In more than five years	245,000	- 245,000	84,721	70,549
in more than the years				
	245,000	332,500	90,793	105,725

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2007

13	PROVISIONS FOR LIABILITIES	0007	2022
		2007 £	2006 £
	Deferred tax	73,340	-
			Deferred tax
	Accelerated capital allowances Tax losses carried forward		£ 132,436 (59,096)
	Balance at 31 December 2007		73,340

The net deferred tax liability of £73,340 (2006 £4,170) is made up a deferred tax liability of £132,436 (2006 £123,717) in respect of accelerated capital allowances and is offset by a deferred tax asset of £59,096 (2006 £119,547) in respect of carried forward tax losses. In 2006, the net deferred tax liability of £4,170 was not reflected in the financial statements as the amount was not material.

Following the substantive enactment of the Finance Act 2007 on 26 June 2007, deferred tax relating to timing differences which are expected to reverse up to 31 March 2008 is measured at 19% and deferred tax relating to timing differences expected to reverse from 1 April 2008 is measured at 20%

14 CALLED UP SHARE CAPITAL

N	lumber	Class	Nominal value	2007 £	2006 £	
10	0,000	Ordinary	£1	10,000	10,000	
15 R	RESERVES					
					Profit and loss	
					account	
					£	
	t 1 January				869,764	
Р	Profit for the	year			159,804	
A	t 31 Decem	ber 2007			1,029,568	

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2007

16	CAPITAL COMMITMENTS		
		2007	2006
	Contracted but not provided for in the	L	~
	financial statements	20,257	510,000

At the year end the company and its parent, Sigma Holdings Limited, were committed to capital expenditure of £20,257 (£510,000) in respect of the redevelopment of dealership properties

17 RELATED PARTY DISCLOSURES

The company has taken advantage of the exemption in Financial Reporting Standard Number 8 from the requirement to disclose transactions with group companies on the grounds that consolidated financial statements are prepared by the ultimate parent company

During the year the company made charitable donations of £40,000 (2006 £nil) to The Khayami Foundation Mr A Khayami and Mr B Martin, directors, are also trustees of The Khayami Foundation

During the year the company was charged rent of £160,000 (2006 £160,000) by Winnington Holdings LLP in which Mr A Khayami is a partner At the year end £Nil was outstanding in respect of these transactions (2006 £40,000). This transaction was on a normal trading basis.

During the year the company recharged costs of £17,339 (2006 £nil) to Winnington Holdings LLP. The amount due at the year end was £17,339 (2006 £nil). During the year Winnington Holdings LLP recharged £52,519 to Greenoaks (Maidenhead) Limited in respect of costs incurred on its behalf. At the year end £52,519 (2006 £nil) was outstanding.

Winnington Holdings LLP has made loans to the company which are repayable on demand with interest charged at 6%. At the year end £2,500,000 (2006 £2,800,000) was outstanding and is included in other creditors.

At the year end, the company owed Mr A Khayamı £2,500,000 (2006 £2,000,000) and Mr M Khayamı (director of the parent company) £400,000 (2006 £400,000) These are repayable on demand and interest is charged at 6% In addition, the balance owing to Mr A Khayamı at the year end in respect of the non interest bearing element of his director's current account was £212,998 (2006 £167,696) The director's loan account is repayable on demand

18 ULTIMATE CONTROLLING PARTY

The ultimate parent company is Sigma Holdings Limited, a company registered in England and Wales Sigma Holdings Limited is controlled by A Khayami, a director of both companies

2006

2007

19 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

Profit/(Loss) for the financial year	£ 159,804	£ (482,520)
Net addition/(reduction) to shareholders' funds Opening shareholders' funds	159,804 879,764	(482,520) 1,362,284
Closing shareholders' funds	1,039,568	879,764