


**Archerlane**  
(formerly Credit Lyonnais Properties)

**Report and Financial Statements**

31 December 2005

 **ERNST & YOUNG**



Archerlane  
(formerly Credit Lyonnais Properties)

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Registered No: 2407942

**Directors**

Credit Lyonnais (Investments) Limited  
Credit Lyonnais Group Management Limited

**Secretary**

D M J Rice

**Auditors**

Ernst & Young LLP  
1 More London Place  
London SE1 2AF

**Registered Office**

Broadwalk House  
5 Appold Street  
London EC2A 2DA

## Directors' report

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

### Principal activity and review of the business

Archerlane (formerly Credit Lyonnais Properties) (the "Company") had no activity during the year.

The directors consider the financial position at the year end to be satisfactory. No significant change is anticipated to the Company's principal business activity.

### Results and dividends

The Company has not traded during the year and has received no income and incurred no expenditure; consequently the Company has made neither a profit nor a loss nor any other recognised gains or losses (2004 - £Nil).

The directors do not recommend the payment of a final dividend (2004 - £Nil).

### Directors and their interests

The following directors held office throughout the year:

Credit Lyonnais (Investments) Limited  
Credit Lyonnais Group Management Limited

Credit Lyonnais Group Management Limited holds 1 ordinary share as a nominee for Credit Lyonnais (Investments) Limited which had a 100% interest in the Company throughout the year.

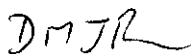
### Secretary

B Sweeney	(resigned 30 June 2005)
D M J Rice	(appointed 30 June 2005)

### Auditors

During the year Deloitte & Touche LLP resigned as auditors and the directors have appointed Ernst & Young LLP. A resolution to reappoint Ernst & Young LLP as auditors will be put to the members at the Annual General Meeting.

By order of the Board



Secretary

Date 24 JUL 2006

## Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable United Kingdom law and United Kingdom Generally Accepted Accounting Practice.

Company law requires the directors to prepare financial statements for each financial year which 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 judgments 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 that disclose with reasonable accuracy at any time the financial position of the company and 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.

## **Independent auditors' report**

**to the members of Archerlane (formerly Credit Lyonnais Properties)**

We have audited the company's financial statements for the year ended 31 December 2005 which comprise the Balance Sheet and the related notes 1 to 7. 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 are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and Accounting Standards (United Kingdom Generally Accepted Accounting Practice) as set out in the Statement of Directors' Responsibilities.

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.

### **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 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 2005 and have been properly prepared in accordance with the Companies Act 1985.



Ernst & Young LLP  
Registered Auditor  
London

28 JUL 2006

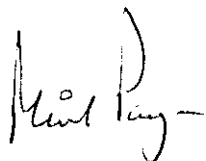
## Balance sheet

at 31 December 2005

	Note	2005 £	2004 £
<b>Current assets</b>			
Amount due from Credit Lyonnais (Investments) Limited		200,000	200,000
<b>Net assets</b>		<u>200,000</u>	<u>200,000</u>
<b>Capital and reserves</b>			
Called up share capital	5	200,000	200,000
<b>Equity shareholders' funds</b>		<u>200,000</u>	<u>200,000</u>

These financial statements were approved by the Board on 24 JUL 2006

Signed on behalf of the Board



Director

## Notes to the financial statements

at 31 December 2005

### 1. Accounting policies

#### Basis of preparation

The financial statements have been prepared under the historical cost convention, and in accordance with applicable United Kingdom law and accounting standards.

The particular accounting policies adopted, which have been applied consistently throughout the current and preceding year, are set out below.

#### Cash flow statement

Under FRS 1 (Revised 1996) *Cash Flow Statements*, the Company is exempt from producing a cash flow statement, as it is itself a subsidiary of Crédit Agricole, a company incorporated in France for which a consolidated cash flow statement is produced.

#### Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax.

Deferred tax assets are recognised only to the extent the directors consider it is more likely than not that there would be suitable taxable profit from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

A deferred tax asset of £11,034,213 (2004 - £11,034,213), relating to capital losses carried forward at year end, has not been recognised as there is insufficient evidence to suggest that the asset will be recovered.

### 2. Results

The Company has not traded in the current or prior year and accordingly no profit and loss account has been prepared and no disclosures under FRS 3 *Reporting Financial Performance* are required.

### 3. Directors, employees and auditors

The Company had no employees (2004 - Nil).

The directors did not receive any remuneration in respect of their services to the Company during the year (2004 - £Nil).

The remuneration of the auditors was borne by another group company in the current and prior year.

## Notes to the financial statements

at 31 December 2005

### 4. Called up share capital

	2005 £	2004 £
<b>Authorised</b>		
100,000 ordinary shares of £1 each	100,000	100,000
100,000 "A" ordinary shares of £1 each	100,000	100,000
59,800,000 10% non-cumulative redeemable preference shares of £1 each	59,800,000	59,800,000
23,500,000 5% non-cumulative redeemable "A" Preference shares of £1 each	23,500,000	23,500,000
	<u>83,500,000</u>	<u>83,500,000</u>
<b>Allotted and fully paid up</b>		
100,000 ordinary shares of £1 each	100,000	100,000
100,000 "A" ordinary shares of £1 each	100,000	100,000
	<u>200,000</u>	<u>200,000</u>

### Summary of Rights and Restrictions attaching to each class of share

#### Rights to Dividends

Ordinary and "A" ordinary shareholders are entitled to receive a fixed non-cumulative dividend at a rate of 12% and 3% respectively. Should the Company not have sufficient distributable profits to pay the dividends, then a dividend shall be paid pro rata on the basis that the holders of ordinary shares receive four times as much of the profits as holders of the "A" ordinary shares.

#### Voting Rights

- i) Holders of "A" ordinary shares have one vote for each share held
- ii) Holders of ordinary shares have four votes for each share held

#### Winding Up

On the winding up (or any other return of capital) the assets of the Company available for distribution among the members shall be applied as follows: 80% thereof to the holders of the ordinary shares and 20% to the holders of the "A" ordinary shares.

### 5. Related party transactions

The Company has taken advantage of the exemption under paragraph 3(c) of FRS 8 *Related Party Disclosures* not to disclose transactions with fellow group undertakings. There were no other related party transactions requiring disclosure.

### 6. Ultimate parent company

The Company's ultimate parent company is Credit Agricole, a Société Anonyme registered in France, which is the smallest and the largest company for which group financial statements are prepared. Group financial statements can be obtained from 91-93 Boulevard Pasteur, 75710, Paris, France. The Company's direct parent is Credit Lyonnais (Investments) Limited.