REPORT AND FINANCIAL STATEMENTS

YEAR ENDED 31 December 2007

Registered Number 02597686

THURSDAY



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YEAR ENDED 31 December 2007

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DIRECTORS' REPORT

YEAR ENDED 31 December 2007

The directors have pleasure in submitting their report and financial statements of the company for the year ended 31 December 2007

ACTIVITIES

The company did not trade during the year

DIRECTORS

The directors during the year were as follows

T G Finn

D R Forsyth

M S Casha

H C Sykes

DIRECTORS' INTERESTS

None of the directors had any interest in the share capital of the company. The interests of the directors in the share capital of the ultimate parent company are shown in the financial statements of that company.

AUDITORS

In accordance with Section 249AA of the Companies Act 1985, the company was entitled to exemption from the requirement to have its financial statements for the financial year ended 31 December 2007 audited

On behalf of the Board

H C Syke

Loxley House Little Oak Drive Annesley Nottinghamshire 11 July 2008

PROFIT AND LOSS ACCOUNT

YEAR ENDED 31 December 2007

A profit and loss account is not presented as the company did not trade during the year or prior year and there has been no income or expenditure

BALANCE SHEET

AT 31 December 2007

| Note | | 2007 | 2006 |
|------|---------------------------------------|-------------|-------------|
| NOLE | | £ | <u>E</u> |
| _ | FIXED ASSETS | | |
| 2 | Investments | 6,386,487 | 6,386,487 |
| | CURRENT ASSETS | | |
| 3 | Debtors | 1,307,175 | 1,307,175 |
| | NET CURRENT ASSETS | 1,307,175 | 1,307,175 |
| | TOTAL ASSETS LESS CURRENT LIABILITIES | 7,693,662 | 7,693,662 |
| | CAPITAL AND RESERVES | | |
| 4 | Called up share capital | 11,350,002 | 11,350,002 |
| 5 | Profit & Loss Account | (3,656,340) | (3,656,340) |
| | EQUITY SHAREHOLDERS' FUNDS | 7,693,662 | 7,693,662 |

The directors

- (a) confirm that the company was entitled to exemption under sub-section (1) of Section 249AA of the Companies Act 1985 from the requirement to have its financial statements for the financial year ended 31 December 2007 audited
- (b) confirm that members have not required the company to obtain an audit of its financial statements for that financial year in accordance with sub-section (2) of Section 249B(2) of that Act
- (c) Acknowledge their responsibilities for
- (I) ensuring that the company keeps accounting records which comply with Section 221 of the Companies Act 1985, and
- (ii) preparing financial statements which give a true and fair view of the state of affairs of the company as at the end of the financial year and of its profit or loss for the financial year in accordance with the requirements of Section 226 of that Act and which otherwise comply with the requirements of that Act relating to financial statements, so far as applicable to the company

Approved by the Board of Directors on 11 July 2008 and signed on its behalf by

D R Forsyth Director

The notes on page 4 form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 December 2007

1 ACCOUNTING POLICIES

(a) Accounting convention The financial statements have been prepared in accordance with applicable accounting standards using the historical cost convention. The financial statements have been prepared on a going concern basis.

2 INVESTMENTS

| | 2007 | 2006 |
|-------------------------------|-------------|-------------|
| | £ | <u>£</u> |
| Cost at 1 January | 10,050,000 | 10,050,000 |
| Provision | (3,663,513) | (3,663,513) |
| Net book value at 31 December | 6,386,487 | 6,386,487 |

The subsidiary of the company, which is wholly owned and registered in England and Wales, is as follows Godfrey Davis Trust Limited - non-trading investment holding company

3 DEBTORS amounts falling due after more than one year

| | 2007 £ | 2006 <u>£</u> |
|---|------------|------------------|
| Amounts owed by group undertakings | 1,307,175 | 1,307,175 |
| CALLED UP SHARE CAPITAL | | |
| | 2007 | 2006 |
| | £ | <u>£</u> |
| Authorised | | |
| 11,350,100 (2006 11,350,100) ordinary shares of £1 each | 11,350,100 | 11,350,100 |
| Allotted, called up and fully paid | | |
| 11,350,002 (2006 11,350,002) ordinary shares of £1 each | 11,350,002 | 11,350,002 |

2007

2006

5 RESERVES

| | 2007 | 2006 |
|---------------------------------------|-------------|-------------|
| | £000 | £000 |
| Profit and Loss Account | (3,656,340) | -3,656,340 |
| | (3,656,340) | (3,656,340) |
| · · · · · · · · · · · · · · · · · · · | | |

6 ULTIMATE PARENT COMPANY AND PARENT UNDERTAKING OF LARGER GROUP OF WHICH COMPANY IS A MEMBER

The company's ultimate parent company is Pendragon PLC which is incorporated in England and Wales. The largest and smallest group in which the results of the company are consolidated is that headed by Pendragon PLC. Financial statements of Pendragon PLC for the year ended 31 December 2007 are available from the Company Secretary, Pendragon PLC Loxley House, Little Oak Drive, Annesley, Nottinghamshire, NG15 0DR