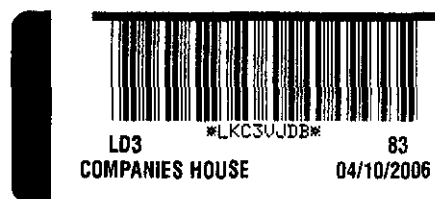




CATALYST PROPERTIES LIMITED
DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2005



GERALD EDELMAN
CHARTERED ACCOUNTANTS

25 HARLEY STREET · LONDON W1G 9BR

T +44 (0)20 7299 1400 · F +44 (0)20 7299 1401

E gemail@geraldedelman.com

www.geraldedelman.com

CATALYST PROPERTIES LIMITED

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CATALYST PROPERTIES LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2005

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

Principal activities and review of the business

The principal activity of the company is that of a nominee company on behalf of property owning companies. The company did not trade on its own account during the year under review.

Results and dividends

The directors do not propose to declare a dividend in respect of the year.

Directors

The following directors have held office since 1 January 2005:

M. R. Turner
S Nahum

Directors' interests

The directors' interests in the shares of the company were as stated below:

| | Ordinary shares of £ 1 each | |
|--------------|-----------------------------|----------------|
| | 31 December 2005 | 1 January 2005 |
| M. R. Turner | - | - |
| S Nahum | - | - |

Auditors

In accordance with section 385 of the Companies Act 1985, a resolution proposing that Gerald Edelman be reappointed as auditors of the company will be put to the Annual General Meeting.

CATALYST PROPERTIES LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2005

Directors' responsibilities

The directors are responsible for preparing the financial statements in accordance with applicable 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 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;
- 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 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 of disclosure to auditor

(a) so far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware, and

(b) they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

On behalf of the board



M. R. Turner

Director

21 September 2006

CATALYST PROPERTIES LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF CATALYST PROPERTIES LIMITED

We have audited the financial statements of Catalyst Properties Limited for the year ended 31 December 2005 set out on pages 5 to 7. These financial statements have been prepared in accordance with 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 the directors and auditors

As described in the Statement of Directors' Responsibilities on page 2 the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom 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 or 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 transactions with the company 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 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.

We have undertaken the audit in accordance with the requirements of APB Ethical Standards including APB Ethical Standard - Provisions Available for Small Entities, in the circumstances set out in note 6 to the financial statements.

CATALYST PROPERTIES LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF CATALYST PROPERTIES 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 2005 and of its results for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Gerald Edelman

21 September 2006

Chartered Accountants
Registered Auditor

25 Harley Street
London
W1G 9BR

CATALYST PROPERTIES LIMITED

BALANCE SHEET AS AT 31 DECEMBER 2005

| | Notes | 2005 £ | 2004 £ |
|---|-------|---------------|---------------|
| Current assets | | | |
| Debtors | 3 | 10,000 | 10,000 |
| Total assets less current liabilities | | <u>10,000</u> | <u>10,000</u> |
| Capital and reserves | | | |
| Called up share capital | 4 | <u>10,000</u> | <u>10,000</u> |
| Shareholders' funds - equity interests | 5 | <u>10,000</u> | <u>10,000</u> |

The financial statements were approved by the Board on 21 September 2006



M. R. Turner
Director

CATALYST PROPERTIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2005

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention.

1.2 Compliance with accounting standards

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently (except as otherwise stated).

2 Profit and loss account

The company was inactive during the year under review and made neither profits nor losses on an historical cost or any other basis.

| 3 Debtors | 2005 £ | 2004 £ |
|---------------|-----------|-----------|
| Other debtors | 10,000 | 10,000 |

| 4 Share capital | 2005 £ | 2004 £ |
|--|-----------|-----------|
| Authorised 10,000 Ordinary shares of £1 each | 10,000 | 10,000 |
| Allotted, called up and fully paid 10,000 Ordinary shares of £1 each | 10,000 | 10,000 |

| 5 Reconciliation of movements in shareholders' funds | 2005 £ | 2004 £ |
|--|-----------|-----------|
| Results for the financial year | - | - |
| Opening shareholders' funds | 10,000 | 10,000 |
| Closing shareholders' funds | 10,000 | 10,000 |

CATALYST PROPERTIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2005

6 Auditors' Ethical Standards

The relevant circumstances requiring disclosure in accordance with the requirements of APB Ethical Standard - Provisions Available for Small Entities are:

In common with many businesses of our size and nature we use our auditors to prepare and submit returns to the tax authorities and assist with the preparation of the financial statements.

In common with many other businesses of our size and nature we use our auditors to provide tax advice and to represent us, as necessary, at tax tribunals.

7 Control

The company is a wholly owned subsidiary of Distantview Limited, whose ultimate holding company is Landal Worldwide Corp, a company registered in the British Virgin Islands.