

VANDERBILT 1992 LIMITED

FINANCIAL STATEMENTS

31 DECEMBER 2005



VANDERBILT 1992 LIMITEDDIRECTORS' REPORT

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

Principal activity

The company's principal activity is investment. It is anticipated that this principal activity will continue for the foreseeable future.

Results and dividend

The results for the year are shown in the profit and loss account on page 4.

The directors have not recommended the payment of a dividend (2004 - £nil). The retained loss for the year of £1 (2004 - £1,529) has been transferred from reserves.

Directors and directors' interests

The directors who held office during the year were as follows:

RS Barrott	(appointed 17 January 2005; resigned 6 April 2005)
RE Butler	(resigned 29 June 2005)
WN Hugill	(resigned 29 June 2005)
RA McDiven	(appointed 16 May 2005)
SA Nahum	(appointed 17 January 2005)
TP Nathan	(appointed 16 May 2005; resigned 24 October 2005)
KM Pedersen	(appointed 24 October 2005; resigned 26 January 2006)
JC Shaw	(appointed 17 January 2005; resigned 6 April 2005)
MR Turner	(appointed 17 January 2005)

None of the directors had any interest in the share capital of the company during the year. Their interests in the share capital of DGL Acquisitions Limited, the ultimate holding company at 31 December 2005, are disclosed in that company's financial statements.

Subsequent to the balance sheet date, on 26 January 2006, JE McGivern was appointed as a director.

Auditors

Gerald Edelman were appointed auditors to the company and in accordance with section 385 of the Companies Act 1985, a resolution proposing that they be re-appointed will be out to the Annual General Meeting.

By order of the board

Company secretary

EL Services Limited
26 October 2006

25 Harley Street
London
W1G 9BR

VANDERBILT 1992 LIMITEDDIRECTORS' 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 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;
- 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.

**INDEPENDENT AUDITORS' REPORT
TO THE SHAREHOLDERS OF VANDERBILT 1992 LIMITED**

We have audited the financial statements of Vanderbilt 1992 Limited for the year ended 31 December 2005 set out on pages 4 to 8. 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.

Going concern

As indicated in the Accounting Policies set out on Page 6, the company's financial statements have been prepared on a going concern basis as the directors have been assured of continuing support from its holding company. Due to its significance we draw this matter to your attention, although our opinion is not qualified in this respect.

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 loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Gerald Edelman

26 October 2006

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Chartered Accountants
Registered Auditor

25 Harley Street
London
W1G 9BR

VANDERBILT 1992 LIMITEDPROFIT AND LOSS ACCOUNT
For the year ended 31 December 2005

	Notes	2005 £	2004 £
Administrative expenses	1	(1)	(1,529)
Operating loss		(1)	(1,529)
Loss on ordinary activities before taxation		(1)	(1,529)
Tax on loss on ordinary activities	2	-	-
Loss on ordinary activities after taxation		(1)	(1,529)

The above results relate entirely to continuing operations.

There were no gains or losses during the year other than those disclosed above.

There is no material difference between the result as disclosed in the profit and loss account and the result on an unmodified historical cost basis.

Details of reserve movements are set out in note 7 to these financial statements.

VANDERBILT 1992 LIMITEDBALANCE SHEETAt 31 December 2005

	Notes	2005 £	2004 £
Current assets			
Debtors	4	188,532	189,270
Cash at bank		32	-
		<u>188,564</u>	<u>189,270</u>
Creditors - amounts falling due within one year	5	<u>(1,148,457)</u>	<u>(1,149,162)</u>
Total assets less current liabilities		<u>(959,893)</u>	<u>(959,892)</u>
Capital and reserves			
Called up share capital	6	220,000	220,000
Profit and loss account	7	<u>(1,179,893)</u>	<u>(1,179,892)</u>
Equity shareholders' deficit	8	<u>(959,893)</u>	<u>(959,892)</u>

Approved by the Board and authorised for issue on 26 October 2006 and signed on its behalf by:



Director

VANDERBILT 1992 LIMITEDACCOUNTING POLICIESBasis of accounting

The financial statements have been prepared in accordance with applicable accounting standards and under historical cost accounting rules. Despite the company having net current liabilities, the financial statements have been prepared on a going concern basis as the directors have been assured of continuing support from R&M Investments (BVI) Limited, a company that has an indirect 50% holding in the company.

The company is exempt by virtue of s228 of the Companies Act 1985 from the requirement to produce group accounts.

Taxation

The charge for taxation is based on the results for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Provision is made for deferred tax on all timing differences that have originated but not reversed at the balance sheet date, where an event has occurred that results in an obligation to pay more or less tax in the future.

Cashflow statement

A consolidated cashflow is published in the group accounts of DGL Acquisitions Limited, the ultimate holding company. The company is exempt under Financial Reporting Standard No. 1 from publishing its own cashflow statement.

Related party transactions

As the company is a wholly owned subsidiary of DGL Acquisitions Limited, the company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities which form part of the group (or investees of the group qualifying as related parties). The consolidated financial statements of DGL Acquisitions Limited, within which this company is included, can be obtained from the address given in note 10.

VANDERBILT 1992 LIMITEDNOTES TO THE ACCOUNTS1 ADMINISTRATIVE EXPENSES2005
£2004
£

Sundry expenses

1

1,529

None of the directors received any remuneration from the company during the year (2004 - £nil).

The company has no employees other than directors.

2 TAXATION

There is no charge to taxation on the results for the year due to the loss incurred.

3 FIXED ASSET INVESTMENTSShares in
Subsidiary
Undertakings
£**Cost**

At 1 January 2005 and 31 December 2005

1,250,000

Provisions for diminution in value

At 1 January 2005 and 31 December 2005

(1,250,000)

Net book value

At 1 January 2005 and 31 December 2005

-

4 DEBTORS2005
£2004
£

Amounts due from other group undertakings

188,532

189,270

5 CREDITORS: amounts falling due within one year

Bank loans (secured) and overdrafts

-

705

Amounts owed to other group undertakings

1,147,957

1,147,957

Accruals and deferred income

500

500

1,148,457

1,149,162

VANDERBILT 1992 LIMITEDNOTES TO THE ACCOUNTS (continued)

6	<u>CALLED UP EQUITY SHARE CAPITAL</u>	2005 £	2004 £
	Authorised		
	200 founder shares of £1 each	200	200
	399,798 ordinary shares of £1 each	399,798	399,798
	2 'A' ordinary shares of £1 each	2	2
		<hr/>	<hr/>
		400,000	400,000
		<hr/>	<hr/>
	Allotted, called up and fully paid		
	200 founder shares of £1 each	200	200
	219,800 ordinary shares of £1 each	219,800	219,800
		<hr/>	<hr/>
		220,000	220,000
		<hr/>	<hr/>

7	<u>PROFIT AND LOSS ACCOUNT</u>		
	At 1 January	(1,179,892)	(1,178,363)
	Retained loss for the year	(1)	(1,529)
		<hr/>	<hr/>
	At 31 December	(1,179,893)	(1,179,892)
		<hr/>	<hr/>
		-	-

8	<u>SHAREHOLDERS' DEFICIT</u>	2005 £	2004 £
	At 1 January	(959,892)	(958,363)
	Retained loss for the period	(1)	(1,529)
		<hr/>	<hr/>
	At 31 December	(959,893)	(959,892)
		<hr/>	<hr/>

9 EMPLOYEES

There were no employees during the year apart from the directors.

10 HOLDING COMPANIES

The immediate holding and controlling company is Duelguide Holdings Limited (formerly Chelsfield plc) and the ultimate holding and controlling company is DGL Acquisitions Limited. Both companies are registered in England and Wales and the accounts of that ultimate holding company, which is both the largest and smallest group in which these results of the company are consolidated, are available from 40 Berkeley Square, London, W1J 5AL.