

**CIT Vendor Finance (UK) Ltd
(Formerly Citicapital Ltd)
(Registered Number: 3088213)**

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

for the year ended 31 December 2004



CIT Vendor Finance (UK) Ltd
(formerly Citicapital Ltd)

DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2004

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CIT Vendor Finance (UK) Ltd **(formerly Citicapital Ltd)**

REPORT OF THE DIRECTORS

The Directors present their annual report and the audited financial statements of CIT Vendor Finance (UK) Ltd ("the Company") for the year ended 31 December 2004.

Principal activities and business review

The Company and its subsidiaries provide a range of equipment leasing and financing services including operating and finance leases and hire-purchase contracts to small/medium sized enterprises in the medical, construction and print sectors, to NHS trusts, banks, financial institutions, large corporates and local authorities. Leasing programmes are marketed in conjunction with vendors, manufacturers and dealers specialising in the medical and construction industries.

On September 30th 2004, the company was acquired by CIT Group Holdings (UK) Ltd and the company's name was changed to CIT Vendor Finance (UK) Ltd

Results and dividends

For the year ended 31 December 2004 the Company made a loss of £1.1 million (2003: £5.0 million loss).

No interim dividends were paid by the Company during the year and the Directors do not recommend the payment of a final dividend in respect of the year (2003: nil).

The loss for the year has been transferred to reserves.

Future developments

The Company will continue to take advantage of opportunities for the further development of the business.

Directors and their interests

The names of those Directors who held office as at 31 December 2004 were as follows:

Terry Kelleher
Neil Sawbridge
Cormac Costelloe

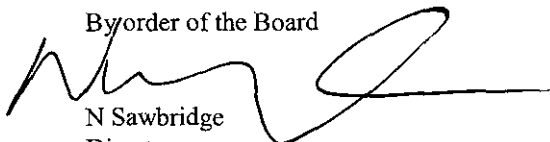
Mr J S Wood, Mr M R Hughes, Mr M C Hearn, Mr C A Austin and Mr S T Anderson resigned with effect from 30 September 2004 and Mr T Kelleher, Mr C Costelloe and Mr N Sawbridge were appointed as directors on 30 September 2004.

None of the Directors or their immediate families had at any time during the year any interest in the shares of, or contracts with, the Company or other group undertaking which is required to be disclosed by the Companies Act 1985.

Auditors

An elective resolution to dispense with the annual appointment of the Auditors pursuant to s. 386 of the Companies Act 1985 is in force.

By order of the Board



N Sawbridge
Director
February 3rd, 2006

Registered office:
Peninsular House
36 Monument Street
London EC3R 8LJ

CIT Vendor Finance (UK) Ltd (formerly Citicapital Ltd)

Statement of Directors' responsibilities

Company law requires the Directors to prepare financial statements for each accounting reference period 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 (the "financial statements").

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.
- prepare the financial statements on a 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 provisions of 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.

CIT Vendor Finance (UK) Ltd (formerly Citicapital Ltd)

Report of the Independent Auditors, KPMG Audit Plc, to the Members of CIT Vendor Finance (UK) Ltd

We have audited the financial statements on pages 6 to 19.

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 auditor's 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 preparing the Directors' Report and, as described on page 4, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

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 transactions with the Company is not disclosed.

Basis of audit opinion

We conducted our audit in accordance with Auditing Standards 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.

Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the Company as at 31 December 2004 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG Audit Plc

KPMG Audit Plc
Chartered Accountants
Registered Auditor
London

20 February 2006

CIT Vendor Finance (UK) Ltd **(formerly Citicapital Ltd)**

PROFIT AND LOSS ACCOUNT for the year ended 31 December 2004

	Note	2004 £'000	2003 £'000
Turnover	1	44,747	40,346
Cost of sales	3	(15,759)	(14,146)
Gross profit		28,988	26,200
Administrative costs		(21,978)	(20,280)
Depreciation	9	(21,778)	(18,722)
Operating loss		(14,768)	(12,802)
Write down of Investments	10	(187)	(3,931)
Other Interest receivable and similar income		292	463
Dividends receivable		-	18,000
Exchange loss		121	(1,014)
(Loss) / Profit on ordinary activities before taxation		(14,542)	716
Tax credit / (charge) on (loss) / profit on ordinary activities	7	13,488	(5,760)
Loss on ordinary activities after taxation	18	(1,054)	(5,044)
Loss for the financial year	19	(1,054)	(5,044)

The Company has no recognised gains or losses other than the loss for the financial year, which is reported in the profit and loss account.

There is no material difference between the profit on ordinary activities before taxation and the loss for the financial year stated above and their historical cost equivalents.

All profits (losses) relate to continuing operations.

The notes on pages 8 to 19 form part of these financial statements.

CIT Vendor Finance (UK) Ltd
(formerly Citicapital Ltd)

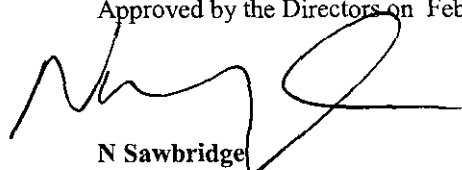
BALANCE SHEET

as at 31 December 2004

	Note	2004	2003
		£'000	£'000
Fixed assets			
Tangible fixed assets	9	71,298	123,660
Shares in subsidiary undertakings	10	48,580	41,949
		<u>119,878</u>	<u>165,609</u>
Current assets			
Cash at bank		2,479	491
Debtors due within one year	11	20,215	105,185
Debtors due after one year	11	172,780	166,203
Deferred tax	13	13,488	-
		<u>208,962</u>	<u>271,879</u>
Creditors: amounts falling due within one year	14	<u>(270,197)</u>	<u>(113,277)</u>
Net current liabilities		(61,235)	158,602
Total assets less current liabilities		<u>58,643</u>	<u>324,211</u>
Creditors: amounts falling due after more than one year	15	-	(317,412)
Provisions for liabilities and charges	16	<u>(2,898)</u>	<u>-</u>
		<u>55,745</u>	<u>6,799</u>
Equity shareholders' funds			
Called up share capital	17	80,278	30,278
Profit and loss account	19	(24,533)	(23,479)
		<u>55,745</u>	<u>6,799</u>

The notes on pages 8 to 19 form part of these financial statements.

Approved by the Directors on February 3rd, 2006 and signed on their behalf by:



N Sawbridge

Director

CIT Vendor Finance (UK) Ltd **(formerly Citicapital Ltd)**

NOTES TO THE FINANCIAL STATEMENTS

1. Principal accounting policies

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

a) Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards, the Statement of Recommended Accounting Practice issued by the Finance and Leasing Association and under the historical cost accounting rules. The Board has satisfied itself that the Company has adequate resources to continue in operation for the foreseeable future. The Company's financial statements have accordingly been prepared on a going concern basis.

In accordance with the revised Financial Reporting Standard No. 1, the Company has not prepared a cash flow statement. The Company's results are consolidated in the financial statements of its ultimate parent company, which are made available to the public annually.

Under the subsidiary undertakings exemption of Financial Reporting Standard No. 8, the Company is not required to disclose all transactions with other group companies and investees of the group qualifying as related parties.

b) Turnover

Turnover comprises income on finance leases together with rentals receivable on operating leases and income from the sale of equipment.

c) Bad debt provisions

The Company makes provision for specific bad debts as they arise, taking into account recoveries from the customer and sale proceeds of the assets. The Company also monitors the credit performance of its portfolio and calculates a general bad debt provision to cover losses inherent in the portfolio.

d) Finance and operating leases

Operating leases

Where the Company leases out equipment for less than its expected useful life or does not transfer substantially all the risks and rewards of ownership, the lease is accounted for as an operating lease. Rental income is taken to the profit and loss account, and the cost of equipment is recorded as a fixed asset and depreciated in accordance with the policy stated in (h) below.

Finance leases

Where the Company leases out equipment and there is a transfer of substantially all of the risks and rewards of ownership to the lessee, the lease is accounted for as a finance lease, and the net investment is included in debtors. Income from finance leases is credited to the profit and loss account, in proportion to the funds invested.

Obligations under lease agreements

Assets leased under finance leases are capitalised and depreciated as described in Note 1(h). Finance charges are allocated to accounting periods using the sum of the digits method so as to produce a constant periodic rate of interest on the remaining balance of the obligation for each accounting period.

CIT Vendor Finance (UK) Ltd

(formerly Citicapital Ltd)

NOTES TO THE FINANCIAL STATEMENTS (continued)

Principal accounting policies (continued)

e) Residual values

Residual value exposure occurs due to the uncertain nature of the value of an asset at the end of an agreement. Throughout the life of an asset its residual value will fluctuate because of the uncertainty of the future market and technological changes or product enhancements as well as general economic conditions. Residual values are set at the commencement of the lease based upon management's expectations of future values. During the course of the lease residual values are reviewed on an annual basis so as to identify any impairment provision required. This monitoring takes account of the Company's past history for residual values, current values and projections of the likely future market for each group of assets.

Any permanent impairment in the residual value of an asset is identified within such reviews and charged immediately to the profit and loss account.

f) Initiation costs

The Company's policy with respect to initiation costs is to write off all such costs to the profit and loss account immediately.

g) Shares in subsidiary undertakings

Investments in subsidiaries are carried at cost less provisions for permanent diminution in value.

h) Tangible fixed assets

Tangible fixed assets are stated at cost, less accumulated depreciation. Depreciation is provided to write off the cost, less estimated residual value of each asset, over their estimated useful lives as follows:

Leasehold premises	Straight line over period of lease
Fixtures computers and equipment	Straight line over 4 years
Assets held for use in operating leases	Actuarial over term of lease contract

i) Taxation

Corporation tax is provided on taxable profits/(losses) at the current tax rate.

Full provision is made for deferred tax assets and liabilities arising from timing differences between the recognition of gains and losses in the financial statements and their treatment for tax purposes on an undiscounted basis. Deferred tax assets are recognised to the extent that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

j) Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at rates of exchange prevailing at the year end and the resultant foreign exchange differences are taken to the profit and loss account. Transactions denominated in foreign currencies are translated into Sterling at the exchange rate ruling at the date of the transaction.

CIT Vendor Finance (UK) Ltd (formerly Citicapital Ltd)

NOTES TO THE FINANCIAL STATEMENTS (continued)

Principal accounting policies (continued)

k) Pensions and other post-retirement benefit costs

During the period to 30th September 2004 the company participated in a Citibank pension plan, a funded plan which provides both defined benefit and defined contribution pension benefits for employees in the UK. As the Company is not the principal employer of the UK defined benefit scheme and cannot separate its share of the scheme's assets and liabilities, the scheme is accounted for as if it were on a defined contribution basis.

Since 30th September 2004, the company has participated in the CIT Pension plan, a funded plan which provides defined contribution benefits. The assets of the pension plan are held separately from those of the company in an independently administered fund. The amount charged to the profit and loss account represents the aggregate contributions payable in respect of the accounting period.

l) Interest income and expense

All income and expense is recognised on an accruals basis so as to match costs incurred with revenues earned irrespective of when payments are made or received.

2. Lease rentals

Aggregate rentals receivable in the period were:

	2004 £'000	2003 £'000
Finance leases	83,728	72,678
Operating leases	24,152	25,634
	<u>107,880</u>	<u>98,312</u>

3. Cost of sales

Cost of sales includes interest payable :

	2004 £'000	2003 £'000
To group undertakings	14,046	13,943
On bank loans and overdrafts	17	35
Finance charges under finance leases	<u>(4)</u>	<u>60</u>

4. Profit on ordinary activities before taxation

	2004 £'000	2003 £'000
Profit on ordinary activities before Taxation is stated after charging:		
Auditors' remuneration:		
- audit	106	82
- non-audit	-	1
Payments under operating leases	360	441
Depreciation		
- Operating leases	21,640	18,564
- Other tangible fixed assets	<u>138</u>	<u>158</u>

CIT Vendor Finance (UK) Ltd **(formerly Citicapital Ltd)**

NOTES TO THE FINANCIAL STATEMENTS (continued)

5. Staff numbers and costs

During the period to 30th September 2004, members of staff were provided by other Citigroup companies. Their services were made available to the company for which a recharge was made. Since 30th September 2004, members of staff are provided by other CIT companies and their services are made available to the business for which a recharge is made.

The average number of people employed by the business on this basis (including directors) during the period was 104 (2003: 131)

The aggregate payroll costs were as follows:

	2004 £'000	2003 £'000
Wages and salaries	7,118	7,307
Social security	851	755
Other pension costs	559	459
	<u>8,528</u>	<u>8,521</u>

6. Directors' emoluments

Directors' emoluments in respect of services to the Company were as follows:

	2004 £'000	2003 £'000
Aggregate emoluments	496	875
Company pension contributions	<u>27</u>	<u>20</u>

The number of Directors to whom retirement benefits are accruing in respect of qualifying services was:

- money purchase schemes	-	1
- defined benefit schemes	-	1
	<u>-</u>	<u>1</u>

The emoluments of the highest paid Director were £149,864 including pension contributions.
(2003 : £202,389 with no pension contribution)

No Director or member of his immediate family holds or exercised during the year any share options which require disclosure under the provisions of the Companies Act 1985.

CIT Vendor Finance (UK) Ltd
(formerly Citicapital Ltd)

NOTES TO THE FINANCIAL STATEMENTS (continued)

7. Taxation

	2004	2003
	£'000	£'000
a) Analysis of tax charge in the year		
Current Tax:		
UK corporation tax at 30% (2003: 30%) on the profit/loss for the year	-	-
Adjustment in respect of previous years	-	(6)
Total current tax charge	<u>-</u>	<u>(6)</u>
Deferred tax :		
Origination and reversal of timing differences	(11,240)	5,696
Adjustment in respect of previous years	(2,248)	70
Total deferred tax (see note 13)	<u>(13,488)</u>	<u>5,766</u>
Tax (charge)/credit on profit on ordinary activities	<u>(13,488)</u>	<u>5,760</u>
b) Factors affecting tax charge for the period		
(Loss) / Profit on ordinary activities before taxation	(14,542)	716
(Loss) / Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 30%	(4,363)	215
Effects of :		
Amounts written off investments	-	1,179
Non taxable dividend income	-	(5,400)
Capital allowances and other sundry timing differences	(18,760)	(24,383)
Capital element of finance lease income	20,482	17,607
Expenses not deductible for tax purposes	3,593	783
Other short term timing differences	(952)	(5)
Losses surrendered for no consideration	-	10,004
Adjustment to tax charge in relation to previous periods	-	(6)
Current tax charge for period (note 7a)	<u>-</u>	<u>(6)</u>

CIT Vendor Finance (UK) Ltd

(formerly Citicapital Ltd)

NOTES TO THE FINANCIAL STATEMENTS (continued)

8. Pensions

The total pension cost for the Company was £676,263 (2003: £459,220).

During the period to 30th September 2004, the Company participated in the Citibank (UK) Pension Plan, a funded plan which provides both defined benefit and defined contribution pension benefits. However, the contributions paid by the company are accounted as if the scheme were a defined contribution scheme, as the company is unable to identify its share of the underlying assets and liabilities in the scheme. Pension costs are based on contributions to the group as a whole. The latest actuarial calculation for the defined benefit section of the Citibank (UK) Pension Plan was at 1st January 2002.

From September 30th 2004, the company has participated in the CIT Pension Plan, a funded plan which provides defined contribution pension benefits. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund. The company made all required contributions to the fund during the period.

CIT Vendor Finance (UK) Ltd
(formerly Citicapital Ltd)

NOTES TO THE FINANCIAL STATEMENTS (continued)

9. Tangible fixed assets

	Leasehold Property	Office equipment	Equipment Used for Operating Leases	Total
	£'000	£'000	£'000	£'000
Cost				
At 1 January 2004	50	1,783	167,224	169,057
Additions		42	72,825	72,867
Disposals			(112,863)	(112,863)
At 31 December 2004	<u>50</u>	<u>1,825</u>	<u>127,186</u>	<u>129,061</u>
Depreciation				
At 1 January 2004	27	1,434	43,936	45,397
Charge for the period	3	135	21,640	21,778
Disposals			(9,412)	(9,412)
At 31 December 2004	<u>30</u>	<u>1,569</u>	<u>56,164</u>	<u>57,763</u>
Net book value	20	256	71,022	71,298
At 31 December 2004	<u>20</u>	<u>256</u>	<u>71,022</u>	<u>71,298</u>
At 31 December 2003	<u>23</u>	<u>349</u>	<u>123,288</u>	<u>123,660</u>

The residual values included within the cost of equipment used for operating leases mature over the periods detailed:

	2004 £'000	2003 £'000
Less than 1 year	1,739	2,839
1-2 years	2,955	4,824
2-3 years	7,027	11,470
3-5 years	10,713	17,486
Over 5 years	1,491	2,432
Total	<u>23,925</u>	<u>39,051</u>

CIT Vendor Finance (UK) Ltd
(formerly Citicapital Ltd)

NOTES TO THE FINANCIAL STATEMENTS (continued)

10. Shares in subsidiary undertakings

The Company's investments in the share capital of subsidiary undertakings comprised:

	2004 £'000	2003 £'000
At 1 January	41,949	37,240
Additions	8,099	8,640
Provisions for diminution in value	(187)	(3,931)
Disposals	(1,281)	-
At 31 December	<u>48,580</u>	<u>41,949</u>

The 2004 addition relates to the capital injection of £8,099,000 into CIT (France) SA. The disposal of £1,281,000 relates to the sale of Citicorp Vendor Finance (France) SA.

Details of the principal subsidiary undertakings held at 31 December 2004 are as follows:

Name	Country of Incorporation	Nature of business	% holding in ordinary share capital
CIT Leasing (Germany) GmbH	Germany	Lease finance	100%
CIT Asset Finance Limited	England	Lease finance	100%
CIT Commercial (UK) Ltd	England	Lease finance	100%
CIT (France) SA	France	Lease finance	100%
CIT (Italy) SpA	Italy	Lease finance	100%

CIT Vendor Finance (UK) Ltd **(formerly Citicapital Ltd)**

NOTES TO THE FINANCIAL STATEMENTS (continued)

11. Debtors

	2004		2003	
	Due within one year £'000	Due after one year £'000	Due within one year £'000	Due after one year £'000
Finance lease receivables	5,108	172,780	55,501	166,203
Trade debtors	3,098	-	228	-
Amounts owed by group undertakings	9,068	-	10,587	-
Other debtors	2,625	-	20,213	-
Prepayments and accrued income	316	-	656	-
Dividends receivable	-	-	18,000	-
	<u>20,215</u>	<u>172,780</u>	<u>105,185</u>	<u>166,203</u>

The cost of assets acquired for the purpose of letting under finance leases and hire purchase contracts during the period was £99.1 million (2003: £164.2 million).

Amounts owed by group undertakings in respect of loans are unsecured and repayable on demand. They bear interest at commercial rates.

The residual values included within the finance lease receivables mature over the periods detailed:

	2004 £'000	2003 £'000
Less than 1 year	1,926	1,758
1-2 years	3,969	3,623
2-3 years	3,366	3,073
3-5 years	5,239	4,782
Over 5 years	1,501	1,370
Total	<u>16,001</u>	<u>14,606</u>

12. Provisions for bad and doubtful debts

The provision for bad and doubtful debts included in note 11 in respect of the finance lease receivables and the movements in the provision during the year are stated below:

	Specific Debt Provision £'000	General Provision £'000	Total £'000
At 1 January 2004	4,314	1,600	5,914
Increase during year charged to Profit and Loss	2,808	-	2,808
Utilised during the year	(4,507)	-	(4,507)
Exchange Difference	(31)	-	(31)
At 31 December 2004	<u>2,584</u>	<u>1,600</u>	<u>4,184</u>

CIT Vendor Finance (UK) Ltd **(formerly Citicapital Ltd)**

NOTES TO THE FINANCIAL STATEMENTS (continued)

13. Deferred tax asset/(liability)

	2004 £'000	2003 £'000
The deferred tax assets/(liabilities) are as follows:		
- capital allowances	12,599	-
- short term timing differences	889	-
	<u>13,488</u>	<u>-</u>
At 1 January	-	3,496
Transfers	-	2,270
Prior year adjustment	2,248	(70)
Arising during the year	11,240	(5,696)
At 31 December	<u>13,488</u>	<u>-</u>

Following the sale of the company on 30th September 2004, the likelihood of there being sufficiently taxable profits against which a deferred tax asset could be recovered was re-assessed.

14. Creditors: amounts falling due within one year

	2004 £'000	2003 £'000
Obligations under finance leases	-	249
Trade creditors	623	900
Amounts owed to group undertaking –loans	62	56,362
Amounts owed to group undertaking –other	1,825	35,597
Amounts owed to parent undertakings	265,585	1,575
Corporation tax payable	(117)	1,444
Other creditors including taxation and social security	1,338	5,445
Accruals and deferred income	881	11,705
	<u>270,197</u>	<u>113,277</u>

Amounts owed to group undertakings in respect of loans are unsecured. They bear commercial rates of interest.

15. Creditors: amounts falling due after more than one year

	2004 £'000	2003 £'000
Amounts owed to parent undertaking	-	317,412
	<u>-</u>	<u>317,412</u>

CIT Vendor Finance (UK) Ltd **(formerly Citicapital Ltd)**

NOTES TO THE FINANCIAL STATEMENTS (continued)

16. Provisions for liabilities and charges

	2004	2003
	£'000	£'000
At beginning of year	-	-
Charge to the profit and loss for the year	2,898	-
At end of year	2,898	-

The above provision is in respect of the costs of relocating the company's operations to Dublin.

17. Called up share capital

	2004	2003
	£'000	£'000
Authorised		
Ordinary shares of £1 each	100,000	100,000
Allotted, called up and fully paid		
Ordinary shares of £1 each	80,278	30,278

50,000,000 ordinary shares were issued during 2004 to strengthen the company's capital base

18. Reconciliation of movements in equity shareholders' funds

	2004	2003
	£'000	£'000
Loss for the financial year	(1,054)	(5,044)
New share capital subscribed	50,000	-
Net addition / (deduction) to shareholders' funds	48,946	(5,044)
Opening shareholders' funds	6,799	11,843
Closing shareholders' funds	55,745	6,799

CIT Vendor Finance (UK) Ltd **(formerly Citicapital Ltd)**

NOTES TO THE FINANCIAL STATEMENTS (continued)

19. Reserves

	Share capital £'000	Profit and loss account £'000	Total £'000
At 1 January 2004	30,278	(23,479)	6,799
New share capital subscribed	50,000	-	50,000
Loss for the year	-	(1,054)	(1,054)
At 31 December 2004	80,278	(24,533)	55,745

20. Contingent liabilities and Commitments

	Land and buildings 2004 £'000	Other 2004 £'000	Total 2004 £'000
At the year-end, the annual rental commitments under non-cancellable operating leases were as follows:			
Expiring:			
- within one year	-	8	8
- between one and five years	-	75	75
- in five years or more	424	-	424
Total as at December 2004	424	83	507
Total as at December 2003	424	80	504

At 31 December 2004 the Company had no capital commitments (2003: nil).

At 31 December 2004 the Company had no contingent liabilities (2003: £2,000,000).

The contingent liability at 31 December 2003 related to a guarantee the Company had given in respect of one of its subsidiaries.

21. Ultimate holding company and parent undertaking of larger group of which the company is a member

During the period to 30 September 2004, the company's ultimate parent and controlling undertaking was Citigroup Inc., a company incorporated in the United States of America. A copy of its group accounts can be obtained from Citigroup Inc., 140 58th Street, Suite 51, Brooklyn New York, NY 11220, United States of America.

On 30th September 2004 the company was acquired by CIT Group Holdings (UK) Ltd

The parent undertaking of the smallest group of undertakings for which group financial statements are drawn up, and of which the company is a member, and the immediate controlling party, is CIT Group Holdings (UK) Limited, a company incorporated in England and Wales. Copies of its group financial statements are available from Peninsular House, 36 Monument Street, London EC3R 8LJ.

The parent undertaking of the largest group of undertakings for which group financial statements are drawn up, and of which the company is a member, is The CIT Group Inc.(CIT), a company incorporated in the USA. Copies of its group financial statements are available from 1211 Avenue of the Americas, New York, NY 10036, United States of America.