COMPANY NO. 03125335 CATALIS RAIL TRAINING LIMITED

DIRECTORS REPORT

The directors hereby submit the Report & Accounts for the year ended 31 December 2008.

The company was incorporated on 8 November 1995.

The directors of the company during the financial year and their interests in the shares in the company were:-

> No of ordinary shares of £1 each 31 December 2008 31 December 2007

WJC Douie

Nil

During the financial year, the company has been dormant within the meaning of the Companies Act 1985, and there have been no significant accounting transactions of the company required to be entered in its accounting records. Any expenses have been met by the members personally.

The company has passed an elective resolution dispensing with the laying of reports and accounts, the holding of Annual General Meetings and the appointment of auditors.

At the date of this report the company is a wholly owned subsidiary of RTC Group Plc, a company incorporated in the United Kingdom. W J C Douie was a director of RTC Group Plc during the year, and his interests in the share capital of the parent company are disclosed in the financial statements of RTC Group Plc. The consolidated financial statements are available from RTC Group Plc, The Derby Conference Centre, London Road, Derby, DE24 8UX.

This report was approved by the board on 27 March 2009 and signed on its behalf.

J Kendall (Secretary)
27/3 2009

28/03/2009 **COMPANIES HOUSE**

CATALIS RAIL TRAINING LIMITED

BALANCE SHEET AS AT 31 DECEMBER 2008

ASSETS £ 1,000 LESS LIABILITIES -

NET ASSETS

Represented by

AUTHORISED SHARE CAPITAL 1,000 Ordinary shares of £1 each

SHARE CAPITAL ISSUED AND UNPAID

1.000

1,000

The company was dormant throughout the Financial Year.

For the year ended 31 December 2008 the company was entitled to exemption under section 249aa(1) of the Companies Act 1985.

No members have required the company to obtain an audit of its accounts for the year in question on accordance with section 249b(2) of the Companies Act 1985.

The directors acknowledge their responsibility for: (i) Ensuring the company keeps accounting records which comply with section 221; and (ii) Preparing accounts which give a true and fair view of the state of affairs of the company as at the end of its financial year, and of its profit and loss for the financial year in accordance with section 226, and which otherwise comply with the Companies Act relating to accounts, so far as applicable to the company.

The financial statements were approved and authorised for issue by the board and signed on its behalf on 27 March 2009.