REPORT AND ACCOUNTS

31 DECEMBER 2004

A49 COMPANIES HOUSE

Report and accounts for the year ended 31 December 2004

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Directors

R J Akers

J A Bywater

P W B Cole

P Cottingham

R H De Barr

J M Emery

G Field

V Forster

L F Hutchings

C E Palmer

R J G Richards

N C Varnham

M B White

GH Wright

Secretary and registered office

Henderson Secretarial Services Limited 4 Broadgate London EC2M 2DA

Directors' report for the year ended 31 December 2004

The directors present their report and accounts for the year ended 31 December 2004.

Principal activities

The Company has not traded during the year and accordingly no profit and loss account has been prepared. The directors do not propose the payment of a dividend (year ended 31 December 2003 - £nil).

Directors and their interests

The directors of the Company are set out on page 1, all of which held office throughout the year.

During the year none of the directors had any interests in the shares or debentures of the Company or any other Group company, which require to be disclosed under the Companies Act 1985.

Elective resolutions

Elective resolutions are in force which were approved by the Company's sole shareholder on 4 February 2000 to dispense with the following requirements:

- 1. to re-appoint auditors annually;
- 2. to hold an Annual General Meeting; and
- 3. to lay the accounts before the Company in general meeting.

By order of the Board

S J Whiteside

For and on behalf of Henderson Secretarial Services Limited, Secretary

14 June 2005

BALANCE SHEET at 31 December 2004

at 31 December 2004		31 December 2004	31 December 2003
CURRENT ASSETS	Note	£	£
Amounts owed by parent undertaking		1	1
NET CURRENT ASSETS	-	1	1
CAPITAL AND RESERVES			
Called up share capital	3	1	1
EQUITY SHAREHOLDERS' FUNDS		1	1

We, the directors:

- (a) confirm that the Company is eligible to take advantage of audit exemption pursuant to section 249AA(1) of the Companies Act 1985;
- (b) confirm that members have not required the Company to obtain an audit of its accounts for the year ended 31 December 2004 in accordance with section 249B(2) of the Companies Act 1985;
- (c) acknowledge our responsibilities for
 - (i) ensuring that the Company keeps accounting records which comply with section 221 of the Companies Act 1985; and
 - (ii) preparing accounts 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 the Companies Act 1985 and which otherwise comply with the requirements of the Act relating to accounts, so far as they are applicable to the Company.

The accounts on pages 3 to 4 were approved by the Board on 14 June 2005 and were signed on its behalf by:

Director

NOTES TO THE ACCOUNTS at 31 December 2004

1. ACCOUNTING POLICIES

Basis of accounting

The accounts are prepared under the historic cost basis of accounting and conform with applicable United Kingdom Accounting standards.

2. PROFIT AND LOSS ACCOUNT

The Company has not traded during the year and has made neither a profit or loss. No profit and loss account has therefore been prepared.

3. SHARE CAPITAL

	31 December 2004 £	31 December 2003 £
Authorised		
1,000 ordinary shares of £1 each	1,000	1,000
Allotted, called up and fully paid		
1 ordinary share of £1	1	1