

Carp (UK) 2 Limited
Financial statements
for the year ended 31 December 2005

Registered Number 4066196



Carp (UK) 2 Limited

Directors and advisors

Directors

S B Eighteen

C Wilson

N S Moy

T V Castledine

Secretary

A S Graham

Solicitors

Clifford Chance LLP

10 Upper Bank Street

London

E14 5JJ

Registered Office

135 Bishopsgate

London

EC2M 3UR

Registered Number

4066196

Carp (UK) 2 Limited

Directors' report for the year ended 31 December 2005

The directors present their report together with the unaudited financial statements of the Company for the year ended 31 December 2005.

The company is dormant and has not traded during the year.

Directors and their interests

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

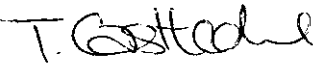
M N Jonas	(resigned 17 January 2006)
E A C Spencer-Churchill, Lord	(resigned 17 January 2006)

No director had an interest in the shares of the Company.

All other interests of the directors in the share capital and loan notes of Group companies are disclosed in the financial statements of the ultimate parent company, Sun CP Newtopco Limited.

The current directors as listed on page 1 were all appointed on 17 January 2006.

By order of the board



Director



2006

Carp (UK) 2 Limited

Balance sheet as at 31 December 2005

	Note	31 December 2005 £'000	31 December 2004 £'000
Fixed assets			
Investment	3	-	-
Current assets			
Debtors	4	44,515	44,515
Creditors: amounts falling due within one year	5	(82,989)	(82,989)
Net current liabilities		(38,474)	(38,474)
Total assets less current liabilities		(38,474)	(38,474)
Net liabilities		(38,474)	(38,474)
Capital and reserves			
Called up share capital	6	9,980	9,980
Profit and loss account	7	(48,454)	(48,454)
Deficit on equity shareholders' funds		(38,474)	(38,474)

For the year ended 31 December 2005 the company was entitled to the exemption under section 249AA(1) of the Companies Act 1985.

Members have not required the company to obtain an audit in accordance with section 249(B)(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 the financial year, and of its profit or loss for the financial year, in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

The financial statements on pages 2 to 5 were approved by the Board of Directors on 26 April 2006 and were signed on their behalf by:



Director

Carp (UK) 2 Limited

Notes to the financial statements for the year ended 31 December 2005

1 Dormant Status

The company was dormant (within the meaning of section 249AA of the Companies Act 1985) throughout the year ended 31 December 2005. The company has not traded during the year. The company received no income and incurred no expenditure during the year and therefore made neither profit nor loss.

2 Profit and loss account

As the Company has not traded during this or the prior year, no profit and loss account has been prepared. No gains or losses were recognised in the year.

3 Investment

The Company holds the following investment at 31 December 2005:

Name of undertaking	Country of incorporation	Principal activity	Proportion of nominal value of issued shares held	Type of share capital
Carp (UK) 3 Limited	England & Wales	Intermediate holding company	100%	Ordinary shares

The directors reviewed the carrying value of the investment during the period ended 31 December 2002 and wrote down the investment in full, due to the fact that Carp (UK) 3 Limited no longer has any inherent value.

4 Debtors

	31 December 2005 £'000	31 December 2004 £'000
Amounts owed by group undertakings	44,515	44,515

Carp (UK) 2 Limited

Notes to the financial statements for the year ended 31 December 2005 (continued)

5 Creditors: amounts falling due within one year

	31 December 2005 £'000	31 December 2004 £'000
Amounts due to group undertakings	82,989	82,989
	82,989	82,989

Included within amounts owed to group undertakings are a number of loans made to the Company by fellow group undertakings, totalling £72,318,668. The loans are interest free and repayable on demand.

6 Called up share capital

	31 December 2005 £'000	31 December 2004 £'000
Authorised		
11,000,000 ordinary shares of £1	11,000	11,000
Allotted, called up and fully paid		
9,980,000 ordinary shares of £1	9,980	9,980

7 Reserves

	Profit and loss account £'000
At 1 January 2005	(48,454)
Result for the financial year	-
At 31 December 2005	(48,454)

Carp (UK) 2 Limited

Notes to the financial statements for the year ended 31 December 2005 (continued)

8 Related party disclosures

The Company has taken advantage of the exemption under FRS 8 "Related Party Disclosures" not to disclose related party transactions between companies which are 90% owned by the ultimate parent company.

9 Ultimate parent company and controlling party

The Company is 100% owned by Carp (UK) 1 Limited, a company registered in England and Wales.

At 31 December 2005, the directors regard the ultimate parent company to be Sun CP Newtopco Limited, a company registered in England and Wales. No one individual has overall control of this company.

For the year ended 31 December 2005 the largest and smallest group of which the Company is a member and for which group accounts are drawn up is that of Sun CP Newtopco Limited.