

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

Registered Number 4259182



Carp (NW) 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

4259182

Carp (NW) 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 period are as follows:


| | |
|-------------------------------|----------------------------|
| M N Jonas | (resigned 16 January 2006) |
| E A C Spencer Churchill, Lord | (resigned 16 January 2006) |

The current directors were all appointed on 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.

By order of the board



Director

2006

26 April

Carp (NW) Limited
Balance sheet
as at 31 December 2005

| | Note | 31 December 2005 £'000 | 31 December 2004 £'000 |
|---|------|------------------------------|------------------------------|
| Current assets | | | |
| Debtors | 3 | 58,385 | 58,385 |
| | | 58,385 | 58,385 |
| Creditors: amounts falling due within one year | 4 | (6,114) | (6,114) |
| Net current assets | | 52,271 | 52,271 |
| Total assets less current liabilities | | 52,271 | 52,271 |
| Net assets | | 52,271 | 52,271 |
| Capital and reserves | | | |
| Called up share capital | 5 | - | - |
| Profit and loss account | 6 | 52,271 | 52,271 |
| Surplus on equity shareholders' funds | | 52,271 | 52,271 |

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 4 were approved by the Board of Directors on
and were signed on their behalf by:

26 April 2006

T. Battled

Director

Carp (NW) 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 period.

3 Debtors

| | 31 December 2005 £'000 | 31 December 2004 £'000 |
|------------------------------------|---------------------------------------|---------------------------------------|
| Amounts owed by group undertakings | 58,385 | 58,385 |
| | 58,385 | 58,385 |

Included within amounts owed by group undertakings are two loans made by the Company to Carp (UK) 2 Limited and Carp (UK) 3 Limited, fellow group undertakings of £50,000,000 and £2,898,500 respectively. The loans are interest free and repayable on demand.

4 Creditors: amounts falling due within one year

| | 31 December 2005 £'000 | 31 December 2004 £'000 |
|------------------------------------|---------------------------------------|---------------------------------------|
| Amounts owed to group undertakings | 6,114 | 6,114 |
| | 6,114 | 6,114 |

Carp (NW) Limited

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

5 Called up share capital

| | 31 December 2005 £'000 | 31 December 2004 £'000 |
|---|---------------------------------------|---------------------------------------|
| Authorised | | |
| 308,000,100 ordinary shares of £1 each | 308,000 | 308,000 |
| | 308,000 | 308,000 |
| Allotted, called up and fully paid | | |
| 2 ordinary shares of £1 each | - | - |

6 Reserves

| | Profit and loss account £'000 |
|-------------------------------|--|
| At 1 January 2005 | 52,271 |
| Result for the financial year | - |
| At 31 December 2005 | 52,271 |

7 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.

8 Ultimate parent company and controlling party

The equity share capital in the Company is owned 50% by Carp (UK) 3A Limited and 50% by Carp (O) Limited, both companies being registered in England & Wales.

At 31 December 2005, the directors regard the ultimate parent company to be Sun CP Newtopco Limited. 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.