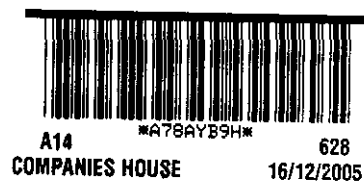


Company Registration No. 4350695

HOLMSLEIGH LIMITED
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2004

28847-A-2004

Registered Office
6th Floor, 94 Wigmore Street
London



HOLMSLEIGH LIMITED

DIRECTOR'S REPORT FOR THE YEAR ENDED 31 DECEMBER 2004

The director presents his report and financial statements for the year ended 31 December 2004.

Principal activity

The principal activity of the company is that of an investment company.

Review of the business and future developments

The director considers that the results of the company are satisfactory and that the company is expected to continue at its present levels in the future.

Results and dividends

The results for the year are set out on page 3.

No dividends have been declared or paid during this or the comparative period.

Director

The following director has held office since 1 January 2004:

London Directors Limited

The director has no interest in the issued share capital of the company.

Director's responsibilities

Company law requires the director to prepare financial statements for each financial year 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. In preparing those financial statements, the director is 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 the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable him to ensure that the financial statements comply with the Companies Act 1985. He is also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

On behalf of the board



London Directors Limited (Director)

Date: 30/1/05

MeesPierson Intertrust

ACCOUNTANTS' REPORT TO THE DIRECTOR ON THE ACCOUNTS OF HOLMSLEIGH LIMITED

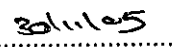
We report on the accounts for the year ended 31 December 2004.

As described on the balance sheet you are responsible for the preparation of the accounts for the year ended 31 December 2004, set out on pages 3 to 9 and you consider that the company is exempt from an audit. In accordance with your instructions, we have compiled these unaudited accounts in order to assist you to fulfil your statutory responsibilities from the accounting records and information and explanations supplied to us.

Our procedures consisted of comparing the accounts with the accounting records kept by the company and making such enquiries of the officers and other officials of the company as we considered necessary for the purposes of this report.

In our opinion the accounts are in agreement with the accounting records kept by the company under section 221 of the Companies Act 1985.


MeesPierson Intertrust Limited


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MeesPierson Intertrust Limited

5th Floor, 86 Jermyn Street, London, SW1Y 6AW

Telephone +44 207 930 7111, Fax +44 207 930 7444

MeesPierson Intertrust Limited registered in England and Wales, Company Registration No. 962596

Directors: D.F. Lavin, B.A. Safa, R.J. Wise

Internet: www.meespiersonintertrust.com, E-mail: mail@meespiersonintertrust.com

HOLMSLEIGH LIMITED

PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2004

	Notes	2004 £	2003 £
Administrative expenses		(4,541)	(5,913)
Operating loss	2	(4,541)	(5,913)
Interest payable and similar charges	3	(14)	(33)
Loss on ordinary activities before taxation		(4,555)	(5,946)
Tax on loss on ordinary activities	4	-	-
Loss on ordinary activities after taxation	9	(4,555)	(5,946)
Loss brought forward at 1 January 2004		(12,546)	(6,600)
Loss carried forward at 31 December 2004		(17,101)	(12,546)

The profit and loss account has been prepared on the basis that all operations are continuing operations.

There are no recognised gains and losses other than those passing through the profit and loss account.

HOLMSLEIGH LIMITED

BALANCE SHEET AS AT 31 DECEMBER 2004

	Notes	2004 £	£	2003 £	£
Fixed assets					
Investments	5		153,182		64,028
Current assets					
Debtors	6	215		215	
Cash at bank and in hand		-		79	
		<u>215</u>		<u>294</u>	
Creditors: amounts falling due within one year	7	<u>(170,496)</u>		<u>(76,866)</u>	
Net current liabilities			<u>(170,281)</u>		<u>(76,572)</u>
Total assets less current liabilities			<u>(17,099)</u>		<u>(12,544)</u>
Capital and reserves					
Called up share capital	8		2		2
Profit and loss account	9		<u>(17,101)</u>		<u>(12,546)</u>
Shareholders' funds - equity interests	10		<u>(17,099)</u>		<u>(12,544)</u>

In preparing these financial statements:

- The director is of the opinion that the company is entitled to the exemption from audit conferred by Section 249A(1) of the Companies Act 1985;
- No notice has been deposited under Section 249B(2) of the Companies Act 1985, and
- The director acknowledges his responsibilities for:
 - ensuring that the company keeps accounting records which comply with Section 221 of the Companies Act 1985, and
 - 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, and which otherwise comply with the requirements of this Act relating to accounts, so far as applicable to the company.

The financial statements were approved by the Board on 30/1/05

London Directors Limited
Director

HOLMSLEIGH LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2004

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention, and in accordance with applicable accounting standards.

The financial statements have been prepared on the going concern basis. This is considered appropriate as the ultimate beneficial shareholders will continue to provide financial support to the company for the foreseeable future.

The company has taken advantage of the exemption in Financial Reporting Standard No 1 from the requirement to produce a cash flow statement on the grounds that it is a small company.

1.2 Investments

Fixed asset investments are stated at cost less provision for diminution in value.

1.3 Deferred taxation

Deferred taxation is provided at appropriate rates on all timing differences using the liability method only to the extent that, in the opinion of the director, there is a reasonable probability that a liability or asset will crystallise in the foreseeable future.

1.4 Foreign currency translation

The company's accounting records are maintained in Pound Sterling.

Transactions in other currencies are converted at the rate ruling at the date of the transaction. Current assets and liabilities are converted at the rate of exchange ruling at the balance sheet date. Any material gains or losses resulting from the conversion are taken to the profit and loss account.

2 Operating loss	2004	2003
	£	£
Operating loss is stated after charging:		
Accountancy	850	1,570
	<u> </u>	<u> </u>
3 Interest payable and similar charges	2004	2003
	£	£
Loss on foreign exchange	14	33
	<u> </u>	<u> </u>
	<u>14</u>	<u>33</u>

HOLMSLEIGH LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2004

4	Taxation	2004 £	2003 £
	Domestic current year tax		
	Corporation tax at 30.00% (2003 - 30.00%)	-	-
		<u>-</u>	<u>-</u>
	Current tax charge	<u>-</u>	<u>-</u>
	Factors affecting the tax charge for the year		
	Loss on ordinary activities before taxation	(4,555)	(5,946)
		<u>(4,555)</u>	<u>(5,946)</u>
	Loss on ordinary activities before taxation multiplied by the standard rate of corporation tax of 30.00% (2003: 30.00%)	(1,367)	(1,784)
		<u>(1,367)</u>	<u>(1,784)</u>
	Effects of:		
	Losses not recognised for accounting purposes	1,367	1,784
		<u>1,367</u>	<u>1,784</u>
		<u>1,367</u>	<u>1,784</u>
	Current tax charge	<u>-</u>	<u>-</u>

On the basis of these financial statements no provision has been made for corporation tax.

HOLMSLEIGH LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2004

5 Fixed asset investments

	Shares in participating interests £	Loans to participating interests £	Total £
Cost			
At 1 January 2004	538	63,490	64,028
Additions	-	85,578	85,578
Revaluation	-	3,576	3,576
	<u>538</u>	<u>152,644</u>	<u>153,182</u>
At 31 December 2004	538	152,644	153,182
At 31 December 2003	<u>538</u>	<u>63,490</u>	<u>64,028</u>

Holdings of 20% or more

The company holds 20% or more of the share capital of the following companies:

Company	Country of registration or incorporation	Shares held Class	%
Participating interests			
Omar Casa S.L.	Spain	Ordinary	25

The aggregate amount of capital and reserves and the results of these undertakings for the last relevant financial year were as follows:

	Principal Activity	Capital and reserves £	Profit for the year £
Omar Casa S.L.	Real Estate	<u>(1,719)</u>	<u>(2,265)</u>

6 Debtors	2004 £	2003 £
Prepayments and accrued income	<u>215</u>	<u>215</u>
7 Creditors: amounts falling due within one year	2004 £	2003 £
Other creditors	168,996	73,911
Accruals and deferred income	<u>1,500</u>	<u>2,955</u>
	<u>170,496</u>	<u>76,866</u>

HOLMSLEIGH LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2004

8 Share capital	2004	2003
	No.	No.
Authorised		
10,000 Ordinary shares of £1 each	10,000	10,000
Allotted, called up and fully paid	£	£
2 Ordinary shares of £1 each	2	2
9 Statement of movements on profit and loss account		Profit and loss account £
Balance at 1 January 2004		(12,546)
Retained loss for the year		(4,555)
Balance at 31 December 2004		(17,101)
10 Reconciliation of movements in shareholders' funds	2004	2003
	£	£
Loss for the financial year	(4,555)	(5,946)
Opening shareholders' funds	(12,544)	(6,598)
Closing shareholders' funds	(17,099)	(12,544)

11 Contingent liabilities

There were no known contingent liabilities at the balance sheet date.

12 Capital commitments

There were no major capital commitments as at the balance sheet date

13 Employees

Number of employees

There were no employees during the year apart from the director. The director received no remuneration during the year.

HOLMSLEIGH LIMITED

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2004**

14 Ultimate Controlling Party and Related Party Transactions

The director is aware of the identity of the ultimate controlling party. However, they are under a duty of confidentiality that prevents them from disclosing certain information otherwise required by Financial Reporting Standard 8. Therefore they have taken the exemption offered by the Standard in respect of confidentiality.