

Company Registration No. 05181068 (England and Wales)

WICKHAM HOUSE INVESTMENTS LIMITED

DIRECTORS' REPORT
AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2005



WICKHAM HOUSE INVESTMENTS LIMITED

COMPANY INFORMATION

Directors	E. Sawdaye R.A. Graham D.L. Graham J Aspinall D Taylor
Secretary	R.A. Graham
Company number	05181068
Registered office	28 Hereford Road London W2 5AJ
Auditors	Gerald Edelman 25 Harley Street London W1G 9BR
Bankers	HSBC 69 Pall Mall London SW1Y 5EZ

WICKHAM HOUSE INVESTMENTS LIMITED

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WICKHAM HOUSE INVESTMENTS LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2005

The directors present their report and financial statements for the year 31 December 2005.

Principal activities and review of the business

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

Results and dividends

The results for the year are set out on page 5.

The directors do not recommend payment of an ordinary dividend.

Directors

The following directors have held office since 1 January 2005:

E. Sawdaye	
R.A. Graham	
D.L. Graham	
J Aspinall	(Appointed 23 June 2005)
D Taylor	(Appointed 23 June 2005)

Directors' interests

The directors' interests in the shares of the company were as stated below:

	Ordinary shares of £ 1 each	
	31 December 2005	1 January 2005
E. Sawdaye	-	-
R.A. Graham	-	-
D.L. Graham	-	-
J Aspinall	-	-
D Taylor	-	-

J Aspinall and D Taylor are also directors of the ultimate parent company, Aspinalls Online Limited, and their shareholdings in that company are disclosed in its own financial statements.

Auditors

In accordance with section 385 of the Companies Act 1985, a resolution proposing that Gerald Edelman be reappointed as auditors of the company will be put to the Annual General Meeting.

WICKHAM HOUSE INVESTMENTS LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2005

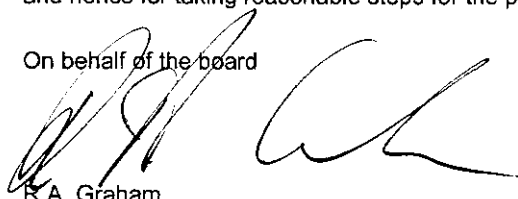
Directors' responsibilities

Company law requires the directors 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 directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 1985. They are 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



R.A. Graham

Director

27 March 2006

WICKHAM HOUSE INVESTMENTS LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF WICKHAM HOUSE INVESTMENTS LIMITED

We have audited the financial statements of Wickham House Investments Limited on pages 5 to 10 for the year ended 31 December 2005. These financial statements have been prepared in accordance with the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of the directors and auditors

As described in the statement of directors' responsibilities on page 2 the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Standard Generally Accepted Accounting Practice).

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records or if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the directors' report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

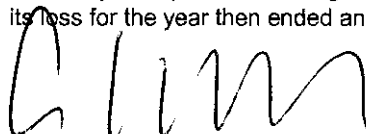
We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

WICKHAM HOUSE INVESTMENTS LIMITED

INDEPENDENT AUDITORS' REPORT (CONTINUED) TO THE SHAREHOLDERS OF WICKHAM HOUSE INVESTMENTS LIMITED

Opinion

In our opinion the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2005 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Gerald Edelman

27 March 2006

Chartered Accountants
Registered Auditor

25 Harley Street
London
W1G 9BR

WICKHAM HOUSE INVESTMENTS LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2005

	Notes	2005 £	2004 £
Turnover	2	141,193	36,010
Administrative expenses		(137,262)	(28,430)
Operating profit		3,931	7,580
Profit on sale of Investment property		139,394	-
Intercompany loan partly written back		92,079	-
Profit on ordinary activities before interest		235,404	7,580
Other interest receivable and similar income	3	276	41
Interest payable and similar charges	4	(45)	(26)
Profit on ordinary activities before taxation		235,635	7,595
Tax on profit on ordinary activities	5	(248,675)	(1,283)
(Loss)/profit on ordinary activities after taxation	10	(13,040)	6,312

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.

WICKHAM HOUSE INVESTMENTS LIMITED

BALANCE SHEET AS AT 31 DECEMBER 2005

	Notes	2005 £	£	2004 £	£
Fixed assets					
Tangible assets	6		-	6,620,000	
Current assets					
Debtors	7	6,893,195		33,195	
Cash at bank and in hand		14,650		12,787	
		<u>6,907,845</u>		<u>45,982</u>	
Creditors: amounts falling due within one year	8	<u>(6,914,473)</u>		<u>(6,659,570)</u>	
Net current liabilities			(6,628)		(6,613,588)
Total assets less current liabilities			<u>(6,628)</u>		<u>6,412</u>
Capital and reserves					
Called up share capital	9		100		100
Profit and loss account	10		(6,728)		6,312
Shareholders' funds - equity interests	11		<u>(6,628)</u>		<u>6,412</u>

The financial statements were approved by the Board on 27 March 2006


R.A. Graham
Director

D Taylor
Director


WICKHAM HOUSE INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2005

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention.

The company has taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from the requirement to produce a cash flow statement on the grounds that it is a subsidiary undertaking where 90 percent or more of the voting rights are controlled within the group.

1.2 Compliance with accounting standards

The financial statements are prepared in accordance with applicable accounting standards, which have been applied consistently (except as otherwise stated).

1.3 Turnover

Turnover represents net rental income from the property for the period.

1.4 Investment properties

Investment properties are included in the balance sheet at their open market value. Depreciation is provided only on those investment properties which are leasehold and where the unexpired lease term is less than 20 years.

Although this accounting policy is in accordance with the applicable accounting standard, SSAP 19, Accounting for investment properties, it is a departure from the general requirement of the Companies Act 1985 for all tangible assets to be depreciated. In the opinion of the directors compliance with the standard is necessary for the financial statements to give a true and fair view. Depreciation or amortisation is only one of many factors reflected in the annual valuation and the amount of this which might otherwise have been charged cannot be separately identified or quantified.

1.5 Deferred taxation

Deferred tax is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. Recognition of deferred tax is limited to the extent that the company anticipates making sufficient taxable profits in the future to absorb the reversal of the underlying timing differences. The deferred tax balance has not been discounted.

2 Turnover

The total turnover of the company for the year has been derived from its principal activity wholly undertaken in the United Kingdom.

3 Investment income	2005	2004
	£	£
Bank interest	276	41
	<hr/>	<hr/>
4 Interest payable	2005	2004
	£	£
On bank loans and overdrafts	45	26
	<hr/>	<hr/>

WICKHAM HOUSE INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2005

5	Taxation	2005 £	2004 £
	Domestic current year tax		
	U.K. corporation tax	-	1,283
	Adjustment for prior years	(440)	-
	Payment in respect of group relief subvention	249,115	-
	Current tax charge	<u>248,675</u>	<u>1,283</u>
	Factors affecting the tax charge for the year		
	Profit on ordinary activities before taxation	<u>235,635</u>	<u>7,595</u>
	Profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 30.00%	<u>70,691</u>	<u>1,443</u>
	Effects of:		
	Capital allowances	-	(160)
	Group relief	(70,691)	-
	Adjustments to previous periods	(440)	-
	Group relief subvention	249,115	-
		<u>177,984</u>	<u>(160)</u>
	Current tax charge	<u>248,675</u>	<u>1,283</u>
6	Tangible fixed assets		
			Freehold Investment properties £
	Cost		
	At 1 January 2005		6,620,000
	Disposals		(6,620,000)
	At 31 December 2005		<u>-</u>

WICKHAM HOUSE INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2005

7	Debtors	2005 £	2004 £
	Trade debtors	43,195	33,195
	Other debtors	6,850,000	-
		<u>6,893,195</u>	<u>33,195</u>
8	Creditors: amounts falling due within one year	2005 £	2004 £
	Amounts owed to group undertakings	249,115	6,626,556
	Corporation tax	-	1,283
	Other creditors	6,547,677	-
	Accruals and deferred income	117,681	31,731
		<u>6,914,473</u>	<u>6,659,570</u>
9	Share capital	2005 £	2004 £
	Authorised		
	1,000 Ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>
	Allotted, called up and fully paid		
	100 Ordinary shares of £1 each	<u>100</u>	<u>100</u>
10	Statement of movements on profit and loss account		Profit and loss account £
	Balance at 1 January 2005		6,312
	Retained loss for the year		<u>(13,040)</u>
	Balance at 31 December 2005		<u>(6,728)</u>

WICKHAM HOUSE INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2005

11 Reconciliation of movements in shareholders' funds	2005 £	2004 £
(Loss)/Profit for the financial year	(13,040)	6,312
Proceeds from issue of shares	-	100
Net (depletion in)/addition to shareholders' funds	(13,040)	6,412
Opening shareholders' funds	6,412	-
Closing shareholders' funds	(6,628)	6,412

12 Employees

Number of employees

There were no employees during the year apart from the directors.

13 Control

The parent company is Wickham House Holdings Limited and the ultimate parent company is Aspinalls Online Limited. Both companies are registered in England and Wales. Aspinalls Online Limited prepares consolidated financial statements and copies can be obtained from the company's registered office at 64 Sloane Square, London, SW1X 9SH.

14 Related party transactions

Party	Relationship	Transaction	2005 Value £	2004 Value £	2005 Balance due (to)/from at year end £	2004 Balance due (to)/from at year end £
District & Urban Group Plc	The directors, E. Sawdaye, R.A. Graham and D.L. Graham are also directors of District & Urban Group Plc, a shareholder company.	Loan account movements	95,079	6,626,556	(6,531,477)	(6,626,556)
District & Urban Management Limited	The directors, E. Sawdaye, R.A. Graham and D.L. Graham are also directors of District & Urban Group Plc, a shareholder company.	Loan account movements	16,200	-	(16,200)	-
Aspinalls Online Limited	The directors, J.D. Aspinall and D.J. Taylor are also directors of Aspinalls Online Limited.	Loan account movements	249,115	-	(249,115)	-