Company No: SC198645

GREENAWAY HARRISON LIMITED

DIRECTORS' REPORT and FINANCIAL STATEMENTS

Year ended 31 December 2005

SC1 #8038HK44# 425

COMPANY INFORMATION

The Board of Directors

R J Hodgson M Gardner

Company Secretary

M Gardner

Registered Office

4th Floor Saltire Court 20 Castle Terrace Edinburgh EH1 2EN

Auditors

Chiene + Tait

Chartered Accountants & Registered Auditors 61 Dublin Street Edinburgh EH3 6NL

Bankers

Bank of Scotland

4th Floor

New Uberior House 11 Earl Grey Street

Edinburgh EH3 9BŇ

Solicitors

Dundas & Wilson CS LLP

Saltire Court 20 Castle Terrace

Edinburgh EH1 2EN

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DIRECTORS' REPORT

The directors present their report and the financial statements of the company for the year ended 31 December 2005

Principal activities and review of the business

The company's principal activity is the printing and distribution of a wide range of material for its customers both in the financial services industry and the general commercial market. The company changed its name from Pillans & Wilson Greenaway Limited to Greenaway Harrison Limited on 13 April 2005

Turnover in Greenaway Harrison Limited increased from £5,052,633 in 2004 to £7,501,749 in 2005 an increase of 48 5%. During the same period distribution selling and administration costs reduced. The Directors are pleased to report that Greenaway Harrison Limited produced an operating profit of £292,137 in the year 2005. The Directors are confident that this return to profitability will be maintained in 2006.

Future developments and post balance sheet events

The directors intend to pursue existing activities and have no immediate plans for developing other business areas

Subsequent to the year end the group has undergone a financial restructuring and as a result of this the company's debt position has reduced by £6,278,958 following the write off of both bank debt and borrowings from related undertakings. Had the financial restructuring taken place prior to the financial year end, the company's net liabilities as at 31 December 2005 would have been reduced to £2,082,938.

In addition to the write off of the above debt, the cross guarantees for sums due by fellow related undertakings was also removed. The only guarantee remaining in connection with group debts relates to a guarantee over the facility of £2,000,000 within the ultimate parent undertaking, Ormolu Group Limited.

Results and dividends

The trading results for the year and the company's financial position at the end of the year are shown in the attached financial statements

The directors are unable to recommend the payment of a dividend

Directors

The directors who served the company during the year were as follows

R J Hodgson M Gardner

No director has any beneficial interest in the shares of the company. The shareholdings of directors in the ultimate parent undertaking, Ormolu Group Limited, are disclosed in the financial statements of that company. Details of the directors' interest in contracts are also given in the financial statements of the parent undertaking.

Fixed assets

Information relating to changes in fixed assets during the year is given in note 6 to the financial statements

DIRECTORS' REPORT (Contd.)

Financial risk management objectives and policies

The company regularly reviews the terms of their bank facilities, together with the interest rates charged Where appropriate they will consider the refinancing of the facilities on terms that are more favourable to the company

Statement of directors' responsibilities

The directors are responsible for preparing the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice

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 at the end of the year and of the profit or loss for the year then ended In preparing those financial statements, the directors are required to

select suitable accounting policies, as described on pages 7 and 8, 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, and

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 to enable them to ensure that the financial statements comply with the Companies Act 1985. The directors 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

Donations

During the year the company made the following contributions

	2005 £	2004 £
Charitable	4,432	3,224

Auditors

A resolution to re appoint Chiene + Tait, Chartered Accountants, as auditors for the ensuing year will be proposed at the annual general meeting in accordance with section 385 of the Companies Act 1985

Signed by order of the directors

M Gardner

Company Secretary

Approved by the directors on WED 25th OCTOBER 2006

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDER OF



GREENAWAY HARRISON LIMITED

We have audited the financial statements of Greenaway Harrison Limited for the year ended 31 December 2005 set out on pages 5 to 14. These financial statements have been prepared under the accounting policies set out therein

This report is made solely to the company's shareholder, 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 shareholder those matters we are required to state to them in an auditors' 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 shareholder as a body, for our audit work, for this report, or for the opinions we have formed

Respective responsibilities of directors and auditors

As described in the Statement of Directors' Responsibilities 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 Generally Accepted Accounting Practice)

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland)

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, 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.

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDER OF GREENAWAY HARRISON LIMITED (Continued)



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

Emphasis of matter - Going concern

In forming our opinion on the financial statements, which is not qualified, we have considered the adequacy of the disclosures made in notes 1 and 18 to the financial statements concerning the company's ability to continue as a going concern. The company incurred a net loss of £74,218 during the year ended 31 December 2005 and, at that date, the company's current liabilities exceeded its total assets by £8,361,896. Since the year end the group has undergone a financial restructuring that has resulted in the company's net liabilities reducing by £6,278,958. The financial statements do not include the adjustments that would result if the company was unable to continue as a going concern.

CHIENE + TAIT

Chartered Accountants and Registered Auditors

61 Dublin Street

Edinburgh EH3 6NL

3100000 2006

PROFIT AND LOSS ACCOUNT

For the year ended 31 December 2005

	Notes		2005	2004
		£	£	£
Turnover			7,501,749	5,052,633
Cost of sales			(5,159,945)	(3,505,567)
Gross profit			2,341,804	1,547,066
Distribution and selling costs Administration expenses Redundancy and compensation for le Amortisation of goodwill Profit/(loss) on disposal of fixed asse		(1,220,226) (753,151) (76,790) – 500		(1,196,781) (793,779) (239,144) (1,390,205) (1,072)
			(2,049,667)	(3,620,981)
Operating profit/(loss)	2		292,137	(2,073,915)
Interest receivable Interest payable	4		7,500 (373,855)	12,794 (207,657)
Loss on ordinary activities before	taxation		(74,218)	(2,268,778)
Tax on loss on ordinary activities	5			
Retained loss for the year	17		(74,218)	(2,268,778)

A statement of total recognised gains and losses is not shown as all gains and losses are recognised in the profit and loss account above

All of the activities of the company are classified as continuing

The notes on pages 7 to 14 form part of these financial statements

BALANCE SHEET

As at 31 December 2005

	Notes	£	2005 £	2004 £
Fixed assets		~	~	~
Tangible assets	7		175,902	180,885
Current assets				
Stocks	8	111,213		98,138
Debtors Cash at bank and in hand	9	1,661,633 -		1,356,972 72
Creditors amounts falling due		1,772,846		1,455,182
within one year	10	(10,310,644)		(5,435,743)
Net current liabilities			(8,537,798)	(3,980,561)
Total assets less current liabilities			(8,361,896)	(3,799,676)
Creditors amounts falling due after more than one year	11		-	(4,488,002)
Net liabilities			(8,361,896)	(8,287,678)
Capital and reserves				
Called up share capital	16		10	10
Profit and loss account	17		(8,361,906)	(8,287,688)
Equity shareholder's funds	18		(8,361,896)	(8,287,678)

Approved by the Board of Directors on 25 October 2006 and signed on their behalf by

R J Hodgson

Director

M Gardner

Director

The notes on pages 7 to 14 form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2005

1. Accounting policies

Basis of accounting

The financial statements have been prepared under the historical cost convention, and in accordance with applicable accounting standards. They have been prepared on the going concern basis, which assumes that the group will have sufficient working capital facilities to enable it to continue in business for the foreseeable future (note 18)

Changes in accounting policies

In preparing the financial statements for the current year, the company has adopted the following Financial Reporting Standards

the presentation requirements of 'FRS 25 'Financial Instruments' Disclosure and Presentation (IAS 32)"

There are no changes required to the disclosure and presentation of the financial statements as a result of the implementation of this standard

Cash flow statement

The directors have taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from including a cash flow statement in the financial statements on the grounds that the company is wholly owned and its parent publishes a consolidated cash flow statement

Turnover

The turnover shown in the profit and loss account represents amounts, excluding value added tax, derived from the provision of printing services. All sales are generated from within the UK

Fixed assets

All fixed assets are recorded at cost

Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows

Leasehold Property

over 15 years

Plant & Machinery Fixtures & Fittings

between 3 and 5 years between 3 and 10 years

Motor Vehicles

over 4 years

Stocks and work in progress

Stocks are stated at the lower of cost and net realisable value. In determining the cost of raw materials, the first in first out basis is used. For work in progress and finished goods manufactured by the company, cost is taken as production cost, which includes an appropriate proportion of attributable overheads. Net realisable value is based on estimated selling price less any further costs expected to be incurred to completion and disposal

Leasing and hire purchase commitments

Assets obtained under finance leases and hire purchase contracts are capitalised in the balance sheet and are depreciated over their useful lives. The interest element of the rental obligations is charged to profit and loss account over the period of the lease and represents a constant proportion of the balance of capital repayments outstanding

Rentals paid under operating leases are charged to income on a straight line basis over the lease terms

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2005

1. Accounting policies (Contd.)

Pension costs

Contributions to the company's pension scheme are charged to the profit and loss account in the period to which they relate

Deferred taxation

The accounting policy in respect of deferred tax reflects the requirements of Financial Reporting Standard 19

Deferred tax is provided on the liability method to take account of timing differences between the treatment for certain items for accounts purposes and the treatment for tax purposes. Tax deferred is accounted for in respect of all material timing differences. Deferred tax assets are only recognised to the extent that they are regarded as recoverable.

Foreign currencies

Transactions in foreign currency are recorded at the rate ruling at the date of the transaction

Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date

All differences are taken to the profit and loss account

Financial instruments

Financial instruments relate to the loans that the company has and are classified and accounted for, according to the substance of the contractual arrangement, as financial liabilities included within creditors

2. Operating profit/(loss)

Operating profit/(loss) is stated after charging

	2005	2004
	£	£
Depreciation	34,870	56,296
Operating lease costs		
Plant and equipment	467,777	369,432
Other assets	130,000	130,000
Auditors' remuneration	,	•
as auditors	10,000	9,500
for other services	, <u> </u>	2,694

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2005

3 Particulars of employees

The average number of staff employed by the company during the financial year amounted to

	2005 Number	2004 Number
Number of production staff	21	25
Number of management staff	4	6
Number of sales staff	20	18
	4.5	
	45	49
	==	
The aggregate payroll costs of the above were		
	2005	2004
	£	£
Wages and salaries	1,917,254	1,955,365
Social security costs	197,360	216,135
Other pension costs	62,531	61,985
	2,177,145	2,233,485
	=	

The directors who served during the year were remunerated for their services through Ormolu Group Limited, the ultimate parent undertaking. It is not possible to quantify the proportion of their remuneration that relates to this company

4. Interest payable and similar charges

		2005 £	2004 £
	Interest payable on bank borrowing Interest payable to group undertakings	286,600 87,255	156,132 51,525
		373,855	207,657
5	Taxation on ordinary activities		
	(a) Analysis of charge in the year	2005 £	2004 £
	Current tax In respect of the year	~	~
	UK Corporation tax based on the results for the year		
	Total current tax Deferred tax	- -	- -
	Tax on profit on ordinary activities		

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2005

5 Taxation on ordinary activities (continued)

(b) Factors affecting current tax charge

	2005 £	2004 £
Loss on ordinary activities before taxation	(74,218) ———	(2,268,778)
Expected tax charge at 30% (2004 30%) Expenses not deductible for tax purposes Capital allowances for period in excess of depreciation Other timing differences Difference in tax rates Losses carried forward Group relief	(22,265) 25,063 2,444 (4,491) (751)	(680,633) 447,194 18,206 (6,758) - 221,991
Total current tax (note 5(a))		_

(c) Factors that may affect future tax charges

A deferred tax asset of £1,110,601 (2004 £1,114,423) exists at 31 December 2005, primarily in respect of unutilised tax losses. This asset has not been recognised in the financial statements £1,037,568 (2004 £959,870) of this asset will only be recoverable against future trading taxable profits. The balance is recoverable against future taxable profits.

6. Tangible fixed assets

	Leasehold Property £	Plant & Machinery £	Fixtures & Fittings £	Motor Vehicles £	Total £
Cost					
At 1 January 2005	190,732	97,986	128,664	_	417,382
Additions		16,740	8,807	4,340	29,887
At 31 December 2005	190,732	114,726	137,471	4,340	447,269
Depreciation					
At 1 January 2005	45,563	73,127	117,807	_	236,497
Charge for the year	12,553	15,385	6,751	181	34,870
At 31 December 2005	58,116	88,512	124,558	181	271,367
				 	
Net book value					
At 31 December 2005	132,616	26,214	12,913	4,159	175,902
At 31 December 2004	145,169	24,859	10,857	-	180,885

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2005

7 Stocks

		2005 £	2004 £
	Raw materials Work in progress	17,175 94,038	23,998 74,140
		111,213	98,138
8	Debtors		
		2005 £	2004 £
	Trade debtors Amounts owed by group undertakings VAT recoverable Other debtors Prepayments and accrued income	1,044,009 201,464 48,040 6,827 361,293 1,661,633	866,671 80,872 56,777 352,652 1,356,972
9.	Creditors amounts falling due within one year		
		2005 £	2004 £
	Bank loans and overdrafts Trade creditors Amounts owed to group undertakings PAYE and social security Other creditors Accruals and deferred income	6,462,091 730,226 2,791,641 127,866 43,576 155,244	3,803,792 822,514 481,882 131,833 7,492 188,230 5,435,743

The bank overdraft is secured by a floating charge over the company's assets together with a debenture in favour of the bank. The company, the parent undertaking, the ultimate parent undertaking and fellow subsidiary undertakings have entered into cross guarantee arrangements between them in respect of all bank borrowings.

The group has assigned to the bank a keyman insurance policy on the life of Mr R J Hodgson, up to a maximum of £1,000,000

As disclosed in note 20, following the group restructuring the bank debt has been reduced to £3,000,000 and the cross guarantees with fellow group undertakings have been removed with the exception of a guarantee over the facility of £2,000,000 within the ultimate parent undertaking

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2005

10. Creditors: amounts falling due after more than one year

	2005 £	2004 £
Amounts owed to group undertakings	_	4,488,002

11. Pensions

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund.

The pension charge for the year was £62,531 (2004 £61,985) At 31 December 2005 contributions of £25,708 (2004 £10,187) were payable to the fund and are included in creditors

12 Commitments under operating leases

At 31 December 2005 the company had annual commitments under non cancellable operating leases as set out below

leases as set out below				
	200	5	2004	1
	Land &	Other	Land &	Other
	Buildings	Items	Buildings	Items
	£	3	£	£
Operating leases which expire				
Within 1 year	_	6,204	_	_
Within 2 to 5 years	_	174,079	_	369,244
After more than 5 years	130,000	_	130,000	· -
				
	130,000	180,283	130,000	369,244

13. Contingencies

A contingent liability exists in favour of the Bank of Scotland for guarantees given in respect of group overdraft and term loans the amount of which outstanding at 31 December 2005 was £16,450,399 (2004 £15,572,956)

Following the group restructuring detailed in note 20, the company has now secured its own borrowing facilities of £3,000,000 and the borrowing facilities of its ultimate parent undertaking, Ormolu Group Limited, of £2,000,000

The company is subject to an ongoing PAYE enquiry. In view of uncertainty as whether any liability will arise as a result of the enquiry, no provision has been made in these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2005

14. Share capital

Authorised	share	capital.
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Addionoca onare capital.			2005 £	2004 £
1,000 Ordinary shares of £0 01 each			10	10
Allotted, called up and fully paid:	2005 No	£	2004 No	£
Ordinary shares of £0 01 each	1,000	10	1,000	10

15. Profit and loss account

	2005 £	2004 £
Balance brought forward Loss for the financial year	(8,287,688) (74,218)	(6,018,910) (2,268,778)
Balance carried forward	(8,361,906)	(8,287,688)

16. Reconciliation of movements in shareholders' funds

	2005 £	2004 £
Loss for the financial year Opening shareholders' deficit	(74,218) (8,287,678)	(2,268,778) (6,018,900)
Closing shareholders' deficit	(8,361,896)	(8,287,678)

17. Related Parties

The company has elected to take advantage of the exemption granted in Financial Reporting Standard 8 - "Related Party Disclosures" available to 90% or more owned subsidiaries and has not disclosed transactions with those companies in the Ormolu group

GREENAWAY HARRISON LIMITED NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2005

18. Going concern

The group relies upon a bank overdraft facility, which is repayable on demand, and term loan facilities, in order to meet its day to day working capital requirements. Subsequent to the year end the group has undergone a financial restructuring and as a result of this the company now has its own overdraft and term loan facility with the bank, and the cross guarantee in respect of all sums due by fellow subsidiary undertakings has been removed. The directors have prepared projections for the years ended 31 December 2006, 31 December 2007 and 31 December 2008 and on the basis of these projections and the new facilities agreed, the bank has indicated that it expects to continue to support the company beyond the annual review of facilities in April 2007 until at least the end of October 2007, subject to trading performance remaining acceptable and the group structure remaining unchanged. The directors consider that the company will be able to operate within the agreed overdraft and loan facilities during this period and therefore the financial statements do not include any adjustments that would result if the company was unable to operate within the agreed facility or meet the associated covenants.

On the basis of a continued improvement in trading conditions since the end of the financial year, the validity of the projected results and the continued support of the company's bankers, the directors consider it appropriate to prepare the financial statements on the going concern basis

19. Ultimate parent company

The company's ultimate parent undertaking is Ormolu Group Limited, a private company incorporated in Scotland. A copy of the group's consolidated financial statements is available from the company's registered office.

20 Subsequent events

Subsequent to the end of the company's financial year the company and all other companies within the group have undergone a financial restructuring. As a consequence of this restructuring the company's debts have been reduced by £6,278,958 following the write off of debt by the bank and fellow group undertakings

In addition to the write off of the above debts, the cross guarantees between the company and fellow group undertakings has also been removed. The company is now guaranteeing its own bank facility of £3,000,000 and the facility of £2,000,000 within the ultimate parent undertaking, Ormolu Group Limited.