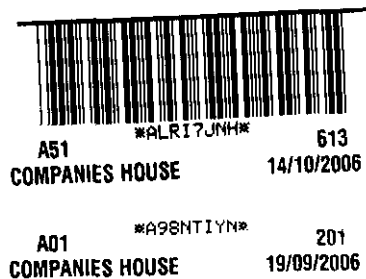


Johnson Group Management Services Limited
Company Number 00019418

Report and Financial Statements
For the year ended 31st December 2005



Johnson Group Management Services Limited

DIRECTORS

Directors

J H Wilkinson BSc, ACA
S R Moate
Y M Monaghan BSc, FCA
S A McKeever
J B Johnstone BA, FCA
M F Gregson
P G Davis MBA, BA, FCCA
D A Hargreaves

Secretary

Y M Monaghan

Registered Office

Mildmay Road
Bootle
Merseyside
L20 5EW

Johnson Group Management Services Limited

DIRECTORS' REPORT

The Directors present their annual report and the financial statements for the year ended 31st December 2005.

Activities and Business Review

The principal activity of the Company was the provision of consultancy and management services to the Parent and fellow subsidiary companies in the Johnson Group. On the 27th December 2003 the activities of the company were transferred to other group companies, and the Company ceased trading.

The Directors consider the financial position of the Company at 31st December 2005 to be satisfactory.

Directors

The Directors of the Company, who are listed on page 1, all held office throughout the year.

Directors' Interests

The interests of the Directors who were in office at 31st December 2005, together the interests of their families, in the share capital of the Parent Company, Johnson Service Group PLC, other than J H Wilkinson and S R Moate who are also director's of that Company, at the commencement, or date of appointment if later, and the close of the financial period were:

<u>Beneficial Interests</u>	Ordinary Shares of 10p each	Options over Ordinary Shares of 10p each
Y M Monaghan		
31st December 2005	7,200	111,397
25th December 2004	9,632	70,895
S A McKeever		
31st December 2005	-	110,929
25th December 2004	-	70,929
J B Johnstone		
31st December 2005	-	115,000
25th December 2004	-	92,500
M F Gregson		
31st December 2005	-	75,000
25th December 2004	-	65,139
P G Davis		
31st December 2005	8,000	115,000
25th December 2004	10,000	92,500
D A Hargreaves		
31st December 2005	2,180	-
25th December 2004	1,337	9,843

No changes have occurred in these interests since 31st December 2005.

Johnson Group Management Services Limited

DIRECTORS' REPORT (continued)

Directors' Interests (continued)

During the year the following Directors have been granted or have exercised rights under options in respect of ordinary shares of 10p each in Johnson Service Group PLC:

	Options granted during the year	Options exercised during the year	Options lapsed during the year
Y M Monaghan	40,502	-	-
S A McKeever	40,000	-	-
J B Johnstone	22,500	-	-
M F Gregson	22,500	12,639	-
P G Davis	22,500	-	-
D A Hargreaves	-	9,843	-

Elective Resolutions

The Company has passed elective resolutions to dispense with the holding of Annual General Meetings, the laying of the report and accounts before the Company and the obligation to appoint auditors annually.

Statement of Directors' Responsibilities

Company law requires the Directors to prepare financial statements for each financial year that give a true and fair view of the state of affairs of the Company and of its profit or loss for that period. The Directors are required to prepare the financial statements on the going concern basis, unless it is inappropriate to presume that the Company will continue in business.

The Directors confirm that suitable accounting policies have been used and applied consistently. They also confirm that reasonable and prudent judgements and estimates have been made in preparing the financial statements for the year ended 31st December 2005 and that applicable accounting standards have been followed.

The Directors are responsible for keeping proper accounting records that 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. 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.

By Order of the Board



Y M Monaghan
Secretary
6th March 2006

Johnson Group Management Services Limited

BALANCE SHEET

As at 31st December 2005

	Note	2005 £'000	2004 £'000
CURRENT ASSETS			
Debtors:			
Amounts falling due within one year from Group companies		14	14
Amounts falling due after one year from Group companies		50	50
		<u>64</u>	<u>64</u>
NET ASSETS		<u>64</u>	<u>64</u>
CAPITAL AND RESERVES			
Called-up share capital	4	50	50
Share premium account		14	14
		<u>64</u>	<u>64</u>
EQUITY SHAREHOLDERS' FUNDS		<u>64</u>	<u>64</u>

For the year in question, the Directors have taken advantage of the Companies Act 1985 in not having these accounts audited under Section 249A(1) (total exemption). No members have required the Company to obtain an audit of its accounts for the year in question in accordance with section 249B(2) of the Companies Act 1985.

The Directors acknowledge their responsibility for:

- Ensuring the Company keeps accounting records which comply with section 221.
- Preparing accounts which give a true and fair view of the state of affairs of the Company as at the end of its financial year, and of its profit and 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 notes on page 5 form an integral part of the Financial Statements.

The Directors' Report and Financial Statements on pages 4 and 5 were approved by the Board of Directors on 6th March 2006 and signed on its behalf by:



Y M Monaghan
DIRECTOR

Johnson Group Management Services Limited

NOTES TO THE ACCOUNTS

For the year ending 31st December 2005

1. ACCOUNTING POLICY

Basis of Accounting

The historical cost convention has been used throughout these financial statements on a basis consistent with the prior year. The financial statements have been prepared in accordance with Accounting and Financial Reporting Standards applicable in the United Kingdom.

2. TURNOVER AND PROFIT BEFORE TAXATION

There was no profit or turnover for the year.

3. DIRECTORS AND EMPLOYEES

The Company had no employees other than the Directors, who are listed on page 1, and who received no remuneration from the Company.

4. CALLED UP SHARE CAPITAL

	At 31st December 2005 and 25th December 2004			
	Authorised		Allotted, Called-Up and Fully Paid	
	No.	£'000	No.	£'000
Ordinary Shares of £1 each	50,000	50	50,000	50

5. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The Company's ultimate parent undertaking and controlling party is Johnson Service Group PLC. Copies of the Parent's consolidated Financial Statements may be obtained from The Secretary, Johnson Service Group PLC, Mildmay Road, Bootle, Merseyside L20 5EW.