DIRECTORS' REPORT AND ACCOUNTS

2003



DIRECTORS' REPORT - 2003

FINANCIAL YEAR ENDED 3 JANUARY 2004

1. DIRECTORS

(a) At date of this report:

J P Narciso J A Ford

(b) Retiring and seeking re-election:

None

(c) The interests of the directors in the shares of the Company and other Group companies are disclosed in Note 6 to the accounts.

2. RESULTS FOR THE YEAR

The Company did not trade during the year and accordingly no profit and loss account has been prepared. The Company was dormant within the meaning of Section 249AA(1) of the Companies Act 1985.

This report was approved by the Board of Directors on 14 October 2004and is signed on their behalf by:

AJP BUNYAN Secretary

1 Kingsway London WC2B 6NP

BALANCE SHEET AS AT 3 JANUARY 2004

	Notes	2003 £	<u>2002</u> £
FIXED ASSETS Investments	2	1,465,500	1,465,500
NET ASSETS		£1,465,500	£1,465,500
Represented by: CAPITAL AND RESERVES			
Called up share capital	3	528,000	528,000
Share premium account	4	937,500	937,500
EQUITY SHAREHOLDERS' FUNDS		£1,465,500	£1,465,500

- a) For the year ended 3 January the company was entitled to exemption under section 249AA(1) of the Companies Act 1985.
- b) Members have not required the company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985.
- c) 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 the requirements of section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

These accounts were approved by the Board of Directors on 14 October 2004 and are signed on their behalf by:

J P NARCISO

Director

NOTES TO THE ACCOUNTS

1. ACCOUNTING PRINCIPLES AND POLICIES

The accounts are prepared in accordance with historical cost accounting rules.

The accounts have been prepared in accordance with applicable Accounting Standards in the United Kingdom.

2. INVESTMENTS

2003 £ 2002

Loan to Parent company £1,465,500 £1,465,500

The Loan to Parent company is interest free and repayable on demand. There is no intention to demand repayment in the foreseeable future.

3. SHARE CAPITAL

Total Ordinary Shares

£

Authorised

At 28 December 2002 and 3 January 2004

125,000 ordinary shares of £5 each £625,000

Called up share capital

Allotted, issued and fully paid At 28 December 2002 and 3 January 2004

105,600 ordinary shares of £5 each

£528,000

4. RESERVES

Share Premium
Account
£

Balance at 28 December 2002 and 3 January 2004

£937,500

5. CONTINGENT LIABILITIES

The company is registered under the Group registration for Value Added Tax and is jointly liable for the amount of tax of £nil at 3 January 2004 (2002 £1,068,299) in respect of the ultimate parent company and certain UK Group companies.

NOTES TO THE ACCOUNTS (continued)

6. DIRECTORS' SHARE AND DEBENTURE INTERESTS AT YEAR END

<u>03.01.04</u> <u>28.12.02</u>

(a) In the Company - All directors

Nil

Nil

(b) In Delta plc

J P Narciso and J A Ford are directors in the immediate parent company and accordingly details of their holdings are not shown in these accounts. The immediate parent company is D&T Holdings Limited

7. ULTIMATE PARENT COMPANY

The ultimate parent company is Delta plc. Copies of the consolidated financial statements of Delta plc are available to the public at the registered office, 1 Kingsway, London, WC2B 6NP and copies can be obtained from this address.