

REGISTERED NUMBER: 53920

E. DENT & COMPANY (HOROLOGISTS) LIMITED

ANNUAL REPORT

YEAR ENDED 31 DECEMBER 2004



E. DENT & COMPANY (HOROLOGISTS) LIMITED

REPORT AND FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2004

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DIRECTORS' REPORT

YEAR ENDED 31 DECEMBER 2004

The directors present their report and financial statements for the year ended 31 December 2004.

1. REVIEW OF THE BUSINESS

The company did not trade during the year. The expenses of the company were met by the holding company.

2. DIRECTORS AND THEIR INTEREST

The directors who served during the year were:

B E Toye
N A Haynes

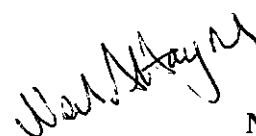
N A Haynes is the director retiring by rotation and, being eligible, offers himself for re-election.

None of the directors had an interest in the share capital of the company.

B E Toye is also a director of the parent undertaking, Toye & Company plc, and his interests in the share capital of the parent undertaking are disclosed in the financial statements of that company.

N A Haynes has no interest in the ordinary shares in Toye & Company plc.

ON BEHALF THE BOARD



**N A HAYNES
DIRECTOR**

28 April 2005

STATEMENT OF DIRECTORS' RESPONSIBILITIES

YEAR ENDED 31 DECEMBER 2004

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;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare 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 maintaining 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. 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.

The directors are responsible for ensuring that the directors' report and other information included in the annual report is prepared in accordance with company law in the United Kingdom.

TO THE MEMBERS OF E. DENT & COMPANY (HOROLOGISTS) LIMITED

We have audited the financial statements of E. Dent & Company (Horologists) Limited for the year ended 31 December 2004 which comprise the Balance Sheet and the related notes. These financial statements have been prepared under 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 directors and auditors

The directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with the 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, 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 opinion


We conducted our audit in accordance with United Kingdom Auditing Standards 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.

Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the company as at 31 December 2004 and have been properly prepared in accordance with the Companies Act 1985.

**BIRMINGHAM, UK
28 April 2005**


**PKF
Registered Auditors**

BALANCE SHEET

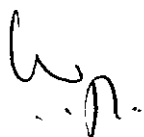
31 DECEMBER 2004

	Note	2004 £	2003 £
CURRENT ASSETS			
Amounts owed by group undertakings		<u>10,935</u>	<u>10,395</u>
CAPITAL AND RESERVES			
Called-up share capital	3	<u>10,935</u>	<u>10,935</u>
SHAREHOLDERS' FUNDS			
Equity		1,000	1,000
Non-equity		9,935	9,935
		<u>10,935</u>	<u>10,395</u>

The financial statements were approved by the directors on 28 April 2005

Signed on behalf of the board of directors

B E TOYE



DIRECTOR

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2004

1. BASIS OF PREPARATION

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

2. PROFIT AND LOSS ACCOUNT

The company has not traded during the year and has made neither a profit nor a loss.

3. CALLED UP SHARE CAPITAL

	Authorised £	Allotted called up and fully paid £
Equity interests:		
Ordinary shares of £1 each	<u>50,000</u>	<u>1,000</u>
Non-equity interests:		
10% cumulative preference shares of £1 each	<u>10,000</u>	<u>9,935</u>
	<u>60,000</u>	<u>10,935</u>

(a) *Rights to dividends*

The preference shares have the right to receive a fixed, cumulative preference dividend at the rate of 10% per annum on the amount paid up thereon in priority to the payment of any dividend on the ordinary shares. The rights to such dividends have been waived by the relevant shareholders.

(b) *Priority on winding up*

The preference shares have the right to receive the amount paid up on such shares in priority to any repayment to the holders of the ordinary shares.

(c) *Voting rights*

The preference shares do not have any right to attend or vote at any general meeting of the company.

4. ULTIMATE PARENT UNDERTAKING

The parent undertaking of the largest and smallest groups for which group consolidated accounts are prepared is Toye & Company plc, a company registered in England and Wales. Copies of Toye & Company plc's accounts can be obtained from the registered office at Regalia House, 19 – 21 Great Queen Street, London, WC2B 5BE.