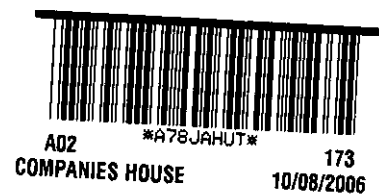


Registration No: 296234

LEIGH ENVIRONMENTAL SOUTHERN LIMITED

REPORT AND UNAUDITED FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2005



REPORT OF THE DIRECTORS

The directors present their report and the unaudited financial statements for the year ended 31 December 2005. The company was dormant and did not trade during the year.

The directors who held office during the year under review were:

J Kutner
A de Saint-Quentin
T Spaul
J Pearson

None of the directors has any interest in the shares of the company, or the shares of any other company within the Onyx UK Holdings Plc Group.

The report of the directors was approved by the Board on 31 January 2006 and signed on its behalf by:



R Hunt
Secretary

UNAUDITED FINANCIAL STATEMENTS

PROFIT AND LOSS ACCOUNT

For the year ended 31 December 2005.

During the financial year and the preceding financial year the company did not trade and received no income and incurred no expenditure. Consequently, during those years the company made neither a profit nor a loss and had no recognised gains or losses.

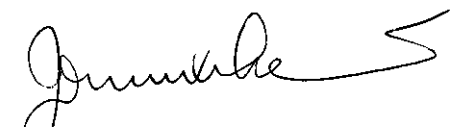
LEIGH ENVIRONMENTAL SOUTHERN LIMITED

Balance sheet at 31 December 2005

	Note	2005 £'000	2004 £'000
Current Assets			
Debtors			
Amount owed by group undertakings		1,892	1,892
Creditors: amounts falling due within one year			
Amount owed to group undertakings		(978)	(978)
Net Current Assets		914	914
Net Assets		914	914
Capital and Reserves			
Called up share capital	2	2	2
Capital reserve	3	2,016	2,016
Profit and loss account	3	(1,302)	(1,302)
Equity Shareholders' Funds		716	716
Non-equity shareholders' funds		198	198
Shareholders' Funds (including non-equity)	4	914	914

For the year ended 31 December 2005 the company was entitled to exemption under section 249A(1) of the Companies Act 1985. No members have required the company to obtain an audit of its accounts for the year in question in accordance with section 249B(2). 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 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 financial statements were approved by the Board of Directors on 31 January 2006 and were signed on its behalf by:



J. M. Kutner
Director

LEIGH ENVIRONMENTAL SOUTHERN LIMITED

Notes:

- 1 The ultimate parent and controlling company is Veolia Environnement S.A. (incorporated in France). Copies of the parent's consolidated financial statements may be obtained from the Secretary, 36-38 avenue Kleber, 75116 Paris, France.

The company's immediate parent company is Onyx Environmental Group Plc (registered in England and Wales). The company's ultimate United Kingdom holding company is Veolia UK Limited (registered in England and Wales). The directors consider Onyx Environmental Group Plc to be the smallest group for which group accounts including Leigh Environmental Southern Limited are drawn up.

2 Share capital

	2005 £'000	2004 £'000
Authorised		
200,000 ordinary shares of £1 each	200	200
198,000 0.001% preference shares of £1 each	198	198
	<u>398</u>	<u>398</u>
Allotted and fully paid		
1,980 ordinary shares of £1 each	2	2
198,000 0.001% preference shares of £1 each	198	198
	<u>200</u>	<u>200</u>

The preference shares carry the right to a fixed non-cumulative dividend at the rate of 0.001% per annum on the amount for the time being paid or credited as fully paid. The shares, which carry no voting rights, are subordinated to the ordinary shares on a winding up or return of capital to the extent of £0.99 per ordinary share. Holders of the preference shares have waived their right to a dividend for the year ended 31 December 2005 (2004: £nil).

3 Reserves

	Profit and loss account £'000	Capital Reserve £'000
At 1 January 2005 and 31 December 2005	(1,302)	2,016

The capital reserve relates to revalued tangible fixed assets which have been transferred to another group undertaking.

- 4 The opening and closing shareholders funds were £914,000.