P.A.T. (PENSIONS) LIMITED (Company Registration Number: 637183)

REPORT AND ACCOUNTS

31 DECEMBER 2004

REPORT AND ACCOUNTS 2004

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Registered Office:

The Pearl Centre Lynch Wood Peterborough PE2 6FY

Company Registration No: 637183

BOARD OF DIRECTORS

J N B Darkins Director

G S Felston Director

R G Holland-Martin Director

> K Jones Director

M V Jones Director

J Marshall-Robb Director

M J Mauchline Director

H Nawaz-Khan Director

Company Secretary

L A Williams

DIRECTORS' REPORT

The directors have pleasure in presenting the Annual Report and Accounts of P.A.T. (Pensions) Limited ("the Company") for the year ended 31 December 2004.

PRINCIPAL ACTIVITY AND BUSINESS REVIEW

The Company is the Trustee of the HHG Staff Pension Scheme (formerly AMP UK Staff Pension Scheme), and of 'Top-Hat' Plus Pension Scheme assurance policies issued by Pearl Assurance plc to eligible members of its own staff. It is expected that the Company will continue this function in the foreseeable future. The Company has not conducted business during the year.

DIRECTORS AND THEIR INTERESTS

The names as at 31 December 2004 are set out on page 2. Additional Information in relation to the change in directors is as follows: -

C McGlasham Resigned 19 May 2004
J N B Darkins Appointed 18 February 2004
J Marshall-Robb Appointed 18 February 2004
M V Jones Appointed 19 May 2004

The directors holding £1 equity shares in the Company during 2004 were as follows :

	31 December 2004	1 January 2004 (or date of appointment if later)
	No of shares	No of shares
	held	held
K Jones	20	20
R G Holland-Martin	7	7
N T Hiscock	0	7
J P Toms	0	7
G S Felston	6	6
M J Mauchline	10	10
C McGlasham	-	7
H Nawaz-Khan	6	6
J N B Darkins	7	-
J Marshall-Robb	7	-
M V Jones	7	-
The remaining shares are		

The remaining shares are held as follows:

Pearl Assurance pic 1 1

DIRECTORS' REPORT (continued)

DORMANT COMPANY

For the year ended 31 December 2004 the Company was entitled to exemption under section 249AA (1) of the Companies Act 1985.

Members have not required the Company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985.

The directors acknowledge their responsibility for:

- 1. Ensuring the Company keeps accounting records which comply with section 221; and
- 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.

By order of the Board of Directors

Juliuans

L A Williams Secretary

Date: 18 May 2005

BALANCE SHEET

31 December 2004

	Notes	2004 £	2003 £
Current assets: Debtors		1	1
Total assets and net assets		1	1
Capital and reserves: Called up share capital Profit and loss account	3	71 (70)	71 (70)
Shareholders' funds attributable to equity interests		1	1

For the year ended 31 December 2004 the Company was entitled to exemption under section 249AA (1) of the Companies Act 1985.

Members have not required the Company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985.

The directors acknowledge their responsibility for:

1 Jones

- 1. Ensuring the Company keeps accounting records which comply with section 221; and
- 2. 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.

The accounts were approved by the Board of Directors on 18 May 2005 and signed on its behalf by:

Director

NOTES ON THE ACCOUNTS

ACCOUNTING POLICIES 1.

Basis of presentation

The accounts have been prepared in accordance with applicable accounting standards and under historical cost accounting rules.

b) Profit and loss account

As the Company carried out no transactions in the year or the prior year, no profit and loss account has been presented.

Cash flow statement

As the Company carried out no transactions in the year or the prior year, no cash flow statement has been presented.

DIRECTORS' EMOLUMENTS 2.

		2004 £	2003 £
\$/	Emoluments (excluding pension contributions and awards under share option schemes and other long term incentive schemes)	18,949	9,717
The d	lirectors' emoluments have been borne by HHG Services Limited and HHG Staff Pension	on Scheme.	
		2004	2003
		£	£
	Highest paid directors' remuneration		
	Aggregate amount of emoluments and awards under long term incentives schemes (excluding pension contributions, share options gains and share awards arising from long term incentive schemes)	14,000	5,833
The h	nighest paid director is a member of a defined benefit scheme.		
3.	SHARE CAPITAL		

	2004	2003
	£	£
Authorised: 100 ordinary shares of £1 each	100	100
Allotted, called up and fully paid:		
71 ordinary shares of £1 each	71	71
		