REPORT AND FINANCIAL STATEMENTS

YEAR ENDED 31 December 2005

Registered Number: 01374821



CONTENTS

YEAR ENDED 31 December 2005

PAGE

- 1 Directors' Report
- 2 Profit and Loss Account
- 3 Balance Sheet
- 4 Notes to the Financial Statements

DIRECTORS' REPORT

YEAR ENDED 31 December 2005

The directors have pleasure in submitting their report and financial statements of the company for the year ended 31 December 2005.

ACTIVITIES

The company did not trade during the year.

DIRECTORS

The directors during the year were as follows:

T G Finn

D R Forsyth

M S Casna

H C Sykes

DIRECTORS' INTERESTS

None of the directors had any interest in the share capital of the company. The interests of the directors in the share capital of the ultimate parent company are shown in the financial statements of that company.

AUDITORS

In accordance with Section 249AA of the Companies Act 1985, the company was entitled to exemption from the requirement to have its financial statements for the financial year ended 31 December 2005 audited.

On behalf of the Board

H C Sykes Secretary Loxley House Little Oak Drive Annesley Nottinghamshire 9 February 2006

2

PROFIT AND LOSS ACCOUNT

YEAR ENDED 31 December 2005

A profit and loss account is not presented as the company did not trade during the year or prior year and there has been no income or expenditure.

BALANCE SHEET

AT 31 December 2005

э ——	Profit & Loss Account	(810)	(810)
4 5	Called up share capital Profit & Loss Account	810 (810)	810
	CAPITAL AND RESERVES		
	TOTAL ASSETS LESS CURRENT LIABILITIES		
	NET CURRENT LIABILITIES	(261)	(261)
3	CREDITORS: amounts falling due within one year	(261)	(261)
2	Investments	261	261
	FIXED ASSETS		
Note		£000	£000
		2005	2004

The directors:

- (a) confirm that the company was entitled to exemption under sub-section (1) of Section 249AA of the Companies Act 1985 from the requirement to have its financial statements for the financial year ended 31 December 2005 audited.
- (b) confirm that members have not required the company to obtain an audit of its financial statements for that financial year in accordance with sub-section (2) of Section 249B(2) of that Act.
- (c) Acknowledge their responsibilities for:
- (i) ensuring that the company keeps accounting records which comply with Section 221 of the Companies Act 1985, and
- (ii) preparing financial statements 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 of that Act and which otherwise comply with the requirements of that Act relating to financial statements, so far as applicable to the company.

Approved by the Board of Directors on 9 February 2006 and signed on its behalf by :

D R Forsyth Director

The notes on page 4 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 December 2005

1 ACCOUNTING POLICIES

(a) Accounting convention. The financial statements have been prepared in accordance with applicable accounting standards using the historical cost convention. The financial statements have been prepared on a going concern basis.

2 INVESTMENTS

	2005	2004
	£000	£000
Cost	261	261

In the Director's opinion the value of the aggregate investment in each subsidiary is not less than the amount at which it is stated in these financial statements. The Company's subsidiary undertaking, J J Leadley Limited, is wholly owned, registered in England and Wales and does not trade.

3 CREDITORS: amounts falling due within one year

3	CREDITORS: amounts falling due within one year		
		2005	2004
		£000	£000
	Amounts owed to fellow subsidiary undertakings	(261)	(261)
4	CALLED UP SHARE CAPITAL		
		2005	2004
		£000	£000
	Authorised:		
	75,000,000 (2004: 75,000,000) ordinary shares of 10p each	7,500_	_7,500
	Allotted, called up and fully paid :		· -
	74,999,996 (2004 : 74,999,996) ordinary shares of 10p each	7,500	7,500
5	RESERVES		
		2005	2004
		£000	£000
	Profit and Loss Account	(810)	-810
		(810)	(810)

6 ULTIMATE PARENT COMPANY AND PARENT UNDERTAKING OF LARGER GROUP OF WHICH COMPANY IS A MEMBER

The company's ultimate parent company is Pendragon PLC which is incorporated in England and Wales. The largest and smallest group in which the results of the company are consolidated is that headed by Pendragon PLC. Financial statements of Pendragon PLC for the year ended 31 December 2005 are available from the Company Secretary, Pendragon PLC Loxley House, Little Oak Drive, Annesley, Nottinghamshire, NG15 ODR.