

Company No: 2504873

V-C LIMITED
DIRECTORS' REPORT AND ACCOUNTS
FOR THE YEAR ENDED
31 MARCH 2005



V-C LIMITED

ACCOUNTS

YEAR ENDED 31 MARCH 2005

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V-C LIMITED

COMPANY INFORMATION

Directors

Charles Bruce Ash B.Sc. Econ
Graham Martin Brindley B.Sc. A.C.A.

Company secretary

Brian Jeffrey Horabin ACMA

Registered office

Penwortham Mills
Preston
Lancashire
PR1 9SN

Auditors

Moore and Smalley
Chartered Accountants
& Registered Auditors
Richard House
Winckley Square
Preston
PR1 3HP

V-C LIMITED

DIRECTORS' REPORT

YEAR ENDED 31 MARCH 2005

The directors present their report and the accounts of the company for the year ended 31 March 2005.

Principal activities

The company was incorporated on 23 May 1990 and has not commenced trading.

Directors

The directors who served the company during the year together with their beneficial interests in the shares of the parent company were as follows:

					Ordinary Shares 25p units	
					At	At
					31 March 2005	1 April 2004
Charles Bruce Ash B.Sc. Econ					89,273	89,273
Graham Martin Brindley B.Sc. A.C.A.					<u>48,260</u>	<u>48,260</u>
Director	Date Granted	Price	First Date of Exercise	Expiry Date	Options over Ordinary Shares	
					2005	2004
C B Ash	22.02.99	£0.63	23.02.02	21.02.09	15,619	15,619
	25.10.99	£0.63	26.10.02	24.10.09	24,031	24,031
	07.08.01	£0.63	08.08.04	06.08.11	50,000	50,000
	18.08.01	£0.63	19.08.04	17.08.11	47,000	47,000
					136,650	136,650
G M Brindley	24.12.97	£0.63	25.12.00	23.12.07	24,000	24,000
	25.10.99	£0.63	26.10.02	24.10.09	15,650	15,650
	07.08.01	£0.63	08.08.04	06.08.11	50,000	50,000
	18.08.01	£0.63	19.08.04	17.08.11	47,000	47,000
					136,650	136,650

V-C LIMITED

DIRECTORS' REPORT *(continued)*

YEAR ENDED 31 MARCH 2005

Directors' responsibilities

Company law requires the directors to prepare accounts for each financial year which give a true and fair view of the state of affairs of the company at the end of the year and of the profit or loss for the year then ended.

In preparing those accounts, the directors are required to select suitable accounting policies, as described on page 7, and then apply them on a consistent basis, making judgements and estimates that are prudent and reasonable. The directors must also prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping 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 accounts comply with the Companies Act 1985. The directors 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.

Auditors

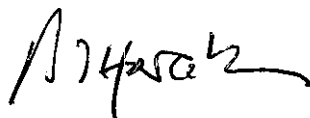
A resolution to re-appoint Moore and Smalley as auditors for the ensuing year will be proposed at the annual general meeting in accordance with section 385 of the Companies Act 1985.

Small company provisions

This report has been prepared in accordance with the special provisions for small companies under Part VII of the Companies Act 1985.

Registered office:
Penwortham Mills
Preston
Lancashire
PR1 9SN

Signed by order of the directors



Brian Jeffrey Horabin ACMA
Company Secretary

Approved by the directors on 28 June 2005

V-C LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF V-C LIMITED

YEAR ENDED 31 MARCH 2005

We have audited the accounts of V-C Limited for the year ended 31 March 2005 on pages 6 to 7.

This report is made solely to the company's shareholders, 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 shareholders those matters we are required to state to them in an auditors' 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 shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the accounts in accordance with applicable law and United Kingdom Accounting Standards.

Our responsibility is to audit the accounts in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the accounts 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 accounts, 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 audit 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 accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, 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 accounts 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 accounts.

V-C LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF V-C LIMITED *(continued)*

YEAR ENDED 31 MARCH 2005

Opinion

In our opinion the accounts give a true and fair view of the state of the company's affairs as at 31 March 2005 and have been properly prepared in accordance with the Companies Act 1985.

Moore & Smalley

Moore and Smalley
Chartered Accountants & Registered Auditors

28 June 2005
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V-C LIMITED

BALANCE SHEET

31 MARCH 2005

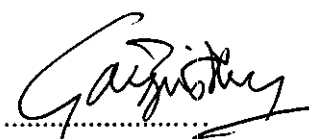
	Note	2005 £	2004 £
Current assets			
Debtors	3	2	2
Total assets		<u>2</u>	<u>2</u>
Capital and reserves			
Called-up equity share capital	4	2	2
Shareholders' funds		<u>2</u>	<u>2</u>

These accounts have been prepared in accordance with the special provisions for small companies under Part VII of the Companies Act 1985 and with the Financial Reporting Standard for Smaller Entities (effective June 2002).

These accounts were approved by the directors on the 28 JUNE 2005 and are signed on their behalf by:



Charles Bruce Ash B.Sc. Econ



Graham Martin Brindley B.Sc. A.C.A.

V-C LIMITED

NOTES TO THE ACCOUNTS

YEAR ENDED 31 MARCH 2005

1 Accounting policies

Basis of accounting

The accounts have been prepared under the historical cost convention, and in accordance with the Financial Reporting Standard for Smaller Entities (effective June 2002).

Any changes in accounting policy resulting from the implementation of new accounting standards, which have a material effect on the accounts, are disclosed separately within the relevant note to the accounts.

2 Profit and loss account

The company did not trade during the year and has made neither a profit nor a loss. No Profit and Loss Account has therefore been prepared.

3 Debtors

	2005 £	2004 £
Amounts owed by parent company	<u>2</u>	<u>2</u>

4 Share capital

Authorised share capital:

	2005 £	2004 £
100 Ordinary shares of £1 each	<u>100</u>	<u>100</u>

Allotted, called up and fully paid:

	2005		2004	
	No	£	No	£
Ordinary shares of £1 each	<u>2</u>	<u>2</u>	<u>2</u>	<u>2</u>

5 Ultimate parent company

The company is a wholly owned subsidiary of Vernon-Carus Limited, a company registered in England and Wales, for which group accounts are prepared.