Directors' Report And Accounts

29 January 2005

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Company will be held at St Vincent House, Scunthorpe on 21 June 2005 at 9.30 am to transact the following business:

1. To receive the directors' report and audited accounts for the period ended 29 January 2005.

By Order of the Board

M H Bales

Secretary

St Vincent House Normanby Road Scunthorpe North Lincolnshire DN15 8QT

18 April 2005

NOTE

A member entitled to attend and vote is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member.

DIRECTORS' REPORT

Directors:

R Butcher

J W A Clugston

Secretary:

M H Bales

Registered office:

St Vincent House, Normanby Road, Scunthorpe, North Lincolnshire, DN15 8QT.

The directors present their report and the audited accounts for the period ended 29 January 2005.

Principal activities and business review

The Company was dormant during the period under review.

Directors and their interests

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The directors of the Company during the period ended 29 January 2005 were those listed above. Neither of the directors had an interest in the shares of the Company during the period and both are directors of the holding company, in whose accounts their interests are shown.

Approved by the Board of Directors and signed on its behalf

M H Bales Secretary

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18 April 2005

BALANCE SHEET at 29 January 2005

	Note	2005 £	2004 £
Creditors - amounts falling due after more than one year Amounts due to group companies		£(1,051,447)	£(1,051,447)
Capital and reserves Called up share capital Profit and loss account	2	100 (1,051,547)	100 (1,051,547)
Equity shareholders' deficit		£(1,051,447)	£(1,051,447)

For the year ended 29 January 2005 the Company was entitled to the exemption under Section 249AA(1) of the Companies Act 1985.

Members have not required the Company to obtain an audit of its accounts for the year in question in accordance with Subsection (2) of Section 249B.

The directors acknowledge their responsibility for:

- 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 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.

R Butcher Director

18 April 2005

NOTES ON THE ACCOUNTS

1 Accounting convention

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The accounts are prepared under the historical cost convention.

2 Called up share capital

Allotted, called up & fully paid

£1,000 £100

At 29 January 2005 and 31 January 2004 Ordinary shares of £1 each

3 Commitments

Banking facilities are arranged on a group basis through the holding company and the Company has given guarantees in respect of the overdrafts of other group companies amounting to nil (2004 - £10,000).

4 Parent undertaking and ultimate parent company

The parent undertaking of the group of undertakings for which group accounts are drawn up, and of which the Company is a member, is Clugston Group Limited, which is also the company's ultimate parent company and controlling party.