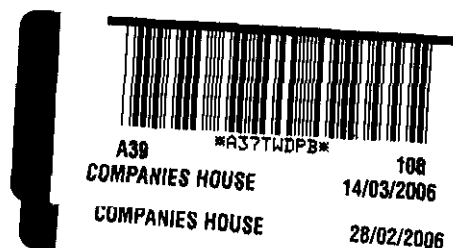


REGISTERED NUMBER: 03495708 (England and Wales)

**REPORT OF THE DIRECTORS AND
FINANCIAL STATEMENTS FOR THE PERIOD 1 APRIL 2004 TO 30 APRIL 2005
FOR
OVERISSUE LIMITED**



OVERISSUE LIMITED

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for the Period 1 April 2004 to 30 April 2005

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OVERISSUE LIMITED

COMPANY INFORMATION

for the Period 1 April 2004 to 30 April 2005

DIRECTORS:

M J Harvey
Ms J M Stack
Ms C L J Harvey

SECRETARY:

M J Harvey

REGISTERED OFFICE:

35 Paul Street
London
EC2A 4UQ

REGISTERED NUMBER:

03495708 (England and Wales)

AUDITORS:

Everett & Son
Chartered Accountants & Registered Auditors
35 Paul Street
London
EC2A 4UQ

OVERISSUE LIMITED

REPORT OF THE DIRECTORS

for the Period 1 April 2004 to 30 April 2005

The directors present their report with the financial statements of the company for the period 1 April 2004 to 30 April 2005.

PRINCIPAL ACTIVITY

The principal activity of the company in the period under review was that of a holding company.

REVIEW OF BUSINESS

The results for the period and financial position of the company are as shown in the annexed financial statements.

DIVIDENDS

The directors recommend payment of a dividend of £5,841,492 (2004: £343,333).

DIRECTORS

The directors set out in the table below have held office during the whole of the period from 1 April 2004 to the date of this report.

The beneficial interests of the directors holding office at 30 April 2005 in the shares of the company, according to the register of directors' interests, were as follows:

	30.4.05	1.4.04
Ordinary shares of 1 each		
M J Harvey	15	15
Ms J M Stack	15	15
Ms C L J Harvey	15	15
'B' High Income Deferred shares of 1 each		
M J Harvey	420,000	420,000
Ms J M Stack	420,000	420,000
Ms C L J Harvey	420,000	420,000

These directors did not hold any beneficial interests in the 'A' High Income Deferred shares of 1 each.

These directors did not hold any non-beneficial interests in any of the shares of the company.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements 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 financial statements comply with the Companies Act 1985. They 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.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 234ZA of the Companies Act 1985) of which the company's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

OVERISSUE LIMITED

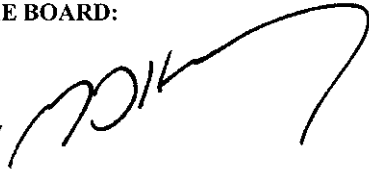
REPORT OF THE DIRECTORS
for the Period 1 April 2004 to 30 April 2005

AUDITORS

The auditors, Everett & Son, will be proposed for re-appointment in accordance with Section 385 of the Companies Act 1985.

ON BEHALF OF THE BOARD:

M J Harvey - Secretary

A handwritten signature in black ink, appearing to be 'MJH', written over the name 'M J Harvey - Secretary'.

27 February 2006

**REPORT OF THE INDEPENDENT AUDITORS TO THE SHAREHOLDERS OF
OVERISSUE LIMITED**

We have audited the financial statements of Overissue Limited for the period ended 30 April 2005 on pages five to nine. These financial statements have been prepared under the historical cost convention and the accounting policies set out therein.

This report is made solely to the company's members, 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 members 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 members 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 on page two the company's directors are responsible for the preparation of financial statements in accordance with applicable law and United Kingdom Accounting Standards.

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

We report to you our opinion as to whether the financial statements 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 Report of the Directors is not consistent with the financial statements, 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 Report of the Directors 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 financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, 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 financial statements 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 financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 30 April 2005 and of its profit for the period then ended and have been properly prepared in accordance with the Companies Act 1985.



Everett & Son
Chartered Accountants & Registered Auditors
35 Paul Street
London
EC2A 4UQ

27 February 2006

OVERISSUE LIMITED**PROFIT AND LOSS ACCOUNT****for the Period 1 April 2004 to 30 April 2005**

	Notes	Period 1.4.04 to 30.4.05 £	Year Ended 31.3.04 £
TURNOVER		-	-
OPERATING PROFIT	3	-	-
Income from shares in group undertakings		5,841,492	343,333
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		5,841,492	343,333
Tax on profit on ordinary activities	4	-	-
PROFIT FOR THE FINANCIAL PERIOD AFTER TAXATION		5,841,492	343,333
Dividends	5	5,841,492	343,333
RETAINED PROFIT FOR THE PERIOD		-	-

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current period or previous year.

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profits for the current period or previous year.

The notes form part of these financial statements

OVERISSUE LIMITED**BALANCE SHEET**

30 April 2005

	Notes	30.4.05 £	£	31.3.04 £	£
FIXED ASSETS					
Investments	6		2,757,300		2,757,300
CURRENT ASSETS					
Debtors	7	42,745		42,745	
CREDITORS					
Amounts falling due within one year	8	1,540		-	
NET CURRENT ASSETS			41,205		42,745
TOTAL ASSETS LESS CURRENT LIABILITIES			2,798,505		2,800,045
CAPITAL AND RESERVES					
Called up share capital	9		1,260,045		2,800,045
Capital redemption reserve	10		1,540,000		-
Profit and loss account	10		(1,540)		-
SHAREHOLDERS' FUNDS	12		2,798,505		2,800,045

ON BEHALF OF THE BOARD:



M J Harvey - Director

Approved by the Board on 27 February 2006

The notes form part of these financial statements

OVERISSUE LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the Period 1 April 2004 to 30 April 2005

1. ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention.

Financial Reporting Standard Number 1

Exemption has been taken from preparing a cash flow statement on the grounds that the company qualifies as a small company.

2. STAFF COSTS

There were no staff costs for the period ended 30 April 2005 nor for the year ended 31 March 2004.

The average monthly number of employees during the period was as follows:

Period 1.4.04 to 30.4.05	Year Ended 31.3.04
=====	=====

3. OPERATING PROFIT

The operating profit is stated after charging:

Period 1.4.04 to 30.4.05 £	Year Ended 31.3.04 £
=====	=====

Directors' emoluments

4. TAXATION

Analysis of the tax charge

No liability to UK corporation tax arose on ordinary activities for the period ended 30 April 2005 nor for the year ended 31 March 2004.

5. DIVIDENDS

	Period 1.4.04 to 30.4.05 £	Year Ended 31.3.04 £
Equity shares:		
Ordinary shares of 1 each		
Final	5,841,492	343,333
	=====	=====

OVERISSUE LIMITED**NOTES TO THE FINANCIAL STATEMENTS - continued**
for the Period 1 April 2004 to 30 April 2005**6. FIXED ASSET INVESTMENTS**

	Shares in group undertakings £
COST	
At 1 April 2004 and 30 April 2005	2,757,300
NET BOOK VALUE	
At 30 April 2005	2,757,300
At 31 March 2004	2,757,300

The capital and reserves and profit and loss after dividends for the subsidiary as at its financial year were as follows:

Aggregate capital and reserves

	2005 £	2004 £
Rodd Properties Limited	3,765,510	5,877,236
Harvey & Hollands Limited	244,831	244,831

Profit and (loss) for the year

	2005 £	2004 £
Rodd Properties Limited	217,571	(142,075)

Shareholdings**Owned directly**

Rodd Properties Limited - 100%

Owned by Subsidiary Company

Harvey & Holland Limited

owned 100% by Rodd Properties Limited

The nature of business of Rodd Properties Limited is that of property ownership. Harvey & Hollands Limited was dormant throughout the year.

7. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	30.4.05 £	31.3.04 £
Rodd Properties Limited	42,745	42,745

8. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	30.4.05 £	31.3.04 £
Amounts owed to group undertakings	1,540	-

OVERISSUE LIMITED

NOTES TO THE FINANCIAL STATEMENTS - continued
for the Period 1 April 2004 to 30 April 2005

9. CALLED UP SHARE CAPITAL

Authorised: Number:	Class:	Nominal value:	30.4.05 £	31.3.04 £
45	Ordinary	1	45	45
1,540,000	'A' High Income Deferred	1	1,540,000	1,540,000
1,260,000	'B' High Income Deferred	1	1,260,000	1,260,000
			<u>2,800,045</u>	<u>2,800,045</u>

Allotted, issued and fully paid: Number:	Class:	Nominal value:	30.4.05 £	31.3.04 £
45	Ordinary	1	45	45
NIL	'A' High Income Deferred	1	-	1,540,000
(31.3.04 - 1,540,000)				
1,260,000	'B' High Income Deferred	1	1,260,000	1,260,000
			<u>1,260,045</u>	<u>2,800,045</u>

10. RESERVES

	Profit and loss account £	Capital redemption reserve £	Totals £
Retained profit for the period	-	-	-
Purchase of own shares	(1,540)	1,540,000	1,538,460
At 30 April 2005	<u>(1,540)</u>	<u>1,540,000</u>	<u>1,538,460</u>

11. ULTIMATE CONTROLLING PARTY

There is no ultimate controlling party. The shares are equally owned by the three directors.

12. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	30.4.05 £	31.3.04 £
Profit for the financial period	5,841,492	343,333
Dividends	(5,841,492)	(343,333)
Purchase of own shares	(1,540)	-
Net (reduction)/addition to shareholders' funds	<u>(1,540)</u>	<u>-</u>
Opening shareholders' funds	2,800,045	2,800,045
Closing shareholders' funds	<u>2,798,505</u>	<u>2,800,045</u>
Equity interests	<u>2,798,505</u>	<u>2,800,045</u>