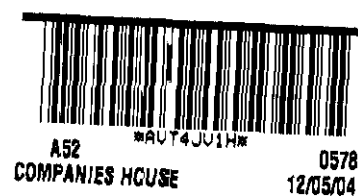


**NUMBER SHOP LIMITED
FINANCIAL STATEMENTS
FOR THE YEAR ENDED
30TH APRIL 2004**



NUMBER SHOP LIMITED
OFFICERS AND PROFESSIONAL ADVISERS

The Board of Directors

D C Bennett
N Sherring

Company Secretary

D C Bennett

Registered Office

50 West Street
Farnham
Surrey
GU9 7DX

Accountants

Wise and Co
Chartered Accountants
50 West Street
Farnham
Surrey
GU9 7DX

NUMBER SHOP LIMITED
THE DIRECTORS' REPORT
YEAR ENDED 30TH APRIL 2004

The directors present their annual report together with the unaudited accounts of the company for the year ended 30th April 2004. The company is dormant and has not traded during the year.

Directors

The directors who served the company during the year were as follows:

D C Bennett
N Sherring

The company is a wholly owned subsidiary and the interests of the group directors are disclosed in the financial statements of the parent company.

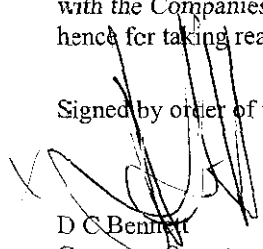
Directors' Responsibilities

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 at the end of the year and of the profit or loss for the year then ended.

In preparing those financial statements, the directors are required to select suitable accounting policies, as described on page 4, and then apply them on a consistent basis, making judgements and estimates that are prudent and reasonable. The directors must also 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. 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.

Signed by order of the directors



D C Bennett
Company Secretary

Approved by the directors on 10th May 2004

NUMBER SHOP LIMITED

BALANCE SHEET

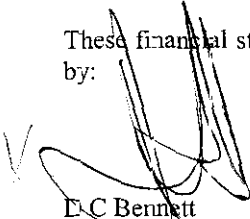
30TH APRIL 2004

	Note	2004 £	2003 £
Current Assets			
Debtors	2	<u>2</u>	<u>2</u>
Total Assets		<u>2</u>	<u>2</u>
Capital and Reserves			
Called-up equity share capital	4	<u>2</u>	<u>2</u>
Shareholders' Funds		<u>2</u>	<u>2</u>

Statements:

- (a) For the year ended 30th April 2004 the company was entitled to exemption under section 249AA(1) of the Companies Act 1985.
- (b) Members have not required the company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985.
- (c) The directors acknowledge their responsibilities for:
 - (i) ensuring the company keeps accounting records in accordance with section 221, 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 and loss for the financial year in accordance with the requirements of section 226, and which otherwise comply with the requirements of the Companies Act 1985 relating to financial statements, so far as applicable to the company.

These financial statements were approved by the directors on the 10th May 2004 and are signed on their behalf by:


D. C. Bennett
Director

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

NUMBER SHOP LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 30TH APRIL 2004

1. Dormant Status

The company was dormant (within the meaning of section 249AA of the Companies Act 1985) throughout the year ended 30th April 2004. The company has not traded during the year or during the preceding financial year. During these periods, the company received no income and incurred no expenditure and therefore made neither profit nor loss.

2. Debtors

	2004	2003
	£	£
Amounts owed by group undertakings	<u>2</u>	<u>2</u>

3. Related Party Transactions

No transactions with related parties were undertaken such as are required to be disclosed under Financial Reporting Standard 8.

4. Share Capital

Authorised share capital:

	2004	2003
	£	£
100 Ordinary shares of £1 each	<u>100</u>	<u>100</u>

Allotted, called up and fully paid:

	2004		2003
	No	£	No
	£		£
Ordinary shares of £1 each	<u>2</u>	<u>2</u>	<u>2</u>

5. Ultimate Parent Company

During the year under review, the ultimate parent company was Windsor Telecom PLC, a company incorporated in England.