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**JGC NORTH SEA LIMITED
(FORMERLY KELLOGG - JGC UK LIMITED)**

Report and Unaudited Financial Statements

31 December 2005

REPORT AND UNAUDITED FINANCIAL STATEMENTS 2005

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OFFICERS

DIRECTORS

Kotaro Nitta
Terumasa Ono

SECRETARY

Satoshi Kurata



JGC NORTH SEA LIMITED (FORMERLY KELLOGG - JGC UK LIMITED)

REGISTERED OFFICE

Kellogg Tower
Greenford Road
Greenford
Middlesex
UB6 0JA

DIRECTORS' REPORT

The directors present their annual report and the unaudited financial statements for the year ended 31 December 2005.

REVIEW OF DEVELOPMENTS

On 29 April 2005, the board of directors resolved to appoint Terumasa Ono as directors of the company, to change its name to JGC North Sea Limited from Kellogg-JGC U.K. Limited and increase the authorized share capital of the company from £1,000 to £10,000,000.

On 10 June 2005 the board of directors issued an additional 2,000,000 ordinary shares of £1 each to rank pari pasu in all respects with the capital of the company.

During the year the company incurred various expenses in relation to the preparation of these financial statements and the transactions described above.

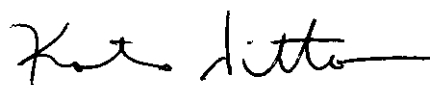
DIRECTORS AND THEIR INTEREST

The directors who served during the year and on the date of signing were as follows:

K Nitta
T Ono (appointed 29 April 2005)
K Kawana (resigned 7 January 2005)

The directors listed above did not have any interest in the shares of the company or any other interests in group companies required to be disclosed.

Approved by the Board of Directors
and signed on behalf of the Board



K Nitta
Director

26 Oct 2006

PROFIT AND LOSS ACCOUNT
Year ended 31 December 2005

	Note	2005 £	2004 £
Administrative expenses		(6,784)	-
Interest receivable and similar income		46,812	-
Profit on ordinary activities before taxation		<u>40,028</u>	<u>-</u>
Tax on profit on ordinary activities	2	-	-
Profit on ordinary activities after taxation		<u>40,028</u>	<u>-</u>
Retained profit brought forward		-	-
Retained profit carried forward	5	<u>40,028</u>	<u>-</u>

All amounts derive from continuing operations.

There are no recognised gains or losses other than the results attributable to shareholders of the company shown above. Accordingly, a statement of total recognised gains and losses has not been presented.

JGC NORTH SEA LIMITED (FORMERLY KELLOGG - JGC UK LIMITED)**BALANCE SHEET**
31 December 2005

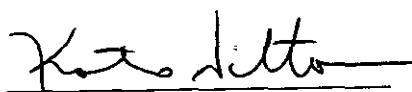
	Note	2005 £	2004 £
CURRENT ASSETS			
Debtors – amounts owed by group undertakings		1	1
Cash at bank and in hand		<u>2,042,554</u>	<u>-</u>
		2,042,555	1
CREDITORS: amounts falling due within one year			
Accruals and deferred income		(2,526)	-
		<u>2,040,029</u>	<u>1</u>
NET ASSETS			
CAPITAL AND RESERVES			
Called up share capital	4	2,000,001	1
Profit and loss account		40,028	-
		<u>2,040,029</u>	<u>1</u>
TOTAL EQUITY SHAREHOLDERS' FUNDS	5	<u>2,040,029</u>	<u>1</u>

The annual accounts have not been audited because the company is entitled to the exemption provided by Section 249A of the Companies Act 1985 relating to small sized companies and its members have not required the company to obtain an audit of these accounts in accordance with s249B.

The directors acknowledge their responsibilities for ensuring that the company keeps accounting records that comply with Section 221 of the Companies Act 1985. The directors also acknowledge their responsibilities for preparing accounts which give a true and fair value 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 Section 226 of the Companies Act 1985 and which otherwise comply with the requirements of that Act relating to accounts, so far as applicable to the company.

These financial statements were approved by the Board of Directors on 17 Oct 2006.

Signed on behalf of the Board of Directors.



K Nitta
Director

NOTES TO THE ACCOUNTS
Year ended 31 December 2005

1. ACCOUNTING POLICY

The financial statements are prepared in accordance with applicable United Kingdom accounting standards. The particular accounting policy adopted is described below.

Accounting convention

The financial statements are prepared under the historical cost convention.

Taxation

UK Corporation Tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted by the balance sheet date.

Deferred tax is provided in full on timing differences which result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Deferred tax is measured on a non-discounted basis. Timing differences arise from the inclusion of items in income and expenditure in taxation computations in periods different from those in which they are included in financial statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered.

2. TAXATION

	2005 £	2004 £
Current tax	-	-

The difference between the total current tax shown above and the amount calculated by applying the standard rate of UK Corporation Tax to the profit before tax are as follows:

	2005 £	2004 £
Profit on ordinary activities before taxation	40,028	-
Taxation on profit on ordinary activities at standard UK Corporation Tax rate (30%)	12,008	-
Income and expenses not subject to corporation tax	566	-
Group relief received free of charge	(12,574)	-
Current tax	-	-

NOTES TO THE ACCOUNTS
Year ended 31 December 2005

3. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

The directors, who were the only employees, of the company during the current and preceding financial year, receive remuneration from other group companies in respect of services to the group. The proportion that relates to the company is £nil (2004: £nil).

4. CALLED UP SHARE CAPITAL

	2005	2004
	£	£
Authorised		
10,000,000 (2004: 1,000) ordinary shares of £1 each	<u>10,000,000</u>	<u>1,000</u>
Called up, allotted and fully paid		
2,000,001 (2004: 1) ordinary share of £1	<u>2,000,001</u>	<u>1</u>

5. RECONCILIATION OF MOVEMENTS IN EQUITY SHAREHOLDERS' FUNDS

	2005	2004
	£	£
Shareholders' funds at 1 January	1	1
Profit for the period	40,028	-
New shares issued	2,000,000	-
Shareholders funds at 31 December	<u>2,040,029</u>	<u>1</u>

6. ULTIMATE PARENT COMPANY AND CONTROLLING PARTY

The company's ultimate parent company, controlling party and head of the smallest and largest group is JGC Corporation a company incorporated in Japan. Copies of the consolidated financial statements are available from JGC Corporation, 3-1 Minato Mirai 2-Chome, Nishi-Ku, Yokohama 220-6001, Japan.

7. RELATED PARTY TRANSACTION

The cost of the annual return fee was borne by the Company's parent company without any right of reimbursement.