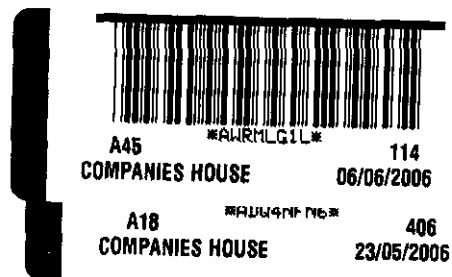


**Timpson Dormant Company Limited
(formerly Shoetech Limited)**

Report and Financial Statements

1 October 2005



TIMPSON DORMANT COMPANY LIMITED (formerly Shoetech Limited)

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TIMPSON DORMANT COMPANY LIMITED (formerly Shoetech Limited)

REPORT AND FINANCIAL STATEMENTS 2005

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

WJA Timpson
WJ Timpson

SECRETARY

P Majithia

REGISTERED OFFICE

Timpson House
Claverton Road
Wythenshawe
Manchester
M23 9TT

AUDITORS

Deloitte & Touche LLP
Chartered Accountants and Registered Auditors
Manchester

TIMPSON DORMANT COMPANY LIMITED (formerly Shoetech Limited)

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the 53 week period ended 1 October 2005.

PRINCIPAL ACTIVITY AND BUSINESS REVIEW

The company purchased Investments in subsidiary undertakings from another company within the Group on 26 July 2005. The company was dormant in the preceding period.

DIRECTORS AND THEIR INTERESTS

The directors who held office during the period were as follows:

WJA Timpson
WJ Timpson

None of the directors who held office at the end of the financial period had any disclosable interest in the shares of the company.

According to the register of directors' interests no rights to subscribe for shares in or debentures of the company or any other group company were granted to any of the directors or their immediate families or exercised by them during the financial period.

AUDITORS

A resolution for the reappointment of Deloitte & Touche LLP as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

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



WJA Timpson
Director

19/05/06.....

STATEMENT OF DIRECTORS' RESPONSIBILITIES

United Kingdom company law requires the directors to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the company as at the end of the financial period 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;
- state whether applicable accounting standards have been followed;
- 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 the system of internal control, for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
TIMPSON DORMANT COMPANY LIMITED (formerly Shoetech Limited)**

We have audited the financial statements of Timpson Dormant Company Limited (formerly Shoetech Limited) for the 53 week period ended 1 October 2005 which comprise the balance sheet and the related notes 1 to 5. These financial statements have been prepared under 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 in the statement of directors' responsibilities, the company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and 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 if, in our opinion, the directors' report 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 directors' report for the above year and consider the implications for our report if we become aware of any apparent misstatements.

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 circumstances of the company and the group, 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 affairs of the company as at 1 October 2005 and of its result for the 53 week period then ended and have been properly prepared in accordance with the Companies Act 1985.



Deloitte & Touche LLP

Chartered Accountants and Registered Auditors
Manchester

19 May 06

TIMPSON DORMANT COMPANY LIMITED (formerly Shoetech Limited)

PROFIT AND LOSS ACCOUNT
53 week period ended 1 October 2005

| | 53 weeks ended 1 October 2005 £'000 | 52 weeks ended 23 September 2004 £'000 |
|--|--|---|
| Administrative income | - | - |
| OPERATING PROFIT | - | - |
| PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION | - | - |
| Tax on profit on ordinary activities | - | - |
| RETAINED PROFIT FOR THE PERIOD | - | - |

TIMPSON DORMANT COMPANY LIMITED (formerly Shoetech Limited)

BALANCE SHEET
1 October 2005

| | Note | 1 October 2005 | 23 September 2004 |
|--|------|-------------------|----------------------|
| INVESTMENTS | | | |
| Investments in subsidiary undertakings | 2 | 34 | - |
| DEBTORS | | | |
| Amounts due from subsidiary undertakings | | 100,000 | 100,000 |
| CREDITORS | | | |
| Amounts falling due within one year | 3 | (34) | - |
| NET LIABILITIES | | <u>100,000</u> | <u>100,000</u> |
| CAPITAL AND RESERVES | | | |
| Called up share capital | 4 | 100,000 | 100,000 |
| | | <u>100,000</u> | <u>100,000</u> |

These financial statements were approved by the Board of Director on 19/05/06 and were signed on its behalf by:



WJA Timpson
Director

TIMPSON DORMANT COMPANY LIMITED (formerly Shoetech Limited)

NOTES TO THE ACCOUNTS

Year ended 1 October 2005

1. ACCOUNTING POLICIES

The financial period end is the Saturday which falls closest to 30 September.

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

Basis of consolidation

Under FRS 1 the company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the company in its own published consolidated financial statements.

As the company is a wholly owned subsidiary of Offerhappy Limited, the company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities which form part of the group. The consolidated financial statements of Offerhappy Limited, within which this company is included, can be obtained from the address given in note 5.

2. INVESTMENTS

| | 2005 | 2004 |
|--|-----------|----------|
| At the beginning and end of the period | <u>34</u> | <u>-</u> |

The Company's subsidiaries at 1 October 2005, all wholly owned, were

- Timpson Racehorses Limited (formerly Firstentry Limited)
- Focus Developments Limited
- John Timpson Services Limited
- British Boot Repairers Limited
- Northampton Shoe Repairing Specialists Limited
- Speedwell Shoe Service Limited
- Smithsons Footwear Service Limited
- Smiths Shoe Repair Service (Exeter) Limited
- Shoe Rebuilders London Limited
- Shoecraft Limited
- SB & N
- Redvales Limited
- Minit Security Limited
- Gullivers Limited
- Focalscene Limited
- Minit Corporate Services Limited
- D&E Shoe Repairs Limited
- Modern Shoe Repairs Limited
- Allied Shoe Repairs Limited
- Fashion Shoe Repairs Limited
- Speedy Shoe Service Limited
- Allied Shoe Trustee Nominees Limited
- Oxford Speedy Shoe Service Limited
- Malone Shoe Repair Service Limited
- John Timpson Limited
- William Timpson Limited (formerly Timpson Key Call Limited)
- Timpson Shops Limited (formerly James Coombes & Co Limited)
- Timpson Services Limited (formerly Sketchley Franchises Limited)
- Timpson Franchises Limited (formerly Sketchley Franchises Limited)
- Gullivers Leather & Travel Goods Limited
- Minit Solutions Limited
- ASR Holdings Plc
- Mister Minit UK Limited
- Minit I FOTO UK Limited

All companies are incorporated in Great Britain and registered in England and Wales.

The Group underwent a restructure on 26 July 2005 where the above subsidiaries were purchased from another company within the Group for £1 each.

TIMPSON DORMANT COMPANY LIMITED (formerly Shoetech Limited)

NOTES TO THE ACCOUNTS
Year ended 1 October 2005

3. CREDITORS

| | 2005 | 2004 |
|---------------------------------------|-------------|-------------|
| Amounts due to subsidiary undertaking | (34) | - |

4. SHARE CAPITAL

| | 2005 | 2004 |
|---|----------------|----------------|
| Authorised, allotted, called up and fully paid | | |
| 5,000 Ordinary shares of £1 each | 5,000 | 5,000 |
| 95,000 Redeemable preference shares of £1 each | 95,000 | 95,000 |
| | <u>100,000</u> | <u>100,000</u> |

5. ULTIMATE PARENT COMPANY

The largest group in which the results of the company are consolidated is that headed by Offerhappy Limited incorporated in Great Britain and registered in England and Wales. The smallest group in which the results of the company are consolidated is headed by Timpson Group Plc.

The consolidated financial statements of these groups are available to the public and may be obtained from the Company Secretary, Timpson House, Claverton Road, Wythenshawe, Manchester, M23 9TT.