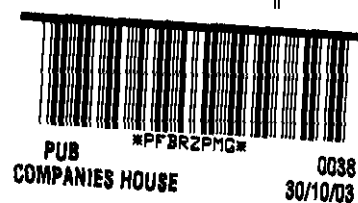


Registered in England and Wales
Number 48324

THE ROVER COMPANY LIMITED

REPORT AND FINANCIAL STATEMENTS 31 DECEMBER 2002



THE ROVER COMPANY LIMITED**REPORT OF THE DIRECTORS**

The directors present the Annual Report of the Company, together with the Financial Statements for the year ended 31 December 2002.

Review of Activities

The Company did not trade during the year.

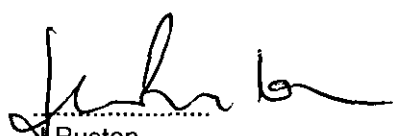
Directors and their interests

The directors who served during the year are as follows:

J Towers
P R Beale
J K Edwards
N J Stephenson

The directors have no interests in shares of the company. The interests of the directors in the shares of Phoenix Venture Holdings Limited, the ultimate parent company, are shown in the accounts of that company.

On behalf of the Board:


J Ruston
SECRETARY

THE ROVER COMPANY LIMITED
**BALANCE SHEET
AT 31 DECEMBER 2002**

	Notes	2002 £	2001 £
Current assets			
Amount owed by parent company		<u>1,000</u>	<u>1,000</u>
		<u>1,000</u>	<u>1,000</u>
Capital and reserves			
Called up share capital	2	<u>1,000</u>	<u>1,000</u>
Shareholders' funds		<u>1,000</u>	<u>1,000</u>

The annual accounts have not been audited because the company is entitled to the exemption provided by section 249AA(1) of the Companies Act 1985 relating to dormant companies and its members have not required the company to obtain an audit of these accounts in accordance with section 249B(2).

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 view 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 6 October 2003 and were signed on its behalf by:



.....
P R BEALE

THE ROVER COMPANY LIMITED

NOTES TO THE ACCOUNTS

1. Result on ordinary activities after taxation

The directors receive no remuneration for their services to this Company.

2. Share capital

	Ordinary shares of 25 pence each	
	2002	2001
	£	£
Authorised	<u>4,000</u>	<u>4,000</u>
Allotted, called up and fully paid	<u>4,000</u>	<u>4,000</u>

3. Ultimate parent company

The Company is a wholly owned subsidiary of MG Rover Heritage Limited, which is registered in England and Wales.

The ultimate parent company is Phoenix Venture Holdings Limited, which is registered in England and Wales.

The group in which the results of the Company are consolidated is that headed by the ultimate parent company.

The address where Phoenix Venture Holdings Limited's accounts can be obtained is Companies House, Crown Way, Maindy, Cardiff CF14 3UZ.