REPORT AND ACCOUNTS 1997

Registered office

71 Lombard Street London, EC3P 3BS

Registered number

179491

Directors

W P Kitcat (Chairman)

C J Gardiner

A C Jennings

G P Lisle

P A Turner

M C Warner

Company Secretary

N S Black



Member of Lloyds TSB Group

Report of the directors

Activities and results

The company acts as a nominee, holding securities for clients of Lloyds Bank Plc.

During the year ended 31 December 1997, the company did not trade or incur any liabilities and consequently made neither profit nor loss.

Directors

The names of the present directors of the company are shown on page 1.

Reference is made on pages 4 and 5 in note 4 to the interests of the directors in the capital of Lloyds TSB Group plc, the ultimate parent company, and its subsidiaries.

On behalf of the board

N S Black

Company Secretary

5 October 1998

Balance sheet

at 31 December 1997

	Note	1997 £	1996 £
Current assets Amount owed by Lloyds Bank Plc		<u>5</u>	<u>5</u>
Capital and reserves Called up share capital	3	<u>5</u>	<u>5</u>

The company was dormant, within the meaning of section 250 of the Companies Act 1985, throughout the year ended 31 December 1997.

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Director

The notes on pages 4 and 5 form part of these accounts.

Notes to the accounts

1. Accounting policies

The accounts have been prepared in accordance with applicable accounting standards.

2. Results

During the year ended 31 December 1997 the company did not trade or incur any liabilities and consequently has made neither profit nor loss (1996:£nil).

3. Called up share capital

	1996 £	1995 £
Authorised: 100 ordinary shares of £1 each	<u>100</u>	<u>100</u>
Allotted and issued fully paid: 5 ordinary shares of £1 each	<u>5</u>	<u>5</u>

The company regarded by the directors as the ultimate parent company is Lloyds TSB Group plc, which is also the parent undertaking of the largest group of undertakings for which group accounts are drawn up and of which the company is a member. Lloyds Bank Plc is the parent undertaking of the smallest such group of undertakings. Copies of the group accounts of both companies may be obtained from the company secretary's office, Lloyds TSB Group plc, 71 Lombard Street, London, EC3P 3BS.

4. Directors' interests

The interests of the directors in the capital of Lloyds TSB Group plc were:-

Ordinary shares

		Lloyds TSB Group plc At 31 December 1996	Lloyds TSB Group plc At 1 January 1997
	And the second		
W P Kitcat	,	39,610	37,365
C J Gardiner		1,995	1,537
A C Jennings		4,775	10,592
G P Lisle		10,510	9,592
P A Turner		Nil	Nil
M C Warner		596	910

Notes to the accounts (continued)

4. Directors' interests (continued)

Options to subscribe for ordinary shares

	Lloyds TSB Group plc At 1 January 1997	Granted during the year	Exercised during the year	Lloyds TSB Group plc At 31 December 1997
W P Kitcat	28,538	9,243	1,562	36,219
C J Gardiner	6,358 8,240	1,191 746	1,303 1,562	6,246 7,424
A C Jennings G P Lisle	8,515	509	1,562	7,424
P A Turner	6,709	829	1,825	5,713
M C Warner	4,171	416	-	4,587

None of the directors had an interest at the beginning of the year or at the end of the year in the loan capital of Lloyds TSB Group plc or in the share or loan capital of its subsidiaries.

5. Emoluments of the directors

None of the directors received any emoluments in respect of their services to the company (1996:£nil).

6. Date of approval

The directors approved the accounts on 5 0th 1998.

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