REPORT AND ACCOUNTS **31 DECEMBER 2000**

Registered office

71 Lombard Street London EC3P 3BS

Registered number 1690780

Directors

J L Davies D K Potts M P Kilbee

Company Secretary

S O'Connor

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COMPANIES HOUSE 0681 23/10/01

Report of the directors

Principal activity

During the year ended 31 December 2000, the company did not trade or incur any liabilities and consequently made neither a profit nor a loss.

Directors

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

The following changes in directors have taken place during the year:

Appointed	Resigned
	14.04.2000
01.01.2000	
04.05.2000	
	01.01.2000

The interests of the only director of the company at the end of the year who was not also a director of Lloyds TSB Asset Finance Division Limited (formerly Lloyds UDT Finance Limited) in the capital of Lloyds TSB Group plc were:

Shares:

At 31 December 2000

At 1 January 2000

M P Kilbee

M P Kilbee

30,698

30,077

Options to acquire shares:

At 1 January 2000	During the year		At 31 December 2000
	Granted	Exercised	
16,146	6.915	-	23.061

Mr Kilbee did not have any other interest in the capital of Lloyds TSB Group plc or its subsidiaries.

By order of the board

S O'Connor

Company Secretary

19 October 2001

BALANCE SHEET

AT 31ST DECEMBER 2000

	$\frac{31.12.00}{f}$	31.12.99 £
CURRENT ASSETS		~
Creditors: Amounts falling due within one year		
Amount owed to immediate parent company	(4,384,912)	(4,384,912)
CAPITAL AND RESERVES		
Called-up share capital (note 3)	2	2
Profit and loss account – deficit	(4,384,914)	(4,384,914)
	(4,384,912)	(4,384,912)

For the year ended 31 December, 2000, the company was dormant and was, therefore entitled to exemption from audit, and the member has not required it to obtain an audit.

The directors are responsible for:

- (1) keeping accounting records which comply with the provisions of the Companies Act; and
- (2) preparing accounts which give a true and fair view of the affairs of the company at 31 December 2000 and of it's profit or loss for the year, and which otherwise comply with the requirements of the Act.

D K Potts

Director

NOTES:

1. PROFIT AND LOSS ACCOUNT

The company did not trade during the year or in the previous year; therefore, no profit and loss account has been prepared.

2. DIRECTORS' EMOLUMENTS

No remuneration was paid or is payable by the company to the directors. The directors are employed by other companies in the Lloyds TSB group and consider that their services to this company are incidental to their other activities within the group.

3.	CALLED UP SHARE CAPITAL	31.12.00 £	31.12.99 E
	Authorised:		•
	Ordinary shares of £1 each	100	100
	Issued, called up and fully paid:		
	Ordinary shares of £1 each	2	2 ===

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 TSB Asset Finance Division Limited (formerly Lloyds UDT Finance Limited) is the parent undertaking of the smallest such group of undertakings. Copies of the group accounts of both may be obtained from the Company Secretary's Office, Lloyds TSB Group plc, 71 Lombard Street, London, EC3P 3BS.

4. DATE OF APPROVAL

The directors approved the accounts on 19 October 2001.