

**BBA FINANCE NO.1**

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**

**FOR THE PERIOD 30 NOVEMBER 2001 TO 31 DECEMBER 2002**

**REGISTERED NUMBER 4331795**



**DIRECTORS**

A C Morris (appointed 30 November 2001; resigned 11 January 2002)

A R Wood

R Booth

**SECRETARY**

S M F Shaw

**REGISTERED OFFICE**

7<sup>th</sup> Floor

20 Balderton Street

London

W1K 6TL

**DIRECTORS' REPORT**

The directors present their report together with the financial statements of the Company from the date of incorporation, 30 November 2001, to 31 December 2002.

**PRINCIPAL ACTIVITY**

The company was incorporated on 30 November 2001 and its principal activity is that of an investment holding company. On 12 December 2001 it was resolved to re-register the company as an unlimited company.

**BUSINESS REVIEW**

The Company has not traded during the period.

**DIRECTORS**

The directors who served during the period were:

A C Morris (appointed 30 November 2001; resigned 11 January 2002)

A R Wood

R Booth

The directors in office at the end of the year had interests in the shares of BBA Group plc the ultimate parent company as follows:

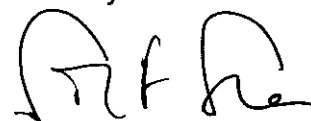
**25p Ordinary Shares**

	<b>Shares held</b>		<b>Share options</b>	
	31 Dec 2002	1 Jan 2002	31 Dec 2002	1 Jan 2002
A R Wood	10,411	10,165	328,400	221,000
R Booth	-	-	122,785	96,085

In addition as at 31 December 2002, A R Wood had been awarded 122,778 restricted shares under the BBA Group Long Term Incentive Plan. Further details can be found in the BBA Group consolidated accounts.

7<sup>th</sup> Floor  
20 Balderton Street  
London  
W1K 6TL

By order of the Board



S M F Shaw  
Secretary

16<sup>th</sup> September 2003

**BALANCE SHEET****AS AT 31 DECEMBER 2002****2002  
£****CURRENT ASSETS**

Amounts owed by Group Companies 1

**CAPITAL AND RESERVES****Authorised**

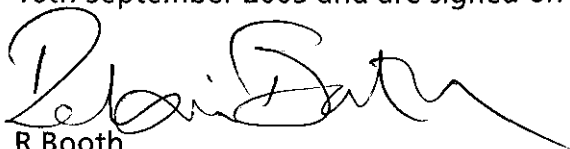
1,000 ordinary shares of £1 each

**Allotted, called up and fully paid**

1 ordinary share of £1 each 1  
1

1. For the year ended 31 December 2002 the company was entitled to exemption under section 249AA(1) of the Companies Act 1985.
2. Members have not required the company to obtain an audit of its accounts for the year in question in accordance with subsection (2) of 249B.
3. The directors acknowledge their responsibility for:
  - i) ensuring the company keeps accounting records which comply with section 221; and
  - ii) preparing accounts which give a true and fair view of the state of affairs of the company as at the end of its financial year, and of its profit and loss for the financial year in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

These financial statements were approved by the Board of Directors on 16th September 2003 and are signed on its behalf by:



R Booth  
Director

The accompanying notes are an integral part of this balance sheet.

**NOTES TO THE FINANCIAL STATEMENTS****1. ACCOUNTING POLICIES**

The principal accounting policies are set out below and have been applied consistently throughout the current and preceding year.

**BASIS OF ACCOUNTING**

The financial statements are prepared under the historical cost convention and in accordance with applicable accounting standards.

**CASH FLOW STATEMENT**

Under Financial Reporting Standard No 1(Revised), the Company is exempt from the requirement to prepare a cash flow statement on the grounds that it is a wholly owned subsidiary.

**2. PROFIT AND LOSS ACCOUNT**

The Company has not traded during the financial period, has received no income and incurred no expenditure, and consequently, has made neither a profit nor a loss.

**3. STAFF NUMBERS AND COSTS**

There were no full time employees during the year other than the directors and the aggregate payroll costs were £nil. No director received any remuneration in the current or prior year.

**4. ULTIMATE PARENT COMPANY**

The ultimate parent company is BBA Group plc, which is registered in England and Wales. BBA Group plc is the only company which prepares group accounts incorporating the financial statements of the Company. These group accounts are available to the public from the Company Secretary of BBA Group plc at 20 Balderton Street, London W1K 6TL.