

BRITANNIC LP LIMITED
DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2003
COMPANY REGISTRATION NUMBER 88575



**BRITANNIC LP LIMITED
REPORT BY THE DIRECTORS
FOR THE YEAR ENDED 31 DECEMBER 2003**

REVIEW OF THE BUSINESS AND RESULTS FOR THE YEAR

The audited financial statements together with relevant notes and report of the auditors are shown on pages 3 to 6. As the Company has no trading income and expenditure, no profit and loss account has been prepared.

DIRECTORS AND THEIR INTERESTS

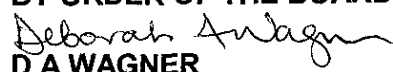
Directors :	H Cottam	FCA
	L McIntosh	MSI
	F Ghiloni	BSc FFA
	P Reid	MA ASIPS
	G Stewart	BSc FFA (appointed 6 January 2003)
	D O'Neil	BSc FFA
	B Quinn	CBE
	A Dewar-Durie	CBE
	R Fortin	MA (Oxon)
	B Portman	FCCA FCIS MBA (resigned 13 August 2003)
	P Thompson	MA (Cantab) ACA (appointed 13 August 2003)

H Cottam, R Fortin and P Thompson are Directors of Britannic Group plc, and details of their interests are disclosed in the accounts of Britannic Group plc. No other Director held any beneficial interest in the share capital of the Company or any group Company.

AUDITORS

A resolution for the reappointment of KPMG Audit Plc as auditors of the Company is to be proposed at the forthcoming Annual General Meeting.

BY ORDER OF THE BOARD


D A WAGNER
Secretary
25 February 2004

Registered Office :
Britannic Court
50 Bothwell Street
GLASGOW G2 6HR

BRITANNIC LP LIMITED
STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs at the company and of the profit or loss of the company for that period. In preparing these 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, subject to any material departures disclosed and explained in the financial statements;
- 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 ensuring appropriate accounting records are kept which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure the financial statements comply with the Companies Act 1985. They are also responsible 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
BRITANNIC LP LIMITED
FOR THE YEAR ENDED 31 DECEMBER 2003**

We have audited the financial statements on pages 4 to 6. 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 opinions we have formed.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

The directors are responsible for preparing the directors' report and, as described on page 2, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

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 to you 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.

BASIS OF AUDIT OPINION

We conducted our audit in accordance with 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 company's circumstances, 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 the company's affairs at 31 December 2003 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG Audit Plc

KPMG Audit Plc
Registered Auditor
Chartered Accountants

1 Mar 04

24 Blythswood Square
Glasgow
G2 4QS

**BRITANNIC LP LIMITED
BALANCE SHEET
AS AT 31 DECEMBER 2003**

	<u>Note</u>	<u>2003</u> £	<u>2002</u> £
CAPITAL AND RESERVES			
Called up Share Capital	3	675,000	675,000
Profit and Loss Account - Deficit	4	<u>(675,000)</u>	<u>(675,000)</u>
TOTAL SHAREHOLDERS' FUNDS - EQUITY		<u><u>-</u></u>	<u><u>-</u></u>

The notes on pages 5 to 6 are an integral part of these Financial Statements.

The financial statements were approved by the directors on 25 February 2004.


L McINTOSH

Director

BRITANNIC LP LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2003

1. ACCOUNTING POLICIES

1.1 Accounting Convention

The financial statements are prepared under the historical convention in compliance with the Companies Act 1985, and in accordance with applicable Accounting Standards.

1.2 Basis of Preparation

As the Company has no trading income or expenditure for this or prior years, no profit and loss account has been prepared.

2. LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION

Auditors' remuneration is borne by Britannic Investment Managers Limited.

None of the Directors received any emoluments in respect of their services to the company in the current or prior year.

3. CALLED UP SHARE CAPITAL

The authorised and issued share capital of the company at 31 December 2003 and 31 December 2002 consists of:

	<u>Authorised Number</u>	<u>Issued and Fully Paid Number</u>	<u>£</u>
Ordinary Shares of £1 each	<u>1,000,000</u>	<u>675,000</u>	<u>675,000</u>

There was no movement in the authorised and issued share capital during the year.

4. PROFIT AND LOSS ACCOUNT - DEFICIT

	<u>2003 £</u>	<u>2002 £</u>
Balance at 1 January	(675,000)	(675,000)
Retained profit for year	<u>-</u>	<u>-</u>
Balance at 31 December	<u>(675,000)</u>	<u>(675,000)</u>

BRITANNIC LP LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONT'D)
FOR THE YEAR ENDED 31 DECEMBER 2003

5. RELATED PARTIES

There were no significant contracts between the Company and Directors or persons connected with them during the year.

As the company is a subsidiary undertaking, related party transactions with fellow group undertakings have not been disclosed as permitted by Financial Reporting Standard 8 "Related Party Disclosures".

6. ULTIMATE PARENT UNDERTAKING

The Company's immediate parent undertaking is Britannic Fund Managers Limited which is a body incorporated in Scotland. The Company's ultimate parent undertaking is Britannic Group plc which is a body registered in England.

A copy of the financial statements of Britannic Group plc is available from :-

1 Wythall Green Way
Wythall
Birmingham
B47 6WG