

ROLLS-ROYCE INDUSTRIAL & MARINE POWER LIMITED**PROFIT AND LOSS ACCOUNT**
FOR THE YEAR ENDED 31 DECEMBER 2004

The Company did not trade during the year, or during the preceding year, and all expenses have been borne by the parent Company. The Company did not receive any income or incur any expenditure and consequently has made neither profit nor loss.

BALANCE SHEET AS AT 31 DECEMBER 2004

	<u>note</u>	<u>2004</u> (£)	<u>2003</u> (£)
CURRENT ASSETS			
Debtors – amounts falling due within one year	2	3,484,451	3,484,451
		<u>3,484,451</u>	<u>3,484,451</u>
CAPITAL AND RESERVES			
Called up share capital	3	926,100	926,100
Profit and Loss account		2,558,351	2,558,351
		<u>3,484,451</u>	<u>3,484,451</u>
EQUITY SHAREHOLDERS' FUNDS			

For the year ended 31 December 2004 the Company was entitled to exemption under section 249AA(1) of the Companies Act 1985.

No members have required the Company to obtain an audit of its accounts for the year in question in accordance with section 249B(2).

The directors acknowledge their responsibility for:

- Ensuring the Company keeps accounting records which comply with section 221;
- 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 24 January 2005, and signed on its behalf by:



[Signature]
Warren
Director

The notes on page 2 form part of these financial statements.

ROLLS-ROYCE INDUSTRIAL & MARINE POWER LIMITED

1. Principal Accounting Policies

Basis of Accounting

These financial statements have been prepared on the historical cost basis and in accordance with applicable accounting standards.

2. Debtors

The amount stated represents a loan to the Company's parent undertaking and is repayable upon demand.

3. Share Capital

	<u>2004</u> (£)	<u>2003</u> (£)
Authorised		
6.400,000 Ordinary shares of 0.25 each	1,600,000	1,600,000
Issued and Fully Paid		
3,704,400 Ordinary shares of 0.25p each	926,100	926,100
	_____	_____

4. Elective Resolutions

Elective Resolutions are in force which dispense with the obligations of (a) laying the accounts before the Company in general meeting; and (b) holding Annual General Meetings.

5. Ultimate Parent Company

The Company's ultimate parent company is Rolls-Royce Group plc which is incorporated in Great Britain and registered in England and Wales. The Annual Report of Rolls-Royce Group plc can be obtained from Moor Lane, Derby, DE24 8BJ.