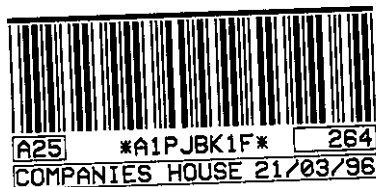


LLOYDS BOWMAKER BUSINESS LEASING LIMITED

REPORT OF THE DIRECTORS AND ACCOUNTS
FOR THE YEAR ENDED 30TH SEPTEMBER 1995



Registered number 586974

LLOYDS BOWMAKER BUSINESS LEASING LIMITED

DIRECTORS

D. A. Baggaley
A. G. Glass

REPORT OF THE DIRECTORS

The directors submit herewith the Balance Sheet at 30th September 1995 together with the Profit and Loss Account for the year ended on that date.

PROFIT AND DIVIDEND

The profit for the year is set out in the attached Profit and Loss Account. The directors declare payment of a dividend of £60,000 for the year.

PRINCIPAL ACTIVITY

The principal activity of the company is leasing.

BUSINESS REVIEW

The year end financial position was satisfactory. The directors anticipate that the level of new business activity will continue to run down in the following year.

DIRECTORS

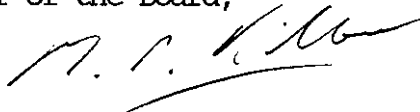
The directors listed above were directors throughout the year. Mr A. G. Glass resigned as director on 31st December 1995 and Mr P. F. Hook was appointed on the same day.

Neither of the directors had a beneficial interest in the shares of the company during the period. The interests of the directors in shares and options to subscribe for shares in other group companies were as follows:-

	<u>At 30.9.95</u>		<u>At 1.10.94</u>	
	<u>Shares</u>	<u>Options</u>	<u>Shares</u>	<u>Options</u>
In the ordinary shares of £1 each of Lloyds Bank Plc:				
D. A. Baggaley	-	-	-	-
A. G. Glass	6,392	-	6,392	-
In the ordinary shares of 5p each of Lloyds Abbey Life plc:				
D. A. Baggaley	4,473	70,175	4,242	70,175
A. G. Glass	-	41,281	-	41,281

2.704 Lloyds TSB Group plc ordinary shares were issued for every Lloyds Bank Plc ordinary share held on 27th December 1995.

By Order of the Board,



M. P. KILBEE
Secretary
Bournemouth
6th March 1996

LLOYDS BOWMAKER BUSINESS LEASING LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

Company law requires the directors to prepare accounts for each financial year which give a true and fair view of the state of affairs of the company and of the profit of the company for that year. In preparing those accounts, 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 accounts; and
- * prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors confirm that the accounts comply with the above requirements.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the accounts 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.

REPORT OF THE AUDITORS
TO THE MEMBERS OF LLOYDS BOWMAKER BUSINESS LEASING LIMITED

We have audited the accounts on pages 3 to 7 which have been prepared under the historical cost convention and the accounting policies set out on page 5.

Respective responsibilities of directors and auditors

As described above the company's directors are responsible for the preparation of the accounts. It is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion to you.

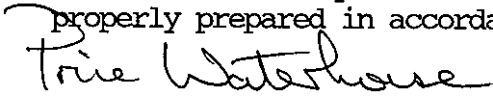
Basis of opinion

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 accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, 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 accounts are free from material mis-statement, 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 accounts.

Opinion

In our opinion the accounts give a true and fair view of the state of the company's affairs at 30th September 1995 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.


PRICE WATERHOUSE
Chartered Accountants
and Registered Auditors
Albany House
58 Albany Street
Edinburgh EH1 3QR
6th March 1996

LLOYDS BOWMAKER BUSINESS LEASING LIMITED

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 30TH SEPTEMBER 1995

	<u>Notes</u>	<u>1995</u> £	<u>1994</u> £
TURNOVER	2	301,353	767,942
INTEREST PAYABLE	4	(145,402)	(351,578)
OTHER OPERATING CHARGES		(57,219)	(41,663)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	3	98,732	374,701
TAXATION ON PROFIT ON ORDINARY ACTIVITIES	5	(33,069)	(123,277)
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		65,663	251,424
DECLARED DIVIDEND		(60,000)	(250,000)
		5,663	1,424
RETAINED PROFIT BROUGHT FORWARD		3,066	1,642
RETAINED PROFIT CARRIED FORWARD		8,729	3,066

There are no recognised gains and losses other than the profit for the year and all operations are continuing.

The notes on pages 5 to 7
form part of these accounts.

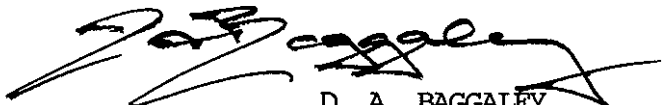
LLOYDS BOWMAKER BUSINESS LEASING LIMITED

BALANCE SHEET

AT 30TH SEPTEMBER 1995

	<u>Notes</u>	<u>1995</u> £	<u>1994</u> £
CURRENT ASSETS			
Debtors : due within one year	6	2,290,864	2,844,946
due after more than one year	6	100,078	2,079,615
		<u>2,390,942</u>	<u>4,924,561</u>
Creditors: amounts due within one year	7	(2,082,777)	(4,111,948)
NET CURRENT ASSETS		308,165	812,613
PROVISIONS FOR LIABILITIES AND CHARGES	8	(164,000)	(364,000)
ACCRUALS AND DEFERRED INCOME	9	(125,436)	(435,547)
		<u>18,729</u>	<u>13,066</u>
CAPITAL AND RESERVES			
CALLED-UP SHARE CAPITAL	10	10,000	10,000
PROFIT AND LOSS ACCOUNT		8,729	3,066
SHAREHOLDERS' FUNDS		<u>18,729</u>	<u>13,066</u>

The notes on pages 5 to 7
form part of these accounts.


D. A. BAGGAILEY
Director

LLOYDS BOWMAKER BUSINESS LEASING LIMITED

NOTES TO THE ACCOUNTS

1. ACCOUNTING POLICIES

(a) Accounting Convention:

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

The company is exempted from producing a cash flow statement since a consolidated cash flow statement prepared in accordance with Financial Reporting Standard 1 is included in the accounts of an intermediate holding company, Lloyds Abbey Life plc.

(b) Deferred Income:

Income from leasing contracts is credited to the profit and loss account over the period of investment in proportion to the level of net funds invested.

(c) Deferred Taxation:

Deferred taxation is provided at appropriate rates of corporation tax in respect of timing differences where there is a reasonable probability that such taxation will become payable in the foreseeable future.

2. TURNOVER

Turnover represents the amount of leasing income earned under instalment finance arrangements.

During the year aggregate receivables were £2,797,339 (1994, £5,262,460). The cost of assets acquired during the year under leasing contracts was £Nil (1994, £Nil).

3. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

1995
£

1994
£

The following have been taken into account in arriving at the profit:

Audit fee

1,500

1,400

Directors' emoluments

-

-

Bad and doubtful debts charge (credit)

5,539

(10,005)

4. INTEREST PAYABLE

On loan from group company

145,402

351,578

5. TAXATION

Current year:

Group relief payable at 33%

233,009

520,183

Transfer from deferred taxation

(200,000)

(401,000)

Notional taxation charge on regional development grants

60

4,094

33,069

123,277

Adjustment for prior year:

Group relief

-

38,436

Corporation tax

-

(38,436)

33,069

123,277

LLOYDS BOWMAKER BUSINESS LEASING LIMITED

NOTES TO THE ACCOUNTS

6. DEBTORS	<u>1995</u>		<u>1994</u>	
	Due within <u>one year</u> £	Due after more than <u>one year</u> £	Due within <u>one year</u> £	Due after more than <u>one year</u> £
Trade debtors:				
Rentals receivable under leasing contracts, less provisions	2,280,704	100,078	2,843,647	2,079,615
Amounts owed by parent and fellow subsidiary companies	10,160	-	1,299	-
	<u>2,290,864</u>	<u>100,078</u>	<u>2,844,946</u>	<u>2,079,615</u>

7. CREDITORS: amounts falling due within one year	<u>1995</u>	<u>1994</u>
	£	£
Amounts owed to parent and fellow subsidiary companies	1,585,601	2,633,297
Trade creditors	87,284	54,122
Other creditors	116,883	179,899
Group relief payable	233,009	994,630
Dividend payable	60,000	250,000
	<u>2,082,777</u>	<u>4,111,948</u>

8 PROVISIONS FOR LIABILITIES AND CHARGES

Deferred Tax:	£
Balance at 30th September 1994	364,000
Transfer to Profit and Loss Account	(200,000)
Balance at 30th September 1995	<u>164,000</u>

The amounts provided at 30th September 1994 and 1995 were the full potential liabilities and were attributable to accelerated capital allowances.

9. ACCRUALS AND DEFERRED INCOME	<u>1995</u>	<u>1994</u>
	£	£
Unearned leasing income	125,431	435,416
Unearned credit insurance commission	5	131
	<u>125,436</u>	<u>435,547</u>

LLOYDS BOWMAKER BUSINESS LEASING LIMITED

NOTES TO THE ACCOUNTS

10.	SHARE CAPITAL	<u>1995</u>	<u>1994</u>
		£	£
	Authorised, allotted, called-up and fully paid:		
	10,000 Ordinary shares of £1 each	<u>10,000</u>	<u>10,000</u>

11. APPROVAL OF ACCOUNTS

These accounts were approved by the Board of Directors on 6th March 1996.

12. PARENT COMPANIES

The company's ultimate parent company at the Balance Sheet date was Lloyds Bank Plc which is registered in England and Wales. A copy of its group accounts can be obtained from Lloyds Bank Plc, 71 Lombard Street, London EC3P 3BS.

As of 27th December 1995 the company's ultimate parent company is Lloyds TSB Group plc which is registered in Scotland. A copy of its group accounts can be obtained from Lloyds TSB Group plc, Henry Duncan House, 120 George Street, Edinburgh EH2 4LH.

The company's intermediate parent company is Lloyds Bowmaker Finance Limited which is registered in England and Wales. A copy of its group accounts can be obtained from Lloyds Bowmaker Finance Limited, 51 Holdenhurst Road, Bournemouth BH8 8EP.