

Company Registration No. 2112180

BENTINCK FINANCE (UK) LIMITED

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2003



Registered Office
86 Jermyn Street, St. James
London
SW1Y 6AW

BENTINCK FINANCE (UK) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2003

The directors present their annual report and financial statements for the year ended 31 December 2003.

Principal activity

The principal activity of the company continued to be that of the financing and provision of credit and guarantee facilities to individuals and companies.

Review of the business and future developments

The directors consider that the results of the company are satisfactory and that the company is expected to continue at its present levels in the future.

Results and dividends

The results for the year are set out on page 3.

The directors do not recommend the payment of a final dividend (2002 - Nil).

Directors

The following directors have held office since 1 January 2003:

M.W. Denton

B.A. Safa

D. Lavin

(Appointed 10 March 2004)

The directors have no interest in the issued share capital of the company.

Auditors

In accordance with Section 385 of the Companies Act 1985, a resolution proposing that KPMG Audit LLC be reappointed as auditors of the company will be put to the Annual General Meeting.

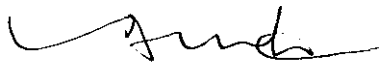
Directors' responsibilities

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 of the company and of the profit or loss of the company for that period. In preparing those 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 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 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.

On behalf of the board



M.W. Denton (Director)

Date: 24/12/04

BENTINCK FINANCE (UK) LIMITED

REPORT OF THE INDEPENDENT AUDITORS, KPMG AUDIT LLC, TO THE MEMBERS OF BENTINCK FINANCE (UK) LIMITED

We have audited the financial statements on pages 3 to 9.

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 auditor's 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 the opinions we have formed.

Respective responsibilities of the Directors and Auditors

The Directors are responsible for preparing the Directors' report and, as described on page 1, the financial statements in accordance with applicable United Kingdom law and United Kingdom 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 United Kingdom Companies Acts 1985. We also report to you if, in our opinion, the Directors' report is not consistent with the financial statements, 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' transactions with the company is not disclosed.

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 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 affairs of the Company as at 31 December 2003 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

KAMF Audit LLC

KPMG Audit LLC
Chartered Accountants
Registered Auditor

10 January 2004

Heritage Court, 41 Athol Street
Douglas
Isle of Man

BENTINCK FINANCE (UK) LIMITED**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2003**

	Notes	2003 £	2002 £
Turnover	2	549,411	516,623
Cost of sales		(456,893)	(415,157)
Gross profit		92,518	101,466
Administrative expenses		(4,153)	(10,193)
Operating profit	3	88,365	91,273
Other interest receivable and similar income	4	168	315
Interest payable and similar charges	5	-	(141)
Profit on ordinary activities before taxation		88,533	91,447
Tax on profit on ordinary activities	6	(22,944)	(27,476)
Profit on ordinary activities after taxation	10	65,589	63,971
Profit brought forward at 1 January 2003		437,974	374,003
Profit carried forward at 31 December 2003		503,563	437,974

All of the company's activities are derived from continuing operations.

In both the current and preceding year there were no recognised gains and losses other than those passing through the profit and loss account.

There is no difference between the profit on ordinary activities before taxation and the profit for the year stated above and their historical cost equivalents.

The notes on pages 5 to 9 form part of these financial statements.

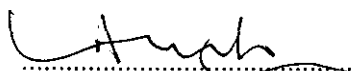
BENTINCK FINANCE (UK) LIMITED

**BALANCE SHEET
AS AT 31 DECEMBER 2003**

	Notes	2003 £	£	2002 £	£
Current assets					
Debtors: amounts falling due within one year	7	5,563,015		6,325,362	
Debtors: amounts falling due after more than one year	7	2,607,811		2,194,490	
Cash at bank and in hand		179,809		169,568	
		<u>8,350,635</u>		<u>8,689,420</u>	
Creditors: amounts falling due within one year	8	<u>(7,697,072)</u>		<u>(8,101,446)</u>	
Total assets less current liabilities			<u>653,563</u>		<u>587,974</u>
Capital and reserves					
Called up share capital	9	150,000		150,000	
Profit and loss account	10	503,563		437,974	
Equity shareholders' funds	11		<u>653,563</u>		<u>587,974</u>

The notes on pages 5 to 9 form part of these financial statements.

The financial statements were approved by the Board on 24/12/04


M.W. Denton (Director)

BENTINCK FINANCE (UK) 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 cost convention, and in accordance with applicable financial reporting and accounting standards generally accepted in the United Kingdom.

1.2 Taxation

The charge for taxation is based on the profit for the year, amended for permanent differences between the treatment of certain items for taxation and accounting purposes. Deferred taxation is fully provided (in accordance with FRS 19) on timing differences using tax rates which are expected to apply on crystallisation of the timing differences. Deferred tax assets are recognised to the extent they are more likely than not to be recovered. The Company does not discount deferred tax balances.

1.3 Foreign currency translation

The company's accounting records are maintained in Pounds Sterling.

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences on translation are taken to the profit and loss account.

1.4 Cash flow statement

The company has taken advantage of the exemption in Financial Reporting Standard No 1 (revised 1996) from the requirement to produce a cashflow statement on the grounds that it qualifies as a small company under Section 248 of the Companies Act 1985.

1.5 Deferred income

Annual fees are billed in advance and time apportioned to the respective accounting periods. Fees billed but not yet earned are recorded as deferred income.

1.6 Income

Income is accounted for on an accruals basis.

BENTINCK FINANCE (UK) LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2003****2 Turnover**

Turnover represents interest, facility fees and guarantee fees earned during the year.

The geographical analysis of turnover is as follows:

Geographical market

	Turnover	
	2003	2002
	£	£
United Kingdom	19,835	55,001
Rest of Europe	205,688	185,204
United States of America	133,794	164,956
Rest of the World	190,094	111,462
	<u>549,411</u>	<u>516,623</u>

Cost of sales represents interest payable on the bank loans as set out in note 8 and totals £456,893 (2002 : £415,157).

3 Operating profit

Auditors' remuneration is borne by the company's ultimate parent company.

4 Other interest receivable and similar income

	2003	2002
	£	£
Bank interest received	168	315
	<u>168</u>	<u>315</u>

5 Interest payable and similar charges

	2003	2002
	£	£
On overdue tax	-	141
	<u>-</u>	<u>141</u>

BENTINCK FINANCE (UK) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2003**

6 Taxation	2003	2002
(a) Analysis of charge in period	£	£
Domestic current year tax		
Corporation tax at 30.00% (2002 : 30.00%)	26,560	27,476
Adjustment for prior years	(3,616)	-
Current tax charge	22,944	27,476

(b) Factors affecting the tax charge for the year

Profit on ordinary activities before taxation	88,533	91,447
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Profit on ordinary activities before taxation multiplied by standard rate of U.K. corporation tax of 30.00% (2002: 30.00%)	26,560	27,434
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Effects of:

Non deductible expenses	-	42
Adjustments to previous periods	(3,616)	-
	(3,616)	42

Current tax charge	22,944	27,476
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7 Debtors	2003	2002
	£	£
Trade debtors	8,098,719	8,246,243
Amounts owed by parent and fellow subsidiary undertakings	72,107	272,261
Prepayments and accrued income	-	1,348
	8,170,826	8,519,852

Amounts falling due after more than one year and included in the debtors above are:

	2003	2002
	£	£
Trade debtors	2,607,811	2,194,490

£1,500,808 (2002 : £967,085) of debtors falling due after more than one year are receivable between two and five years and £1,107,003 (2002 : £1,227,405) is receivable after more than five years. Amounts owed by parent and fellow subsidiary undertakings are unsecured, interest free and repayable on demand. Intercompany balances are shown on a net basis with the Edsaco Participation Group Limited.

BENTINCK FINANCE (UK) LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2003**

8 Creditors: amounts falling due within one year	2003	2002
	£	£
Bank loans and overdrafts	7,110,459	7,247,904
Corporation tax	20,986	18,496
Other loans	544,300	501,798
Other creditors	-	21,924
Accruals and deferred income	21,327	311,324
	<u>7,697,072</u>	<u>8,101,446</u>

Bank loans and other loans are secured by charges over the loans receivable presented as trade debtors in note 7 and are repayable within one year. Amounts owed to parent and fellow subsidiary undertakings are unsecured, interest free and repayable on demand. Intercompany company balances are shown on a net basis with the Edsaco Participation Limited Group.

9 Share Capital

The authorised share capital of the Company comprises 1,000,000 ordinary shares of £1 each, of which 150,000 have been issued and are fully paid up (2002 - 150,000).

10 Statement of movements on profit and loss account

	Profit and loss account £
Balance at 1 January 2003	437,974
Retained profit for the year	65,589
	<u>503,563</u>
Balance at 31 December 2003	

11 Reconciliation of movements in equity shareholders' funds	2003	2002
	£	£
Profit for the financial year	65,589	63,971
Opening shareholders' funds	587,974	524,003
	<u>653,563</u>	<u>587,974</u>
Closing shareholders' funds		

12 Contingent liabilities

There were no known contingent liabilities at the balance sheet date.

13 Capital commitments

There were no major capital commitments as at the balance sheet date

BENTINCK FINANCE (UK) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2003**

14 Employees

Number of employees

There were no employees during the year apart from the directors. The directors received no remuneration during the year.

15 Control

Edsaco Participation Limited, a company registered in Jersey, is the immediate parent company. The ultimate controlling party is Fortis Group.

16 Related party transactions

The company has taken advantage of the exemption in Financial Reporting Standard Number 8 from the requirement to disclose transactions with group companies on the grounds that consolidated financial statements are prepared by the ultimate parent company.