

INTERNATIONAL MERCANTILE FINANCE LIMITED

*DIRECTORS' REPORT
AND UNAUDITED ACCOUNTS*

31 MARCH 2004

Company Number: 3561815



INTERNATIONAL MERCANTILE FINANCE LIMITED**REPORT OF THE DIRECTORS**

Directors	G J Dickie N S Trew
Secretary	B P Patten
Registered Office	Grosvenor Gardens House 35-37 Grosvenor Gardens London SW1W 0BS

The Directors submit their report for the year ended 31 March 2004.

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:

- 1) select suitable accounting policies and apply them consistently
- 2) make judgements and estimates that are reasonable and prudent
- 3) 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.

ACTIVITIES

The company had not commenced trading at 31 March 2004, nor by the date of approval of this report.

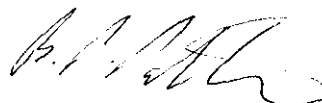
DIRECTORS AND SHARE INTERESTS

The directors during the year and their interests in the shares of the parent company both at the beginning and end of the year were as follows:

G J Dickie	10,001
N S Trew	1

The Directors had no interest in the shares of the company.

This report has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies and was approved by the Board on 10 January 2005.



B P Patten
Secretary

INTERNATIONAL MERCANTILE FINANCE LIMITED

BALANCE SHEET AT 31 MARCH 2004

	<u>Note</u>	<u>2004</u>	<u>2003</u>
<i>CURRENT ASSETS</i>			
Debtor : Amount owed by Group Undertaking		2	2
		—	—
NET CURRENT ASSETS		£2	£2
		—	—
<i>CAPITAL AND RESERVES</i>			
Called up Share Capital			
~ Equity Interests	2	2	2
		—	—
Shareholders Funds	3	£2	£2
		—	—

In the directors' opinion the company is entitled to the exemption from audit conferred by subsection 1 of section 249A Companies Act 1985 for the year ended 31 March 2004.

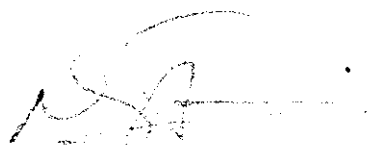
The directors confirm that no notice under Section 249B(2) Companies Act 1985 requiring an audit has been deposited by members.

The directors confirm that they are responsible for:

- 1) ensuring that the company keeps accounting records which comply with the requirements of section 221 Companies Act 1985, and
- 2) preparing accounts which give a true and fair view of the state of affairs of the company at 31 March 2004, and of its results for the year then ended, in accordance with the requirements of section 226 Companies Act 1985, and which otherwise comply with the requirements of this Act relating to accounts so far as applicable to the company.

These financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

The financial statements on pages 2 & 3 were approved by the Board on 10 January 2005.



N S Trew
Director

INTERNATIONAL MERCANTILE FINANCE LIMITED

NOTES TO THE ACCOUNTS
31 MARCH 2004

1. ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost convention.

The company has been dormant during the year and the previous accounting year, therefore, no Profit and Loss Account is presented.

2. SHARE CAPITAL

	<u>2004</u>	<u>2003</u>
Authorised		
50,000 Ordinary Shares of £1 each	<u>£50,000</u>	<u>£50,000</u>
Allotted, Called up and Fully Paid		
2 Ordinary Shares of £1 each	<u>£2</u>	<u>£2</u>

3. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS FUNDS

	<u>Share Capital</u>	<u>Profit and Loss Account</u>	<u>Total</u>
Opening Shareholders Funds	2	-	2
Closing Shareholders Funds	<u>£2</u>	<u>£ -</u>	<u>£ 2</u>

4. HOLDING COMPANY

The company is a wholly owned subsidiary of International Mercantile Group Limited, a company registered in England and Wales. Copies of the accounts of that company can be obtained from the registered office of this company.