

Registered Number: 3772038

**THE LIGHT LEEDS INVESTMENTS LIMITED**  
**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**  
**YEAR ENDED 31 DECEMBER 2003**



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**THE LIGHT LEEDS INVESTMENTS LIMITED  
DIRECTORS' REPORT AND FINANCIAL STATEMENTS**

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**THE LIGHT LEEDS INVESTMENTS LIMITED  
DIRECTORS AND COMPANY INFORMATION**

**DIRECTORS**

I D Kerr  
R Fleming  
J Lloyd (appointed 23 July 2003)

**SECRETARY**

L J W Black

**REGISTERED OFFICE**

Trinity Road  
HALIFAX  
HX1 2RG

**AUDITORS**

KPMG Audit plc  
1 The Embankment  
Neville Street  
LEEDS  
LS1 4DW

## **THE LIGHT LEEDS INVESTMENTS LIMITED DIRECTORS' REPORT**

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

### **PRINCIPAL ACTIVITY**

The principal activity of the company is property investment and development.

### **BUSINESS REVIEW**

In 2002, the company and Clerical Medical Investment Group Limited under a joint arrangement have developed the premises known as "The Light Leeds". During 2003, the company and Clerical Medical Investment Group Limited continued with the investment and management of "The Light Leeds".

### **RESULTS AND DIVIDEND**

The result for the year is shown in the profit and loss account on page 9. The directors propose a final dividend of £149,000 (2002 : nil).

### **SUPPLIER PAYMENT POLICY**

For the forthcoming period HBOS plc's policy for the payment of suppliers will be as follows: -

- Payment terms will be agreed at the start of the relationship with the supplier and will only be changed by agreement;
- Standard payment terms to suppliers of goods and services will be 30 days from receipt of a correct invoice for satisfactory goods or services which have been ordered and received unless other terms are agreed in a contract;
- Payment will be made in accordance with the agreed terms or in accordance with the law if no agreement has been made; and
- Suppliers will be advised without delay when an invoice is contested and disputes will be settled as quickly as possible.

HBOS plc complies with the Better Payment Practice Code. Information regarding this Code and its purpose can be obtained from the Better Payment Practice Group's website at [www.payontime.co.uk](http://www.payontime.co.uk).

The company owed £4,883,000 (2002 - £6,600,000) to trade creditors at 31 December 2003.

**THE LIGHT LEEDS INVESTMENTS LIMITED  
DIRECTORS' REPORT (Cont'd)**

**DIRECTORS AND DIRECTORS' INTERESTS**

The directors at the date of this report are as listed on page 2.

**Directors' beneficial interest in the ordinary shares of HBOS plc during the year were as follows: -**

(References to "HBOS plc shares" are to ordinary shares of 25p each in HBOS plc)

During the year, no director had any beneficial interest in the share capital of the company or of any group undertaking other than in HBOS plc, the ultimate holding company.

The beneficial interests of the directors and their immediate families in HBOS plc shares are set out below: -

	<b>At 31 December 2002 or date of appointment if later HBOS plc shares</b>	<b>At 31 December 2003 HBOS plc shares</b>
I D Kerr	14,864	49,587
R Fleming	7,346	13,876
J S Lloyd	2,498	4,261

**Short-term Incentive Plan – HBOS scheme and former Halifax scheme**

Certain directors have conditional entitlements to shares arising from the annual incentive plan. Where the annual incentive for any year was taken in shares and these shares are retained in trust for three years, the following shares will also be transferred to the directors: -

	<b>Grant effective from</b>	<b>Shares at 31 December 2003</b>
I D Kerr	March 2001	1,944
	March 2002	4,449
	March 2003	4,924
R Fleming	March 2001	1,191
	March 2002	2,030
	March 2003	1,890
J S Lloyd	March 2002	585
	March 2003	681

**THE LIGHT LEEDS INVESTMENTS LIMITED  
DIRECTORS' REPORT (Cont'd)**

**DIRECTORS AND DIRECTORS' INTERESTS (Cont'd)**

**Long-Term Incentive Plan – HBOS scheme and former Halifax scheme**

Details of the shares which have been conditionally awarded to directors under the plans are set out below. The conditions relating to the long-term incentive plan may be found in the HBOS plc Annual Report & Accounts 2003.

	Grant effective from	At 31 December 2002 or date of appointment if later	Granted (G) or lapsed (L) in year	Added as a result of performance	Dividend reinvestment shares	Released in year	At 31 December 2003
I D Kerr	January 2000	18,319	-	18,319	4,818	41,456	-
	January 2001	19,695	-	-	-	-	19,695
	January 2002	18,750	-	-	-	-	18,750
	January 2003	-	31,250	-	-	-	31,250
R Fleming	January 2000	6,914	-	6,914	1,818	15,646	-
	January 2001	7,366	-	-	-	-	7,366
	January 2002	4,125	-	-	-	-	4,125
	January 2003	-	5,364	-	-	-	5,364
J S Lloyd	January 2000	2,655	-	2,655	698	6,008	-
	January 2001	2,939	-	-	-	-	2,939

Shares granted under these plans can crystallise at any level between 0% and 200% of the conditional award noted in the above table, dependant upon performance. The performance period for the January 2000 grant ended on 31 December 2002 and, in the light of the performance outcome, grants were released at 200% of the conditional award. On maturity, dividend reinvestment shares equivalent to approximately 26% of the original conditional grant were also released to participants in accordance with the rules of the plan.

**Long-term Incentive Plan**

**HBOS scheme, former Bank of Scotland scheme and former Halifax scheme**

Share options granted between 1995 and 2000 under the Bank of Scotland Executive Stock Option Scheme 1995 are subject to performance pre-conditions which have now been satisfied. Share options granted under other plans are not subject to a performance precondition. Details of the options outstanding under these plans are set out below.

	Options outstanding at 31 December 2002 or date of appointment	Granted (G), lapsed (L) or exercised (E) in year	At 31 December 2003
R Fleming	2,635	3,149(G)	5,784
J S Lloyd	2,129	2,522(G)	4,651

**THE LIGHT LEEDS INVESTMENTS LIMITED  
DIRECTORS' REPORT (Cont'd)**

**DIRECTORS AND DIRECTORS' INTERESTS (Cont'd)**

**Sharesave Plan**

Share option granted under these plans are set out below: -

	At 31 December 2002	Granted (G), lapsed (L) or exercised (E) in year	At 31 December 2003
I D Kerr	4,115	-	4,115
R Fleming	2,362	2,362(E) 1,607(G)	1,607
J S Lloyd	2,170	1,653(E)	517

Options under these plans were granted using middle market prices shortly before the dates of the grants, discounted by 20%.

**AUDITORS AND ANNUAL GENERAL MEETING**

Pursuant to a resolution passed by the members, the company has elected to dispense with the holding of Annual General Meetings, of laying financial statements and reports before the company in General Meeting, and with the obligation to reappoint auditors annually.

By Order of The Board



L J W BLACK  
SECRETARY

Trinity Road  
HALIFAX  
HX1 2RG

Date 4/2/04

**THE LIGHT LEEDS INVESTMENTS LIMITED**  
**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

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 and loss for that period. 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 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

**INDEPENDENT AUDITORS REPORT TO THE MEMBERS  
OF THE LIGHT LEEDS INVESTMENTS LIMITED**

We have audited the accounts on pages 9 to 17.

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 directors and auditors**

The directors are responsible for preparing the directors' report and, as described on page 7, the accounts 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 accounts 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 accounts, 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 Practice 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 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 accounts.

**Opinion**

In our opinion the accounts give a true and fair view of the state of the company's affairs 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.

*KPMG Audit Plc*

KPMG Audit Plc  
Chartered Accountants  
Registered Auditor

1 The Embankment  
Neville Street  
LEEDS LS1 4DW

Date *4 Feb 2004*

**THE LIGHT LEEDS INVESTMENTS LIMITED  
PROFIT AND LOSS ACCOUNT  
FOR THE YEAR ENDED 31 DECEMBER 2003**

	Note	2003 £000	2002 £000
TURNOVER	2	9,430	13,625
Operating costs		( 7,792 )	( 14,135 )
OPERATING PROFIT / (LOSS)		1,638	( 510 )
Interest receivable and similar income	3	50	11
PROFIT / (LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION	4,5,6	1,688	( 499 )
Tax on profit / (loss) on ordinary activities	7	( 154 )	1,340
PROFIT FOR THE FINANCIAL YEAR AFTER TAXATION		1,534	841
Dividend payable to parent undertaking	8	( 149 )	-
PROFIT FOR THE FINANCIAL YEAR AFTER DIVIDENDS	9,18	1,385	841

**STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES  
FOR THE YEAR ENDED 31 DECEMBER 2003**

	Note	2003 £000	2002 £000
Profit for the year	9,18	1,385	841
Unrealised surplus on revaluation of investment property	10,18	2,270	5,657
Total gains and losses recognised since last annual report		3,655	6,498

All of the above amounts are in respect of continuing operations.

A statement of the movement on reserves is shown in note 9 to the financial statements on page 14.

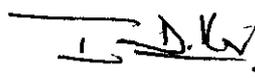
The notes on pages 11 to 17 form part of these financial statements.

**THE LIGHT LEEDS INVESTMENTS LIMITED**  
**BALANCE SHEET AS AT 31 DECEMBER 2003**

		2003		2002	
	Note	£000	£000	£000	£000
INVESTMENTS	12		2,250		-
<b>FIXED ASSETS</b>					
Tangible fixed assets	11		8		10
Investment property	11		43,270		38,750
			45,528		38,760
<b>CURRENT ASSETS</b>					
Cash at bank and in hand		3,305		2,020	
Debtors	13	5,288		11,264	
- due after more than one year £500,000 (2002 : £nil)					
<b>CREDITORS</b>					
Amounts falling due within one year	14	( 44,771 )		( 47,068 )	
<b>NET CURRENT LIABILITIES</b>			( 36,178 )		( 33,784 )
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			9,350		4,976
<b>PROVISIONS FOR LIABILITIES AND CHARGES</b>	15		( 719 )		-
<b>NET ASSETS</b>			8,631		4,976
<b>CAPITAL AND RESERVES</b>					
Called up share capital	17		-		-
Profit and loss account	9		704		( 681 )
Revaluation reserve	10		7,927		5,657
<b>EQUITY SHAREHOLDERS' FUNDS</b>	18		8,631		4,976

These financial statements were approved by the Board of Directors on 4/2/04 and were signed on its behalf by:

  
R FLEMING  
DIRECTOR

  
I D KERR  
DIRECTOR

The notes on pages 11 to 17 form part of these financial statements.

**THE LIGHT LEEDS INVESTMENTS LIMITED  
NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2003**

**1. ACCOUNTING POLICIES**

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

**1.1 BASIS OF PREPARATION**

The financial statements have been prepared in accordance with applicable accounting standards and have been drawn up under the historical cost convention.

The financial statements have been prepared according to the going concern basis.

**1.2 TANGIBLE FIXED ASSETS AND DEPRECIATION**

Assets in the course of construction are not depreciated until the assets are brought into use.

**1.3 INVESTMENT PROPERTIES**

Investment Properties are accounted for in accordance with Statement of Standard Accounting Practice (SSAP) 19 'Accounting for Investment Properties' and are revalued annually to open market value. Changes in market value are reflected in the revaluation reserve except when an impairment is deemed to be permanent, when the loss is charged directly against the current year's profit.

No depreciation is provided in respect of investment properties. This treatment is a departure from the requirements of the Companies Act 1985 which require all properties to be depreciated. However, the directors consider that these properties are not held for consumption but for investment and that to depreciate them would not give a true and fair view. The amount of depreciation which might otherwise have been charged cannot be separately identified as it is not practical to assess the estimated useful lives for investment properties.

**1.4 OPERATING LEASE AGREEMENTS**

Rentals under operating leases are charged to the profit and loss account on a straight line basis over the term of the lease agreement.

**1.5 DEFERRED TAXATION**

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed out by the balance sheet date, except as otherwise required by FRS19.

**THE LIGHT LEEDS INVESTMENTS LIMITED  
NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2003 (Cont'd)**

**1.6 CASHFLOW STATEMENT**

Under FRS1 (revised 1996) the company is exempt from the requirements to prepare a cash flow statement on the grounds that it is a wholly owned subsidiary undertaking, and the consolidated financial statements of HBOS plc, in which the financial statements of the company are included, are publicly available.

**2. TURNOVER**

Turnover represents rentals, service charge and other income received from tenants and customers for the use of The Light Leeds Centre and Hotel.

**3. INTEREST RECEIVABLE AND SIMILAR INCOME**

	<b>2003</b>	<b>2002</b>
	<b>£000</b>	<b>£000</b>
Interest receivable	50	11

**4. PROFIT / (LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION**

	<b>2003</b>	<b>2002</b>
	<b>£000</b>	<b>£000</b>
Profit / (Loss) on ordinary activities before taxation is stated after charging:		
Remuneration of auditors for audit services	14	14

**5. STAFF NUMBERS AND COSTS**

Staff are employed directly by the company's parent undertaking and the associated payroll and expenses are recharged to the company. The company is passing a proportion of these costs to tenants as a service charge.

**6. DIRECTORS' EMOLUMENTS**

The directors received no emoluments in relation to their services to this company during the year.

**THE LIGHT LEEDS INVESTMENTS LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2003 (Cont'd)**

**7. TAX ON PROFIT / (LOSS) ON ORDINARY ACTIVITIES**

	<b>2003</b>	<b>2002</b>
	<b>£000</b>	<b>£000</b>
<u>Current tax:</u>		
The corporation tax charge / (credit) for the year based on a tax rate of 30% (2002 : 30%)		
- UK corporation tax	( 476 )	( 1,340 )
- Prior year corporation tax	( 89 )	-
- Deferred taxation (note 15)	719	-
	154	( 1,340 )

Factors Affecting the Current Tax Charge / (Credit) for the Year

The tax assessed for the year is lower than the standard rate of corporate tax in the UK of 30%. The differences are explained below:

	<b>2003</b>	<b>2002</b>
	<b>£000</b>	<b>£000</b>
Profit / (Loss) on ordinary activities before taxation	1,688	( 499 )
Profit / (Loss) on ordinary activities multiplied by the standard rate of corporate tax in the UK	506	( 150 )
<u>Effects of:</u>		
Capital allowances in excess of depreciation	( 719 )	-
Amounts not chargeable for corporation tax purposes	-	( 1,147 )
Other differences	( 263 )	( 43 )
Current corporation tax credit for the year	( 476 )	( 1,340 )

**8. DIVIDENDS**

	<b>2003</b>	<b>2002</b>
	<b>£000</b>	<b>£000</b>
<u>Ordinary Dividend</u>		
Proposed final dividend to parent undertaking	149	-

**THE LIGHT LEEDS INVESTMENTS LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2003 (Cont'd)**

**9. PROFIT AND LOSS ACCOUNT**

	2003 £000	2002 £000
Opening balance	( 681 )	( 1,522 )
Profit for the financial year	1,385	841
	<hr/>	<hr/>
Closing balance	704	( 681 )

**10. REVALUATION RESERVE**

	2003 £000	2002 £000
Opening balance	5,657	-
Surplus on revaluation of The Light Leeds Centre and Hotel	1,500	5,657
Surplus of acquisition of SJS Investments Limited	770	-
	<hr/>	<hr/>
Closing balance	7,927	5,657

**11. TANGIBLE FIXED ASSETS**

	Investment Property £000	Fixtures And Fittings £000	Total £000
<b>COST</b>			
At 1 Jan 2003	38,750	12	38,762
Additions	3,020	-	3,020
Surplus on revaluation of The Light Leeds Centre and Hotel (note 10)	1,500	-	1,500
	<hr/>	<hr/>	<hr/>
At 31 Dec 2003	43,270	12	43,282
<b>DEPRECIATION</b>			
At 1 Jan 2003		2	2
Charge in year	-	2	2
	<hr/>	<hr/>	<hr/>
At 31 Dec 2003	-	4	4
<b>NET BOOK VALUE</b>			
At 31 Dec 2003	43,270	8	43,278
	<hr/>	<hr/>	<hr/>
At 31 Dec 2002	38,750	10	38,760

**THE LIGHT LEEDS INVESTMENTS LIMITED  
NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2003 (Cont'd)**

**12. INVESTMENTS**

	<b>2003</b>	<b>2002</b>
	<b>£000</b>	<b>£000</b>
Opening balance	-	-
Cost of investment in SJS Investments Limited	2,250	-
	<hr/>	<hr/>
Closing balance	2,250	-
	<hr/>	<hr/>

**13. DEBTORS**

	<b>2003</b>	<b>2002</b>
	<b>£000</b>	<b>£000</b>
Amounts owed by group undertakings	1,060	3,572
VAT recoverable	-	250
Group tax relief	565	1,340
Amounts recoverable from developers	-	5,000
Prepayments and accrued income	3,163	1,102
Loan note from SJS Investments Limited	500	-
	<hr/>	<hr/>
	5,288	11,264
	<hr/>	<hr/>

The loan note of £500,000 from SJS Investments Limited (2002 : nil) is due in five years.

**14. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	<b>2003</b>	<b>2002</b>
	<b>£000</b>	<b>£000</b>
Amounts owed to group undertakings	39,693	40,456
Dividend payable to parent undertaking	149	-
VAT payable	46	-
Accruals and deferred income	4,883	6,612
	<hr/>	<hr/>
	44,771	47,068
	<hr/>	<hr/>

**THE LIGHT LEEDS INVESTMENTS LIMITED  
NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2003 (Cont'd)**

**15. PROVISIONS FOR LIABILITIES AND CHARGES**

<u>Deferred Taxation</u>	<b>2003 £000</b>	<b>2002 £000</b>
The movement on deferred tax was as follows: -		
Balance brought forward	-	-
Current year charge	719	-
	719	-
	<b>2003 £000</b>	<b>2002 £000</b>
Deferred Tax comprises: -		
Capital allowances on other assets	719	-
	719	-

**16. LEASING COMMITMENTS**

The company has annual commitments, under non-cancellable operating leases as follows: -

	<b>2003</b>		<b>2002</b>	
	<b>Land and Buildings £000</b>	<b>Other £000</b>	<b>Land and Buildings £000</b>	<b>Other £000</b>
Lease expiring:				
In more than five years	2,520	-	2,520	-

The above commitments are based on the current amounts payable.

**17. CALLED UP SHARE CAPITAL**

	<b>2003 £</b>	<b>2002 £</b>
Authorised 1,000 Ordinary shares of £1 each	1,000	1,000
Allotted, called up and fully paid 1 ordinary share of £1 each	1	1

**THE LIGHT LEEDS INVESTMENTS LIMITED  
NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2003**

**18. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS**

	<b>2003 £000</b>	<b>2002 £000</b>
Opening shareholders' funds / (deficit)	4,976	( 1,522 )
Profit for the financial year	1,385	841
Other recognised gains and losses for the year	2,270	5,657
	<hr/>	<hr/>
Closing shareholders' funds	8,631	4,976
	<hr/>	<hr/>

**19. TRANSACTIONS WITH RELATED PARTIES**

The Light Leeds Investments Limited, as a wholly owned subsidiary undertaking of Halifax plc, has prepared its financial statements in accordance with an exemption contained in FRS 8, "Related Party Disclosures". Under this exemption the company has not disclosed details of transactions with other group companies or investees of the group qualifying as related parties, as the consolidated financial statements in which The Light Leeds Investments Limited is included are publicly available.

**20. ULTIMATE PARENT UNDERTAKING**

The company's immediate parent undertaking is Halifax plc, with its ultimate parent undertaking being HBOS plc.

Copies of HBOS plc Annual Report and Accounts may be obtained from its Head Office at The Mound, Edinburgh, EH1 1YZ.