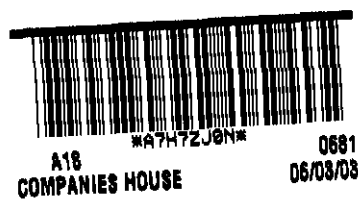


Annual Report and Financial Statements

INSIGHT INVESTMENT VENTURES LIMITED

12 June 2002 (date of incorporation) to 31 December 2002

Registered No. 4459443



DIRECTORS' REPORT

The Directors have pleasure in submitting their Report and Balance Sheet for the period ended 31 December 2002.

REVIEW OF ACTIVITIES

The Company was incorporated on 12 June 2002 and did not trade during the period ended 31 December 2002.

The Company has not commenced trading since 31 December 2002 and no significant events affecting the Company have occurred since that date.

Filing and other fees payable to the Registrar of Companies are met by the parent undertaking.

ULTIMATE HOLDING COMPANY

HBOS PLC is the ultimate parent undertaking.

PARENT UNDERTAKING

The Company is a wholly owned subsidiary undertaking of Insight Investment Management Limited, which is registered in England and Wales and operates in the United Kingdom. HBOS plc is the ultimate parent undertaking and heads the largest higher group of which group accounts are drawn up and of which the Company is a member. Copies of the financial statements of HBOS plc may be obtained from HBOS plc, The Mound, Edinburgh, EH1 1YZ, which is its principal place of business.

INSIGHT INVESTMENT VENTURES LIMITED
Annual Report and Financial Statements
12 June 2002 (date of incorporation) to 31 December 2002

DIRECTORS

The Directors of the company are as follows:

Douglas Ferrans
Gary Thomas Mairs

Appointed
12 June 2002
12 June 2002

Gary Mairs is a director of Insight Investment Management Limited, the parent company. Details of his interests in the shares of the ultimate holding company and options to subscribe for shares are therefore disclosed in the parent company's financial statements.

Douglas Ferrans is a director of HBOS Insurance and Investment Group Limited and details of his interests in the shares of the ultimate holding company and options to subscribe for shares are therefore disclosed in the financial statements of HBOS Insurance and Investment Group Limited.

By order of the Board


P J Veale
Secretary

Registered Office
33 Old Broad Street
London
EC2N 1H2

12 February 2003

BALANCE SHEET AT 31 DECEMBER 2002

	2002 £
CURRENT ASSETS	
Debtors: due from parent company	1
	—
TOTAL ASSETS LESS LIABILITIES	1
	—
CAPITAL AND RESERVES	
Called up share capital	1
	—

The Company was incorporated on 12 June 2002.

For the period 31 December 2002 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 account for the year in question in accordance with section 249b(2).

The directors acknowledge their responsibility for:

- (i) ensuring the company keeps accounting records which comply with section 221; and
- (ii) preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the 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.



Douglas Ferrans
Director



Gary Mairs
Director

12 February 2003