

**LANCASHIRE MORTGAGE
CORPORATION LIMITED**

Report and Financial Statements

30 June 2003



**Deloitte & Touche LLP
Manchester**

LANCASHIRE MORTGAGE CORPORATION LIMITED

REPORT AND FINANCIAL STATEMENTS 2003

CONTENTS

Page

Officers and professional advisers	1
Directors' report	2
Statement of directors' responsibilities	3
Independent auditors' report	4
Profit and loss account	5
Balance sheet	6
Notes to the financial statements	7

LANCASHIRE MORTGAGE CORPORATION LIMITED

REPORT AND FINANCIAL STATEMENTS 2003

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

H.N. Moser
G.D. Beckett
M.R. Goldberg
D.J. Seabridge (resigned 1 November 2002)

SECRETARY

G.D. Beckett

REGISTERED OFFICE

Bracken House
Charles Street
Manchester
M1 7BD

PRINCIPAL BANKERS

Bank of Scotland Corporate Banking
9th Floor
No. 1 Marsden Street
Manchester
M2 1HW

AUDITORS

Deloitte & Touche LLP
Manchester

LANCASHIRE MORTGAGE CORPORATION LIMITED

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the year ended 30 June 2003.

ACTIVITIES

The principal activity of the company continues to be that of financiers.

The directors consider the results for the year to be satisfactory and look forward to the future with confidence.

RESULTS AND DIVIDENDS

The audited financial statements for the year ended 30 June 2003 are set out on pages 5 to 12. The profit for the year, after tax was £4,589,414 (2002 - £2,467,534).

The directors do not recommend the payment of a dividend (2002 - £nil).

DIRECTORS AND THEIR INTERESTS

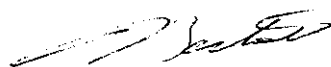
The directors of the company are set out on page 1.

Mr. H.N. Moser is a director of Jerrold Holdings plc, the ultimate parent company, and his interests in the share capital of that company are disclosed in its financial statements. None of the other directors have interests in the share capital of the company, or any other interests required to be disclosed under Schedule 7 of the Companies Act 1985. No director has, or had any material interest in any contract or agreement entered into by the company during the year.

AUDITORS

On 1 August 2003, Deloitte & Touche transferred their business to Deloitte & Touche LLP, a limited liability partnership incorporated under the Limited Liability Partnerships Act 2000. The Company's consent has been given to treating the appointment of Deloitte & Touche as extending to Deloitte & Touche LLP with effect from 1 August 2003 under the provisions of section 26(5) of the Companies Act 1989. A resolution to re-appoint Deloitte & Touche LLP as the Company's auditor will be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors
and signed on behalf of the Board



G.D. Beckett
Secretary

28 April 2004

LANCASHIRE MORTGAGE CORPORATION LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES

United Kingdom 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 as at the end of the financial year 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;
- 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 the system of internal control, safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF LANCASHIRE MORTGAGE CORPORATION LIMITED

We have audited the financial statements of Lancashire Mortgage Corporation Limited for the year ended 30 June 2003 which comprise the profit and loss account, the statement of total recognised gains and losses, the balance sheet, the statement of accounting policies and the related notes 1 to 17. These financial statements have been prepared under the accounting policies set out therein.

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 auditors' 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

As described in the statement of directors' responsibilities, the company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and auditing standards.

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 Companies Act 1985. We also report if, in our opinion, the directors' report is not consistent with the financial statements, 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.

We read the directors' report for the above year and consider the implications for our report if we become aware of any apparent misstatements.

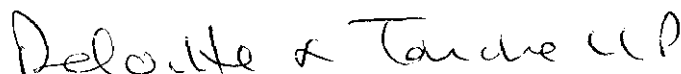
Basis of audit opinion

We conducted our audit in accordance with United Kingdom 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 the company's affairs as at 30 June 2003 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Deloitte & Touche LLP

Chartered Accountants and Registered Auditors

Manchester

28 April 2004

LANCASHIRE MORTGAGE CORPORATION LIMITED

PROFIT AND LOSS ACCOUNT

Year ended 30 June 2003

	Note	2003 £	2002 £
TURNOVER	2	12,966,367	7,352,099
Administrative expenses		<u>(3,283,343)</u>	<u>(1,946,292)</u>
OPERATING PROFIT		9,683,024	5,405,807
Interest payable and similar charges	4	<u>(3,123,229)</u>	<u>(1,838,440)</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	5	6,559,795	3,567,367
Tax on profit on ordinary activities	6	<u>(1,970,381)</u>	<u>(1,099,833)</u>
RETAINED PROFIT FOR THE FINANCIAL YEAR	12	<u><u>4,589,414</u></u>	<u><u>2,467,534</u></u>

All activity has arisen from continuing operations.

There were no recognised gains or losses in either year other than the profit for that year.

LANCASHIRE MORTGAGE CORPORATION LIMITED

BALANCE SHEET

30 June 2003

	Note	2003 £	2002 £
FIXED ASSETS			
Tangible assets	7	<u>1,730</u>	<u>3,013</u>
CURRENT ASSETS			
Debtors			
- due within one year	8	54,228,822	33,419,418
- due after one year	8	<u>30,477,811</u>	<u>17,326,081</u>
		84,706,633	50,745,499
CREDITORS: Amounts falling due within one year	9	<u>(67,774,146)</u>	<u>(38,403,709)</u>
NET CURRENT ASSETS		<u>16,932,487</u>	<u>12,341,790</u>
NET ASSETS		<u>16,934,217</u>	<u>12,344,803</u>
CAPITAL AND RESERVES			
Called up share capital	11	2	2
Profit and loss account	12	<u>16,934,215</u>	<u>12,344,801</u>
EQUITY SHAREHOLDER'S FUNDS	13	<u>16,934,217</u>	<u>12,344,803</u>

These financial statements were approved by the Board of Directors on 28 April 2004.

Signed on behalf of the Board of Directors



G D Beckett

Director



M R Goldberg

Directors



A J Grant

Director

NOTES TO THE FINANCIAL STATEMENTS

Year ended 30 June 2003

1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable United Kingdom accounting standards. The particular accounting policies adopted are described below. They have been applied consistently throughout the current and prior year.

Accounting convention

The financial statements are prepared under the historical cost convention.

Tangible fixed assets

Fixed assets are stated at cost net of depreciation and any provision for impairment.

Depreciation is provided evenly on the cost of tangible fixed assets, to write them down to their estimated residual value over their expected useful lives. The principal annual rates used are as follows:

Fixtures and fittings - 15% on cost

Taxation

UK corporation tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is not recognised when fixed assets are revalued unless by the balance sheet date there is a binding agreement to sell the revalued assets and the gain or loss expected to arise on sale has been recognised in the financial statements. Neither is deferred tax recognised when fixed assets are sold and it is more likely than not that the taxable gain will be rolled over, being charged to tax only if and when the replacement assets are sold.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

Turnover

Turnover, which is derived wholly from the UK, consists of interest received and related commissions on money lending agreements. The interest credit to the profit and loss account is calculated on a straight line basis pro rata to repayments recoverable on an accruals basis.

LANCASHIRE MORTGAGE CORPORATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 30 June 2003

2. TURNOVER

	2003 £	2002 £
Loan interest and commissions	12,937,900	7,352,099
Other income	28,467	-
	<u>12,966,367</u>	<u>7,352,099</u>

3. STAFF COSTS

The company had no employees and paid no directors' emoluments during either year.

4. INTEREST PAYABLE AND SIMILAR CHARGES

	2003 £	2002 £
Bank loans and overdrafts	<u>3,123,229</u>	<u>1,838,440</u>

5. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

	2003 £	2002 £
Profit on ordinary activities before taxation is stated after charging:		
Auditors' remuneration	2,060	2,738
Depreciation	<u>1,283</u>	<u>810</u>

6. TAX ON PROFIT ON ORDINARY ACTIVITIES

The tax charge comprises:

	2003 £	2002 £
Current tax		
UK corporation tax	2,077,330	1,128,006
Adjustment in respect of prior years		
- UK corporation tax	<u>-</u>	<u>28,899</u>
Total current tax	<u>2,077,330</u>	<u>1,156,905</u>
Deferred tax		
Origination and reversal of timing differences	<u>(106,949)</u>	<u>(57,072)</u>
Total deferred tax (see note 10)	<u>(106,949)</u>	<u>(57,072)</u>
Total tax on profit on ordinary activities	<u>1,970,381</u>	<u>1,099,833</u>

LANCASHIRE MORTGAGE CORPORATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 30 June 2003

6. TAX ON PROFIT ON ORDINARY ACTIVITIES (continued)

The differences between the total current tax shown above and the amount calculated by applying the standard rate of UK corporation tax to the profit before tax is as follows:

	2003 £	2002 £
Profit on ordinary activities before tax	<u>6,559,795</u>	<u>3,567,367</u>
Tax on profit on ordinary activities at standard UK corporation tax rate of 30% (2002 – 30%)	1,967,939	1,070,210
Effects of:		
Expenses not deductible for tax purposes	2,442	724
Capital allowances in excess of depreciation	65	(183)
Other timing differences	106,884	57,255
Adjustments to tax charge in respect of previous periods	-	28,899
Current tax charge for year	<u>2,077,330</u>	<u>1,156,905</u>

There is no unprovided deferred tax at the year end (2002 - £Nil).

7. TANGIBLE FIXED ASSETS

	Fixtures and fittings £
Cost	
At beginning and end of year	<u>9,322</u>
Depreciation	
At beginning of year	6,309
Charge for the year	<u>1,283</u>
At end of year	<u>7,592</u>
Net book value	
At beginning of year	<u>3,013</u>
At end of year	<u>1,730</u>

LANCASHIRE MORTGAGE CORPORATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 30 June 2003

8. DEBTORS

	2003 £	2002 £
Amounts falling due within one year:		
Trade debtors	53,638,902	31,850,556
Other debtors	53,371	98,806
Amounts owed by fellow group undertakings	536,549	1,470,056
	<u>54,228,822</u>	<u>33,419,418</u>
Amounts falling due after more than one year:		
Trade debtors	30,225,123	17,180,342
Deferred taxation (see note 10)	252,688	145,739
	<u>30,477,811</u>	<u>17,326,081</u>
	<u>84,706,633</u>	<u>50,745,499</u>

Trade debtors includes an amount of £2,698,088 (2002 - £2,417,936) loaned to August Blake Developments Limited, a related party, on a commercial basis secured on certain assets of that company.

9. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2003 £	2002 £
Bank loans and overdrafts	10,994,274	11,996,603
Corporation tax	2,077,330	1,128,005
Other taxation and social security	-	403
Other creditors	9,511	62,511
Amounts owed to fellow group undertakings	54,521,831	25,069,571
Amounts owed to related undertakings	23,199	9,246
Accruals and deferred income	148,001	137,370
	<u>67,774,146</u>	<u>38,403,709</u>

Amounts owed to related undertakings are in respect of Regency Securities and Investments Limited and UK Mortgage Corporation Limited, companies in which H.N. Moser is a director and shareholder.

The bank overdraft is secured by way of a cross-guarantee amongst all group companies.

LANCASHIRE MORTGAGE CORPORATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 30 June 2003

10. DEFERRED TAXATION

	£
Balance at 1 July 2002	145,739
Provision - current year	106,949
Balance at 30 June 2003	<u>252,688</u>

The amounts provided in the financial statements and the amounts not provided are as follows:

	Provided 2003 £	Provided 2002 £	Not Provided 2003 £	Not Provided 2002 £
Capital allowances in advance of depreciation	440	375	-	-
Other timing differences	<u>252,248</u>	<u>145,364</u>	-	-
	<u>252,688</u>	<u>145,739</u>	-	-

11. CALLED UP SHARE CAPITAL

	2003 £	2002 £
Authorised 1,000 ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>
Called up, allotted and fully paid 2 ordinary shares of £1 each	<u>2</u>	<u>2</u>

12. PROFIT AND LOSS ACCOUNT

	2003 £
At 1 July 2002	12,344,801
Retained profit for the financial year	<u>4,589,414</u>
At 30 June 2003	<u>16,934,215</u>

13. RECONCILIATION OF MOVEMENTS IN EQUITY SHAREHOLDER'S FUNDS

	2003 £	2002 £
Profit for the financial year	4,589,414	2,467,534
Opening equity shareholder's funds	<u>12,344,803</u>	<u>9,877,269</u>
Closing equity shareholder's funds	<u>16,934,217</u>	<u>12,344,803</u>

LANCASHIRE MORTGAGE CORPORATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 30 June 2003

14. CONTINGENT LIABILITY

The company's assets are subject to a fixed and floating charge in respect of £141 million of bank borrowings of the group (2002 - £97 million).

15. CASH FLOW STATEMENT

As permitted by FRS 1 (Revised 1996), the company has not produced a cash flow statement, as it is a wholly owned subsidiary undertaking of Jerrold Holdings plc which has produced consolidated financial statements that are publicly available.

16. RELATED PARTY TRANSACTIONS

As a subsidiary undertaking of Jerrold Holdings plc, the company has taken advantage of the exemption in FRS 8, "Related party disclosures" not to disclose transactions with other members of the group headed by Jerrold Holdings plc.

17. ULTIMATE PARENT COMPANY

The company is a wholly owned subsidiary undertaking of Jerrold Holdings plc (formerly Blemain Group plc), a company incorporated in Great Britain and registered in England and Wales.

The largest and smallest group of which Lancashire Mortgage Corporation Limited is a member, and for which group financial statements are drawn up, is that headed by Jerrold Holdings plc, whose principal place of business is at Bracken House, Charles Street, Manchester, M1 7BD.