

DIRECTOR'S REPORT

The Directors present their Report and Accounts for the year ended 31st December 2003. During the financial year and the preceding financial year the company did not trade and received no income and incurred no expenditure. Consequently, during these years the company made neither a profit nor a loss.

Activities

The Company has been dormant during the period and will continue to remain dormant for the foreseeable future.

Directors

The Director who held office during the year was:

Richard A Hawker
Sandra J Odell

The Director(s) had no beneficial interests in shares, debentures or options of either the Company or Alliance and Leicester plc or any of its subsidiary undertakings during the year.

Corporate Governance

The Company's policies on Corporate Governance are consistent with those established at Group level and referred to in the Group Report and Accounts for 2003 of Alliance & Leicester plc.

APPROVED BY THE BOARD
ON 24 JUNE 2004 AND
SIGNED ON THEIR BEHALF BY:



Richard A Hawker
Company Secretary



Alliance & Leicester Shelfco No.12 Limited - Registered no. 4669721
Financial Statements for the Period 18 February 2003 to 31 December 2003

BALANCE SHEET

	<u>Notes</u>	<u>£</u> 2003	<u>£</u> 2002
<u>CURRENT ASSETS</u>			
Debtors – Amount due from Group Undertakings		1	1
		<hr/>	<hr/>
Net Assets		1	1
		<hr/>	<hr/>
<u>CAPITAL and RESERVES</u>			
Called up share Capital	4	1	1
		<hr/>	<hr/>
Equity Shareholders funds		1	1
		<hr/>	<hr/>

During the period 18 February 2003 to 12/31/2003 the company did not trade and received no income and incurred no expenditure. Consequently, during this period the company made neither a profit nor a loss.

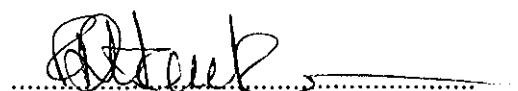
For the period 18 February 2003 to 12/31/2003 the company was entitled to exemption under section 249AA(1) of the Companies Act 1985.

No members have required the company to obtain an audit of its accounts for the period in question in accordance with section 249B(2)

The director(s) acknowledge responsibility for:

- a) Ensuring the company keeps accounting records which comply with section 221;
- b) Preparing accounts which give a true and fair view of the state of affairs of the company as at the end of its 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.

APPROVED BY THE BOARD
ON 24 JUNE 2004 AND
SIGNED ON THEIR BEHALF BY:



Richard A Hawker
Director

The attached notes form part of these accounts

NOTES TO THE ACCOUNTS

1. ACCOUNTING POLICIES

The accounts have been prepared under the historical cost convention and in accordance with applicable United Kingdom accounting standards.

2. EXPENSES

The company has had no accounting transactions and made neither a profit nor a loss in the financial year and the preceding year. The expenses of the company, including auditor's remuneration, have been borne by Alliance & Leicester plc. There are no employees so no remuneration has been paid to directors and employees. Accordingly, no profit and loss account is presented. There have been no other recognised gains or losses or movements in shareholders' funds in any year

3. DIRECTORS' EMOLUMENTS

The Directors received no emoluments in respect of qualifying services during the year (2002: £Nil)

4. SHARE CAPITAL

	2003	2002
Authorised:	£	£
100 Ordinary Shares of £1 each	100	100
	===	===
Issued and fully paid:		
1 Ordinary Shares of £1 each	1	1
	===	===

5. RELATED PARTY TRANSACTIONS

As a wholly owned subsidiary of Alliance & Leicester plc, the company is exempt from the requirement of FRS8 to disclose details of transactions and balances within the group headed by that company.

6. ULTIMATE PARENT

The ultimate parent undertaking and controlling entity is Alliance & Leicester Plc. Group Accounts for the parent company for 2003 are drawn up and available from its Registered Office at:

Carlton Park, Narborough, Leicester LE19 0AL