

FIRST TOWER LP (3) LIMITED

ANNUAL REPORT

FOR THE YEAR ENDED 31 DECEMBER 2003

(Company Number SC129388)



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ANNUAL REPORT
FOR THE YEAR ENDED 31 DECEMBER 2003

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FIRST TOWER LP (3) LIMITED

REPORT OF THE DIRECTOR FOR THE YEAR ENDED 31 DECEMBER 2003

The director presents his report and the audited financial statements of the company for the year ended 31 December 2003.

1. Principal activity and review of business

The company owns an interest as a limited partner in the First Tower Limited Partnership ("the Partnership"), an entity which holds a beneficial leasehold interest in office accommodation.

Both the level of business and the year end financial position were satisfactory, and the director expects that the present level of activity will be sustained for the foreseeable future.

2. Results

The profit and loss account for the year is set out on page 5. The retained profit for the year of £19 (2002: £27) has been transferred to reserves.

3. Dividend

The director does not recommend the payment of a dividend in respect of the year (2002: £nil).

4. Director

The director of the company at 31 December 2003, who was a director for the whole of the year then ended was R S Heels.

5. Director's interests

According to the register required to be kept under Section 325 of the Companies Act 1985 the interests of the director of the company at 31 December 2003 in the shares of the company's parent undertaking were as follows:

Beneficial holdings in ordinary shares of 10⁴ p each

	<u>31 December</u> <u>2003</u>	<u>1 January</u> <u>2003</u>
R S Heels	52,162	59,271

Number of share options

	<u>1 January</u> <u>2003</u>	<u>Granted</u> <u>under</u> <u>SAYE*</u>	<u>Granted</u> <u>under</u> <u>SESO**</u>	<u>Exercised</u>	<u>Surrendered</u>	<u>31 December</u> <u>2003</u>
R S Heels	105,364	-	17,500	(2,037)	-	120,827

* Employee savings-related share option scheme

** Senior executive share option schemes

FIRST TOWER LP (3) LIMITED

REPORT OF THE DIRECTOR FOR THE YEAR ENDED 31 DECEMBER 2003
(CONTINUED)

5. Director's interests (continued)

The above options are exercisable at various dates before 2013 at prices ranging between 450p and 985p per ordinary share.

R S Heels did not have any interest in the shares of the company or any other group company, except as disclosed above.

6. Independent auditors

The company has passed elective resolutions under Section 366A and 386(1) of the Companies Act 1985 to dispense with the requirements to hold an Annual General Meeting and to dispense with the obligation to appoint auditors annually. In the absence of a notice proposing that the appointment will be terminated, PricewaterhouseCoopers LLP will remain in office for the next financial year.

BY ORDER OF THE BOARD



R J Marshall Smith
Company Secretary

20 September 2004

Registered office:

Saltire Court
20 Castle Terrace
EDINBURGH
EH1 2EN

FIRST TOWER LP (3) LIMITED

STATEMENT OF DIRECTOR'S RESPONSIBILITIES

Company law requires the director to prepare financial statements for each financial period that 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.

The director confirms that the most appropriate accounting policies have been used and applied consistently. He also confirms that reasonable and prudent judgements and estimates have been made in preparing the financial statements for the year ended 31 December 2003 and that applicable accounting standards have been followed. He also confirms that the financial statements have been prepared on the going concern basis.

The director is responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enables him to ensure that the financial statements comply with the Companies Act 1985. The director has a general responsibility for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'R J Marshall Smith', with a long horizontal flourish extending to the right.

R J Marshall Smith
Company Secretary
20 September 2004

FIRST TOWER LP (3) LIMITED

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
FIRST TOWER LP (3) LIMITED**

We have audited the financial statements which comprise the profit and loss account, the statement of retained profits, the balance sheet, and the related notes.

Respective responsibilities of the director and auditors

The director's responsibilities for preparing the annual report and the financial statements in accordance with applicable United Kingdom law and accounting standards are set out in the statement of director's responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and the United Kingdom Auditing Standards issued by the Auditing Practices Board. This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 to you if, in our opinion, the director's 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 director's remuneration and transactions is not disclosed.

We read the other information contained in the annual report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements.

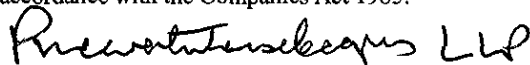
Basis of audit opinion

We conducted our audit in accordance with 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 director 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 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.



PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors

LEEDS
20 September 2004

FIRST TOWER LP (3) LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2003

	Notes	<u>2003</u> £	<u>2002</u> £
OPERATING LOSS		(233)	(225)
Income from interest in fixed asset investment	1(c)	<u>252</u>	<u>252</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	2	19	27
Taxation on profit on ordinary activities	3	<u>-</u>	<u>-</u>
PROFIT FOR THE FINANCIAL YEAR		19	27
Dividend paid on ordinary shares		<u>-</u>	<u>-</u>
RETAINED PROFIT FOR THE YEAR	9	<u>19</u>	<u>27</u>

STATEMENT OF RETAINED PROFITS

	<u>2003</u> £	<u>2002</u> £
RETAINED PROFIT BROUGHT FORWARD	70	43
RETAINED PROFIT FOR THE YEAR	<u>19</u>	<u>27</u>
RETAINED PROFIT CARRIED FORWARD	<u>89</u>	<u>70</u>

The results shown in the profit and loss account derive wholly from continuing activities.

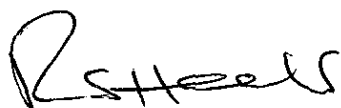
The company has no recognised gains and losses other than those included in the results above and therefore no separate statement of total recognised gains and losses has been presented.

There is no difference between the profit on ordinary activities before taxation and the retained profit for the year stated above and their historical cost equivalents.

FIRST TOWER LP (3) LIMITED
BALANCE SHEET AS AT 31 DECEMBER 2003

	Notes	<u>2003</u> £	<u>2002</u> £
FIXED ASSETS			
Investment in the Partnership	4	<u>167</u>	<u>167</u>
CURRENT ASSETS			
Debtors	6	1,842	1,590
Cash at bank		<u>4</u>	<u>5</u>
		1,846	1,595
CREDITORS: amounts falling due within one year	7	<u>(1,757)</u>	<u>(1,525)</u>
NET CURRENT ASSETS		<u>89</u>	<u>70</u>
NET ASSETS		<u>256</u>	<u>237</u>
CAPITAL AND RESERVES			
Called-up share capital	8	167	167
Profit and loss account		<u>89</u>	<u>70</u>
SHAREHOLDERS' FUNDS	9	<u>256</u>	<u>237</u>
Equity shareholders' funds		154	135
Non-equity shareholders' funds		<u>102</u>	<u>102</u>
SHAREHOLDERS' FUNDS		<u>256</u>	<u>237</u>

These financial statements were approved and signed on 20 September 2004 by:



R S Heels
Director

FIRST TOWER LP (3) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2003

1. Principal accounting policies

The financial statements are prepared under the historical cost convention, and in accordance with applicable Accounting Standards in the United Kingdom. A summary of the principal accounting policies applied in preparing the financial statements of the company for the year ended 31 December 2003, which have been applied on a consistent basis is set out below:

(a) Investment in the Partnership

The company's Partnership interest is stated at cost less provision for impairment in value.

(b) Cash flow statement

As permitted by Financial Reporting Standard 1 (Revised), no cash flow statement is presented as the company is a wholly owned subsidiary undertaking of a company incorporated in the UK.

(c) Deferred taxation

Deferred taxation is provided in respect of all timing differences that have originated but not reversed at the balance sheet date and is determined using the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse. Deferred tax assets are recognised only to the extent that they are expected to be recoverable. Deferred tax is measured on a non-discounted basis.

(d) Income from fixed asset investment

In each year the company recognises as income a share of the net profits of the Partnership for the same year. This share is calculated on an accruals basis in proportion to the company's contribution to the Partnership's capital.

2. Profit on ordinary activities before taxation

The company does not employ any staff. The director did not receive any emoluments in respect of his services to the company during the year (2002: £nil). Auditors' remuneration of £196 is included in the operating loss for the year (2002: £192).

3. Taxation on profit on ordinary activities

There is no charge to corporation tax for the year (2002: £nil).

4. Investment in the Partnership

As a limited partner, the company has contributed 8.325% of the capital of the Partnership, an entity which holds a beneficial leasehold interest in office accommodation.

Under partnership law, there is a possibility that the company may, in certain circumstances, be required to re-contribute to the Partnership some or all of the capital previously returned to it by the Partnership (in total £8,741,250). No liability is expected to arise.

FIRST TOWER LP (3) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2003
(CONTINUED)

5. Director's emoluments

The company paid no emoluments to the director during the year (2002: £nil).

Retirement benefits accrued to the director in the current and prior year under a defined benefit scheme.

During the current and prior year the director exercised share options over shares of the company's parent undertaking, Provident Financial plc.

6. Debtors

	<u>2003</u> £	<u>2002</u> £
Amount due from the Partnership	1,842	1,590

7. Creditors: amounts falling due within one year

	<u>2003</u> £	<u>2002</u> £
Amount due to parent undertaking	1,757	1,525

8. Called-up share capital

	<u>2003</u> £	<u>2002</u> £
<u>Authorised:</u>		
100,000 deferred ordinary shares of £1 each	100,000	100,000
100 ordinary shares of \$1 each	65	65
<u>Issued, allotted and fully paid:</u>		
Deferred ordinary shares of £1 each	102	102
100 ordinary shares of \$1 each	65	65
	167	167

The deferred ordinary shares of £1 each do not carry a right to receive notice of, or attend and vote at, any general meeting of the company. Under the Articles of Association the holders of the deferred ordinary shares will only be entitled to any participation in the profit or assets of the company in very limited and specified circumstances. The company has the power and authority at any time to purchase all or any of these shares for an aggregate consideration of £1.

FIRST TOWER LP (3) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2003
(CONTINUED)

9. Reconciliation of movements in shareholders' funds

	<u>2003</u>	<u>2002</u>
	£	£
Profit for the financial year	19	27
Shareholders' funds as at 1 January	<u>237</u>	<u>210</u>
Shareholders' funds as at 31 December	<u>256</u>	<u>237</u>

10. Parent undertaking

The company's parent undertaking and controlling party is Provident Financial plc, which is the smallest and largest group to consolidate these accounts and is a company registered in England. Copies of that company's consolidated accounts can be obtained from the Company Secretary, Provident Financial plc, Colonnade, Sunbridge Road, Bradford, BD1 2LQ.