

SCEPTRE NOMINEES LIMITED

Registered number 3802421

REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2004

 **ERNST & YOUNG**



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Sceptre Nominees Limited

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Sceptre Nominees Limited

DIRECTORS

M Pattison
I Schouker
K Hampshire

SECRETARY

M Pattison

REGISTERED OFFICE

230 Blackfriars Road
London SE1 8NW

AUDITOR

Ernst & Young LLP
1 More London Place
London SE1 2AF

BANKERS

Bank of Scotland
41 South Gyle Crescent
Edinburgh EH12 9DR

LEGAL ADVISERS

Slaughter and May
35 Basinghall Street
London EC2V 5DB

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Sceptre Nominees Limited

DIRECTORS' REPORT

The Directors present their annual report and audited financial statements for the year ended 31 December 2004.

PRINCIPAL ACTIVITY

The Company acts solely as a nominee company.

REVIEW OF THE BUSINESS

The Company did not trade during the year, and accordingly no profit and loss account is presented.

DIRECTORS AND THEIR INTERESTS

The current board of directors is shown on page 1. The directors who served during the year were as follows:

I Schouker
M Pattison
K Hampshire

None of the directors or their immediate families had any beneficial interest in the share capital of the Company.

AUDITOR

The company intends to pass a resolution under s393 of the Companies Act 1985 to bring to an end the appointment of Ernst & Young LLP as the Company's auditors. The Company intends to appoint PriceWaterhouse Coopers as auditors and under s386(1) of the Companies Act 1985 will dispense with the requirement to reappoint auditors annually.

By order of the Board



M Pattison
Company Secretary

230 Blackfriars Road
London SE1 8NW

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Sceptre Nominees Limited

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are required 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;
- prepare the financial statements on a going concern basis, unless it is inappropriate to presume that the Company will continue in business.

The directors are also responsible for keeping proper accounting records, which disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SCEPTRE NOMINEES LIMITED

We have audited the Company's financial statements for the year ended 31 December 2004 which comprise the Balance Sheet and the related notes 1 to 5. These financial statements have been prepared on the basis of the accounting policy set out therein.

This report is made solely to the Company's members, as a body, in accordance with Section 235 of the Company's 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 auditor

As described in the Statement of Directors' Responsibilities, the Company's directors are responsible for the preparation of the financial statements in accordance with United Kingdom law and accounting standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom 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 to you 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 and consider the implications for our report if we become aware of any apparent misstatements within it.

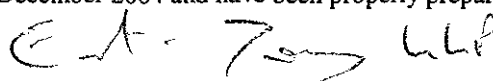
Basis of audit opinion

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 affairs of the Company as at 31 December 2004 and have been properly prepared in accordance with the Companies Act 1985.


Ernst & Young LLP
Registered Auditor
London

28 April 2005

Sceptre Nominees Limited

BALANCE SHEET

As at 31 December 2004

	Note	2004 £	2003 £
CURRENT ASSETS			
Amount due from holding company		2	2
TOTAL ASSETS LESS CURRENT LIABILITIES		<u><u>2</u></u>	<u><u>2</u></u>
CAPITAL AND RESERVES			
Called up share capital	4	2	2
Profit and loss account		-	-
EQUITY SHAREHOLDERS' FUNDS		<u><u>2</u></u>	<u><u>2</u></u>

Approved by the Board of Directors on ^{31st March} March 2005 and signed on its behalf by:



Mark Pattison
Director

Sceptre Nominees Limited

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2004

1. ACCOUNTING POLICY

The following accounting policy has been applied consistently in dealing with items that are considered material in relation to the Company's financial statements.

Basis of preparation

These financial statements are prepared in accordance with applicable accounting standards and under the historical cost convention.

The Company has taken advantage of the exemption under FRS 8 "Related Party Transactions" not to disclose transactions with entities 90% or more of whose voting rights are controlled within the American Express Company group. The consolidated financial statements of American Express Company are publicly available and may be obtained from the address given in note 5.

2. TRADING

The Company has not traded during the year and has therefore made neither a profit nor a loss. The expenses of the Company have been borne by American Express Financial Services Europe Limited.

3. DIRECTORS' AND EMPLOYEE REMUNERATION

The Directors did not receive any remuneration during 2004 (2003: £nil). The Company has no employees.

4. CALLED UP SHARE CAPITAL

	2004		2003	
	Number of shares		Number of shares	£
Authorised				
Ordinary shares of £1 each	<u>2</u>	<u>2</u>	<u>2</u>	<u>2</u>

	2004		2003	
	Number of shares	£	Number of shares	£
Called up, allotted and fully paid				
Ordinary shares of £1 each	<u>2</u>	<u>2</u>	<u>2</u>	<u>2</u>

5. PARENT COMPANY AND ULTIMATE CONTROLLING PARTY

The ultimate parent company and ultimate controlling party of Sceptre Nominees Limited is American Express Company, a company incorporated in the United States, for which financial statements are available from American Express Company, American Express Tower, World Financial Center, New York, N.Y. 10285, U.S.A. The smallest group undertaking of which the group is a member is Sharepeople Group Limited, a company incorporated in England and Wales. Copies of these financial statements are available from the 230 Blackfriars Road, London, SE1 8NW.