

Cooper Gay (UK) Limited

Annual Report

For the year ended 31 December 2011



Registered Number 00142067

COOPER GAY

Company Information

Directors

T C D Esser
P P Rock

Secretary and registered office

J Flanagan
52 Leadenhall Street, London, EC3A 2EB

Company number

00142067

Auditors

PricewaterhouseCoopers LLP
7 More London, Riverside, London, SE1 2RT

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Report of the Directors for the year ended 31 December 2011

The directors present their report and the audited financial statements of the Company for the year ended 31 December 2011

Principal activities

The principal activity of the Company is that of an intermediary holding company providing head office services to its subsidiaries. The Company will continue to operate in this capacity for the foreseeable future.

Review of business and future developments

There are no known significant business developments expected and, as such, the Company expects to continue trading in a similar fashion in the coming periods.

Results and dividends

A loss before tax of £8,648,000 was incurred by the Company during the year (2010: loss of £7,416,000).

The Directors do not recommend the payment of a final dividend in respect of the year ended 31 December 2011 (2010: Nil).

Directors and their interests

The Directors who held office during the year and subsequently prior to the signing of the financial statements are given below:

T C D Esser
P P Rock
J Flanagan (Company Secretary)

No Director has any beneficial interest in the shares of any group companies other than the parent company, Cooper Gay Swett & Crawford Limited.

Principal risks and uncertainties

A discussion on the management of financial risk is set out below.

Management of financial risk

The Company has limited exposure to price risk, credit risk, liquidity risk and cash flow risk as its only exposures are to Group companies and the Directors expect the debts to be settled in full as they fall due or on demand as applicable. The Company is not party to any arrangements for which hedge accounting is used.

Report of the Directors for the year ended 31 December 2011 (continued)

Employees

The Directors recognise that the continuing success of the Company depends on its employees and continues to adopt policies designed to attract, train and retain skilled and talented individuals

Consultation with employees has continued at all levels with the aim of ensuring that views are considered when reaching decisions that may impact the employees. Communication with employees has continued through various means including newsletters, journals and regular briefing and update sessions

The Company is an equal opportunities employer and bases decisions on individual ability regardless of race, religion, gender, age or disability

Applications for employment from disabled persons are given full consideration where the requirements of the job can be adequately fulfilled by a disabled person. In the event of an existing employee becoming disabled, the Company's policy is to provide, wherever practicable, continuing employment under normal terms and conditions and to provide training and career development and promotion identical to that of a person who does not suffer from a disability where appropriate

Key performance indicators

Key performance indicators are not appropriate and are not maintained

Independent auditors

So far as each director is aware, there is no relevant audit information (as defined in Section 668 of the Companies Act 2006) of which the Company's auditors are unaware, and each director has taken all steps that he or she ought to have taken as a director in order to make himself or herself aware of, and to establish that the auditors are aware of, any relevant audit information

The company has passed elective resolutions dispensing with the requirement to hold Annual General Meetings and to re-appoint the auditors annually

Directors' responsibilities

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

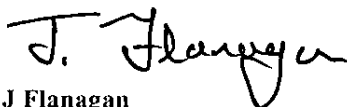
Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they 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. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- 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 adequate accounting records that are sufficient to show and explain the company's transactions and 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 2006. 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

The directors are responsible for the maintenance and integrity of the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

By order of the Board

A handwritten signature in black ink, appearing to read 'J. Flanagan', written in a cursive style.

J Flanagan
Secretary
31 May 2012

Profit and loss account for the period ended 31 December 2011

		Year ended 31 December 2011		Year ended 31 December 2010	
	Note	£'000	£'000	£'000	£'000
Turnover			-	-	-
Other operating income			-	-	-
Total revenue	2		-	-	-
Staff costs	4	(5,354)		(4,781)	
Other operating charges		(3,284)		(2,210)	
Total net operating expenses			(8,638)	(6,991)	
Operating loss	3		(8,638)	(6,991)	
Interest payable and similar charges			(661)	(418)	
Loss on ordinary activities before taxation			(9,299)	(7,409)	
Taxation on loss from ordinary activities	5		2	(7)	
Retained loss for the financial year	12		(8,648)	(7,416)	

All recognised gains and losses are included in the profit and loss account and accordingly no separate statement of total recognised gains and losses is shown

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

All amounts relate to continuing operations

Balance sheet as at 31 December 2011

	Note	31 December 2011 £'000	31 December 2010 £'000
Fixed Assets			
Tangible assets	6	624	599
Investments in subsidiary undertakings	7	1,000	1,139
		1,624	1,738
Current Assets			
Cash at Bank and in hand		224	124
Debtors	8	548	401
Creditors: amounts falling due within one year	10	(28,452)	(19,526)
Net current liabilities		(27,680)	(19,001)
Net liabilities		(26,056)	(17,263)
Capital and reserves			
Called up share capital	11	1,000	1,000
Profit and loss account	12	(27,056)	(18,263)
Total shareholders' deficit	13	(26,056)	(17,263)

The financial statements on pages 5 to 17 were approved by the Board of Directors on 31 May 2012 and were signed on its behalf by



P P Rock
31 May 2012

Company Number: 00142067

The notes on pages 7 to 17 form part of these financial statements

Principal accounting policies

These financial statements have been prepared under the historical cost convention in accordance with the Companies Act 2006 and applicable accounting standards. A summary of the more important accounting policies is set out below.

Turnover and other operating income

Turnover comprises dividends from subsidiaries. Dividends are recognised when they have been declared.

Other income receivable is recognised in the period to which it relates or, if later, when it can be measured with reasonable certainty. Short-term interest is taken to profit as receivable.

Current tax

Corporation tax payable is provided on taxable profits at the current rate.

Deferred taxation

Provision is made for deferred tax liabilities, using the liability method, on all material timing differences. Deferred tax is calculated at the rates at which it is expected that the tax will arise. Deferred tax is recognised in the profit and loss account for the period, except to the extent that it is attributable to a gain or loss that is recognised directly in the statement of total recognised gains and losses. Deferred tax balances are not discounted.

Consolidation

The financial statements contain information about Cooper Gay (UK) Limited as an individual company and do not contain consolidated financial information as the parent of a group. The Company is exempt under the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertaking are included by full consolidation in the consolidated financial statements of its parent, Cooper Gay (Holdings) Limited, a company registered in England and Wales.

Foreign currency translation

Transactions in currencies other than the functional currency are recorded at rates of exchange prevailing at the date of transaction. Monetary assets and liabilities in currencies other than the functional currency are translated at agreed settlement rates or at the rates of exchange prevailing at the balance sheet date and the related gains and losses are reported in the profit and loss account through investment and other income.

Investments in subsidiary undertakings

Investments in subsidiaries are stated at cost less provisions for impairment. A provision for impairment is made to the extent that, in the Directors' view, the carrying amount exceeds the recoverable amount of the fixed asset investment.

Principal accounting policies (continued)

Tangible fixed assets

Tangible fixed assets are stated at historic purchase cost less accumulated depreciation. Depreciation is calculated so as to write off the cost less residual values of tangible fixed assets on a straight line basis over their estimated useful economic lives. The basis of this calculation is

Leasehold premises	-	over the term of the lease
Fixtures and other assets	-	10% to 20% per annum
Computers	-	33% per annum
Software licences	-	20% per annum

Share-based payments

The share option programme allows Group employees to acquire shares of the ultimate parent company, these awards are granted by the ultimate parent. The fair value of options granted is recognised as an employee expense with a corresponding increase in equity. The fair value is measured at the grant date and spread over the period during which the employees become unconditionally entitled to the options. The fair value of the options granted is measured using an option valuation model, taking into account the terms and conditions upon which the options were granted. The amount recognised as an expense is adjusted to reflect the actual number of share options that vest except where forfeiture is due only to share prices not achieving the threshold for vesting.

In accordance with the Articles of Association, employee shareholders of the Group are subject to certain restrictions over the sale of their shares. The existence of these restrictions results in the shares being captured by IFRS 2 "Share based payments". The Group has a choice of whether to acquire such shares from employees who choose to sell them or leave the Group. The Group is under no present obligation to do so either through the relevant rules of the Articles or as a result of stated policy or past practice. Accordingly these shares are accounted for as equity settled. Where these shares are acquired by employees at a value below the unrestricted fair market value, the difference is recognised as an employee expense, with a corresponding increase to equity, and spread over the vesting period.

Going concern

The financial statements are prepared on the going concern basis despite the existence of net current liabilities primarily arising from balances due to fellow group companies within one year. The parent company, Cooper Gay (Holdings) Ltd, has indicated its present intention to support the Company by providing or procuring such finance as is necessary in order that the Company is able to meet its obligations as and when they fall due. Accordingly the directors believe that the preparation of the financial statements on the going concern basis is appropriate.

Notes to the accounts

1 Cash flow statement and related party transactions

The Company is a wholly owned subsidiary of Cooper Gay (Holdings) Limited and is included in the consolidated financial statements of Cooper Gay Swett & Crawford Limited, the ultimate parent company, which are publicly available. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS1 (revised 1996). The company is also exempt under the terms of FRS 8 from disclosing related party transactions with entities that are part of the Cooper Gay Swett & Crawford Limited group.

2 Total revenue

	Year ended 31 December 2011	Year ended 31 December 2010
	£'000	£'000
Dividends	-	-
Total revenue	-	-

3 Operating loss

	Year ended 31 December 2011	Year ended 31 December 2010
	£'000	£'000
Operating loss is stated after charging:		
Staff costs (Note 4)	5,354	4,781
Audit fees	5	5

4 Employees and directors

	Year ended 31 December 2011	Year ended 31 December 2010
	£'000	£'000
Staff costs for the Company during the year		
Wages and salaries	4,253	3,810
Share based payments	417	359
Social security costs	326	383
Other pension costs	358	229
Staff costs	5,354	4,781

4 Employees and directors (continued)

Share based payment schemes

During 2011, £416,707 (2010 £359,056) was charged to the profit & loss account in respect of share-based payments. On 9 July 2010, all outstanding options in Cooper Gay (Holdings) Limited ("CGH") shares were converted into options in shares of the ultimate parent company, Cooper Gay Swett & Crawford Limited ("CGSC") following the acquisition of CGH. This has been treated as a modification and the fair values remain unchanged accordingly.

Calculation of fair values

Fair values of share options/awards, measured at the date of grant of the option/award, are calculated using a binomial lattice methodology. The model is based on the standard "binomial" option pricing model but takes into account particular features which are common to employee share options. The expected life of options depends on the behaviour of option holders, which is incorporated into the option model consistent with historic observable data. The fair values calculated are inherently subjective and uncertain due to the assumptions made and the limitations of the model used.

The significant assumptions used to estimate the fair value of the options granted are as follows:

	LTIP 2011
Risk free interest rate (%)	2.18
Expected life (years)	10.00
Expected volatility (%)	15.00

The risk-free rate was determined using the yield available on similarly dated zero coupon UK governments bonds at the time of the option grants, using historical information taken from the records of the Bank of England. Expected life is not a single input parameter but a function of various behavioural assumptions. Expected volatility is estimated by considering both historic average share price volatility and implied volatility of similar listed entities, for which share price or option price information was available.

All options granted under the share option schemes are conditional upon the employee remaining in the Group's employment during the vesting period of the option.

Group Share Option Plan

The Group Share Option Plan was a long-term incentive plan available to certain Cooper Gay employees during 2007. The aim of the plan was to align the interest of those employees assessed as higher performing to the creation of shareholder value. Options were granted at market value and are normally exercisable between four years and 7 months, and five years and 1 month after the date of grant, subject to vesting conditions.

	2011		2010	
	Number	Weighted average exercise price £	Number	Weighted average exercise price £
Outstanding at 1 January	504,820	0.26	150,000	1.30
Exercised	-	-	(49,036)	1.30
At 9 July 2010	-	-	100,964	-
Modification to CGSC options	-	-	403,856	-
CGSC options at 9 July 2010	-	-	504,820	0.26
Outstanding at 31 December	504,820	0.26	504,820	0.26

4 Employees and directors (continued)

As part of the formation of the new CGSC Group, the outstanding CGH options at 9 July 2010 were converted into CGSC options at the ratio of 1.5 on the basis that the CGH shareholders exchanged 1 CGH share for 1.5 CGSC shares

Joint Ownership Equity Scheme

The Joint Ownership Equity Scheme (JOE) was available to certain Cooper Gay employees during 2009. The aim of the plan was to align the interest of those employees assessed as higher performing to the creation of shareholder value. Some shares granted under the JOE scheme are subject to performance and some are not. Shares were granted at market value and are normally exercisable at four years (performance conditions) and five years (no performance conditions), subject to vesting conditions.

	2011		2011	
	No performance conditions		Performance conditions	
	Number	Weighted average exercise price £	Number	Weighted average exercise price £
Outstanding at 1 January	3,024,075	0.45	11,018,750	0.45
Exercised	-	-	-	-
At 9 July 2010	-	-	-	-
Modification to CGSC options	-	-	-	-
CGSC options at 9 July 2010	-	-	-	-
Outstanding at 31 December	3,024,075	0.45	11,018,750	0.45

	2010		2010	
	No performance conditions		Performance conditions	
	Number	Weighted average exercise price £	Number	Weighted average exercise price £
Outstanding at 1 January	776,400	2.25	2,203,750	2.25
Exercised	(171,585)	-	-	-
At 9 July 2010	604,815	2.25	2,203,750	2.25
Modification to CGSC options	2,419,260	-	8,815,000	-
CGSC options at 9 July 2010	3,024,075	0.45	11,018,750	0.45
Outstanding at 31 December	3,024,075	0.45	11,018,750	0.45

As part of the formation of the new CGSC Group, the outstanding CGH options at 9 July 2010 were converted into CGSC options at the ratio of 1.5 on the basis that the CGH shareholders exchanged 1 CGH share for 1.5 CGSC shares

4 Employees and directors (continued)

Long Term Incentive Plan

The Long Term Incentive Plans (LTIPs) were available to certain Cooper Gay employees during 2011, 2010, 2009 and 2008. The aim of the plans was to align the interest of those employees assessed as higher performing to the creation of shareholder value. Shares were granted at market value and are normally exercisable at three years and 1 month, two years and 3 months and one year and 3 months from grant respectively. These are subject to vesting conditions associated with the CGH Group's performance over defined 3 year periods ending 2011, 2012 and 2013.

		LTIP 2011	
		Number	Weighted average exercise price £
Outstanding at 1 January		-	-
Granted		1,039,522	0.63
Outstanding at 31 December		1,039,522	0.63

	LTIP 2010		LTIP 2009		LTIP 2008	
	Number	Weighted average exercise price	Number	Weighted average exercise price	Number	Weighted average exercise price
Outstanding at 1 January	950,550	0.61	818,800	0.45	404,910	0.35
Reinstated	-	-	-	-	404,910	0.35
Exercised	-	-	-	-	(809,820)	0.35
Outstanding at 31 December	950,550	0.61	818,800	0.45	-	-

The table above reflects the numbers of LTIPs used in deriving the share based payment for the year. The number of options which vest will depend on group performance.

As part of the formation of the new CGSC Group, the outstanding CGH options at 9 July 2010 were converted into CGSC options at the ratio of 1.5 on the basis that the CGH shareholders exchanged 1 CGH share for 1.5 CGSC shares.

The fair value of options granted in the year as at the date of grant was £654,899.

4 Employees and directors (continued)

	Year ended 31 December 2011	Year ended 31 December 2010
	£'000	£'000
Directors		
Aggregate emoluments	2,291	2,012
Company contributions to pension schemes	221	120

The emoluments of Mr T C D Esser and Mr P P Rock are paid by Cooper Gay (UK) Limited. Mr Esser and Mr Rock are directors of the ultimate parent company, Cooper Gay Swett & Crawford Limited and a number of fellow subsidiaries. It is not possible to make an accurate apportionment of their emoluments in respect of each of the subsidiaries. Accordingly, the above details reflect the emoluments in respect of Mr Esser's and Mr Rock's roles for all of the entities they are the directors of. Their emoluments are also included in the directors' emoluments disclosed in the financial statements of Cooper Gay Swett & Crawford Limited.

Retirement benefits schemes

Certain Directors of the Company are members of a funded defined benefits scheme operated by Cooper Gay (Holdings) Ltd. The scheme is the Cooper Gay (Holdings) Ltd Retirement Benefits Scheme ("the scheme") which is based in the UK. The scheme was closed to new company employees from 1 October 2001.

The cost of the scheme to the entity for the period was £149,000 (2010 £67,000). The contribution rate has been determined using the Projected Unit Method.

Details of the scheme and the disclosures required by FRS 17 appear in the accounts of Cooper Gay (Holdings) Ltd.

The entity also operates a non-contributory defined contribution pension scheme, based in the United Kingdom, covering all other eligible employees and all new joiners to the entity since October 2001.

Contributions to the scheme are charged to the profit and loss account so as to spread the cost of pensions over the employees' working lives with the entity. The cost for the period in relation to these contributions was £210,000 (2010 £162,000).

5 Taxation on loss for the year

	Year ended 31 December 2011 £'000	Year ended 31 December 2010 £'000
Current tax		
United Kingdom		
Corporation tax on loss for the year	-	-
Adjustment in respect of previous years	-	-
Total current tax	-	-
Deferred tax		
United Kingdom		
Origination and reversal of timing differences	2	7
Adjustment in respect of previous years	(4)	-
Total deferred tax	(2)	7
Tax on profit on ordinary activities	(2)	7

The tax credit for the year is lower than the standard rate of corporation tax in the UK for the period of 28%. A reconciliation of the tax credit is given below

Loss on ordinary activities before tax	(9,299)	(7,409)
Loss on ordinary activities multiplied by standard rate in the UK 26.5% (2010 28%)	(2,464)	(2,074)
Loss relief claimed from fellow company	(288)	(255)
Effect of deferred tax (other than losses carried forward)	90	79
Effect of transfer pricing adjustments	2,587	2,178
Effect of tax rate change	14	15
Capital allowances in excess of depreciation	-	-
Expenditure not deductible for tax purposes	57	57
Adjustment in respect of previous years	4	-
Total tax charge	-	-

6 Tangible Assets

	Leasehold improvements £'000	Computers & Licences £'000	Fixtures & other assets £'000	Total £'000
Cost				
At 1 January 2011	360	282	71	713
Additions	21	123	6	150
At 31 December 2011	381	405	77	863
Accumulated depreciation				
At 1 January 2011	56	45	13	114
Charge for the year	68	46	11	125
Disposals				
At 31 December 2011	124	91	24	239
Net book value at 31 December 2011	257	314	53	624
Net book value at 31 December 2010	304	237	58	599

7 Investment in subsidiary undertakings

	£'000
At 1 January 2011	1,139
Impairment	(139)
31 December 2011	1,000

Cooper Gay (Eastern Europe) Limited was fully written down as at 31 December 2011, as the underlying value of net assets was considered to be impaired as at the balance sheet date. A list of subsidiary undertakings is given in Note 14.

8 Debtors

	31 December 2011 £'000	31 December 2010 £'000
Amounts falling due within one year:		
Intercompany debtors	16	10
Prepayments and accrued income	205	159
Deferred tax asset (note 9)	258	168
Other debtors	69	64
	548	401

All amounts shown under debtors fall due for payment within one year.

9 Deferred tax

	31 December 2011	31 December 2010
	£'000	£'000
Deferred tax asset at 1 January	168	106
Debit for the year	(2)	(7)
Prior year adjustments	4	
Movement recognised in reserves	88	69
Deferred tax asset at 31 December	258	168
The deferred tax asset comprises		
Accelerated capital allowances	(11)	(13)
Other timing differences	269	181
At 31 December	258	168

10 Creditors: amounts falling due within one year

	31 December 2011	31 December 2010
	£'000	£'000
Amounts owed to group undertakings	26,411	18,025
Accruals and deferred income	1,815	1,374
Other Creditors	226	127
	28,452	19,526

Amounts due to group undertakings are unsecured, incur interest rates of 1% above LIBOR and are repayable on demand

11 Called up share capital

	31 December 2011	31 December 2010
	£'000	£'000
Allotted, called up and fully paid		
1,000,000 (2010 1,000,000) ordinary shares of £1 each	1,000	1,000
Total	1,000	1,000

12 Reserves

	Profit and Loss Account
	£'000
1 January 2011	(18,263)
Retained loss for the year	(9,297)
Share based payments	504
31 December 2011	(27,056)

13 Reconciliation of movements in shareholders' funds

	31 December 2011	31 December 2010
	£'000	£'000
Loss for the year	(9,297)	(7,416)
Share based payments	504	428
Net reduction to shareholders' funds	(8,793)	(6,988)
Opening shareholders' funds	(17,263)	(10,275)
Closing shareholders' funds	(26,056)	(17,263)

14 Principal subsidiaries

The following were subsidiary undertakings at the end of the period

Company	Country of Incorporation	Effective Interest	Nature of business
Cooper Gay & Company Limited	England	100%	Insurance and reinsurance Intermediary
Cooper Gay (Eastern Europe) Limited	England	51%	Reinsurance Intermediary

15 Ultimate parent company

Cooper Gay (Holdings) Limited is the immediate parent company. The directors regard Cooper Gay Swett & Crawford as the ultimate parent company and ultimate controlling party. The smallest group in which the results of the Company are consolidated is that of Cooper Gay (Holdings) Limited. The largest group in which the results of the Company are consolidated is that of Cooper Gay Swett & Crawford Limited. Copies of Cooper Gay Swett & Crawford Limited consolidated financial statements can be obtained from the Company Secretary at 52 Leadenhall Street, London, EC3A 2EB.

Independent auditors' report to the members of Cooper Gay (UK) Limited

We have audited the financial statements of Cooper Gay (UK) Limited for the year ended 31 December 2011 which comprise the Profit and Loss Account, the Balance Sheet, the Principal Accounting Policies and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 4 the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, 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.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the financial statements to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2011 and of its loss for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

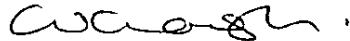
Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit



Claire Clough (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London

.... 31/5/12 ...