

Company No. 00808245

**NEWTON INVESTMENT MANAGEMENT NOMINEES LIMITED**

**DIRECTORS' REPORT AND ACCOUNTS**

**31 DECEMBER 2005**

Registration No. 00808245



Company No. 00808245

**NEWTON INVESTMENT MANAGEMENT NOMINEES LIMITED**

**DIRECTORS' REPORT**

The directors present their report and the accounts for the year ended 31 December 2005.

The Company did not trade during the year to 31 December 2005 and was dormant within the meaning of Section 249AA of the Companies Act 1985.

**Directors and directors' interests**

The directors who served during the year were:

Greg Brisk  
Andrew Downs

No director had any beneficial interest in the shares of the Company at any time during the year.

By order of the Board

A handwritten signature in black ink, appearing to read 'Andrew Downs', written over a horizontal line.

Andrew Downs  
Director  
Date:

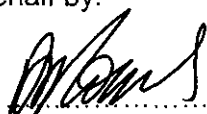
**NEWTON INVESTMENT MANAGEMENT NOMINEES LIMITED**  
(the "Company")

<b><u>BALANCE SHEET AS AT 31 December</u></b>	<b>2005</b>	<b>2004</b>
	<b>£</b>	<b>£</b>
<b>Current Assets</b>		
Amounts owed by group undertakings	<b>25</b>	<b>25</b>
	<b><u>25</u></b>	<b><u>25</u></b>
<b>Capital And Reserves</b>		
Share Capital:		
Authorised: 100 Ordinary shares of £1 each	<b>100</b>	<b>100</b>
Called up, issued and fully paid: 100 ordinary shares of £1 each	<b>100</b>	<b>100</b>
Profit and loss account	<b>(75)</b>	<b>(75)</b>
	<b><u>25</u></b>	<b><u>25</u></b>

Notes:

1. For the year ended 31 December 2005, the Company was entitled to exemption under section 249AA(1) of the Companies Act 1985 (the "Act").
2. Members have not required the Company to obtain an audit of its accounts for the year in question in accordance with section 249B(2) of the Act.
3. The Directors acknowledge their responsibility for:
  - (i) ensuring that the company keeps accounting records which comply with section 221 of the Act; and
  - (ii) preparing accounts 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 its profit and loss for the financial year, in accordance with section 226 of the Act and which otherwise comply with the requirements of the Act relating to accounts, so far as applicable to the Company.
4. At 31 December 2005, the Company was a wholly owned subsidiary of Newton Management Limited, a company incorporated in England. The accounts of this company are available to the public and may be obtained from Companies House, Crown Way, Cardiff CF14 3UZ. The ultimate parent company was Mellon Financial Corporation, a company incorporated in the United States of America. The consolidated accounts of the ultimate parent company can be obtained from The Secretary, Mellon Financial Corporation, One Mellon Center, Room 4826, Pittsburgh, PA 15258 – 0001, United States.

These accounts were approved by the Board on September 2006 and signed on its behalf by:



Andrew Downs  
Director