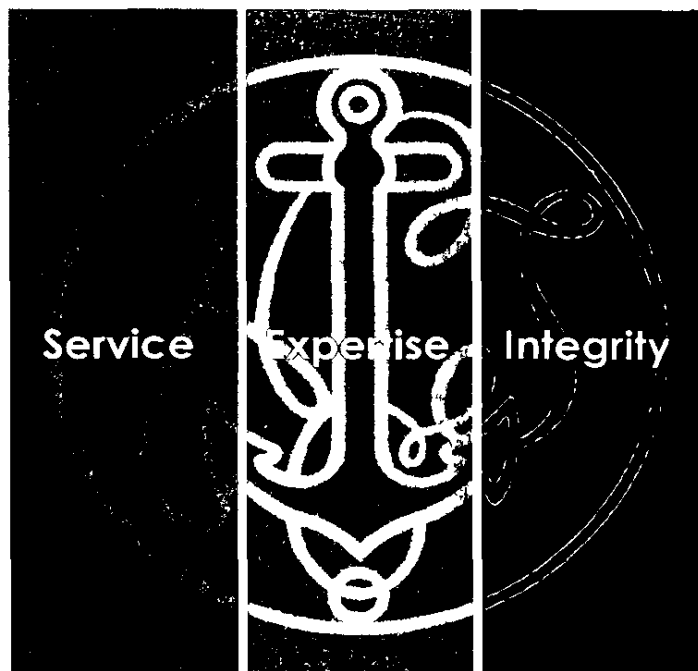


Nortrust Nominees Limited

**Annual Financial Statements
for the year ended 31st December 2011
together with Directors' Report**



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Registered in England, number 955951

Nortrust Nominees Limited



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**Nortrust Nominees Limited
Company Information**



Directors

Mr N Bloomer
Mr J Chapman
Mr W Misata
Mr K O'Connor
Mr A Osborne *(appointed 6th June 2011)*
Mr P Smith

Secretary

Mr M Wright

Registered Office

50 Bank Street
Canary Wharf
London
E14 5NT

The Directors have pleasure in presenting their annual report on the affairs of Nortrust Nominees Limited (the "Company"), together with the financial statements for the year ending 31st December 2011

Principal activity

The Company's principal activity is to act as a nominee company for the holding of securities to enable the Northern Trust group to manage assets on behalf of clients. There has been no significant change in the activities during the financial year.

Operational and financial review

The Company did not trade during the year, and there was no income or expenditure. Any expenses have been met by the London branch of the parent company, The Northern Trust Company. As no trading activity was undertaken, and no profits or gains were made in 2011, or the previous year (2010), no Profit and Loss Account, or Statement of Total Recognised Gains and Losses has been included within these financial statements.

Financial risk management

The Company's activities expose it to some financial risks and those activities involve the analysis, evaluation, acceptance and management of some degree of risk or combination of risks. The Company aims to minimise risk to the Company in the holding of assets on behalf of Northern Trust clients.

The Directors have overall responsibility for establishing risk management policies and the risk appetite of the Company, ensuring there is a sound system of risk management, internal compliance and control across the Company. Risk management is facilitated by the Business Risk Committees of the ultimate parent company. The Audit Committee of the ultimate parent company, Northern Trust Corporation, also assists the Directors by monitoring and evaluating the effectiveness of the Company's risk management and internal control environment.

Financial resources and going concern

At 31st December 2011, the Company had net funds of £250,000 (2010: £250,000). Having assessed the future funding requirements of the Company, the Directors are of the opinion that it is appropriate for the accounts to be prepared on a going concern basis.

Future outlook of the business

The Directors do not propose to make any significant change in the principal activities of the Company in the foreseeable future.

Results and dividends

The Company has undertaken no trading activities during the financial year. Consequently, the Directors do not recommend the payment of a dividend (2010: nil).

Directors

The current Directors are shown on page 2. The Directors who served during the year were as follows:

Mr N. Bloomer
Mr J. Chapman
Mr W. Misata
Mr K. O'Connor
Mr A. Osborne (appointed 6th June 2011)
Mr P. Smith

**Nortrust Nominees Limited
Directors' Report (continued)
For the year ended 31st December 2011**



Northern Trust

Secretary

Mr M Wright

Charitable and political contributions

The Company made no charitable or political donations during the year (2010 nil)

Audit Exemption

The Company is exempt from the preparation of audited financial accounts for the financial year pursuant to Section 480(1) of the Companies Act 2006 and the members have not required the Company to obtain an audit of the accounts in accordance with Section 476(1) of the Companies Act 2006

By order of the Board

N Bloomer
Director

13th September 2012

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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

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 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, and
- 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

Nortrust Nominees Limited
Profit and Loss Account
For the year ended 31st December 2011



Northern Trust

During the financial year and the preceding financial year the Company did not trade, received no income and incurred no expenditure. Consequently, during those years, the Company made neither a profit nor a loss. Since no gains and losses have been recognised during 2011 and 2010, a Statement of Total Recognised Gains and Losses is therefore not required.

Nortrust Nominees Limited
Balance Sheet
As at 31st December 2011



	Notes	2011 £	2010 £
Called up share capital not paid		149,940	149,940
Current assets			
Cash held with group bank		100,060	100,060
Net assets		250,000	250,000
Equity			
Called up share capital	2	250,000	250,000
Total equity		250,000	250,000

For the year ended 31st December 2011, the Company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies

The members have not required the Company to obtain an audit in accordance with section 476 of the Companies Act 2006

The Directors acknowledge their responsibility for complying with the requirements of the Companies Act 2006 with respect to accounting records and for the preparation of accounts

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime

These financial statements were approved by the Board of Directors on 13th September 2012 and signed on their behalf by

N Bloomer
Director

Nortrust Nominees Limited
Company Registration Number 955951

The Statement of Accounting Policies and Notes on pages 8 to 10 form an integral part of these financial statements

Basis of preparation

The financial statements have been prepared in accordance with the historic cost convention and UK Accounting Standards (UK Generally Accepted Accounting Practice) and the Companies Act 2006

Cash flow statement

The Company has taken advantage of the exemption available under FRS 1 (Cash Flow statements - revised 1996) not to prepare a cash flow statement on the grounds that the ultimate parent company includes the Company in its own publicly available financial statements

Foreign currency

The functional currency of the Company is Sterling. The Directors consider it appropriate therefore, to prepare the Company's financial statements in this currency

Related party transactions

As a subsidiary undertaking of Northern Trust Corporation, the Company has taken advantage of the exemption in FRS 8 (Related party disclosures) not to disclose transactions with other members of the group headed by Northern Trust Corporation

1 Fees and expenses

The Company has not traded since incorporation

No Director received remuneration for services to the Company

2 Called up share capital

	2011 £	2010 £
<i>Allotted, called up and fully paid</i>		
100 shares of £1 each	100	100
<i>Allotted, called up and partly paid</i>		
249,900 shares at £0.40 each	99,960	99,960
<i>Allotted, called up and unpaid</i>		
249,900 shares at £0.60 each	149,940	149,940
Total shareholders' funds	<u>250,000</u>	<u>250,000</u>

3 Reconciliation of shareholders' funds

	2011 £	2010 £
Opening and closing shareholders' funds	<u>250,000</u>	<u>250,000</u>

4 Risk management

The Company aims to achieve an appropriate balance between risk and return and to minimise potential adverse effects on the Company's financial performance. The Company's attitude towards risk is conservative with a long term objective of stability. With this conservative and consistent outlook, the Company's appetite for risk remains at a low to moderate level.

The Board is responsible for monitoring compliance with the Company's and group's risk management framework in relation to risks faced by the Company. The Board is assisted in these functions by Internal Audit. Internal Audit undertakes both regular and ad-hoc reviews of risk management controls and procedures, the results of which are reported to the Board.

Risk management framework

The Company relies on its ultimate parent, the Northern Trust Corporation ("NTC" or "Northern Trust"), which has a global structure and process for risk management. Local risk management, by the Company's Board and local risk oversight committees, uses this global corporate risk structure. Policies are validated locally and approved and the local risk organisation is structured to provide the Board with the necessary risk reporting and oversight to satisfy their responsibilities.

4 Risk management (continued)

Risk management is carried out by the following committees, Asset and Liability, Credit Policy Committee, Fiduciary Risk, Operational Risk and Compliance Oversight. These committees provide risk appetite principles and detailed policies which are reviewed regularly to reflect changes in market conditions, products and services offered. The committees and Board, through training and management standards and procedures, aims to develop a disciplined and constructive control environment, in which all employees understand their roles and obligations.

In addition to the above the regional EMEA Business Oversight Committee ("EBOC") is the senior oversight committee of the Company. It is responsible for overseeing all risks for Northern Trust entities in the EMEA (Europe, Middle East and Africa) region which includes the Company.

5 Ultimate parent company

The Company is a subsidiary undertaking of The Northern Trust Company, incorporated in the United States of America. The results of the Company are consolidated in the group that is headed by Northern Trust Corporation, incorporated in the United States of America. The consolidated accounts are available to the public and may be obtained from Northern Trust Corporation, 50 South LaSalle Street, Chicago, Illinois, 60603.