

**SWINTON (DENTON) LIMITED**

**DIRECTORS' REPORT AND  
FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 DECEMBER 2005**



**Registered number: 1232766 England**

**SWINTON (DENTON) LIMITED**

**DIRECTORS:**

P J Halpin  
A M Hazeldine  
A E Jackson  
J Ordish  
P J E Smith

**SECRETARY:**

S A Hargreaves

**REGISTERED OFFICE:**

Swinton House  
6 Gt. Marlborough Street  
Manchester  
M1 5SW

**REGISTERED AUDITORS:**

Ernst & Young LLP  
100 Barbirolli Square  
Manchester  
M2 3EY

**REGISTERED NUMBER:**

1232766 England

## **SWINTON (DENTON) LIMITED**

### **REPORT OF THE DIRECTORS**

The directors submit their report and financial statements of the Company for the year ended 31 December 2005.

#### **BUSINESS REVIEW**

The Company did not trade during the year and is likely to remain dormant in the future.

#### **RESULTS AND DIVIDENDS**

The results for the year are set out in the profit and loss account on page 4.

A dividend of £nil (2004: £62,522,433) was paid during the year.

#### **DIRECTORS**

The members of the board during the year were:

P J Halpin  
A M Hazeldine  
A E Jackson  
J Ordish  
P J E Smith

No director had any interests in the shares or debentures of the Company.

P J E Smith, A E Jackson and J Ordish have acquired shares in Swinton (Holdings) Limited, another group company. Details of these shares can be found in the accounts of Swinton (Holdings) Limited. The shares issued to these three directors as at 1 January 2005 and 31 December 2005 are as follows:

<b>Director</b>	<b>Number of shares</b>
P J E Smith	13,829,340
A E Jackson	3,918,313
J Ordish	3,918,313

At 1 January 2005 and 31 December 2005, P J E Smith held 49,356 Ordinary 'B' Shares (16.5% of the Ordinary Share Capital) in Its4me plc, a subsidiary of MMA Holdings (UK) plc. At 1 January 2005 only, these shares were held through his interests in Webbshare Limited.

## **SWINTON (DENTON) LIMITED**

### **REPORT OF THE DIRECTORS**

#### **DIRECTORS' RESPONSIBILITIES**

The directors are responsible for preparing the financial statements in accordance with applicable United Kingdom law and United Kingdom Generally Accepted Accounting Practice.

Company law requires the directors to prepare financial statements for each financial year which 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 judgments and estimates that are reasonable and prudent;
- state whether applicable 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 proper accounting records that 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.

**By Order of the Board**



**S A HARGREAVES**

Secretary

6 April 2006

**SWINTON (DENTON) LIMITED**  
**PROFIT AND LOSS ACCOUNT**  
**FOR THE YEAR ENDED 31 DECEMBER 2005**

	Note	2004 £	2004 £
Profit on sale of investment		-	79,931,563
		<hr/>	<hr/>
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		-	79,931,563
Tax on profit on ordinary activities		-	-
		<hr/>	<hr/>
<b>PROFIT FOR THE FINANCIAL YEAR AFTER TAXATION</b>		-	79,931,563
Dividends		-	(62,522,433)
		<hr/>	<hr/>
<b>PROFIT RETAINED FOR THE FINANCIAL YEAR</b>		-	17,409,130
Retained loss brought forward		-	(17,409,130)
		<hr/>	<hr/>
<b>RETAINED LOSS CARRIED FORWARD</b>		-	-
		<hr/>	<hr/>

There is no difference between the profit on ordinary activities before taxation and its historical cost equivalent.

**SWINTON (DENTON) LIMITED**  
**BALANCE SHEET AS AT 31 DECEMBER 2005**

	Note	2005 £	2004 £
<b>CURRENT ASSETS</b>			
Amounts owed by intermediate parent company		26,260	26,260
<b>CAPITAL AND RESERVES</b>			
Called up share capital	2	26,260	26,260

**For the year ended 31 December 2005, the Company was entitled to the exemption under Section 249AA(1) of the Companies Act 1985.**

No members have required the Company to obtain an audit of its accounts for the year in question in accordance with Section 249B(2) of the Companies Act 1985.

The directors acknowledge their responsibilities for:

- (i) ensuring the Company keeps accounting records which comply with Section 221 of the Companies Act 1985; 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 its profit and loss for the financial year in accordance with Section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the Company.

The financial statements on pages 4 to 7 were approved by the board on 6 April 2006 and signed on their behalf by:



**P J HALPIN**  
**DIRECTOR**

# SWINTON (DENTON) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2005

### 1. ACCOUNTING POLICIES

#### Basis of preparation

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

#### Cash Flows

The Company's ultimate parent undertaking is La Mutuelle du Mans Assurances IARD (which is registered in France) and its cash flows are included in the consolidated cash flow statement of that company. Consequently the Company is exempt from the requirement of Financial Reporting Standard 1 to prepare a cash flow statement.

### 2. SHARE CAPITAL

	2005 £	2004 £
Authorised, issued and fully paid		
26,000 ordinary shares of 1p each	260	260
26,000 deferred shares of £1 each	26,000	26,000
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	26,260	26,260
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Holders of deferred shares are not entitled to vote at any General Meeting of the Company. They are entitled to a 5% per annum fixed non-cumulative dividend if net profits of the Company for a financial year available for distribution are in excess of £2 million. On winding up of the Company they are entitled to a return of the capital paid up on these shares only after £2 million has been distributed in respect ordinary shares.

### 3. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2005 £	2004 £
Opening shareholders' funds	26,260	(17,382,870)
Profit for the financial year	-	79,931,563
Dividends	-	(62,522,433)
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Closing shareholders' funds	26,260	26,260
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### 4. CONTINGENT LIABILITIES

The company is a guarantor of the group's loans. The total amount outstanding on these facilities at 31 December 2005 was £13,100,000 (2004 - £8,050,000).

## SWINTON (DENTON) LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2005

#### 5. ULTIMATE PARENT COMPANY & CONTROLLING PARTY

The Company's immediate parent company continues to be Swinton (Holdings) Limited.

In the directors' opinion, the Company's ultimate parent company, controlling party and largest undertaking which produces consolidated accounts (which include the Company and its subsidiary undertakings) continues to be La Mutuelle du Mans Assurances IARD ["MMA IARD"] which is registered in France. Copies of its group accounts can be obtained from MMA Insurance plc, Norman Place, Reading RG1 8DA.

The smallest undertaking in the group which produces consolidated accounts (which include the Company and its subsidiary undertakings) continues to be Swinton (Holdings) Limited which is registered in England & Wales. A copy of its accounts can be obtained from the Company's registered office.

The Company has applied the provisions of Financial Reporting Standard 8 ("Related Party Transactions") and taken the exemption allowed by the Standard from disclosing transactions with entities in the MMA IARD Group.