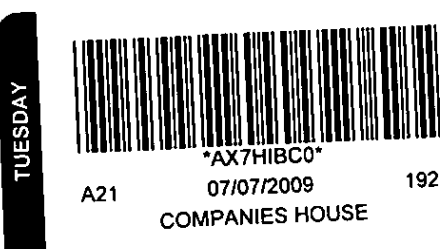


Saunderson Ventures Limited

Annual report and financial statements  
for the year ended 31 December 2008

Registered number: 2079166



# **Saunderson Ventures Limited**

## **Annual report and financial statements for the year ended 31 December 2008**

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# **Saunderson Ventures Limited**

## **Directors' report for the year ended 31 December 2008**

The directors present their annual report and the audited financial statements of the Company for the year ended 31 December 2008.

### **Principal activities and future developments**

The Company's principal activity is that of an intermediate holding company within the IFG Group plc group.

The directors do not consider there to be any key risks or uncertainties facing the Company.

The directors do not expect there to be any significant change in the principal activity of the Company in the foreseeable future.

### **Results and dividends**

The profit for the financial year was nil. (2007: loss of £2,877,833). The directors do not recommend the payment of a dividend (2007: £Nil).

### **Directors**

The directors who served during the year were:

JAS Watson  
CS Jones

### **Statement of directors' responsibilities**

The directors are responsible for preparing the Annual 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 elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to 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 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;
- 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, in which case there should be supporting assumptions or qualifications as necessary.

The directors confirm that they have complied with the above requirements in preparing the financial statements.

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.

# Saunderson Ventures Limited

## Directors' report for the year ended 31 December 2008 (continued)

### Statement of disclosure of information to auditors

The Directors confirm that the auditors have been provided with appropriate information and that:

- So far as each director is aware, there is no relevant audit information of which the Company's auditors are unaware. Relevant information is defined as *"information needed by the Company's auditors in connection with preparing their report"*.
- Each director has taken all the steps that he ought to have taken in his duty as a director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

### Auditors

PricewaterhouseCoopers have indicated their willingness to continue as auditors and a resolution will be submitted to the forthcoming Annual General Meeting that they be re-appointed.

By order of the Board



JAS Watson  
Secretary

22 June 2009

## **Independent auditors' report to the members of Saunderson Ventures Limited**

We have audited the financial statements of Saunderson Ventures Limited for the year ended 31 December 2008 which comprise the profit and loss account, the balance sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

### **Respective responsibilities of directors and auditors**

The directors' responsibilities for preparing financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the statement of directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). This report, including the opinion, has been prepared for and only for the Company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, 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.

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 whether in our opinion the information given in the directors' report is consistent with the financial statements.

In addition we report to you if, in our opinion, 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 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 International Standards on Auditing (UK and Ireland) 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 judgments 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, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the Company's affairs as at 31 December 2008 and of its profit for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the directors' report is consistent with the financial statements.



**PricewaterhouseCoopers**  
**Chartered Accountants and Registered Auditors**  
**Dublin**

**25 June 2009**

## Saunderson Ventures Limited

### Profit and loss account for the year ended 31 December 2008

	Notes	2008	2007
		£	£
Exceptional administrative charges	4	332	(11,495,333)
<b>Operating profit/(loss)</b>		<b>332</b>	<b>(11,495,333)</b>
Income from fixed asset investment		-	1,350,000
Profit on disposal of investment	5	-	7,267,500
<b>Profit/(loss) on ordinary activities before taxation</b>		<b>332</b>	<b>(2,877,833)</b>
Tax on profit/(loss) on ordinary activities	3	-	-
<b>Profit/(loss) on ordinary activities after taxation</b>	<b>8</b>	<b>332</b>	<b>(2,877,833)</b>

All the above results arose from continuing operation.

The Company has no recognised gains or losses other than the results for the year set out above.

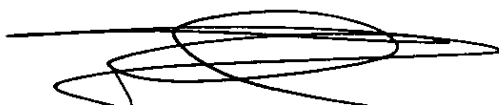
There is no difference between the profit on ordinary activities before taxation or the profit for the financial year stated above, and their historical cost equivalents.

## Saunderson Ventures Limited

### Balance sheet as at 31 December 2008

	Notes	2008 £	2007 £
<b>Fixed assets</b>			
Investment	5	-	-
<b>Current assets</b>			
Debtors	6	54,059	53,727
<b>Total assets less current liabilities</b>		<b>54,059</b>	<b>53,727</b>
<b>Net assets</b>		<b>54,059</b>	<b>53,727</b>
<b>Capital and reserves</b>			
Share capital	7	28,000	28,000
Share premium	8	27,000	27,000
Profit and loss account	8	(941)	(1,273)
<b>Shareholders' funds</b>	9	<b>54,059</b>	<b>53,727</b>

These financial statements on pages 5 to 10 were approved by the board of directors on 22 June 2009 and were signed on its behalf by:



**JAS Watson**  
Director

# **Saunderson Ventures Limited**

## **Notes to the financial statements for the year ended 31 December 2008**

### **1 Accounting policies**

The principal accounting policies which have been consistently adopted in the preparation of these financial statements are set out below.

#### **Basis of preparation**

The financial statements have been prepared on a going concern basis in accordance with applicable accounting standards in the United Kingdom, and under the historical cost convention. In accordance with FRS18 "Accounting policies" the directors have reviewed the policies and deem them to be the most appropriate for the Company.

#### **Consolidated accounts**

The Company and its subsidiary company comprise a small group. The Company has therefore taken advantage of Section 228 of the Companies Act 1985 not to prepare group accounts. The financial statements therefore present information about the Company as an individual undertaking and not about its group.

#### **Investment**

Investments held as fixed assets are recorded at cost unless they have been impaired, in which case they are valued at their net realisable value or value in use, as appropriate.

#### **Cash flow statement**

The Company has taken advantage of the exemptions permitted by FRS 1 (revised 1996) whereby a cash flow statement need not be prepared by a wholly owned subsidiary of a parent company which itself publishes a consolidated cash flow statement.

### **2 Directors and employees**

The Company had 2 directors during the year (2007: 2). None of the directors received any remuneration for their services to the Company (2007: £Nil). No benefits accrued to the directors under defined benefit or defined contribution schemes in the period. The Company had no other employees during the year (2007: none).

# Saunderson Ventures Limited

## Notes to the financial statements for the year ended 31 December 2008 (continued)

### 3 Taxation

	2008	2007
	£	£
<b>UK current year taxation:</b>		
UK corporation tax	-	-
The standard rate of current tax for the year, based on the UK standard rate of corporation tax is 28.5% (2007: 30%). The current tax charge for the year is lower than 28.5% (2007: 30%) for the reasons set out below:		
	2008	2007
	£	£
<b>Profit/(loss) on ordinary activities before taxation</b>	<b>332</b>	<b>(2,877,833)</b>
Profit/(loss) on ordinary activities multiplied by standard rate of corporation tax in the UK of 28.5% (2007: 30%)	95	(863,350)
Permanent differences	(95)	863,350
<b>Current tax charge</b>	<b>-</b>	<b>-</b>

#### Factors that may affect future tax charges

The standard rate of corporation tax in the UK changed to 28% with effect from 1 April 2008.

### 4 Exceptional administrative charges

The exceptional income in the current year relates to a write-off of a creditor balance.

As part of the restructuring exercise carried out in 2007, £7,295,000 of administrative costs arose which related to a provision set against a debt with a group company due to the company having insufficient funds to repay the debt.

Also, as part of the restructuring exercise carried out in 2007, Saunderson Ventures made a capital contribution of £4,200,000, to The Endowment Policy Purchasing Company (TEPPCO), a company incorporated in Ireland. As there is an absence of ownership interest between these two entities, the contribution has been expensed in the 2007 year.

# Saunderson Ventures Limited

## Notes to the financial statements for the year ended 31 December 2008 (continued)

### 5 Investments

	2008	2007
	£	£
<b>Investment in subsidiary undertaking at cost</b>		
As at 1 January	-	27,500
Disposals	-	(27,500)
<b>As at 31 December</b>	-	-

The investment related to the Company's holding of 100% of the nominal value of the ordinary shares in Saunderson House Limited, a company incorporated in England and Wales and which carries on business of independent financial advisers and the provision of consultancy and finance advisory services. During 2007 this investment was disposed of, as part of the Group restructuring, to IFG UK Holdings. A profit on disposal of £7,267,500 has been recognised in respect of this.

### 6 Debtors

	2008	2007
	£	£
Amount due from group undertaking	54,059	53,727

### 7 Called up share capital

	2008	2007
	£	£
<b>Authorised</b>		
15,000 ordinary shares of £1 each	15,000	15,000
13,000 ordinary non-voting shares of £1 each	13,000	13,000
	<b>28,000</b>	<b>28,000</b>
<b>Allotted, called up and fully paid</b>		
15,000 ordinary shares of £1 each	15,000	15,000
13,000 ordinary non-voting shares of £1 each	13,000	13,000
	<b>28,000</b>	<b>28,000</b>

# Saunderson Ventures Limited

## Notes to the financial statements for the year ended 31 December 2008 (continued)

### 8 Reserves

	Share premium	Profit and loss account	Total
	£	£	£
At 1 January 2008	27,000	(1,273)	25,727
Profit for the financial year		332	332
<b>At 31 December 2008</b>	<b>27,000</b>	<b>(941)</b>	<b>26,059</b>

### 9 Reconciliation of movement in shareholders' funds

	2008	2007
	£	£
Shareholders' funds at 1 January	53,727	2,931,560
Result for the financial year	332	(2,877,833)
<b>Shareholders' funds at 31 December 2007</b>	<b>54,059</b>	<b>53,727</b>

### 10 Related party transactions

The Company is a wholly owned subsidiary of IFG Group plc and it has taken advantage of the exemption in FRS 8 from disclosing transactions between companies which are more than 90% owned within the group.

### 11 Immediate and ultimate parent company

The Company's immediate parent undertaking is IFG Advisory UK Limited, a company registered in England and Wales.

The ultimate holding undertaking, and the parent undertaking of the only group in which the results of the Company are consolidated, is IFG Group plc, a company incorporated in the Republic of Ireland. Copies of that company's accounts can be obtained from IFG House, Booterstown Hall, Booterstown, Co. Dublin, Republic of Ireland.