ST STEPHEN'S POLICIES LIMITED 1995

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Report and Accounts 1995

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Directors and Officers

Directors:

A G Mills - Chairman G Loades D W Plummer P J E Smith

Officer:

Secretary: D E Parker

Auditors:

Ernst & Young

Head Office

Surrey Street Norwich NR1 3NS

Registered in England : no. 2129286

Directors' Report

for the year ended 31 December 1995

The directors submit the following report and accounts to the Annual General Meeting of the Company on 1 April 1996.

Principal activity

No business was transacted by the Company during the year.

Directors

The names of the directors are given on page 2.

According to the register kept under section 325 of the Companies Act 1985, no director has any interest in any share or debenture of the Company, the Company's parent undertaking or any other subsidiary undertaking of the Company's ultimate parent undertaking.

The Group has effected liability insurance on behalf of directors and officers of the Company.

Auditors

Ernst & Young have expressed their willingness to continue in office and a resolution will be submitted at the meeting to reappoint them as auditors and to authorise the directors to fix their remuneration.

By order of the Board

An. Mile

A G Mills Chairman

1 April 1996

Statement of Directors' Responsibilities in respect of the Accounts

Company law requires the directors to prepare accounts 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 those accounts, 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 accounting standards have been followed, subject to any material departures disclosed and explained in the accounts;
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors confirm that the accounts comply with the above requirements.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the accounts comply with the Companies Act. 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.

Auditors' Report

To the members of St Stephen's Policies Limited

We have audited the accounts on pages 6 and 7 which have been prepared under the historical cost convention and on the basis of the accounting policies set out on page 7.

Respective responsibilities of directors and auditors

As described on page 4 the Company's directors are responsible for the preparation of the accounts. It is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion to you.

Basis of opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, 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 accounts 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 accounts.

Opinion

In our opinion the accounts give a true and fair view of the state of the Company's affairs as at 31 December 1995 and have been properly prepared in accordance with the Companies Act 1985.

Ernst & Young

Chartered Accountants
Registered Auditor

Norwich

1 April 1996

Balance Sheet

at 31 December 1995

Current assets	1995 Note £	1994 £
Amounts due from Group undertakings	5	5
Capital and reserves		
Equity share capital	3 5	

The notes on page 7 form an integral part of these accounts.

D W Plummer Director

Norwich 1 April 1996

Notes to the Accounts

1 Basis of accounting

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

2 Profit and loss account

A profit and loss account has not been prepared as the Company is a dormant company and has not traded since incorporation on 8 May 1987.

3 Share capital

The share capital of the Company comprises :	. 1995 £	1994 £
Authorised: Ordinary shares of £1 each	1,000	1,000
Allotted and fully paid: Ordinary shares of £1 each	5	5
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4 Directors' fees

No directors' fees are payable in respect of 1995, (1994 - nil)

5 Auditors' remuneration

Auditors' remuneration amounted to nil, (1994 - nil)

6 Parent undertaking

The Company is a member of the Norwich Union Insurance Group and its ultimate parent undertaking is The Norwich Union Life Insurance Society, registered in England and Wales. The accounts of the ultimate parent undertaking are available from the registered office, the address of which is noted on page 2.

The Company's immediate parent undertaking is Norwich Union Fire Insurance Society Limited, registered in England and Wales.