

MORRIS (S.P.) HOLDINGS LIMITED
REPORT AND FINANCIAL STATEMENTS

Year ended 30 April 2010



Company Registered No 2873613

MORRIS (S.P.) HOLDINGS LIMITED

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the year ended 30 April 2010. This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

CHANGE OF CONTROL

On 12 January 2009 Commerzbank AG ('Commerzbank') completed the acquisition of the Company's intermediate parent undertaking, Dresdner Bank ('DBAG'). The full legal merger of DBAG and Commerzbank took place on 11 May 2009. Following the merger, DBAG ceased to exist and all of the assets and liabilities of DBAG were succeeded by the new Commerzbank.

On 11 August 2009, as part of a programme to simplify the legacy legal entity structure, the Company was transferred to Commerzbank Leasing Holdings Limited (formerly Dresdner Kleinwort Leasing Holdings Limited), a fellow group undertaking. On 30 December 2009 the deposit of the Company held with Dresdner Kleinwort Limited, the immediate parent undertaking prior to the transfer, was replaced by a deposit with Commerzbank London Branch.

PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

During the year the Company remained non-trading although earning interest on cash deposits held with group undertakings. The directors of the Company will actively consider opportunities that may be suitable for the Company.

RESULTS AND DIVIDENDS

The results of the Company for the year are set out in detail on page 4.

The profit on ordinary activities after taxation was £71 (2009 £471). The directors do not recommend the payment of a final dividend (2009 £nil). During the year an interim dividend of £102 was paid (2009 £1,722).

DIRECTORS

The directors who held office at the year end were as follows:

N G Aiken
P R Burrows (appointed 30 October 2009)
A D Levy

J D N Thomas and E J Hughson resigned as directors of the Company on 30 June 2009 and 27 January 2010 respectively.

Certain directors benefited from qualifying third party indemnity provisions in place during the year.

MORRIS (S.P.) HOLDINGS LIMITED

DIRECTORS' REPORT (continued)

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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 its financial statements comply with the Companies Act 2006. They are responsible for safeguarding the assets of the Company and hence for taking steps for the prevention and detection of fraud and other irregularities.

DISCLOSURE OF INFORMATION TO AUDITORS

The directors in office at the date of approval of this Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware, and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

AUDITORS

Following the resignation of KPMG Audit Plc, PricewaterhouseCoopers LLP have been appointed by the directors, in accordance with Section 485 of the Companies Act 2006, to act as auditors of the Company's financial statements.

PricewaterhouseCoopers LLP will be re-appointed in accordance with Section 487 of the Companies Act 2006.

Approved by the Board of Directors
and signed on behalf of the Board



J.C. Wall
Secretary
Morris (S P) Holdings Limited
Company Registered No 2873613

15 July 2010

MORRIS (S.P.) HOLDINGS LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MORRIS (S.P.) HOLDINGS LIMITED

We have audited the financial statements of Morris (S P) Holdings Limited for the year ended 30 April 2010 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, 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.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the Company's affairs as at 30 April 2010 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit.



Duncan McNab (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London

16 July 2010

MORRIS (S.P.) HOLDINGS LIMITED**PROFIT AND LOSS ACCOUNT****For the year ended 30 April 2010**

	Note	2010 £	2009 £
Interest receivable from group undertakings		71	471
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		<u>71</u>	<u>471</u>
Tax on profit on ordinary activities	3	-	-
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION	5	<u>71</u>	<u>471</u>

All amounts stated above derive from continuing activities

There are no differences between the profit on ordinary activities after taxation above and its historical cost equivalent

There are no recognised gains or losses for the current year or the preceding year other than those included in the profit and loss account above and therefore no separate statement of total recognised gains and losses has been presented

A statement showing the movement in the profit and loss account reserve is set out in note 5 on page 7.

The accounting policies and notes on pages 6 and 7 form an integral part of these financial statements

MORRIS (S.P.) HOLDINGS LIMITED

BALANCE SHEET

As at 30 April 2010

	Note	2010 £	2009 £
CURRENT ASSETS			
Debtors - amounts falling due within one year			
Amounts due from Commerzbank London Branch		10,651	-
Amounts due from Dresdner Kleinwort Limited		-	10,682
		<hr/>	<hr/>
NET ASSETS		10,651	10,682
		<hr/>	<hr/>
CAPITAL AND RESERVES			
Called up share capital	4	1	1
Share premium	5	10,609	10,609
Profit and loss account	5	41	72
		<hr/>	<hr/>
EQUITY SHAREHOLDER'S FUNDS	5	10,651	10,682
		<hr/>	<hr/>

The accounting policies and notes on pages 6 and 7 form an integral part of these financial statements

These financial statements on page 4 to 7 were approved by the Board of Directors and signed on its behalf by



A D Levy
Director

15 July 2010

MORRIS (S.P.) HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 April 2010

1. ACCOUNTING POLICIES

Basis of preparation

The financial statements have been prepared in accordance with applicable United Kingdom law and accounting standards and under the historical cost convention. The principal accounting policies adopted are described below.

Going concern

The financial statements have been prepared on the going concern basis.

As at the date of the signing of these financial statements the only asset of the Company is a deposit held with Commerzbank London Branch. The directors do not consider the recovery of this deposit to be a significant and material uncertainty and therefore continue to prepare the financial statements of the Company on a going concern basis.

Interest receivable

Interest receivable is accounted for on an accruals basis.

Taxation

The charge for taxation is based on the profit for the year.

Related party transactions

The Company's ultimate parent undertaking, Commerzbank, prepares consolidated financial statements, which are publicly available. Accordingly advantage is taken in these financial statements of the exemptions available in FRS 8, 'Related Party Disclosures' for disclosure of transactions with entities that are part of the group or investees of group entities as related parties.

Cash flow statement

The Company has taken advantage of the exemption under FRS 1 (revised) 'Cash Flow Statements' not to prepare a cash flow statement on the grounds that the ultimate parent undertaking, Commerzbank, prepares consolidated financial statements, which are publicly available.

2. ADMINISTRATIVE EXPENSES

All administrative expenses, including auditors' remuneration for services to the Company, were borne by a fellow subsidiary undertaking. The Company had no employees during the year. None of the directors received any emoluments in respect of their services to the Company. The audit fee applicable in respect of this Company's financial statements was £5,000 (2009: £5,000), with no further services provided to the Company by the Company's auditor.

3. TAX ON PROFIT ON ORDINARY ACTIVITIES

	2010	2009
a) Analysis of tax charge for the year	£	£
Current tax (note 3b)	-	-
b) Factors affecting tax charge for the year:		
The tax assessed for the period differs from the standard rate of corporation tax in the UK of 28%. The differences are explained below:		
Profit on ordinary activities before taxation	71	471
Standard rate tax charge in the UK	20	132
Effects of:		
Group relief claimed free of charge	(20)	(132)
Current tax charge for the year (note 3a)	-	-

MORRIS (S.P.) HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 30 April 2010

4. CALLED UP SHARE CAPITAL	2010	2009
	£	£
Authorised		
10,000 ordinary shares of £1 each	<u>10,000</u>	<u>10,000</u>
Allotted, called up and fully paid		
1 ordinary share of £1 each	<u>1</u>	<u>1</u>

5. COMBINED RECONCILIATION OF MOVEMENTS IN EQUITY SHAREHOLDER'S FUNDS AND STATEMENT OF MOVEMENTS ON RESERVES

	Issued share capital 30 April 2010 £	Share Premium 30 April 2010 £	Profit and loss account 30 April 2010 £	Shareholder's funds total 30 April 2010 £	Shareholder's funds total 30 April 2009 £
At the beginning of the year	1	10,609	72	10,682	11,933
Profit attributable to the members of the Company	-	-	71	71	471
Interim dividend	-	-	(102)	(102)	(1,722)
At the end of the year	<u>1</u>	<u>10,609</u>	<u>41</u>	<u>10,651</u>	<u>10,682</u>

6. DIVIDENDS

The aggregate amount of dividends comprises	2010	2009
	£	£
Interim dividend paid in respect of the current year	<u>102</u>	<u>1,722</u>

7. ULTIMATE PARENT UNDERTAKING

Up until 12 January 2009, the largest group in which the results of the Company were consolidated was that headed by Allianz SE, a company incorporated in Germany, under European law and German law Allianz SE was also the ultimate parent undertaking and controlling party until that date Financial statements of Allianz SE are available from Allianz SE, Investor Relations, Koeniginstrasse 28, D-80802 Munich, Germany

After 12 January 2009, following the acquisition of DBAG from Allianz SE by Commerzbank, the largest group in which the results of the Company are consolidated is that headed by Commerzbank, a company incorporated in Germany under German law From that date Commerzbank also became the ultimate parent undertaking and controlling party Financial statements of Commerzbank are available from Commerzbank AG, Investor Relations, Kaiserplatz, D-60261 Frankfurt am Main, Germany

Up until 11 May 2009 the smallest group in which the results of the Company were consolidated was that headed by DBAG, a company incorporated in Germany Following the full legal merger of DBAG and Commerzbank on 11 May 2009 Commerzbank became the only group in which the results of the Company are consolidated