Old Mutual Asset Managers (UK) Limited Financial Statements December 2006







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FINANCIAL STATEMENTS - 31 DECEMBER 2006

BOARD OF DIRECTORS

P Baxter A E Hough (Re-appointed 01/02/06) P J R Nathan S Powers (Appointed 01/01/07) T Turpin (Appointed 01/01/07)

E M Lathangie (Resigned 01/02/06) R A Lightbown (Resigned 01/02/06) H Askari (Resigned 31/12/06)

COMPANY SECRETARY

P J R Nathan

REGISTERED OFFICE

Old Mutual Place 2 Lambeth Hill London EC4P 4WR

REGISTERED NUMBER

England 2949554

REPORT OF THE DIRECTORS

The Directors present their report and audited financial statements for the year from 1 January 2006 to 31 December 2006

PRINCIPAL ACTIVITIES

The Company is a rapidly growing specialist investment manager, focused on high performance and absolute return products. The fund range is organised around four areas of investment expertise, quantitative strategies, discretionary equities, multistrategy products and fixed interest. The Company is part of Old Mutual plc, a FTSE 100 company, and is regulated by the Financial Services Authority.

BUSINESS REVIEW

The result for the year is shown in the profit and loss account on page 5. During the year the Directors approved and paid dividends totalling £7 3m (year to 31 December 2005. £nil)

Funds under management for the Company increased 21% during 2006, from £4.7 billion at 31 December 2005 to £5.7 billion at 31 December 2006. Fund performance was strong across the product range. During the year the Company successfully filled the capacity of the global equity market neutral strategy which ended the year with assets under management of £869 million and further diversfied the fund range through the launch of six new hedge funds, including three multi strategy funds and three single strategy funds.

During the year, the Company also established the foundations for global institutional distribution, targeting institutional investors with a range of hedge fund and long only products. The new institutional platform is designed to provide access to significant new market opportunities and further diversify revenue-generating sources for the business.

The top risks to the business are considered to be investment performance and loss of key staff. These risks are managed through diversity of the product range, and through ensuring that the Company's remuneration packages and culture remain competitive and attractive

DIRECTORS

The Directors of the Company who have been in office during the financial year and up to the date of the signing of these accounts are shown on page 1

None of the Directors in office at 31 December 2006 or members of their immediate family had any disclosable interest in the share capital of the Company at any time during the year. Two of the Directors had a disclosable interest in the share capital of Old Mutual plc, the ultimate parent company as follows.

	Date of grant	Options over number of Old Mutual ptc shares	Option price	Earliest date of exercise	Latest date of exercise	Nature of scheme
P Baxter	01/06/03	27,375	£0 60	01/06/08	30/11/08	SAYE*
P J R Nathan	03/03/04	18,898	£0 9525	03/03/07	02/03/10	SOP*
P J R Nathan	03/03/04	15,118	nıl	03/03/07	N/a	RSP*

^{*} SAYE denotes a Save As You Earn scheme SOP denotes Share Option Plan scheme RSP denotes Restricted Share Plan

On 27 February 2006, P J R Nathan exercised 34,650 of approved options and 52,307 of unapproved options at an exercise price of £0 8625. The share price at the date of exercise was £1 9450. On 13 July 2006, P J R Nathan exercised a further 86,957 of unapproved options at an exercise price of £0 8625. The share price at the date of exercise was £1 5775.

AUDITOR

Pursuant to a shareholders' resolution, the Company is not obliged to reappoint its auditor annually and KPMG Audit Plc will therefore continue in office

By order of the Board A Hough 22 February 2007

DIRECTORS' AND AUDITOR'S RESPONSIBILITIES

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.

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 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 proper accounting records that disclose with reasonably accuracy at any time the financial position of the Company and enable them to ensure that its financial statements comply with the Companies Act 1985. 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 irregulanties.

Under applicable law the directors are also responsible for preparing a Directors Report that complies with that law

AUDITOR'S RESPONSIBILITIES

The respective responsibility of the auditor is shown in the auditor's report to the members of Old Mutual Asset Managers (UK) Limited and is included on page 4

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF OLD MUTUAL ASSET MANAGERS (UK) LIMITED

We have audited the financial statements for Old Mutual Asset Managers (UK) Lmited on pages 5 to 15, which comprise the Profit and Loss Account, the Balance Sheet, the Reconciliation of Movements in Shareholders' Funds and the related notes. These financial statements have been prepared under the accounting policies set out therein

This report is made solely to the Company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed

Respective responsibilities of Directors and Auditors

As described in the Statement of Directors' Responsibilities on page 3, the Company's Directors are responsible for the preparation of the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice)

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland)

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. We also 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 other 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 examinations, 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 judgements 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.

In our opinion

- the financial statements give a true and fair view, in accordance with UK Generally Accepted Accounting Practice, of the state of the Company's affairs as at 31 December 2006 and of its profit for the period 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

KAMG Ander Pla

KPMG Audit Plc Chartered Accountants Registered Auditor 8 Salisbury Square LONDON EC4Y 8BB

Date 22 Februar 2007

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2006

	Notes	Year ended 31 Dec 2006 £'000	Year ended 31 Dec 2005 £'000
Turnover	2	45,847	44,278
Administrative expenses		(37,024)	(34,348)
OPERATING PROFIT	3	8,823	9,930
Interest receivable and similar income		1,165	2,369
Interest payable and similar charges		(66)	(203)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		9,922	12,096
Taxation (charge) / credit	6	(3,167)	358
Profit after tax		6,755	12,454

All of the amounts above are in respect of continuing operations

The notes on pages 7 to 15 form part of these financial statements

BALANCE SHEET AS AT 31 DECEMBER 2006			
	Notes	31 Dec 2006 £'000	31 Dec 2005 £'000
FIXED ASSETS			
Tangible fixed assets	7	1,025	211
CURRENT ASSETS			
Investments	8	3,821	3,820
Debtors	9	20,908	24,690
Deferred tax asset	15	344	493
Cash at bank and in hand		23,383	26,098
		48,456	55,101
Creditors amounts falling due within one year	10	(24,042)	(26,007)
NET CURRENT ASSETS		24,414	29,094
TOTAL ASSETS LESS CURRENT LIABILITIES		25,439	29,305
Deferred tax asset falling due after more than one year	15	4,012	2,734
Creditors amounts falling due after more than one year	11	(8,261)	(8,412)
Provision for liabilities and charges	14	(501)	(2,979)
		20,689	21,148
CAPITAL AND RESERVES			
Shareholder's funds			
Called up share capital	16	17,000	17,000
Profit and loss account		3,543	4,088
Other reserves		146_	60
	17	20,689	21,148

Approved by the Board of Directors on 22 February 2007 and signed on their behalf by

A Hough 22 February 2007

The notes on pages 7 to 15 form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS

1 ACCOUNTING POLICIES

a) Basis of Preparation

The financial statements are prepared under the historical cost convention and in accordance with applicable accounting standards

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements

In these financial statements the following new standard has been adopted for the first time

FRS 25 'Financial Instruments Disclosure and Presentation'

b) Income and Expenses

Income and expenses are recognised in the financial statements on an accruals basis

c) Foreign Exchange

Foreign exchange transactions are translated into sterling using the rate of exchange ruling at the transaction date. Assets and liabilities in foreign currencies are translated into sterling at the rate of exchange ruling at the balance sheet date. Differences arising on retranslation are taken to the profit and loss account.

d) Deferred Taxation

Deferred tax is recognised in full on timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more, or a right to pay less, tax in the future have occurred at the balance sheet date. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered.

e) Stock of units

The stock of units are valued at bid price

f) Depreciation

Depreciation is charged in the financial statements so as to write off the cost of fixed assets over their useful lives using the following rates

Computer Equipment

33% per annum

Software development

Over the estimated life of future economic benefits

Furniture

20% per annum

External costs incurred in developing software or products for internal use are capitalised and are amortised over the expected useful life of the software, 3 years

g) Cash Flow Statement

The Company's ultimate parent company Old Mutual plc prepares consolidated financial statements which are publicly available. Accordingly the Company has taken advantage of the exemption in Financial Reporting Standard 1 (Revised 1996) - 'Cash Flow Statements', and has dispensed with the requirement to prepare a cash flow statement.

ACCOUNTING POLICIES (continued)

h) Pension costs

The payroll costs include pension costs in respect of contributions made to the Old Mutual Staff Pension Fund (the "scheme") to which the Company is a participating employer. This scheme has a defined benefit section providing benefits based on final pensionable pay. Because the Company is unable to identify its share of the scheme assets and liabilities on a consistent and reasonable basis, as permitted by FRS17 'Retirement Benefits', the scheme is accounted for as if the scheme was a defined contribution scheme and as a result the amount charged to the Profit and Loss account represents contributions in the period. Additional details relating to the scheme assets and liabilities are included in the financial statements of the ultimate parent company, OM PLC.

The pension costs relating to group schemes are assessed in accordance with the advice of an independent actuary to recognise the costs of pensions on a systematic basis over employees' service lives. Details of the actuarial assumptions are included in the financial statements of the ultimate parent company, Old Mutual plc.

The pension costs relating to the defined benefit section of the Old Mutual Staff Pension Fund scheme are accounted for under FRS 17 with the cost of funding the deficit in the scheme being amortised over the employees' service life. Note 5 to the accounts contains details as to the additional FRS17 transitional disclosures.

i) Share Based Payments reserve

Share based payments have been accounted for in accordance with FRS 20. Full information on the nature of Share based payment arrangements are disclosed in the accounts of Old Mutual plc.

j) Employee Benefit Trust

The Group has an active employee benefit trust (OMAM-LTIP 14670) In accordance with UITF 32, the assets and liabilities are included in the balance sheet of the Company

2 TURNOVER

Turnover comprises management and performance related fees in respect of investment services provided by the Company exclusive of VAT

Tumover	Year ended 31 Dec 2006 £'000	Year ended 31 Dec 2005 £'000
Management fees	25,722	18,140
Performance fees	20,125	26,138
	45,847	44,278

3 OPERATING PROFIT

Operating profit is stated after charging the following	g Year ended 31 Dec 2006 £'000	Year ended 31 Dec 2005 £'000
Auditor's remuneration		
Statutory audit Non audit services	47 40	42 25
	87_	67_
Depreciation of owned assets	233_	333_

The full disclosure of auditor's remuneration, in accordance with the Companies Regulations 2005, is provided in the accounts of Old Mutual plc, the ultimate parent company

4 DIRECTORS' EMOLUMENTS

Year ended	Year ended
31 Dec 2006	31 Dec 2005
£000	£000
4.000	4.000
1,606	1,836

Directors' emoluments for services to the Company

The aggregate value of contributions to the Company pension scheme in respect of Directors qualifying services totalled £27,480 (year to 31 December 2005 £38,211)

The emoluments of the highest paid Director were £1,196,415 (year to 31 December 2005 £617,720) He is a member of a defined contribution scheme, under which employer contributions made during the year totalled £11,077 (year to 31 December 2005 £9,687)

Retirement benefits are accruing to 3 Directors (year to 31 December 2005 4 Directors) under the defined contribution schemes

5 STAFF COSTS

The average number of persons (including Directors) employed by the Company during the year was 177 (year to December 2005 145)

	Year ended 31 Dec 2006 £'000	Year ended 31 Dec 2005 £'000
Wages and salanes	15,097	11,381
Social security costs	1,192	959
Other pension costs	962_	841_
	17,251	13,181_

Certain costs included in wages and salaries have been recharged to another group company

The latest full actuanal valuation was carried out at 1 January 2006, and was updated for FRS17 purposes to 31 December 2006, by a qualified independent actuary

5 STAFF COSTS (continued)

As at 31 December 2006, there was a deficit of £24,013,000 in respect of the defined benefit section of the scheme. The Company and other participating employers have agreed to maintain the contribution rate of 20% of salanes. All additional contributions are now borne by Old Mutual plc. At the date of the latest actuarial valuation, the scheme's assets were 57% of the benefits that had accrued to members, allowing for future increases in salaries.

The scheme also has a defined contribution section and, for staff who are members of it, contributions amounted to 8%, 12% or 16% of relevant pensionable earnings

The above payroll costs also include pension costs in respect of contributions made to the Capel Cure Sharp Pension Scheme. This is a defined contribution scheme and for staff who are members of it, contributions amounted to 7%, 12% or 16% of relevant pensionable earnings.

Pension costs for the year under the above schemes totalled £961,970 (year to 31 December 2005 £841,188) of which £97,868 (year to 31 December 2005 £71,376) was charged to another group company

TAXATION

a)	Analysis of charge in the period		
		Year ended 31 Dec 2006 £'000	Year ended 31 Dec 2005 £'000
	Current tax		
	UK corporation tax on profit of the period	4,076	2,878
	Adjustments in respect of previous periods	221	(9)
	Total current tax charge	4,297	2,869
	Deferred tax	(1,267)	(1,019)
	Adjustments in respect of previous periods	137	(2,208)_
		(1,130)	(3,227)
	Tax (charge) / credit on profit on ordinary activities	(3,167)	358_
o)	Factors affecting tax (credit) / charge for the period		
~,	ractors affecting tax (credit) / charge for the period	Year ended 31 Dec 2006 £'000	Year ended 31 Dec 2005 £'000
	Profit/(loss) on ordinary activities before taxation	9,922	12,096
	Corporation tax at 30%	2,977	3,629
	Effects of		
	Expenses not deductible for tax purposes	(168)	29
	Depreciation in excess of capital allowances	(125)	-
	Short term timing differences	1,392	1,019
	Utilisation of prior year losses	-	(1,799)
	Adjustments in respect of previous periods	<u>221</u>	(9)
	Current tax charge		2,869

c) Factors that may affect future tax charges:

The Company has recognised deferred tax assets this year as disclosed in Note 15

	Computer Equipment £'000	Furniture & Fixtures £'000		ftware roduct pment £'000	Total £'000
COST					
At 1 January 2006	1,862	573		•	2,435
Additions	136	245		666	1,047
Obsolete assets written off	(1,535)	(556)		<u> </u>	(2,091)
At 31 December 2006	463	262		666	1,391
ACCUMULATED DEPRECIATION					
At 1 January 2006	(1,669)	(555)		-	(2,224)
Charge for the year	(136)	(40)		(57)	(233)
Obsolete assets written off	1,535_	556		-	2,091
At 31 December 2006	(270)	(39)		(57)	(366)
NET BOOK VALUE					
31 December 2006	193	223	<u> </u>	609	1,025
31 December 2005	193	18		 -	211
OTHER INVESTMENTS					
		31 Dec	2006 £'000	31 Dec	2005 E'000
nvestments held in Employee B Other Investments	enefit Trust		3,552 269		3,509 311
		;	3,821_		3,820

The market value of Other Investments, being stock of units, as at 31 December 2006 was £269,000 (as at 31 December 2005 £311,000)

NOTES TO THE FINANCIAL STATEMENTS (continued) DEBTORS 31 Dec 2006 31 Dec 2005 £'000 £'000 Trade debtors 15,091 3,695 Amounts owed by group undertakings (see below) 717 18,945 Amounts receivable in respect of taxation 290 Other debtors 4,254 1,328 Prepayments 556 722 20,908 24,690 Amounts owed by group undertakings is comprised of the following balances 31 Dec 2006 31 Dec 2005 £'000 £'000 473 Old Mutual Fund Managers Limited 10,213 Old Mutual International Guernsey 21 2 **Bright Capital** 151 438 Old Mutual Asset Managers Bermuda 33 60 Old Mutual Asset Managers Holdings UK Limited 8,043 Old Mutual Financial Services (UK) plc 39 189

717

18,945

O CREDITORS: amounts falling due within one y	ear	
	31 Dec 2006 £'000	31 Dec 2005 £'000
Trade creditors	1,250	394
Amounts owed to group undertakings (see below)	2,769	4,472
Amounts owed in respect of taxation	-	2,976
Overdraft	4	126
Other creditors	14,888	13,434
Employee benefit trust	3,552	3,509
Accruals and deferred income	1,579	1,096
	24,042	26,007
Amounts owed to group undertakings is comprised of the palances	following	
Old Mutual Fund Managers Guernsey	9	3
Old Mutual Life Assurance South Africa	56	30
Old Mutual International ROC Nominees	6	3
Omnia Life Insurance Company Ltd Bermuda	-	7
Global Dynamic Fund	147	100
Ridgefield Unit Trust Administration Ltd	445	445
Old Mutual Asset Managers Holdings (UK)	1,987	-
old Mutual Investment Services (UK)	6	3
Old Mutual Financial Services (UK) plc	90	3,471
Old Mutual plc	23_	410
	2,769_	4,472

The amount owed to Old Mutual Financial Services (UK) plc in 2005 includes a £3m subordinated loan facility taken on 2 February 2001. The loan was for a minimum of 5 years with repayment subject to approval by the Financial Services Authority. The loan accrued interest at a rate equal to the LIBOR 6 month sterling deposit plus 2 per cent per annum interest was payable on 30 June and 31 December each year. The loan was repaid on 1 February 2006.

11	11 CREDITORS amounts falling due after more than one year			
		31 Dec 2006 £'000	31 Dec 2005 £'000	
	Other creditors	8,261	8,412	

The amounts falling due after one year reflect deferred amounts payable in respect of incentive schemes

NOTES TO THE FINANCIAL STATEMENTS (continued) PROVISIONS FOR LIABILITIES AND CHARGES 14 31 Dec 2006 31 Dec 2005 £'000 £'000 **Onerous Lease** Balance at 1 January 2,979 4,625 Amounts utilised (1,928)(1,227)Amounts released (550)(419)Balance at 31 December 501 2,979 The onerous lease provision has been raised in relation to future lease rental commitments for 80 Cheapside, London These premises were vacated during 2005, however the leases related to the building were not subject to break clauses until 2007. The onerous lease provision was made based on the current lease rental, obsolete assets and associated costs to 2007 During 2005 parts of the building were sublet leading to a release of provision of £419,000. In October 2006 the 5th floor was surrendered and settled to the end of March 2007, resulting in the release of £550,000 15 **DEFERRED TAXATION** a) Deferred tax assets recognised 31 Dec 2006 31 Dec 2005 £'000 £'000 Accelerated tax depreciation 136 235 2,992 Short term timing differences 4,220 Unutilised losses 4,356 3,227 The deferred tax asset relating to within one year is £344,309 (as at 31 December 2005 £493,000) and greater than one year is £4,012,354 (as at 31 December 2005 £2,734,447) b) There were no unrecognised deferred tax assets 16 **SHARE CAPITAL** 31 Dec 2006 31 Dec 2005 £'000 £'000 **AUTHORISED** 18,000,000 ordinary shares of £1 each 18,000 18,000

17,000

17,000

ISSUED, CALLED UP AND FULLY PAID

17,000,000 ordinary shares of £1 each

17 RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S FUNDS

	Year ended 31 Dec 2006 £'000	Year ended 31 Dec 2005 £'000
Shareholder's funds at 1 January	21,148	8,634
Profit for the financial year	6,755	12,454
Dividends paid	(7,300)	-
Share based payments reserve	86_	60
Shareholder's funds at 31 December	20,689	21,148

18 SEGMENT INFORMATION

The Directors consider there is only one business segment - the provision of investment services in the United Kingdom

19 RELATED PARTY TRANSACTIONS

The Company's ultimate parent undertaking prepares consolidated financial statements which are publicly available. Accordingly the Company has taken advantage of an exemption in Financial Reporting Standard 8 - "Related Party Disclosures" and does not disclose transactions with other entities in the Old Mutual group

20 PARENT UNDERTAKING

ULTIMATE PARENT UNDERTAKING

Old Mutual plc, registered in England, is the ultimate parent undertaking. Its financial statements are available from

The Secretary, Old Mutual plc, Old Mutual Place, 2 Lambeth Hill, London EC4V 4GG

IMMEDIATE PARENT UNDERTAKING

Old Mutual UK Holdings Limited, incorporated in England is the immediate parent undertaking. Its financial statements are available from

The Secretary, Old Mutual UK Holdings Limited, Old Mutual Place, 2 Lambeth Hill, London EC4V 4GG