Report of the Directors and

Unaudited Financial Statements for the Year Ended 31 December 2012

for

The Financial Adviser College Limited

THURSDAY

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Company Information for the Year Ended 31 December 2012

DIRECTORS:

G Higginson P Hooper

REGISTERED OFFICE:

Pixham End

Dorking Surrey RH4 1QA

REGISTERED NUMBER:

02951073 (England and Wales)

Report of the Directors for the Year Ended 31 December 2012

The directors of The Financial Adviser College Limited (the 'Company') present their report with the financial statements of the Company for the year ended 31 December 2012

REVIEW OF BUSINESS

The Company has not traded in the current or preceding year. However, due to a reorganisation of the Sesame Bankhall Group there was a release of an intercompany balance which resulted in an activity within the Company's financial statements in the prior year. As such this affected the dormant status of the Company and in the prior year the directors prepared full financial statements.

The Company has returned to dormant status in the current year under Section 1169 of the Companies Act 2006 and consequently the Company has made neither a profit nor a loss. No significant change in the activities of the Company is envisaged in the forthcoming year.

DIRECTORS

The director shown below held office during the whole of the period from 1 January 2012 to the date of this report

P Hooper

Changes in directors holding office in the period from 1 January 2012 to the date of this report are as follows

I Martin - resigned 8 April 2013 G Higginson - appointed 25 April 2013

Changes in the Secretary over the period from 1 January 2012 are as follows

D Monger - resigned 27 April 2012 Friends Life Secretarial Services Limited - appointed 27 April 2012

DIRECTORS AND OFFICERS - INDEMNITY AND INSURANCE

Friends Life Group plc, the intermediate parent, maintains insurance cover in respect of directors' and officers' liabilities. In addition qualifying third party indemnity arrangements (as defined in section 234 of the Companies Act 2006) are in force for the benefit of the directors within the Friends Life Group (the 'Group') and were in force for the benefit of former directors of the Group during 2012. Copies of the indemnities are available for inspection from the registered office of Friends Life Group plc.

ON BEHALF OF THE BOARD:

Director

26 June 2013

G Higginson

Profit and Loss Account for the Year Ended 31 December 2012

| | | 2012 | 2011 |
|--|-------|-------------|---------------|
| | Notes | £ | £ |
| TURNOVER | | - | - |
| Administrative expenses | | | 2 |
| OPERATING LOSS and LOSS ON ORDINARY ACTIVITIE | re | | |
| BEFORE TAXATION | 3 | - | (2) |
| Tax on loss on ordinary activities | 4 | <u>—:</u> | _ |
| LOSS FOR THE FINANCIAL YEA | AR | | (2) |

DISCONTINUED OPERATIONS

All of the Company's activities were previously discontinued

In the prior year a reorganisation of the Sesame Bankhall Group caused the release of an intercompany balance which resulted in an activity within the Company's financial statements. The directors prepared full financial statements in the prior year to reflect this

TOTAL RECOGNISED GAINS AND LOSSES

The Company has no recognised gains or losses other than the loss for the previous year

The notes form part of these financial statements

Balance Sheet 31 December 2012

| | Notes | 2012 _£ | 2011 _£ |
|--|---------------|-------------|------------|
| TOTAL ASSETS LESS CURREN | T LIABILITIES | | |
| CAPITAL AND RESERVES Called up share capital Profit and loss account | 5 | 2 | 2 |
| SHAREHOLDERS' FUNDS | 8 | | |

The Company is entitled to exemption from audit under Section 480 of the Companies Act 2006 for the year ended 31 December 2012

The members have not required the Company to obtain an audit of its financial statements for the year ended 31 December 2012 in accordance with Section 476 of the Companies Act 2006

The directors acknowledge their responsibilities for

- (a) ensuring that the Company keeps accounting records which comply with Sections 386 and 387 of the Companies Act 2006 and
- (b) preparing financial statements which give a true and fair view of the state of affairs of the Company as at the end of each financial year and of its profit or loss for each financial year in accordance with the requirements of Sections 394 and 395 and which otherwise comply with the requirements of the Companies Act 2006 relating to financial statements, so far as applicable to the Company

The financial statements were approved by the Board of Directors on 26 June 2013 and were signed on its behalf by

P Hooper - Director

The notes form part of these financial statements

| Notes to the | Financial | Statements |
|--------------|-----------|---------------|
| for the Year | Ended 31 | December 2012 |

| 1 | ACCOU | NTING | POL | CIES |
|---|-------|-----------|-----|------|
| 1 | ACCOU | 14 1 1140 | LOL | |

Accounting convention

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

2 STAFF COSTS

There were no staff costs for the year ended 31 December 2012 (2011 £nil)

3 OPERATING LOSS

The operating loss is stated after charging/(crediting)

| | 2012 £ | 2011 £ |
|----------------------------------|-----------|-----------|
| Release of intercompany balances | | (2) |
| Directors' remuneration | | |

The financial statements were not audited in the current year. In the prior year auditors' remuneration of £1,500 was borne by Sesame Services Limited and not recharged

4 TAXATION

Analysis of the tax charge

No liability to UK corporation tax arose on ordinary activities for the year ended 31 December 2012 (2011 £nil)

5 CALLED UP SHARE CAPITAL

| Allotted, iss | ued and fully paid | | | |
|---------------|--------------------|--------------------|------|------|
| Number | Class | Nominal | 2012 | 2011 |
| | | value [,] | £ | £ |
| 2 | Ordinary shares | £1 | 2 | 2 |
| | | | | |

6 RESERVES

| | account £ |
|--|--------------|
| At 1 January 2012 Profit for the year | (2) |
| At 31 December 2012 | (2) |

Profit and loss

Notes to the Financial Statements - continued for the Year Ended 31 December 2012

7 ULTIMATE PARENT COMPANY

The Company's immediate parent company is Sesame Services Limited, a company registered in England and Wales

The Company's ultimate parent undertaking is Resolution Limited, which is incorporated in Guernsey Copies of the Group Report and Accounts of Resolution Limited can be viewed via its website at www.resolution.gg

The smallest group in which the results of the Company are consolidated is that headed by Friends Life Group plc

8 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

| | 2012 | 2011 f |
|---|-------------|-----------|
| Loss for the financial year | | (2) |
| Net addition/(reduction) to shareholders' funds Opening shareholders' funds | - | (2) |
| Closing shareholders' funds | <u>-</u> | |