

OLD MUTUAL ASSET MANAGERS HOLDINGS (UK) LIMITED

FINANCIAL STATEMENTS - 31 DECEMBER 2005

BOARD OF DIRECTORS

A J Ainsworth (Resigned 26/05/05)
P Baxter
A E Hough (Resigned 30/09/05; Re-appointed 01/02/06)
E M Lathangie (Resigned 01/02/06)
R A Lightbown (Resigned 01/02/06)
H Askari
V Raimondo (Resigned 01/02/06)
P J R Nathan (Appointed 02/02/05)

COMPANY SECRETARY

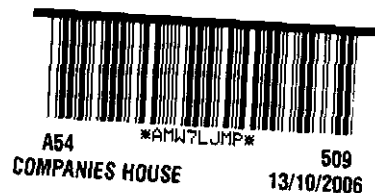
P J R Nathan

REGISTERED OFFICE

Old Mutual Place
2 Lambeth Hill
London EC4P 4WR

REGISTERED NUMBER

England: 3347383



OLD MUTUAL ASSET MANAGERS HOLDINGS (UK) LIMITED

REPORT OF THE DIRECTORS

The Directors present their report and audited financial statements for the year from 1 January 2005 to 31 December 2005.

ACTIVITIES

The Company's principal activity is that of an investment holding company.

RESULTS FOR THE PERIOD

The results for the year are shown in the profit and loss account on page 5. The Directors do not recommend the payment of a dividend (year ended 31 December 2004: £nil).

On the 1st of January 2005 the shares held by Old Mutual Asset Managers Holdings (UK) Limited in Old Mutual Asset Managers (UK) Limited and Old Mutual Fund Managers Limited were sold to Old Mutual UK Holdings Limited, a fellow group company, for cash. No gain or loss was made on the transfer.

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 2005 or members of their immediate family had any disclosable interest in the share capital of the Company at any time during the year. Five of the Directors had a disclosable interest in the share capital of Old Mutual plc, the ultimate parent company.

The interests of H Askari and V Raimondo are disclosed in the accounts of Old Mutual Financial Services (UK) plc, the parent company, of which they are Directors.

The interests of the other Directors in options over shares in Old Mutual plc were as follows:

	Date of grant	Options over number of Old Mutual plc 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*
E M Lathangie	01/06/03	27,375	£0.60	01/06/08	30/11/08	SAYE*
P J R Nathan	26/02/03	173,914	£0.8625	26/02/2006	25/02/2009	SOP*
P J R Nathan	03/03/04	18,898	£0.9525	03/03/2007	02/03/2010	SOP*
P J R Nathan	03/03/04	15,118	nil	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 10 October 2005, P J R Nathan exercised 78,750 of options at an exercise price of £0.9525. The share price at the date of exercise was £1.35. E M Lathangie owned 300 shares in Old Mutual plc at 1 January 2005 and 31 December 2005.

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



P J R Nathan
Director and Company Secretary
28 February 2006

OLD MUTUAL ASSET MANAGERS HOLDINGS (UK) LIMITED

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 the Directors 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 judgments 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 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 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 irregularities.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

AUDITOR'S RESPONSIBILITIES

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

OLD MUTUAL ASSET MANAGERS HOLDINGS (UK) LIMITED

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

We have audited the financial statements of Old Mutual Asset Managers Holdings (UK) Limited for the year ended 31 December 2005 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.

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 if, in our opinion, the Directors' Report is not consistent with the financial statements, if 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 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 UK Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2005 and of its loss for the year then ended; and
- have been properly prepared in accordance with the Companies Act 1985.

KPMG Audit Plc

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

Date:

29 March 2006

OLD MUTUAL ASSET MANAGERS HOLDINGS (UK) LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2005

	Notes	Year ended 31 Dec 2005 £'000	Year ended 31 Dec 2004 £'000
Other Income		15	63
Operating profit	2	<u>15</u>	<u>63</u>
Interest receivable from group companies		604	481
Interest payable to group companies		<u>(859)</u>	<u>(549)</u>
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(240)	(5)
Taxation credit	4	<u>25</u>	<u>20</u>
(LOSS) / PROFIT FOR THE FINANCIAL YEAR		(215)	15
Retained loss brought forward		<u>(2,391)</u>	<u>(2,406)</u>
RETAINED LOSS CARRIED FORWARD		<u><u>(2,606)</u></u>	<u><u>(2,391)</u></u>

All the above amounts are in respect of continuing operations.

The Company had no recognised gains or losses other than the loss for the year, and accordingly a separate statement of recognised gains and losses is not presented.

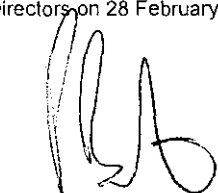
The notes on pages 7 to 10 form part of these financial statements

OLD MUTUAL ASSET MANAGERS HOLDINGS (UK) LIMITED

BALANCE SHEET AS AT 31 DECEMBER 2005

	Notes	31 December 2005 £'000	31 December 2004 £'000
FIXED ASSETS			
Investment in subsidiaries	5	-	34,700
Other investments	6	6	6
		<u>6</u>	<u>34,706</u>
CURRENT ASSETS			
Debtors	7	47,892	13,176
Creditors: amounts falling due within one year	8	<u>(18,804)</u>	<u>(18,573)</u>
NET CURRENT ASSETS		<u>29,088</u>	<u>(5,397)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u><u>29,094</u></u>	<u><u>29,309</u></u>
CAPITAL AND RESERVES			
Shareholder's funds:			
Called up share capital	9	28,500	28,500
Other reserves		3,200	3,200
Profit and loss account		<u>(2,606)</u>	<u>(2,391)</u>
	10	<u><u>29,094</u></u>	<u><u>29,309</u></u>

Approved by the Board of Directors on 28 February 2006 and signed on their behalf by:



P Baxter
28 February 2006

The notes on pages 7 to 10 form part of these financial statements

OLD MUTUAL ASSET MANAGERS HOLDINGS (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS AT 31 DECEMBER 2005

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 Company is exempt under Section 228 of the Companies Act 1985 from the obligation to prepare group accounts as consolidated accounts are prepared by the ultimate parent undertaking Old Mutual plc.

b) 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.*

c) Cash Flow Statement

The Company's ultimate parent undertaking 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.

2 ADMINISTRATIVE EXPENSES

The audit fee of £3,000 has been paid for by another group company.

3 EMPLOYEES AND DIRECTORS' EMOLUMENTS

The Company had no direct employees during the year. The Directors emoluments were £ nil for their services to the Company (year to 31 December 2004 : £ nil).

4 TAXATION

a) Tax based on the profit for the year as adjusted for tax purposes

	Year Ended 31 Dec 2005 £'000	Year ended 31 Dec 2004 £'000
UK corporation tax credit at 30% on loss for the period	-	20
UK corporation tax – previous years	25	-
	<u>25</u>	<u>20</u>

b) Reconciliation of tax charge

	Year Ended 31 Dec 2005 £'000	Year ended 31 Dec 2004 £'000
Loss on ordinary activities before taxation	240	5
Tax credit at UK rate of 30% (2004: 30%)	72	1
Effects of:		
Group relief received for no payment	425	-
Transfer pricing adjustment	(496)	19
Utilisation of previously unrecognised losses	(1)	-
Adjustment in respect of previous years	25	-
Current taxation credit	<u>25</u>	<u>20</u>

OLD MUTUAL ASSET MANAGERS HOLDINGS (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS AT 31 DECEMBER 2005 (continued)

4 TAXATION (continued)

c) Factors that may affect future tax charges:

There are no factors that are likely to affect future tax loss.

5 INVESTMENTS IN SUBSIDIARIES

	31 Dec 2005 £'000	31 Dec 2004 £'000
NET BOOK VALUE		
At 1 January	34,700	34,700
Disposals	<u>(34,700)</u>	<u>-</u>
At 31 December	<u><u>-</u></u>	<u><u>34,700</u></u>

On the 1st of January 2005 the shares held by Old Mutual Asset Managers Holdings (UK) Limited in Old Mutual Asset Managers Limited and Old Mutual Fund Managers Limited were sold to Old Mutual UK Holdings Limited, a fellow group company, for cash, which has yet to be received. No gain or loss was made on the transfer.

At 31 December 2005 the Company owned the whole of the following subsidiary undertaking with a book cost of £1,065,000 and a provision for impairment of £1,065,000:

Subsidiary Undertaking	Place of Incorporation	Nature of Business	Class and Percentage of shares held
Ridgefield Unit Trust Administration Limited	England	Dormant	100% of ordinary shares

6 OTHER INVESTMENTS

Other investments represent the cost and market value of founder shares in a number of Dublin funds.

7 DEBTORS

	31 Dec 2005 £'000	31 Dec 2004 £'000
Amounts owed by Old Mutual Financial Services (UK) plc	13,147	13,156
Amount owed Old Mutual UK Holdings Ltd	34,700	-
Corporation tax recoverable	<u>45</u>	<u>20</u>
	<u><u>47,892</u></u>	<u><u>13,176</u></u>

The loan to Old Mutual UK Holdings Ltd is non interest bearing. Interest is received on the loan to Old Mutual Financial Services (UK) plc at base rate. The loans are all receivable on demand.

OLD MUTUAL ASSET MANAGERS HOLDINGS (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS AT 31 DECEMBER 2005 (continued)

8 CREDITORS: amounts falling due within one year

	31 Dec 2005 £'000	31 Dec 2004 £'000
Amounts owed to Old Mutual Asset Managers UK Limited	8,043	7,993
Amounts owed to Old Mutual Fund Managers Limited	10,761	10,565
Accruals and deferred income	-	15
	<u>18,804</u>	<u>18,573</u>

Interest is paid on the loans from group companies at base rate. The loans are all payable on demand.

9 SHARE CAPITAL

	31 Dec 2005 £'000	31 Dec 2004 £'000
AUTHORISED:		
30,000,000 ordinary shares of £1 each	<u>30,000</u>	<u>30,000</u>
ISSUED, CALLED UP AND FULLY PAID:		
28,500,000 ordinary shares of £1 each	<u>28,500</u>	<u>28,500</u>

10 RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S FUNDS

	Year Ended 31 Dec 2005 £'000	Year Ended 31 Dec 2004 £'000
Shareholder's funds at 1 January	29,309	29,294
(Loss) / profit for the year	<u>(215)</u>	<u>15</u>
Shareholder's funds at 31 December	<u>29,094</u>	<u>29,309</u>

OLD MUTUAL ASSET MANAGERS HOLDINGS (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS AT 31 DECEMBER 2005 (continued)

11 DEFERRED TAXATION ASSET

No provision is required for deferred tax (2004: nil). The Company has no unrecognised deferred tax assets at the balance sheet date.

12 RELATED PARTY TRANSACTIONS

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

13 PARENT UNDERTAKINGS

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 Financial Services (UK) plc, incorporated in England is the immediate parent undertaking. Its financial statements are available from:

The Secretary, Old Mutual Financial Services (UK) plc, Old Mutual Place, 2 Lambeth Hill, London EC4V 4GG.