

OLD MUTUAL ASSET MANAGERS HOLDINGS (UK) LIMITED

FINANCIAL STATEMENTS - 31 DECEMBER 2004

BOARD OF DIRECTORS

A J Ainsworth (Resigned 26/05/05)
P Baxter
A E Hough
E M Lathangie
R A Lightbown
H Askari
V Raimondo
P J R Nathan (Appointed 02/02/05)

COMPANY SECRETARY

A E Hough

REGISTERED OFFICE

5th Floor
80 Cheapside
London
EC2V 6EE

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 2004 to 31 December 2004.

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 to 31 December 2003:£ nil).

DIRECTORS

The Directors of the Company are shown on page 1.

None of the Directors in office at 31 December 2004 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 of which they are Directors.

The interests of the Directors in options over shares in other Group undertakings were as follows:

	Date of grant	Old Mutual plc	Option price	Earliest date of exercise	Latest date of exercise
P J R Nathan	04/03/02	157,500	£0.9525	04/03/2005	03/03/2008
P J R Nathan	26/02/03	173,914	£0.8625	26/02/2006	25/02/2009
P J R Nathan	03/03/04	18,898	£0.9525	03/03/2007	02/03/2010

All other options held at the beginning of the year have lapsed without being exercised.

The interests of the other Directors in shares in other Group undertakings were as follows:

Old Mutual plc

At 31 December 2004

E M Lathangie	300
P J R Nathan	15,118

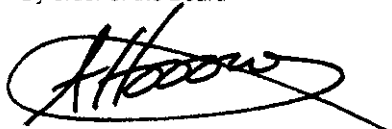
At 1 January 2004

A J Ainsworth	144,800
E M Lathangie	300
P J R Nathan	15,118

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 E Hough
20 July 2005

OLD MUTUAL ASSET MANAGERS HOLDINGS (UK) LIMITED

DIRECTORS' AND AUDITOR'S RESPONSIBILITIES

DIRECTORS' RESPONSIBILITIES

Company law requires the Directors to prepare financial statements 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 for that period. In preparing those 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; and
- State whether applicable 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 and the group will continue in business.

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 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.

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 on pages 5 to 10.

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

The directors are responsible for preparing the directors' report and, as described on page 3, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

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 transactions with the company is not disclosed.

Basis of audit 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 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.

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31st of December 2004 and of its profit 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: *20 July 2005*

OLD MUTUAL ASSET MANAGERS HOLDINGS (UK) LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2004

	Notes	Year ended 31 Dec 2004 £'000	Year ended 31 Dec 2003 £'000
Other Income	3	63	-
Administrative expenses	2	-	-
Operating profit		<u>63</u>	<u>-</u>
Interest receivable		481	-
Interest payable and similar charges		<u>(549)</u>	<u>-</u>
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(5)	-
Taxation	6	<u>20</u>	<u>-</u>
PROFIT FOR THE FINANCIAL YEAR		15	-
Retained loss brought forward		<u>(2,406)</u>	<u>(2,406)</u>
RETAINED LOSS CARRIED FORWARD		<u><u>(2,391)</u></u>	<u><u>(2,406)</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 2004

	Notes	31 December 2004 £'000	31 December 2003 £'000
FIXED ASSETS			
Investment in subsidiaries	7	34,700	34,700
Other investments		6	6
		<u>34,706</u>	<u>34,706</u>
CURRENT ASSETS			
Debtors	8	<u>13,176</u>	<u>15,045</u>
		13,176	15,045
Creditors: amounts falling due within one year	9	<u>(18,573)</u>	<u>(18,457)</u>
NET CURRENT ASSETS		<u>(5,397)</u>	<u>(3,412)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		29,309	31,294
Creditors: amounts falling due after more than one year			
Group companies	10	-	(2,000)
		<u>29,309</u>	<u>29,294</u>
CAPITAL AND RESERVES			
Shareholder's funds:			
Called up share capital	11	28,500	28,500
Other reserves		3,200	3,200
Profit and loss account		<u>(2,391)</u>	<u>(2,406)</u>
	12	<u>29,309</u>	<u>29,294</u>

Approved by the Board of Directors on 20 July 2005 and signed on their behalf by:



A E Hough
20 July 2005

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 2004

1 ACCOUNTING POLICIES

a) Basis of preparation

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

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

	Year ended 31 Dec 2004 £000	Year ended 31 Dec 2003 £000
Administrative Expenses	-	-

There was no audit fee for the period as this was paid by another group company.

3 OTHER INCOME

Other income is in respect of a payment of residual funds from a subsidiary company, Ridgefield Unit Trust Administration Limited, that is currently being wound up.

4 DIRECTORS' EMOLUMENTS

The Directors emoluments were £ nil for their services to the Company (year to 31 December 2003 : £ nil).

5 EMPLOYEES

The Company had no direct employees during the year.

6 TAXATION

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

	Year Ended 31 Dec 2004 £'000	Year ended 31 Dec 2003 £'000
UK corporation tax credit at 30%	(20)	-
UK corporation tax -- previous years	-	-
	(20)	-

OLD MUTUAL ASSET MANAGERS HOLDINGS (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS AT 31 DECEMBER 2004 (continued)

6 TAXATION (continued)

b) Reconciliation of tax charge

	Year Ended 31 Dec 2004 £'000	Year ended 31 Dec 2003 £'000
Loss on ordinary activities before taxation	(5)	-
Tax at UK rate of 30% (2003 30%)	(1)	-
Effects of: Income not taxable for tax purposes	(19)	-
Current taxation	(20)	-

c) Factors that may affect future tax charges:

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

7 INVESTMENTS IN SUBSIDIARIES

	31 Dec 2004 £'000	31 Dec 2003 £'000
COST		
At 1 January	34,700	30,700
Additions	-	4,000
At 31 December	34,700	34,700

At 31 December 2004 the Company owned the whole of the following subsidiary undertakings;

Subsidiary Undertaking	Place of Incorporation	Nature of Business	Class and Percentage of shares held
Old Mutual Asset Managers (UK) Limited	England	Investment Management	100% of ordinary shares
Old Mutual Fund Managers Limited	England	Unit Trust Managers	100% of ordinary shares
Ridgefield Unit Trust Administration Limited	England	Investment Administration Services	100% of ordinary shares

8 DEBTORS

	31 Dec 2004 £'000	31 Dec 2003 £'000
Amounts owed by group undertakings	13,176	15,000
Amount owed re subordinated loan	-	45
	13,176	15,045

OLD MUTUAL ASSET MANAGERS HOLDINGS (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS AT 31 DECEMBER 2004 (continued)

9 CREDITORS: amounts falling due within one year

	31 Dec 2004 £'000	31 Dec 2003 £'000
Amounts owed to group undertakings	18,558	18,442
Accruals and deferred income	15	15
	<u>18,573</u>	<u>18,457</u>

10 CREDITORS: amounts falling due after more than one year

	31 Dec 2004 £'000	31 Dec 2003 £'000
Group companies	<u>-</u>	<u>2,000</u>

11 SHARE CAPITAL

	31 Dec 2004 £'000	31 Dec 2003 £'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>

12 RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S FUNDS

	Year Ended 31 Dec 2004 £'000	Year Ended 31 Dec 2003 £'000
Shareholder's funds at 1 January	29,294	25,294
Issue of new shares	-	4,000
Profit for the year	<u>15</u>	<u>-</u>
Shareholder's funds at 31 December	<u>29,309</u>	<u>29,294</u>

OLD MUTUAL ASSET MANAGERS HOLDINGS (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS AT 31 DECEMBER 2004 (continued)

13 DEFERRED TAXATION ASSET

No provision is required for deferred tax (2003: nil). The Company has no unrecognised deferred tax assets at the balance sheet date.

14 POST BALANCE SHEET EVENTS

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.

15 SEGMENT INFORMATION

The Directors consider there is only one business segment – that of an investment holding company in the United Kingdom.

16 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.

17 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 plc, Old Mutual Place, 2 Lambeth Hill, London EC4V 4GG.

18 SUBSIDIARY UNDERTAKINGS

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 immediate parent undertaking Old Mutual Financial Services (UK) plc.