

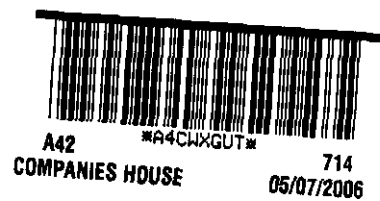
AEQUANIMITER LIMITED

Report and Financial Statements

Aequanimiter Limited

Registered Number: 3365130

31 December 2005



AEQUANIMITER LIMITED

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AEQUANIMITER LIMITED

Report of the Directors

The directors present their report and financial statements for the year ended 31 December 2005.

Review of the Business and Future Developments

The principal activity of Aequanimiter Ltd is that of a holding company for a company whose primary activity was that of Lloyd's members' agents. It also acts as company secretary for a number of Namecos where CBS Private Capital Limited, a fellow subsidiary of CBS Insurance Holdings PLC, acts as members' agent.

Results and Dividends

The results for the year and the state of the company's affairs as at 31 December 2005 are shown in the financial statements. The directors do not recommend the payment of a dividend (2004:nil).

Directors

The following have served as directors during the period from 1 January 2005 to the date of this report.

DJ Ewart
CAA Harbord-Hamond
Mrs EL Royds
AJ Sparrow

Directors' Interests

No director has had an interest in the share capital of the company. The interests of the directors in CBS Insurance Holdings PLC are disclosed in the directors' report of that company, of which they are also directors.

Supplier Payment Policy

The company does not follow any code or statement on payment practice but it is the company's policy to pay all of its suppliers within 30 days of receipt of invoice.

BY ORDER OF THE BOARD



CAA Harbord-Hamond
Director
Peninsular House
36 Monument Street
London EC3R 8LJ

3 July 2006

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.

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.

Independent auditor's report to the members of Aequanimiter Limited

We have audited the financial statements of Aequanimiter 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 2, 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 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
London

3 July 2006

AEQUANIMITER LIMITED**Profit and Loss Account for the year ended 31 December 2005**

	Note	12 months to 31.12.05 £	12 months to 31.12.04 £
Turnover	2	28,050	23,000
Administrative expenses		<u>(25,587)</u>	<u>(29,774)</u>
OPERATING PROFIT/(LOSS)	3	2,463	(6,774)
Interest payable and similar income		<u>-</u>	<u>(90)</u>
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION		2,463	(6,864)
Taxation on ordinary activities	5	<u>(739)</u>	<u>2,059</u>
RETAINED PROFIT/(LOSS) FOR THE YEAR	10	<u>1,724</u>	<u>(4,805)</u>

All recognised gains and losses are included in the Profit and Loss Account above; hence no Statement of Total Recognised Gains and Losses has been provided. All of the company's activities are in respect of continuing operations.

AEQUANIMITER LIMITED

Balance Sheet as at 31 December 2005

	Note	31.12.05 £	31.12.04 £
FIXED ASSETS			
Investments	6	<u>583,059</u>	<u>583,059</u>
		583,059	583,059
 CREDITORS – AMOUNTS FALLING DUE WITHIN ONE YEAR	 7	 <u>22,469</u>	 <u>24,193</u>
		(22,469)	(24,193)
NET CURRENT LIABILITIES			
		<u>560,590</u>	<u>558,866</u>
NET ASSETS			
 CAPITAL AND RESERVES			
Called up share capital	8	123,000	123,000
Share premium account	9	210,000	210,000
Merger reserve	9	217,270	217,270
Capital Redemption Reserve	9	100	100
Profit and loss account	9	10,220	8,496
 SHAREHOLDERS' FUNDS	 10	 <u>560,590</u>	 <u>558,866</u>

Approved by the board on 3 July 2006 and signed on its behalf by



CAA Harbord-Hamond
Director

Notes to the Financial Statements for the year ended 31 December 2005

1. Accounting Policies

- a) The financial statements are prepared under the historical cost convention and in accordance with applicable Financial Reporting Standards and Statements of Standard Accounting Practice.
- b) Investment income is dealt with on an accruals basis.
- c) Other income and expenses are dealt with on an accruals basis.
- d) Investments are stated at cost less any impairment in value at the balance sheet date.
- e) Group accounts have not been prepared because the company is an intermediate parent company. The results of the company and its subsidiaries have been consolidated into the accounts of the ultimate parent company, CBS Insurance Holdings PLC.
- f) The company has taken advantage of the exemption contained in FRS 8 not to disclose related party transactions or balances with certain entities which form part of the group. The consolidated financial statements of CBS Insurance Holdings PLC, within which this company's affairs are included, can be obtained from the address shown in note 12.
- g) The company has relied on the exemption given in Financial Reporting Standard 1 (Revised) not to prepare a cashflow statement on the grounds that a parent undertaking includes the company in its own published consolidated financial statements.
- h) The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19.

2. Turnover

	Year ended 31 December 2005 £	Year ended 31 December 2004 £
Turnover comprises:		
Management fee	23,000	-
	<u>23,000</u>	<u>-</u>

3. Operating Loss

Operating Loss is stated after charging:

	12 months to 31.12.05 £	12 months to 31.12.04 £
Management fee	25,744	27,274
Auditors' remuneration - audit fee	1,375	1,250
- non audit services	300	1,250
	<u>27,419</u>	<u>29,774</u>

AEQUANIMITER LIMITED**Notes to the Financial Statements for the year ended 31 December 2005 (continued)****4. Directors' Emoluments**

The directors did not receive any remuneration in respect of the work performed for the company during the year.

5. Taxation

	12 months to 31.12.05 £	12 months to 31.12.04 £
i) Analysis of tax charge on year		
UK Corporation tax @ 30%	<u>(739)</u>	<u>2,059</u>
	<u>(739)</u>	<u>2,059</u>
ii) Factors affecting the tax charge for the year		
Profit/(Loss) on ordinary activities for the year	<u>2,463</u>	<u>(6,864)</u>
Tax charge at 30%	<u>(739)</u>	<u>2,059</u>

6. Fixed Asset Investments

Cost	£
At 1 January 2005 & 31 December 2005	<u>823,611</u>
Provision for diminution in value	£
At 1 January 2005 and 31 December 2005	<u>240,552</u>
Net book value	£
At 31 December 2004 and 31 December 2005	<u>583,059</u>

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Notes to the Financial Statements for the year ended 31 December 2005 (continued)

6. Fixed Asset Investments (continued)

The subsidiary company listed below is registered in England and Wales at 31 December 2005. The investment is unlisted.

Name	Business	Percentage Owned	Shares
Christie Brockbank Shipton Ltd	Lloyd's Members' Agent	100%	Ordinary

In the opinion of the directors the value of the fixed asset investment in Group undertakings is not less than the amounts at which it is included in the accounts.

7. Creditors

	31.12.05 £	31.12.04 £
Amounts falling due within one year:		
Amounts due to group undertakings	20,794	20,693
Accruals & deferred income	1,675	3,500
	<u>22,469</u>	<u>24,193</u>

8. Share Capital

	31.12.05 £	31.12.04 £
Authorised:		
1,999,000 ordinary shares of 10p each	199,900	199,900
1,000 preference shares of 10p each	100	100
	<u>200,000</u>	<u>200,000</u>
Issued and fully paid:		
1,230,000 ordinary shares of 10p each	123,000	123,000
	<u>123,000</u>	<u>123,000</u>

9. Reserves

	Share Premium £	Merger Reserve £	Capital Redemption Reserve £	Profit & Loss Account £	Total £
At 1 January 2005	210,000	217,270	100	8,496	435,866
Profit for the year	-	-	-	1,724	1,724
At 31 December 2005	<u>210,000</u>	<u>217,270</u>	<u>100</u>	<u>10,220</u>	<u>437,590</u>

AEQUANIMITER LIMITED**Notes to the Financial Statements for the year ended 31 December 2005 (continued)****10. Reconciliation of Movements in Shareholders' Funds**

	2005	2004
	£	£
Profit/(Loss) for the period	1,724	(4,805)
Opening Shareholders' Funds	<u>558,866</u>	<u>593,696</u>
Closing Shareholders' Funds	<u>560,590</u>	<u>558,866</u>
The total of shareholder's funds comprises:		
	2005	2004
	£	£
Equity Interests	<u>560,590</u>	<u>558,866</u>

11. Contingent Liabilities

The company is party to a guarantee given to CBS Underwriting 2001 Ltd and CBS Underwriting 2002 PLC, fellow subsidiaries of CBS Insurance Holdings PLC, and Arch (2004) Ltd, a former subsidiary of CBS Insurance Holdings PLC, in respect of the letters of credit supporting their Funds at Lloyd's.

12. Ultimate Parent Undertaking

The company is a subsidiary of CBS Insurance Holdings PLC, a company registered in England & Wales. The company's results are consolidated in the group accounts of CBS Insurance Holdings PLC, copies of which are available at Peninsular House, 36 Monument Street, London EC3R 8LJ.