

Reports & Financial Statements

For the year ended 31 December 2009

Greenwich Insurance Holdings PLC

Company Registration No: 3400222



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GREENWICH INSURANCE HOLDINGS PLC
OFFICERS AND PROFESSIONAL ADVISERS

2

Directors: Christopher James Hodgson
Graham Paul Nash
Andrew Thomas West *Non Executive*

**Secretary and
Registered Office:** Graham Paul Nash ACA
Pingle House
Priors Hardwick
Southam
Warwickshire
CV47 7SL

Registered Number: 3400222

Auditors: Mazars LLP
Chartered Accountants and Statutory Auditors
Tower Bridge House
St Katharine's Way
London
E1W 1DD

Bankers: National Westminster Bank Plc
City of London Office
1 Princes Street
London
EC2R 8PA

Solicitors: Denton Wilde Sapte
1 Fleet Place
London
EC4M 7WS

DIRECTORS' REPORT

The Directors submit their report together with the audited financial statements for the year ended 31 December 2009. The company's registration number is 3400222.

Principal activities and review of the business

The Company acts or acted as a holding company for companies which are corporate members of Lloyd's, a Lloyd's Managing Agency and a Lloyd's Members' Agency.

On 10 March 2003 the Group sold its Grenville Underwriting subsidiaries to Dimpton Limited.

The Group's remaining underwriting subsidiary, Service Corporate Capital Limited, closed its last year of account at 31 December 2003.

Until 24 November 2003 the Group managed Syndicates 994 and 1923 and the run-off of Syndicates 923, 2923, 947, 2947 and 1222. It managed capacity of £53m for the 2003 year of account. On 24 November 2003 the Group transferred its holdings in its managing agent to GMA Imagine Limited, pursuant to an agreement with Imagine Insurance Company.

The Group continued to run off its remaining members' agency business in 2009. Most Names were transferred to Lloyd's Members Agents Services Limited in 2002 and the Group has not acted for any Names in respect of the 2003, 2004, 2005, 2006 or 2007 years of account. Greenwich Lloyd's Underwriting Limited will be deregistered as a members' agent as soon as practical.

The results for 2009 were in line with expectations. The directors will continue to wind down the Group's affairs as efficiently as possible.

Share Capital

Changes to share capital during the year are fully explained in note 12 to the accounts.

Results and dividends

The result for the year is as shown in the profit and loss account on page 9. No dividend is proposed on the ordinary shares of the Company.

Financial instruments

The Group has little exposure to risks arising from financial instruments. The only area where the Group is exposed to risk is that of liquidity and cash flow. This is the risk that the Group will not have sufficient funds to meet its obligations as they fall due. Robust liquidity management forms an important component of the Group's financial management practices and systems are in place to both measure and monitor the potential sources of liquidity risk that have been identified. A liquid asset buffer is maintained to cover contingencies.

DIRECTORS' REPORT (continued)**Directors**

The Directors who served throughout the year and their beneficial interests in the share and loan capital of the Company are detailed below

At 1 January 2009

	Ordinary 5p shares directly held	Ordinary 5p shares indirectly held	Share options issued 31 March 1999
CJ Hodgson	426,754	128,500	100,000
GP Nash	22,000	-	100,000
AT West	-	-	-

At 31 December 2009

	Ordinary 5p shares directly held	Ordinary 5p shares indirectly held	Share options issued 31 March 1999
CJ Hodgson	426,754	128,500	100,000
GP Nash	22,000	-	100,000
AT West	-	-	-

The share option scheme is an unapproved scheme and was adopted by the board on behalf of the Company in March 1999. A total of 1,140,000 options to purchase ordinary 5p shares have been issued to certain employees and directors. The exercise price of the option is £1 and the exercise is dependent on the achievement of performance criteria.

Directors' and Officers' liability insurance

The Company did not renew the liability insurance for its Directors and Officers.

Supplier payments

Due to the discontinued nature of the group's business, suppliers are not applicable. The main expenses incurred are management and professional fees, which are paid when billed.

Charitable and political contributions

Charitable contributions amounting to £nil (2008: £nil) were made during the year.

DIRECTORS' REPORT (continued)

Disclosure of information to Auditors

Under the Companies Act 2006 section 418, we confirm that

(a) so far as we are aware, there is no relevant audit information of which the Company's auditors are unaware, and

(b) we have taken all the steps that we ought to have taken as directors in order to make us aware of any relevant information and to establish that the Company's auditors are aware of that information

Auditors

Mazars LLP will continue in office in accordance with CA 2006, s 487(2)

Approved by the Board of Directors and signed on behalf of the Board



Graham Nash
Director

29 June 2010

Pingle House
Priors Hardwick
Southam
Warwickshire
CV47 7SL

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Directors are responsible for preparing the Director's 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and Group and of the profit or loss of the Group 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 adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GREENWICH INSURANCE HOLDINGS PLC

We have audited the financial statements of Greenwich Insurance Holdings PLC for the year ended 31 December 2009 which comprise the Group Profit and Loss Account, the Group and Parent Company Balance Sheets, the Group Cash Flow Statement and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 6, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors. This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's web-site at www.frc.org.uk/apb/scope/UKNP.

Opinion on the financial statements

In our opinion the financial statements

- give a true and fair view of the state of the group's and the parent company's affairs as at 31 December 2009 and of the group's loss for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Emphasis of matter - Going concern

In forming our opinion on the financial statements, which is not qualified, we have considered the adequacy of the disclosures made in note 20 to the financial statements concerning the Group's ability to continue as a going concern. The matters explained in note 20 indicate the existence of a material uncertainty which may cast significant doubt over the Group's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the Group was unable to continue as a going concern.

Opinion on other matter prescribed by the Companies Act 2006

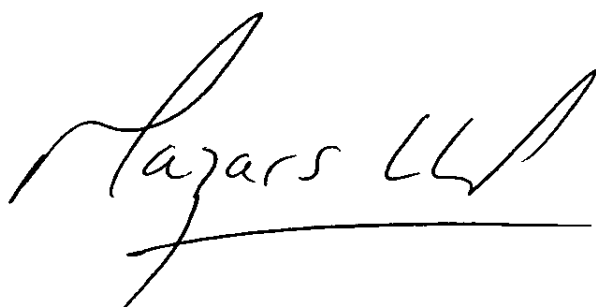
In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

**INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF GREENWICH INSURANCE HOLDINGS PLC (continued)**

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us, or
- the parent company financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

A handwritten signature in black ink, appearing to read 'Mazars LLP', with a long horizontal line extending from the end of the signature.

Mazars LLP, Chartered Accountants (Statutory auditor)

Andrew Hubbard (Senior statutory auditor)

Tower Bridge House, St Katharine's Way, London E1W 1DD

29 June 2010

CONSOLIDATED PROFIT AND LOSS ACCOUNT**For the year ended 31 December 2009**

	Notes	2009 £000's	2008 £000's
Turnover – continuing operations	2	20	25
Operating expenses	3	(182)	158
		<hr/>	<hr/>
Operating profit / (loss)		(162)	183
		<hr/>	<hr/>
Continuing operations		(162)	183
Discontinued operations		-	-
		<hr/>	<hr/>
		(162)	183
Investment income		11	51
		<hr/>	<hr/>
Profit/(loss) on ordinary activities before tax		(151)	234
		<hr/>	<hr/>
Taxation on ordinary activities	5	-	-
		<hr/>	<hr/>
Profit/(loss) on ordinary activities after tax		(151)	234
		<hr/> <hr/>	<hr/> <hr/>

The notes on pages 13 to 27 form part of these financial statements and include details of the basis of preparation in note 1. The Group has no recognised gains or losses other than the result for the year.

CONSOLIDATED BALANCE SHEET
As at 31 December 2009

	Notes	2009 £000's	2008 £000's
Debtors	8	790	1,175
Cash at bank	9	1,125	1,336
		<u>1,915</u>	<u>2,511</u>
Creditors amounts falling due within one year	10	(477)	(469)
Net current assets		<u>1,438</u>	<u>2,042</u>
Total assets less current liabilities		1,438	2,042
Provisions for liabilities	11	(742)	(1,058)
Total net assets		<u><u>696</u></u>	<u><u>984</u></u>
Capital and reserves			
Called up share capital	12/13	1,847	1,845
Share premium account	13	32,694	32,652
Merger reserve	13	141	141
Convertible Unsecured Loan Stock	13/14	569	673
Profit and loss account	13	(34,555)	(34,327)
		<u>696</u>	<u>984</u>
Equity shareholders' funds		<u><u>696</u></u>	<u><u>984</u></u>

In addition to the above shareholders' funds share options have been issued as disclosed in note 12

The notes on pages 13 to 27 form part of these financial statements and include details of the basis of preparation in note 1

COMPANY BALANCE SHEET
As at 31 December 2009

	Notes	2009 £000's	2008 £000's
Investments	15	-	-
		-	-
Debtors	8	618	752
Cash and short term deposits		1,035	1,255
		1,653	2,007
Creditors amounts falling due within one year	10	(1,620)	(1,637)
Net current assets		33	370
Total assets less current liabilities		33	370
Provisions for liabilities	11	(569)	(713)
Total net liabilities		(536)	(343)
Capital and reserves			
Called up share capital	12/13	1,847	1,845
Share premium account	13	32,694	32,652
Capital reserve – merger relief	13	141	141
Unsecured loan stock	13/14	569	673
Profit and loss account	13	(35,787)	(35,654)
Equity Shareholders' funds	13	(536)	(343)

In addition to the above shareholders' funds share options have been issued as disclosed in note 12

The financial statements were approved by the Board on 29 June 2010 and signed on its behalf by



Graham Nash
Director

The notes on pages 13 to 27 form part of these financial statements and include details of the basis of preparation in note 1

CONSOLIDATED CASH FLOW STATEMENT**For the year ended 31 December 2009**

	Notes	2009 £000's	2008 £000's
Cash flow from operating activities	16 a	(222)	230
Returns on investments and servicing of income		11	51
Net cash inflow before financing		<u>(211)</u>	<u>281</u>
Financing			
Increase/(decrease) in cash in the period	16 b	(211)	281
Net funds at 1 January	16 b	1,336	1,055
Net funds at 31 December	16b	<u>1,125</u>	<u>1,336</u>

The notes on pages 13 to 27 form part of these financial statements and include details of the basis of preparation in note 1

NOTES TO THE FINANCIAL STATEMENTS**For the year ended 31 December 2009****1 Principal accounting policies****(a) Basis of preparation**

The consolidated financial statements are prepared in accordance with the provisions of section 339 of the Companies Act 2006 and Statutory Instrument 2008 / 410 Schedule 6

The consolidated financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules and on the going concern basis. Notwithstanding the matters and uncertainties referred to in note 20, the directors consider the going concern basis to be appropriate.

The balance sheet of the Company has been prepared in accordance with the provisions of Section 394 of the Companies Act 2006 and Statutory Instrument 2008 / 410 Schedule 1. The Company is exempt from the requirement to publish its entity profit and loss account.

The particular accounting policies adopted are described below.

(b) Basis of consolidation

The Group financial statements consolidate the financial statements of the Company and its subsidiary undertakings made up to 31 December (or the date of disposal if earlier) and its share of the results and post-acquisition reserves of associated undertakings.

The profits and losses of subsidiary and associated undertakings other than Greenwich Holdings Limited (and its subsidiary undertaking Greenwich Lloyd's Underwriting Limited) (see note 15), are consolidated from the date of acquisition to the date of disposal using the acquisition method of accounting. When the Company's shares are issued in respect of an acquisition, the share premium is computed on the basis of the market value of the shares at the date of acquisition. The difference between the cost of acquisition of shares in these subsidiaries and the fair value of the separable net assets acquired is capitalised as goodwill and amortised over its estimated useful life.

In respect of Greenwich Holdings Limited (and its subsidiary undertaking Greenwich Lloyd's Underwriting Limited) the Group's financial statements have been prepared in accordance with the principles of merger accounting.

NOTES TO THE FINANCIAL STATEMENTS (continued)**For the year ended 31 December 2009****1 Principal accounting policies (continued)****(c) Investments**

Listed investments are valued at middle market prices

(d) Agency fees

Agency fees are recognised in the year to which the fee relates

(e) Investment income and expenses

Dividends from investments declared payable up to the balance sheet date and interest from securities are included on an accruals basis

(f) Taxation

Taxation is based on the taxable result for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Provision is made for deferred tax at the rates of tax expected to apply when the timing differences reverse.

A deferred tax asset is only recognised in respect of trading losses to the extent that it is more likely than not that there will be future trading profits against which the losses can be relieved.

(g) Interest

Interest is accounted for on a receivable basis

(h) Foreign currency transactions

Transactions in foreign currency, whether of a revenue or capital nature, are translated into sterling at the rates of exchange ruling on the dates of such transactions. Revenue items accrued and other monetary foreign currency assets and liabilities at the balance sheet date are translated into sterling at the rates of exchange ruling on that date. Any gain or loss arising from a change in exchange rates subsequent to the date of the transaction is included as an exchange gain or loss in the profit and loss account.

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2009

2 Segmental analysis

	Members' Agency £000's	Other £000's	Total £000's
2009			
Turnover	-	20	20
Operating expenses – continuing operations	9	(191)	(182)
Investment income	-	11	11
	<u>9</u>	<u>(160)</u>	<u>(151)</u>
Profit/(loss) before tax			
	<u>(257)</u>	<u>953</u>	<u>696</u>
Total net assets/(liabilities) at 31 12 2009			

	Members' Agency £000's	Other £000's	Total £000's
2008			
Turnover	5	20	25
Operating expenses – continuing operations	(6)	164	158
Investment income	2	49	51
	<u>1</u>	<u>233</u>	<u>234</u>
Loss before tax			
	<u>(266)</u>	<u>1,249</u>	<u>984</u>
Total net assets/(liabilities) at 31 12 2008			

All turnover is to the UK market

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2009

3 Operating expenses

Operating expenses are stated after charging

	Group 2009 £000's	Restated Group 2008 £000's
Audit fees	43	37
Auditors' remuneration for other services	9	8
Bad and doubtful debt expense provided against debtors	60	(364)
	<hr/>	<hr/>

4 Directors' emoluments and related party transactions

There are no other employees apart from the directors

No remuneration in respect of directors was paid during the year

The highest paid director received emoluments of £nil (2008 £nil) during the year and contributions to the Group money purchase pension scheme of £nil (2008 £nil) have been made. Retirement benefits are accruing to two (2008 two) directors under the money purchase scheme.

Fees of £ 16,813 (2008 £15,000) were payable to Ganymede Limited in respect of services provided by AT West.

Andrew West is the sole owner and director of Ganymede Limited.

Fees of £104,656 (2008 £92,050) were payable to Hodgson Insurance Management Ltd in respect of services provided by C J Hodgson and G P Nash.

Christopher Hodgson is a majority shareholder and director of Hodgson Insurance Management Ltd.

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2009

5 Taxation

	2009 £000's	2008 £000's
(a) Analysis of charge in period		
Current tax		
UK corporation tax on profits of the period	-	-
Adjustment in respect of previous periods	-	-
	<hr/>	<hr/>
Current tax charge for period (see (b) below)	-	-
Deferred tax		
Origination and reversal of timing differences	-	-
Share of associate's tax	-	-
	<hr/>	<hr/>
Tax on profit on ordinary activities	-	-
	<hr/>	<hr/>
(b) Factors affecting tax charge for period		
(Loss)/profit on ordinary activities before tax	(151)	234
	<hr/>	<hr/>
(Loss)/profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 28% (2008 28.5%)	(42)	67
Effects of		
Expenses not deductible for tax purposes	9	-
Income not taxable	(27)	(103)
Other timing differences	(9)	(3)
Tax losses not recognised	-	-
Creation of tax losses	69	39
	<hr/>	<hr/>
Current tax charge for period (see (a) above)	-	-
	<hr/>	<hr/>

NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended 31 December 2009

5 Taxation (continued)

(c) Deferred tax asset not provided for	2009 £000's	2008 £000's
Other timing differences		-
Tax losses	(231)	(155)
	<u>(231)</u>	<u>(155)</u>
	<u><u>(231)</u></u>	<u><u>(155)</u></u>

6 Dividends

No dividends (2008 £nil) have been paid or proposed on the ordinary shares of the Company

7 Debtors

Amounts falling due in less than one year:

	Group		Company	
	2009 £000's	2008 £000's	2009 £000's	2008 £000's
Other debtors	221	463	49	40
Loan stockholders	569	712	569	712
	<u>790</u>	<u>1,175</u>	<u>618</u>	<u>752</u>
	<u><u>790</u></u>	<u><u>1,175</u></u>	<u><u>618</u></u>	<u><u>752</u></u>

A provision of £1,405,627 (2008 £1,393,161) has been made within the Company accounts in respect of amounts owing from subsidiary undertakings

9 Cash at bank

Cash at bank within the Group includes balances of £25,149 (2008 £25,088) which are held in trust on behalf of Names

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2009

10 Creditors: amounts falling due within one year

	Group		Company	
	2009	2008	2009	2008
	£000's	£000's	£000's	£000's
Amounts due to subsidiaries	-	-	1,331	1,352
Accruals	70	71	48	45
Other creditors	407	398	241	240
	<u>477</u>	<u>469</u>	<u>1,620</u>	<u>1,637</u>

11 Provisions for liabilities and charges

Company	EIR provision £000's	Loan stock provision £000's	Total £000's
At 1 January 2009	-	713	713
Release in the year	-	(144)	(144)
At 31 December 2009	<u>-</u>	<u>569</u>	<u>569</u>

Group	EIR provision £000's	Loan stock provision £000's	Total £000's
At 1 January 2009	345	713	1,058
Release in the year	(172)	(144)	(316)
At 31 December 2009	<u>173</u>	<u>569</u>	<u>742</u>

NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended 31 December 2009

11 Provisions for liabilities and charges (continued)

Loan stock provision

Some of the outstanding amounts due from loan stock holders are expected to be paid directly to or for the benefit of the Grenville Underwriting companies under the terms of their membership of Lloyd's. The Grenville Underwriting companies may not be in a position to repay these sums to the Company or the Group and so a provision has been made to cover this commitment of funds. When amounts are paid directly to or for the benefit of the Grenville Underwriting Companies, the corresponding loan stock provision is released and replaced by a provision for bad and doubtful debts against the increased sum owed by the relevant Grenville Underwriting Company.

EIR provision

Pursuant to the agreement reached with European International Reinsurance Company Limited (EIR) in respect of the guarantees given by the Company and Group (see note 19) the Company and Group has agreed that certain specific payments will be made to EIR on the receipt of the remaining sales proceeds in respect of the Grenville Underwriting companies and the repayment of the subordinated loan to Greenwich Managing Agency Limited.

12 Share capital

	2009	2008
	£000's	£000's
Authorised:		
Ordinary shares of 5p each	75,000	75,000
	<u> </u>	<u> </u>
Allotted, issued and fully paid:		
Ordinary shares of 5p each	1,847	1,845
	<u> </u>	<u> </u>

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2009

12 Share capital (continued)

No shares have been issued since 31 December 2009

During 2009 £44,974 D Loan Stock was converted to 2,249 ordinary shares and £58,677 D Loan Stock was forfeited. All loan stock was converted at the rate of one 5p share per £1 of loan stock.

An unapproved share option scheme was adopted on behalf of the Company in March 1999. A total of 1,140,000 options to purchase ordinary shares of 5p have been issued to certain employees and Directors. The exercise price is £1 and the exercise is dependent on the achievement of certain performance criteria.

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2009

13 Shareholders' funds
Year ended 31 December 2009
 Group

	Ordinary shares 5p £000's	Share premium £000's	Profit & loss £000's	Merger reserve £000's	Convertible unsecured loan stock £000's	Total £000
At 1 January 2009	1,845	32,652	(34,327)	141	673	98
Adjustment to Opening Balance for Bad Debt Provision	-	-	(77)	-	-	(77)
At 31 January 2009	1,845	32,652	(34,404)	141	673	90
Conversion of loan stock	2	42	-	-	(44)	
Loan stock forfeited	-	-	-	-	(60)	(60)
Loss retained for the year	-	-	(151)	-	-	(151)
At 31 December 2009	1,847	32,694	(34,555)	141	569	69

Company

	Ordinary shares 5p £000's	Share premium £000's	Profit & loss £000's	Merger reserve £000's	Convertible unsecured loan stock £000's	Total £000'
At 1 January 2009	1,845	32,652	(35,654)	141	673	(343)
Conversion of loan stock	2	42	-	-	(44)	
Loan stock forfeited	-	-	-	-	(60)	(60)
Loss retained for the year	-	-	(133)	-	-	(133)
At 31 December 2009	1,847	32,694	(35,787)	141	569	(536)

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2009

14 Convertible unsecured loan stock

The convertible unsecured loan stock issued is as follows

	In issue at 1.1.2009 £000's	Redeemed / forfeited in 2009 £000's	In issue at 31.12.209 £000's	In respect of conversion vehicle
A Loan Stock	11	-	11	Grenville Underwriting II Limited
B Loan Stock	68	-	68	Grenville Underwriting I Limited
C Loan Stock	9	-	9	Grenville Underwriting III Limited
D Loan Stock	585	(104)	481	Grenville Underwriting IV Limited
	<u>673</u>	<u>(104)</u>	<u>569</u>	

The convertible unsecured loan stocks were issued nil paid in registered form in amounts of £1 each to converting Names. No interest is payable on the convertible unsecured loan stock. The convertible unsecured loan stock has been classified as shareholders' funds as there is no liability to transfer of economic benefits from the Company to the holders.

On payment in full the outstanding loan stock will be converted to ordinary 5p shares, at the rate of one share for each £1 of loan stock.

As at 31 December 2009 all loan stock has been called by the Company.

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2009

15 Investments

(a) Investments in subsidiaries

	Ordinary shares £000's
Cost	
At 1 January 2009	900
At 31 December 2009	900
Provision for diminution in value	
At 1 January 2009	900
At 31 December 2009	900
Net book value at 31 December 2009	-
Net book value at 31 December 2008	-

The Company had the following subsidiaries at the balance sheet date, all of which are incorporated in Great Britain and registered in England and Wales

Grenville Holdings Limited	- Holding company
Greenwich Holdings Limited	- Holding company
Greenwich Lloyd's Underwriting Limited*	- Lloyd's members' agent
Service Corporate Capital Limited	- Corporate member of Lloyd's

*denotes indirect holding

All the subsidiaries are wholly owned except for 100 £1 preference shares in Greenwich Holdings Ltd

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2009

16 Cash flow statement**(a) Reconciliation of operating profit/(loss) to net cashflow from operating activities**

	2009 £000's	2008 £000's
(Loss)/profit before tax	(151)	234
Decrease in provisions	(316)	(291)
Investment income	(11)	(51)
Decrease in debtors and prepayments	385	333
Adjustment to Bad Debt Provision Opening Balance	(77)	-
Increase in creditors and accruals	8	5
Reduction in loan stock	(60)	-
	<u>(222)</u>	<u>230</u>

(b) Analysis of changes in net funds

	At 1 January 2009 £000's	Cash flow £000's	At 31 December 2009 £000's
Cash at bank	1,336	(211)	1,125
	<u>1,336</u>	<u>(211)</u>	<u>1,125</u>

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2009

17 Pension schemes

The Group has operated a money purchase scheme. The scheme's funds are administered by the trustees and are independent from the Group's finances.

As at 31 December 2009 no contributions (2008: £nil) were payable by the Group.

18 Financial commitments

At 31 December 2009 the Group had no annual commitments (2008: £nil) under non-cancellable leases.

19 Guarantees

On 31 December 1998 Greenwich Insurance Holdings PLC gave European International Reinsurance Company Ltd ("EIR") a floating charge over the assets of Group companies to secure the various amounts payable to European International Reinsurance Company Ltd by the Grenville Underwriting companies under the reinsurance agreements which enabled the Group's former underwriting subsidiaries to underwrite at Lloyd's on a 4 to 1 gearing ratio.

At 31 December 2009, the Grenville Underwriting companies owed £8,341,000 (2008: £8,513,000) to EIR. The companies are not currently able to pay these as they fall due and, but for the agreement described below, EIR would be entitled to enforce its security over the Group's assets.

EIR has agreed not to enforce its security provided the Company continues to make all reasonable efforts to maximise its realisable value. Provision has been made for specific payments to EIR (see note 11).

On 27 October 2006 EIR further agreed to release its charge over the Company's interest in GMA Imagine Limited (and any proceeds from the disposal of this interest) on receipt of £50,000.

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2009

20 Going concern

The financial statements have been prepared on a going concern basis. However, the following matters are relevant:

- (a) the financial statements of certain subsidiaries of the Group have not been prepared on a going concern basis, as they have net liabilities, and
- (b) the continuing status of the Group as a going concern depends on EIR continuing to be satisfied that the Company is making all reasonable efforts to maximise the value of its security as described in Note 19.

Whilst the directors consider that it remains appropriate for the Financial Statements to be prepared on a going concern basis at present, these matters indicate material uncertainty over the Group's ability to be able to realise its assets and discharge its liabilities in the normal course of business and therefore to continue as a going concern.