

**LOANZONE LIMITED**

**LOANZONE LIMITED**

**FINANCIAL STATEMENTS  
FOR THE YEAR ENDED  
31 DECEMBER 2005**

Registered number: 3425319



# LOANZONE LIMITED

## CONTENTS

|  | Pages |
|--|-------|
| Directors and other information          | 1     |
| Report of the Directors                  | 2     |
| Statement of Directors' Responsibilities | 3     |
| Accounting Policies                      | 4     |
| Income statement                         | 5     |
| Balance Sheet                            | 6     |
| Notes to the Financial Statements        | 7     |

# **LOANZONE LIMITED**

## **DIRECTORS AND OTHER INFORMATION**

### **Directors**

R. Bergin  
C. Holmes  
M. McDermott  
Wilmington Trust SP Services (London) Limited

### **Registered Office**

Tower 42  
International Financial Centre  
25 Old Broad Street  
London  
EC2N 1HQ

### **Secretary**

M. Mullen

### **Solicitors**

Arthur Cox  
Arthur Cox Building  
Earlsfort Centre  
Earlsfort Terrace  
Dublin 2

## **REPORT OF THE DIRECTORS**

The directors of Loanzone Limited ("the Company") have pleasure in presenting their report, together with audited financial statements for the year ended 31 December 2005.

The financial statements have, for the first time, been prepared in accordance with International Financial Reporting Standards (IFRS) in 2005. The date of transition to IFRS for the Company and the date of its opening IFRS balance sheet was 1 January 2004.

### **Business Review and Future Development**

The Company did not trade during the year under review, nor do the directors expect that it will do so in the foreseeable future.

The directors do not recommend the payment of a dividend (2004:£nil).

### **Directors and Secretary**

The directors and secretary who held office during the year under review and at any time after the year end were:

R. Bergin  
C. Holmes  
M. McDermott  
Wilmington Trust SP Services (London) Limited (formerly SPV Management)

M. Mullen (Secretary)

The current members of the Board are as shown on page 1. In accordance with the Articles of Association, the directors do not retire by rotation.

### **Interests of Directors and Secretaries**

According to the Register of Directors' Interests, no director had any interest in the share capital of, or contracts with, the Company at any time during the year. In relation to other directors' interests the company has relied on Statutory Instrument 85/802, The Companies (Disclosure of directors' interests) (Exceptions) Regulations 1985, in disclosing directors' interests.

### **Elective Resolution**

At an Extraordinary General Meeting of the Company held on 17 October 2001 Elective Resolutions were passed, pursuant to Section 379A of the Companies Act 1985 (the "Act"), that:

- a) pursuant to Section 252 of the Act, the Company dispenses with the laying of accounts and reports before the Company in General Meetings; and
- b) pursuant to Section 366A of the Act, the Company dispenses with the holding of Annual General Meetings.

Signed on behalf of the Board

  
Wilmington Trust SP Services (London) Limited  
28 September 2006

  
)  
)  
)  
)  
DIRECTORS

## LOANZONE LIMITED

### STATEMENT OF DIRECTORS' RESPONSIBILITIES

United Kingdom Company law requires the Directors to prepare financial statements for each financial year and they have elected to prepare them in accordance with International Financial Reporting Standards. They are responsible for preparing financial statements that present fairly the financial position, and cash flows of the Company and the financial performance of the Company. 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;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the accounts; 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 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 are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors confirm that these financial statements comply with the aforementioned requirements.

Signed on behalf of the Board

)  
)  
)  
)  
)  
K. McGraw  
DIRECTORS

  
Wilmington Trust SP Services (London) Limited

28 September 2006

# **LOANZONE LIMITED**

## **ACCOUNTING POLICIES**

### **1. Adoption of International Financial Reporting Standards**

The financial statements have, for the first time, been prepared in accordance with International Financial Reporting Standards (IFRS) adopted by the International Accounting Standards Board (IASB), and interpretations issued by the International Financial Reporting Interpretations Committee of the IASB. The date of transition to IFRS for the Company and the date of its opening IFRS balance sheet was 1 January 2004.

### **2. Accounting convention**

The financial statements have been prepared on the historical cost basis.

### **3. Foreign currencies**

The financial statements are presented in Sterling, which is the functional currency of the Company.

## LOANZONE LIMITED

### INCOME STATEMENT

*for the year ended 31 December 2005*

The Company did not trade during the financial year and the preceding financial year and received no income and incurred no expenditure. Consequently, during these years the Company made neither a profit nor a loss.

There were no other recognised income or expenses in the financial year or the preceding financial year.

The notes on pages 7 to 8 form an integral part of these financial statements.

The financial statements were approved by the Board of Directors on 28 September 2006 and signed on its behalf by:

Director



Director



Wilmington Trust SP Services (London) Limited

# LOANZONE LIMITED

## **BALANCE SHEET**

as at 31 December 2005

|                             | Notes | 2005<br>£ | 2004<br>£ |
|-----------------------------|-------|-----------|-----------|
| <b>Current Assets</b>       |       |           |           |
| Trade and other receivables | 2     | 4         | 4         |
| <b>Net assets</b>           |       | <b>4</b>  | <b>4</b>  |
| <b>Equity</b>               |       |           |           |
| Called up share capital     | 3     | 4         | 4         |
| <b>Total equity</b>         |       | <b>4</b>  | <b>4</b>  |

For the year ended 31 December 2005 the Company was entitled to an exemption under section 249AA(1) of the Companies Act 1985.

No members have required the Company to obtain an audit of its accounts for the year in question in accordance with section 249b(2).

The directors acknowledge their responsibility for:

- (a) Ensuring the Company keeps accounting records, which comply with section 221;
- (b) Preparing accounts, which give a true and fair view of the state of affairs of the Company as at the end of its financial year, of its profit or loss for the financial year in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as is applicable to the company.

The notes 1 to 9 form an integral part of these financial statements.

The financial statements were approved by the Board of Directors on 28 September 2006 and signed on its behalf by:

Director



Director



Wilmington Trust SP Services (London) Limited



# LOANZONE LIMITED

## **NOTES TO THE FINANCIAL STATEMENTS** - for the year ended 31 December 2005

### 1. Directors Emoluments

None of the directors received any remuneration for their services to the Company.

### 2. Trade and other receivables

|                                    | 2005<br>£ | 2004<br>£ |
|------------------------------------|-----------|-----------|
| Amount due from parent undertaking | 4         | 4         |

### 3. Called-up share capital

|                            | <u>Allotted, called up and<br/>fully paid</u> |           | <u>Authorised</u> |               |
|----------------------------|---|-----------|-------------------|---------------|
|                            | 2005<br>£                                     | 2004<br>£ | 2005<br>£         | 2004<br>£     |
| <b>Equity shares</b>       |   |           |                   |               |
| Ordinary shares of £1 each | 4   | 4         | 50,000            | 50,000        |
| <b>Total share capital</b> | <b>4</b>                                      | <b>4</b>  | <b>50,000</b>     | <b>50,000</b> |

|                            | <u>Allotted, called up and<br/>fully paid</u> |          | <u>Authorised</u> |               |
|----------------------------|---|----------|-------------------|---------------|
|                            | 2005  | 2004     | 2005              | 2004          |
| <b>Equity shares</b>       |   |          |                   |               |
| Ordinary shares of £1 each | 4   | 4        | 50,000            | 50,000        |
| <b>Total share capital</b> | <b>4</b>                                      | <b>4</b> | <b>50,000</b>     | <b>50,000</b> |

### 4. Cashflow statement

The Company did not trade during the financial year and the preceding financial year and received no income and incurred no expenditure. Consequently a cashflow statement has not been prepared.

### 5. Related Party Transactions

During the period the Company had the following transactions with related parties:

#### **Directors and key managers**

There were no transactions between the Company and its Directors, key managers, their close families and companies which they control.

#### **Other**

Included in the Company's balance sheet are the following balances with related parties:

|                                    | 2005<br>£ | 2004<br>£ |
|------------------------------------|-----------|-----------|
| <b>Assets</b>                      |           |           |
| Amount due from parent undertaking | 4         | 4         |

## LOANZONE LIMITED

### NOTES TO THE FINANCIAL STATEMENTS - for the year ended 31 December 2005

#### 6. Holding Companies

The smallest and largest groups in which the financial statements of the company are consolidated are First Active plc (incorporated in the Republic of Ireland) and The Royal Bank of Scotland Group plc (incorporated in Great Britain), respectively. The financial statements of First Active plc are available to the public and may be obtained from the Secretary, First Active plc, First Active House, Central Park, Leopardstown, Dublin 18. The financial statements of The Royal Bank of Scotland Group plc are available to the public and may be obtained from the Secretary, Royal Bank of Scotland Group plc, 42 St Andrew's Square, Edinburgh, EH2 2YE.

#### 7. Significant differences between UK GAAP and IFRS accounting policies

The adoption of IFRS has not resulted in any differences from the financial statements as reported under UK GAAP that require disclosure under IFRS 1.

| UK GAAP   | IFRS   |
|---|--|
| <b>(j) Liabilities and equity</b>   |  |
| Under UK GAAP all shares were classified as shareholders' funds. An analysis of shareholders' funds between equity and non-equity interests is given. | There is no concept of non-equity shares in IFRS. Instruments are classified between equity and liabilities in accordance with the substance of the contractual arrangements. A non-derivative instrument is classified as equity if it does not include a contractual obligation either to deliver cash or to exchange financial instruments with another entity under potentially unfavourable conditions, and, if the instrument will or may be settled by the issue of equity, settlement does not involve the issue of a variable number of shares. |

#### 8. Post balance sheet note

There have been no significant events between the year end and the date of approval of the accounts which would require a change or additional disclosure in the accounts.

#### 9. Date of Approval

The financial statements were approved by the Board of Directors on 28 September 2006.