

FIIB Limited

Annual Report and Financial statements
For the year to 31 December 2008



Company no. 03520584

FIIB Limited

Annual Report and Financial statements for the year ended 31 December 2008

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FIIB Limited

Annual Report and Financial statements for the year ended 31 December 2008

Company information

Company registration number

03520584

Registered office

Third Floor
Sunley House
Bedford Park
Croydon
CR0 2AP

Directors

A T Jenkinson
D M Oliver

Company secretaries

C H Ye

Independent Auditors

Deloitte LLP
Chartered Accountants
Global House
High Street
Crawley
West Sussex
RH10 1DL

Report of the directors

The directors present their annual report and audited financial statements for the year ended 31 December 2008. This report has been prepared under the provisions of section 247 A (1A) of the Companies Act 1985 applicable to small companies that are members of an ineligible group

Principal Activity

The company has not traded during the year with the only movement being share issue. The directors do not anticipate that the company will commence trading in the foreseeable future.

The company was formerly part of the Erinaceous Group. On 14 April 2008 administrators were appointed to Erinaceous Group plc, the parent company of the Erinaceous Group. A number of the group's operations remained outside of any insolvency proceedings and continued to trade as normal. This includes the Insurance division and FIIB Limited forms part of this division which was sold to Caley Limited on 14 April 2008.

Directors

The directors who served the Company during the year and up to the date of signing the financial statements were as follows:

D M Oliver (appointed 12 November 2008)

A T Jenkinson (appointed 5 November 2008)

J Smith (appointed 31 May 2008 and resigned 19 December 2008)

N Davis (resigned 31 May 2008)

Statement of directors responsibilities

The directors are responsible for preparing the Annual 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). 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;
- 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 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.

Report of the directors (continued)

Information provided to independent auditors

The directors at the date of approval of this report confirms that:

- (1) so far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware; and
- (2) the directors have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s234ZA of the Companies Act 1985.

Independent auditors

On 1 December 2008 Deloitte & Touche LLP changed its name to Deloitte LLP.

The company has no requirement to hold annual general meetings. Accordingly, subject to the receipt of any objections as provided under statute or the Company's Articles of Association, the company is relying on the provisions for the deemed reappointment of Deloitte LLP as auditors as provided in the Companies Act 2006, s. 485.

On behalf of the board



A T Jenkinson
Director

29 Oct 2009

Report of the independent auditors' to the members of FIIB Limited

We have audited the financial statements of FIIB Limited for the year ended 31 December 2008 which comprise the balance sheet and the related notes 1 to 7. 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 auditors' 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 the director and auditors

The directors responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors Responsibilities included in the Report of the Directors.

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 whether in our opinion the information given in the Report of the directors is consistent with the financial statements.

In addition we report to you if, in our opinion, 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 Report of the directors 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.

Report of the independent auditors' to the members of FIIB Limited (continued)

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2008 and of its result for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Report of the directors is consistent with the financial statements.

Emphasis of matter – financial statements prepared other than on a going concern basis

We draw your attention to note 1 of the financial statements, which states that the financial statements have been prepared on the basis that the company is no longer a going concern and describes the reasons why. Our opinion is not qualified in this respect.

Debbie Up

**DELOITTE LLP
CHARTERED ACCOUNTANTS AND REGISTERED AUDITORS
CRAWLEY, UNITED KINGDOM**


29 October 2009

FIIB Limited**Annual Report and Financial statements for the year ended 31 December 2008****Balance sheet**

| | Note | 2008 £ | 2007 £ |
|-----------------------------------|------|--------------|--------------|
| Current assets | | | |
| Debtors | 3 | 5,545,000 | 15,091,833 |
| Current Liabilities | | | |
| Creditors | 4 | (10,110,427) | (26,373,730) |
| Net current liabilities | | (4,565,427) | (11,281,897) |
| Net liabilities | | (4,565,427) | (11,281,897) |
| Capital and reserves | | | |
| Called up equity share capital | 5 | 7,458,290 | 741,820 |
| Share premium account | | 62,044 | 62,044 |
| Capital redemption reserve | | 160,050 | 160,050 |
| Profit and loss account - deficit | | (12,245,811) | (12,245,811) |
| Shareholder's deficit | 6 | (4,565,427) | (11,281,897) |

These financial statements of FIIB Limited, registered number 03520584 were approved by the Board of Directors and authorised for issue on 29 Oct 2009.

Signed on behalf of the Board of Directors


A T Jenkinson
Director

Notes to the financial statements

1. Accounting policies

The financial statements have been prepared under the historical cost convention and comply with applicable United Kingdom accounting standards.

The particular accounting policies adopted are described below and have been applied consistently in the current and previous financial years.

Going concern

The company has not traded during current or previous year. As required by FRS18 "Accounting Policies", the directors have prepared the financials statements on the basis that the company is no longer a going concern. No adjustments arose as a result of ceasing to apply the going concern basis as all assets and liabilities are stated at their recoverable (or payable) amount.

2. Profit and loss account

The company did not have any employees during the current or preceding year. No amounts were payable in the year (2007: £nil) by the company to the directors or companies controlled by the directors.

Auditor's remuneration of £500 was borne by a fellow group company.

3. Debtors

| | 2008 £ | 2007 £ |
|---|-----------|------------|
| Amounts due from other group undertakings | 5,545,000 | 15,091,833 |

Notes to the financial statements (continued)

4. Creditors

| | 2008 £ | 2007 £ |
|--|------------|------------|
| Amounts owed to other group undertakings | 10,110,427 | 26,373,730 |

5. Called up share capital

| | 2008 £ | 2007 £ |
|---|-----------|-----------|
| Authorised: | | |
| 7,360,000 (2007: 360,000) ordinary shares of £1 each | 7,360,000 | 360,000 |
| 323,636 (2007: 323,636) 'A' ordinary shares of £1 each | 323,636 | 323,636 |
| 316,364 (2007: 316,364) 'B' Ordinary shares of £1 each | 316,364 | 316,364 |
| 160,050 (2007: 160,050) 10% cumulative preference shares of £1 each | 160,050 | 160,050 |
| | 8,160,050 | 1,160,050 |
| Allotted, called up and fully paid: | | |
| 6,818,289 (2007: 101,820) ordinary shares of £1 each | 6,818,290 | 101,820 |
| 323,636 (2007: 323,636) 'A' ordinary shares of £1 each | 323,636 | 323,636 |
| 316,364 (2007: 316,364) 'B' Ordinary shares of £1 each | 316,364 | 316,364 |
| | 7,458,290 | 741,820 |

The "A" and "B" shares rank pari passu.

On 12 March 2008 the company passed a resolution to increase its share capital to £8,160,050 by the creation of an additional 7,000,000 ordinary shares of £1 each.

On 14 March 2008 the company issued 6,716,470 ordinary shares of £1 each at par.

6. Reconciliation of movements in shareholder's deficit

| | 2008 £ | 2007 £ |
|-------------------------------|--------------|--------------|
| Opening shareholder's deficit | (11,281,897) | (11,281,897) |
| Issue of shares | 6,716,470 | - |
| Closing shareholder's deficit | (4,565,427) | (11,281,897) |

Notes to the financial statements (continued)

7. Ultimate parent company and controlling party

At the beginning of the year the directors considered the ultimate parent company to be Erinaceous Group plc. Following the administration of Erinaceous Group plc, FIIB Limited was acquired on 15 April 2008 by Caley Limited. The parent company of FIIB Limited is Barbon Insurance Group Limited which is the parent company of the smallest group within which the financial statements of FIIB Limited are included.

Barbon Insurance Group Limited is a company incorporated in England and Wales, with its registered address at 4-9 Highview High Street., Bordon, Hampshire, GU35 0AX

The ultimate parent company and controlling party of FIIB Limited at the year end was Caley SPV Limited, a company incorporated in the United Kingdom with its registered address at 3rd Floor, Sunley House, Bedford Park, Croydon CR0 2AP. The individual financial statements of the Company are incorporated in the group financial statements of Caley SPV Limited. Copies of the consolidated accounts of Caley SPV Limited may be obtained from the registered address.