

FIS Nominee Limited

(Registered number: 3630494)

**Report & Financial Statements
for the year ended
31 December 2005**

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FIS NOMINEE LIMITED

DIRECTORS AND ADVISERS

REGISTERED NUMBER:

3630494

DIRECTORS:

S Egan
OO Kolade

SECRETARY:

S Egan

REGISTERED OFFICE:

Exchange House
Primrose Street
London
EC2A 2NY

SOLICITORS:

O'Melveny & Myers LLP
Warwick Court
5 Paternoster Square
London
EC4M 7DX

FIS NOMINEE LIMITED

REPORT OF THE DIRECTORS

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

PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

The company acts as nominee for clients of its holding company, ISIS Equity Partners plc. From 30 June 2005, the ownership of the company was transferred from ISIS Equity Partners plc to ISIS EP LLP, a newly incorporated partnership.

The company had no transactions during the year and was dormant. The expenses of the company have been met by the holding company.

As no profit or loss was made in the year, no profit and loss account is attached.

DIRECTORS AND THEIR INTERESTS

The directors who served during the year were as follows:

H Carter (resigned 30 June 2005)
S Egan
O O Kolade

No director had any beneficial interest in the shares of the company.

The beneficial interests of the directors at 31 December 2005 in the share capital of F&C Asset Management plc (formerly ISIS Asset Management plc), which was the parent undertaking of the Company as at the beginning of the year, are:

	At 31 December 2005		At 31 December 2004	
	Ord shares	Options	Ord shares	Options
H Carter	-	-	43,364	949,005
S Egan	-	-	-	13,500
O O Kolade	-	-	10,588	96,456

FIS NOMINEE LIMITED

REPORT OF THE DIRECTORS (continued)

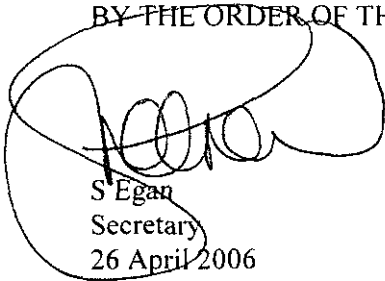
The beneficial interests of the directors at 31 December 2005 in the share capital of Friends Provident plc, which was the ultimate parent undertaking of the Company as at the beginning of the year, are:

	Ord shares	
	At 31 December 2005	At 31 December 2004
H Carter	-	24,560
S Egan	-	231
OO Kolade	-	208

The beneficial interests of the directors at 31 December 2005 in the capital of ISIS EP LLP, which was the ultimate parent undertaking of the Company as at the end of the year, are:

	Capital	
	At 31 December 2005	At 31 December 2004
S Egan	100	-
O O Kolade	400	-

BY THE ORDER OF THE BOARD



S Egan
Secretary
26 April 2006

FIS NOMINEE LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS

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 the directors 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.

FIS NOMINEE LIMITED

BALANCE SHEET AS AT 31 DECEMBER 2005

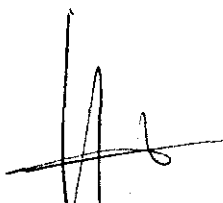
	Note	31 December 2005 £	31 December 2004 £
CURRENT ASSETS			
Called up share capital not paid		<u>2</u>	<u>2</u>
CAPITAL AND RESERVES			
Called up share capital	2	<u>2</u>	<u>2</u>

For the year ended 31 December 2005 the company was entitled to 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; and
- b) Preparing accounts which give a true and fair view of the state of affairs of the company as the end of its financial year, and of its profit and 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 applicable to the company.



OO Kolade
Director
26 April 2006

The notes on page 6 form part of these financial statements.

FIS NOMINEE LIMITED

NOTES TO THE FINANCIAL STATEMENTS

1. ACCOUNTING POLICIES

Basis of accounting

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

2. SHARE CAPITAL

	31 December 2005 £	31 December 2004 £
Authorised:		
2 ordinary shares at £1 each	<u>2</u>	<u>2</u>
Called up and allotted:		
2 ordinary shares of £1	<u>2</u>	<u>2</u>

3. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

For the six months ended 30 June 2005, the company's immediate parent undertaking was ISIS Equity Partners plc. The smallest group of which the company was a member and for which group accounts were prepared was F&C Asset Management plc. The company's ultimate parent undertaking and controlling party was Friends Provident plc, which is incorporated in England and Wales.

As from 1 July 2005, the immediate and ultimate parent entity is ISIS EP LLP, a newly incorporated partnership which prepares the group accounts. Copies of the group accounts are available from ISIS EP LLP's registered office: Exchange House, Primrose Street, London, EC2A 2NY