

Company registration number: 38⁴8174

Nameco (No. 389) Limited

Report and financial statements 31 December 2008

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Nameco (No. 389) Limited

Company information

Directors

J R H Evans
Nomina plc

Company Secretary

Hampden Legal PLC

Registered Office

85, Gracechurch Street
London
EC3V 0AA

Auditors

Littlejohn LLP
Chartered Accountants
and Registered Auditors
1 Westferry Circus
Canary Wharf
London
E14 4HD

Accountants

Axiom Consulting Limited
Lloyds Chambers
1 Portsoken Street
London E1 8DF

Solicitors

Jones Day
21, Tudor Street
London
EC4Y 0DJ

Nameco (No. 389) Limited

Report of the Directors

The Directors submit their Report together with the Financial Statements of the Company for the year ended 31 December 2008.

Principal Activities, Business Review and Future Developments

The principal activity of the Company is that of trading as a Lloyd's corporate capital member. The Company continues to trade in 2009 and the Directors expect this year's result to be better than years currently being reported.

The Financial Statements incorporate the annual accounting results of the syndicates on which the Company participates for the 2006, 2007 and 2008 years of account, as well as any 2005 and prior run-off years.

The 2006 year closed at 31 December 2008 with a result of £198,521 (2005 - £(107,116)). The 2007 and 2008 open underwriting account will normally close at 31 December 2009 and 2010.

Certain syndicates on which the Company participates have for a variety of reasons been unable to close. There is a greater than usual degree of uncertainty as to the eventual outcome of these accounts.

Results and Dividends

The results for the year are set out on pages 9 to 10 of the Financial Statements. Dividends totalling £- were paid in the year (2007 - £-).

Nameco (No. 389) Limited

Report of the Directors (continued)

Key Performance Indicators

The directors monitor the performance of the Company by reference to the following key performance indicators:

	2008	2007
Capacity (youngest underwriting year)	1,027,327	871,838
Gross premium written as a % of capacity	103.7%	97.8%
Underwriting profit of latest closed year:		
as a % of capacity	24.4%	7.5%
Run-off years of account movement	6,648	(10,685)

Other Performance Indicators

As a result of the nature of this Company as a Lloyd's Corporate Member the majority of its activities are carried out by the syndicates in which it participates. The Company is not involved directly in the management of the syndicate's activities, including employment of syndicate staff, as these are the responsibility of the relevant Managing Agent. Each Managing Agent will also have responsibility for the environmental activities of each syndicate, although by their nature insurers do not produce significant environmental emissions. As a result, the Directors of the Company do not consider it appropriate to monitor and report any performance indicators in relation to staff or environmental matters.

Risk Management

As a corporate member of Lloyd's the majority of the risks to this Company's future cash flows arise from its participation in the results of Lloyd's syndicates. As detailed below, these risks are mostly managed by the Managing Agent of the syndicate. This Company's role in managing this risk is limited to selection of syndicate participations and monitoring performance of the syndicates.

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Report of the Directors (continued)

Syndicate risks

The syndicate's activities expose it to a variety of financial and non-financial risks. The Managing Agent is responsible for managing the syndicate's exposure to these risks and, where possible, introducing controls and procedures that mitigate the effects of the exposure to risk. Each year, the Managing Agent prepares an Individual Capital Assessment (ICA) for the syndicate, the purpose of this being to agree capital requirements with Lloyd's based on an agreed assessment of the risks impacting the syndicate's business, and the measures in place to manage and mitigate those risks from a quantitative and qualitative perspective. The risks described below are typically reflected in the ICA; and typically the majority of the total assessed value of the risks concerned is attributable to Insurance Risk.

The insurance risks faced by a syndicate include the occurrence of catastrophic events, downward pressure on pricing of risks, reductions in business volumes and the risk of inadequate reserving. Reinsurance risks arise from the risk that a reinsurer fails to meet their share of a claim. The management of the syndicate's funds is exposed to risks of investment, liquidity, currency and interest rates leading to financial loss. The syndicate is also exposed to regulatory and operational risks including its ability to continue to trade. However, supervision by Lloyd's and the Financial Services Authority provide additional controls over the syndicate's management of risks.

The Company manages the risks faced by the syndicates on which it participates by monitoring the performance of the syndicates it supports. This commences in advance of committing to support a syndicate for the following year, with a review of the business plan prepared for each syndicate by its Managing Agent. In addition quarterly reports and annual accounts together with any other information made available by the Managing Agent are monitored and if necessary enquired into. If the Company considers that the risks being run by the syndicate are excessive it will seek confirmation from the Managing Agent that adequate management of the risk is in place and if considered appropriate will withdraw support from the next underwriting year. The company relies on advice provided by the Members' Agent which acts for it, who are specialists in assessing the performance and risk profiles of syndicates.

Investment and currency risks

The other significant risks faced by the Company are with regard to the investment of the available funds within its own custody. The elements of these risks are investment risk, liquidity risk, currency risk and interest rate risk. The main liquidity risk would arise if a syndicate had inadequate liquid resources for a large claim and sought funds from the company to meet the claim. In order to minimise investment, credit and liquidity risk the Company's funds are invested in readily realisable short term cash deposits.

Nameco (No. 389) Limited

Report of the Directors (continued)

Regulatory risks

The Company is subject to continuing approval by Lloyd's and the Financial Services Authority to be a member of a Lloyd's syndicate. The risk of this approval being removed is mitigated by monitoring and fully complying with all requirements in relation to membership of Lloyd's. The capital requirements to support the proposed amount of syndicate capacity for future years are subject to the requirements of Lloyd's. A variety of factors are taken into account by Lloyd's in setting these requirements including market conditions and syndicate performance and although the process is intended to be fair and reasonable the requirements can fluctuate from one year to the next, which may constrain the volume of underwriting the Company is able to support.

Operational risks

As there are relatively few transactions actually undertaken by the Company there are only limited systems and staffing requirements of the Company and therefore operational risks are not considered to be significant. Close involvement of all directors in the Company's key decision making and the fact that the majority of the Company's operations are conducted by syndicates provides control over any remaining operational risks.

Directors

The Directors who served at any time during the year were as follows:

J R H Evans
Nomina plc

Nameco (No. 389) Limited

Report of the Directors (continued)

Directors' Responsibilities

Company law requires the Directors to prepare Financial Statements for each financial year which 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 year, in accordance with United Kingdom Accounting Standards and applicable law (UK and Generally Accepted Accounting Practice). 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 Financial Statements
- 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 are responsible for ensuring that the Report of the Directors is prepared in accordance with company law in the United Kingdom.

Auditors

Our independent auditors, Littlejohn, have transferred their business to Littlejohn LLP, a limited liability partnership. In accordance with section 26(5) of the companies Act 1989, the Directors have consented to the extension of the audit appointment of Littlejohn to its successor firm, Littlejohn LLP.

Littlejohn LLP has signified its willingness to continue in office as auditors.

In the case of each of the persons who are Director's at the time this report is approved, the following applies:

- (a) So far as the Directors are aware, there is no relevant audit information of which the Company's auditors are unaware, and
- (b) They 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.

By Order of the Board



Hampden Legal PLC
Secretary

15th July 2009

Nameco (No. 389) Limited

Independent Auditors' report

Independent Auditor's report to the shareholders of Nameco (No. 389) Limited

We have audited the Financial Statements of Nameco (No. 389) Limited for the year ended 31 December 2008 which comprise the Profit and Loss Account, the Balance Sheet, the Cash Flow Statement, the Accounting Policies and the related notes 1 to 20. These Financial Statements have been prepared under the accounting policies set out therein.

This report is made solely to the Company's shareholders, 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 shareholders 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 shareholders 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 by the Statement of Directors' Responsibilities, the Company's Directors are responsible for the preparation of the Financial Statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom 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 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 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.

Nameco (No. 389) Limited

Independent Auditors' report (continued)

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 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;
- and 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.



Littlejohn LLP

Chartered Accountants
and Registered Auditors

17th July 2009

Nameco (No. 389) Limited

Profit and loss account

Technical account – general business

For the year ended 31 December 2008

	Note	2008 £	2007 £
Premiums Written			
Gross premiums written	1	1,065,367	852,735
Outward reinsurance premiums		(193,878)	(137,340)
Net Premiums Written		871,489	715,395
Change in the provision for Unearned premiums			
Gross Provision		(71,848)	14,922
Reinsurers' share		9,313	(5,390)
Earned Premiums, Net of Reinsurance		808,954	724,927
Allocated Investment Return Transferred from the Non-Technical Account		34,306	72,800
Other technical income, net of reinsurance		(703)	222
Claims Paid			
Gross Amount		(501,906)	(454,557)
Reinsurers' share		84,545	119,533
Net claims paid		(417,361)	(335,024)
Change in Provision for Claims			
Gross amount		(170,051)	34,816
Reinsurers' share		32,018	(84,904)
Change in net provision for claims		(138,033)	(50,088)
Claims Incurred, Net of Reinsurance		(555,394)	(385,112)
Changes in other technical provisions, net of reinsurance		-	-
Net operating expenses	3	(198,016)	(287,188)
Other technical charges, net of reinsurance		-	-
Balance on the Technical Account for General Business		89,147	125,649

The accounting policies and notes on pages 14 to 28 form part of these Financial Statements.

Nameco (No. 389) Limited

Profit and loss account

Non - technical account

For the year ended 31 December 2008

	Note	2008 £	2007 £
Balance on Technical Account for General Business		89,147	125,649
Investment income	4	78,165	73,102
Unrealised gains on investments		19,251	14,165
Investment expenses and charges	5	(26,664)	(11,730)
Unrealised losses on investments		(36,446)	(2,737)
Allocated investment return transferred to the general business technical account		(34,306)	(72,800)
Other income		2,959	-
Other charges		(21,537)	(7,273)
Profit/(loss) on ordinary activities before taxation	6	70,569	118,376
Tax on profit/(loss) on ordinary activities	7	(22,337)	(26,110)
Profit/(loss) for the financial year	14	48,232	92,266

All amounts relate to continuing operations.

The accounting policies and notes on pages 14 to 28 form part of these Financial Statements.

Nameco (No. 389) Limited

Balance sheet

As at 31 December 2008

		31 December 2008			31 December 2007		
	Note	Syndicate Participation £	Corporate £	Total £	Syndicate Participation £	Corporate £	Total £
Assets							
Intangible assets	9	-	54,064	54,064	-	36,686	36,686
Investments							
Financial investments	10	1,356,113	26,014	1,382,127	1,143,710	29,768	1,173,478
Deposits with ceding undertakings		635	-	635	815	-	815
		1,356,748	26,014	1,382,762	1,144,525	29,768	1,174,293
Reinsurers' share of technical provisions							
Provision for unearned premiums		51,745	-	51,745	36,052	-	36,052
Claims outstanding		367,962	-	367,962	306,244	-	306,244
Other technical provisions		-	-	-	-	-	-
		419,707	-	419,707	342,296	-	342,296
Debtors							
Arising out of direct insurance operations		263,715	-	263,715	156,563	-	156,563
Arising out of reinsurance operations		318,258	-	318,258	178,590	-	178,590
Other debtors	11	73,639	231,654	305,293	102,685	45,458	148,143
		655,612	231,654	887,266	437,838	45,458	483,296
Other assets							
Cash at bank and in hand		87,376	15,836	103,212	104,666	15,904	120,570
Other		102,751	-	102,751	86,241	-	86,241
		190,127	15,836	205,963	190,907	15,904	206,811
Prepayments and accrued income							
Accrued interest		5,666	-	5,666	5,245	-	5,245
Deferred acquisitions costs		117,446	-	117,446	87,908	-	87,908
Other prepayments and accrued income		4,666	-	4,666	2,253	-	2,253
		127,778	-	127,778	95,406	-	95,406
Total assets		2,749,972	327,568	3,077,540	2,210,972	127,816	2,338,788

The accounting policies and notes on pages 14 to 28 form part of these Financial Statements.

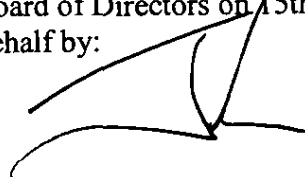
Nameco (No. 389) Limited

Balance sheet

As at 31 December 2008

		31 December 2008			31 December 2007		
	Note	Syndicate Participation £	Corporate £	Total £	Syndicate Participation £	Corporate £	Total £
Liabilities and shareholders' funds							
Capital and reserves							
Called up share capital	12	-	1	1	-	1	1
Share premium account		-	-	-	-	-	-
Profit and loss account	13	260,055	(49,772)	210,283	180,113	(18,062)	162,051
Shareholders' funds – attributable to equity interests	14	260,055	(49,771)	210,284	180,113	(18,061)	162,052
Technical provisions							
Provision for unearned premiums		495,545	-	495,545	364,401	-	364,401
Claims outstanding – gross amount		1,788,293	-	1,788,293	1,425,941	-	1,425,941
Other technical provisions		-	-	-	-	-	-
Provisions for other risks and charges							
Deferred taxation	15	-	57,060	57,060	-	38,159	38,159
Other		97	-	97	-	-	-
Deposit received from reinsurers		6,984	-	6,984	2,034	-	2,034
Creditors							
Arising out of direct insurance operations		56,885	-	56,885	51,982	-	51,982
Arising out of reinsurance operations		116,249	-	116,249	71,198	-	71,198
Amounts owed to credit Institutions		104	-	104	71	-	71
Other creditors including taxation and social security	16	97,639	218,511	316,150	148,844	48,327	197,171
		2,561,796	275,571	2,837,367	2,064,471	86,486	2,150,957
Accruals and deferred income		(71,879)	101,768	29,889	(33,612)	59,391	25,779
Total liabilities		2,749,972	327,568	3,077,540	2,210,972	127,816	2,338,788

Approved by the Board of Directors on 15th July 2009
and signed on its behalf by:



Nomina plc
Director

The accounting policies and notes on pages 14 to 28 form part of these Financial Statements.

Nameco (No. 389) Limited

Cash flow statement

For the year ended 31 December 2008

	Note	2008 £	2007 £
Operating activities			
Net cash inflow/(outflow) from operating activities	17	24,969	36,175
Returns on investments and servicing of finance		-	-
Capital expenditure			
Purchase of syndicate capacity		(25,781)	(32,711)
Proceeds from sale of syndicate capacity		3,035	-
Taxation			
Corporation and overseas taxes (paid)/refunded		(2,291)	(349)
Equity dividends paid		-	-
Financing			
Issue of shares		-	-
Share issue expenses		-	-
Net cash inflow/(outflow) for the year	17	<u>(68)</u>	<u>3,115</u>
Cash flows were invested as follows:			
Increase/(decrease) in cash holdings	17	(68)	(21,885)
Purchase of financial investments		-	25,000
Sale of financial investments		-	-
Net investment of cash flows		<u>(68)</u>	<u>3,115</u>

The Company has no control over the disposition of assets and liabilities at Lloyd's. Consequently, the cash flow statement is prepared reflecting only the movement in corporate funds, which includes transfers to and from the syndicates at Lloyd's.

The accounting policies and notes on pages 14 to 28 form part of these Financial Statements.

Nameco (No. 389) Limited

Accounting Policies

For the year ended 31 December 2008

Basis of Preparation

The Financial Statements are prepared under the historical cost basis of accounting modified to include the revaluation of investments and comply with applicable Accounting Standards.

The Company participates in insurance business as an underwriting member of various syndicates at Lloyd's.

The Financial Statements have been prepared in accordance with Section 255 of, and Schedule 9A of the Companies Act 1985 and the recommendations of the Statement of Recommended Practice on Accounting for Insurance Business issued by the Association of British Insurers in December 2005, as amended in December 2006, except that exchange differences arising on syndicate assets and liabilities are dealt with in the technical account as all of these differences arise from technical account transactions.

Accounting information in respect of the syndicate participations has been provided by the Syndicate's managing agent and has been reported upon by the syndicate auditors.

Basis of Accounting

The Financial Statements are prepared using the annual basis of accounting. Under the annual basis of accounting a result is determined at the end of each accounting period reflecting the profit or loss from providing insurance coverage during that period and any adjustments to the profit or loss of providing insurance cover during earlier accounting periods.

Amounts reported in the general business technical account relate to movements in the period in respect of all relevant years of account of the syndicates on which the Company participates.

Assets and liabilities arising as a result of the underwriting activities are mainly controlled by the syndicates' managing agents. Accordingly, these assets and liabilities have been shown separately in the balance sheet as "Syndicate Participation". Other assets and liabilities are shown as "Corporate". The syndicate assets are held subject to trust deeds for the benefit of the syndicates' insurance creditors.

Nameco (No. 389) Limited

Accounting Policies

For the year ended 31 December 2008

General Business

i. Premiums

Premiums written comprise the total premiums receivable in respect of business incepted during the year, together with any differences between booked premiums for prior years and those previously accrued, and include estimates of premiums due but not yet receivable or notified to the syndicates on which the Company participates, less an allowance for cancellations. All premiums are shown gross of commission payable to intermediaries and exclude taxes and duties levied on them.

ii. Unearned Premiums

Written premium is earned according to the risk profile of the policy. Unearned premiums represent the proportion of premiums written in the year that relate to unexpired terms of policies in force at the Balance Sheet date, calculated on a time apportionment basis having regard where appropriate, to the incidence of risk. The specific basis adopted by each syndicate is determined by the relevant Managing Agent.

iii. Deferred Acquisition Costs

Acquisition costs, which represent commission and other related expenses, are deferred over the period in which the related premiums are earned.

iv. Reinsurance Premiums

Reinsurance premium costs are allocated by the Managing Agent of each syndicate to reflect the protection arranged in respect of the business written and earned.

v. Claims Incurred and Reinsurers' Share

Claims incurred comprise claims and settlement expenses (both internal and external) occurring in the year and changes in the provisions for outstanding claims, including provisions for claims incurred but not reported and settlement expenses, together with any other adjustments to claims from previous years. Where applicable, deductions are made for salvage and other recoveries.

The provision for claims outstanding comprises amounts set aside for claims notified and claims incurred but not yet reported (IBNR). The amount included in respect of IBNR is based on statistical techniques of estimation applied by each syndicate's in house reserving team and reviewed by external consulting actuaries. These techniques generally involve projecting from past experience the development of claims over time to form a view of the likely ultimate claims to be experienced for more recent underwriting, having regard to variations in the business accepted and the underlying terms and conditions. The provision for claims also includes amounts in respect of internal and external claims handling costs. For the most recent years, where a high degree of volatility arises from projections, estimates may be based in part on output from rating and other models of the business accepted and assessments of underwriting conditions.

Nameco (No. 389) Limited

Accounting Policies

For the year ended 31 December 2008

The reinsurers' share of provisions for claims is based on calculated amounts of outstanding claims and projections for IBNR, net of estimated irrecoverable amounts, having regard to each syndicate's reinsurance programme in place for the class of business, the claims experience for the year and the current security rating of the reinsurance companies involved. Each syndicate uses a number of statistical techniques to assist in making these estimates.

Accordingly the two most critical assumptions made by each syndicates Managing Agent as regards claims provisions are that the past is a reasonable predictor of the likely level of claims development and that the rating and other models used including pricing models for recent business are reasonable indicators of the likely level of ultimate claims to be incurred.

The level of uncertainty with regard to the estimations within these provisions generally decreases with time since the underlying contracts were exposed to new risks. In addition the nature of short tail claims such as property where claims are typically notified and settled within a short period of time will normally have less uncertainty after a few years than long tail risks such as some liability business where it may be several years before claims are fully advised and settled. In addition to these factors if there are disputes regarding coverage under policies or changes in the relevant law regarding a claim this may increase the uncertainty in the estimation of the outcomes.

The assessment of these provisions is usually the most subjective aspect of an insurer's accounts and may result in greater uncertainty within an insurer's accounts than within those of many other businesses. The provisions for gross claims and related reinsurance recoveries have been assessed on the basis of the information currently available to the directors of each syndicate's managing agent. However, ultimate liability will vary as a result of subsequent information and events and this may result in significant adjustments to the amounts provided. Adjustments to the amounts of claims provisions established in prior years are reflected in the financial statements for the period in which the adjustments are made. The provisions are not discounted for the investment earnings that may be expected to arise in the future on the funds retained to meet the future liabilities. The methods used, and the estimates made, are reviewed regularly.

vi. Unexpired Risks Provision

Provisions for unexpired risks are made where the costs of outstanding claims, related expenses and deferred acquisition costs are expected to exceed the unearned premium provision carried forward at the balance sheet date. The provision for unexpired risks is calculated separately by reference to classes of business which are managed together, after taking into account relevant investment return. The provision is made on a syndicate by syndicate basis by the relevant Managing Agent.

vii. Closed Years of Account

At the end of the third year, the underwriting account is normally closed by reinsurance into the following year of account. The amount of the reinsurance to close premium payable is determined by the managing agent, generally by estimating the cost of claims notified but not settled at 31 December, together with the estimated cost of claims incurred but not reported at that date, and an estimate of future claims handling costs.

Nameco (No. 389) Limited

Accounting Policies

For the year ended 31 December 2008

Any subsequent variation in the ultimate liabilities of the closed year of account is borne by the underwriting year into which it is reinsured.

The payment of a reinsurance to close premium does not eliminate the liability of the closed year for outstanding claims. If the reinsuring syndicate was unable to meet its obligations, and the other elements of Lloyd's chain of security were to fail, then the closed underwriting account would have to settle outstanding claims.

The Directors consider that the likelihood of such a failure of the reinsurance to close is extremely remote, and consequently the reinsurance to close has been deemed to settle the liabilities outstanding at the closure of an underwriting account. The Company has included its share of the reinsurance to close premiums payable as technical provisions at the end of the current period, and no further provision is made for any potential variation in the ultimate liability of that year of account.

viii. Run-off Years of Account

Where an underwriting year of account is not closed at the end of the third year (a "run-off" year of account) a provision is made for the estimated cost of all known and unknown outstanding liabilities of that year. The provision is determined initially by the managing agent on a similar basis to the reinsurance to close. However, any subsequent variation in the ultimate liabilities for that year remains with the corporate member participating therein. As a result any run-off year will continue to report movements in its results after the third year until such time as it secures a reinsurance to close.

ix. Net Operating Expenses (including Acquisition Costs)

Net operating costs include acquisition costs, profit and loss on exchange and other amounts incurred by the syndicates on which the Company participates.

Acquisition costs, comprising commission and other costs related to the acquisition of new insurance contracts, are deferred to the extent that they are attributable to premiums unearned at the Balance Sheet date.

x. Distribution of Profits and Collection of Losses

Lloyd's operates a detailed set of regulations regarding solvency and the distribution of profits and payment of losses between syndicates and their members. Lloyd's continues to require membership of syndicates to be on an underwriting year of account basis and profits and losses belong to members according to their membership of a year of account. Normally profits and losses are transferred between the syndicate and members after results for a year of account are finalised after 36 months. This period may be extended if a year of account goes into run-off. The syndicate may make earlier on account distributions or cash calls according to the cash flow of a particular year of account and subject to Lloyd's requirements.

Nameco (No. 389) Limited

Accounting Policies

For the year ended 31 December 2008

xi. Investments

Investments are stated at current value, including accrued interest at the Balance Sheet date.

xii. Investment Return

Investment return comprises all investment income, realised investment gains and losses and movements in unrealised gains and losses, net of investment expenses and charges.

Realised and unrealised gains and losses are measured by reference to the original cost of the investment if purchased in the year, or if held at the beginning of the year by reference to the current value at that date.

Investment return is initially recorded in the non-technical account. A transfer is made from the non-technical account to the general business technical account to reflect the investment return on funds supporting the underwriting business.

xiii. Basis of Currency Translation

Syndicates maintain separate funds in Sterling, United States dollars, Canadian dollars and Euros.

Income and expenditure in US dollars, Canadian dollars and Euros is translated at the average rate of exchange for the year. Underwriting transactions denominated in other foreign currencies are included at the rate of exchange ruling at the date the transaction is processed.

Assets and liabilities are translated into Sterling at the rates of exchange at the Balance Sheet date.

Differences arising on translation of foreign currency amounts in syndicates are included in the technical account.

xiv. Debtors/Creditors arising from Insurance/Reinsurance Operations

The amounts shown in the Balance Sheet include the totals of all the Syndicates outstanding debit and credit transactions as processed by the Lloyd's central facility; no account has been taken of any offsets which may be applicable in calculating the net amounts due between the Syndicates and each of their counterparty insureds, reinsurers or intermediaries as appropriate.

Nameco (No. 389) Limited

Accounting Policies

For the year ended 31 December 2008

Taxation

The Company is taxed on its results including its share of underwriting results declared by the syndicates and these are deemed to accrue evenly over the calendar year in which they are declared. The syndicate results included in these Financial Statements are only declared for tax purposes in the calendar year following the normal closure of the year of account. No provision is made for corporation tax in relation to open years of account. However, full provision is made for deferred tax on underwriting results not subject to current corporation tax.

HM Revenue & Customs agrees the taxable results of the syndicates at a syndicate level on the basis of computations submitted by the managing agent. At the date of the approval of these Financial Statements the syndicate taxable results of years of account closed at this and at previous year ends may not have been fully agreed with HM Revenue & Customs. Any adjustments that may be necessary to the tax provisions established by the Company, as a result of HM Revenue & Customs agreement of syndicate results, will be reflected in the Financial Statements of subsequent periods.

Deferred Taxation

Deferred tax is provided in full on timing differences which result in an obligation at the Balance Sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law.

Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered.

Deferred tax assets and liabilities have not been discounted.

Intangible Assets

Costs incurred by the Company in the Corporation of Lloyd's auctions in order to acquire rights to participate on syndicates' underwriting years are included within intangible fixed assets and amortised over a 5 year period beginning in the year following the purchase of the syndicate participation.

Cash Flow Statement

The Company has no control over the disposition of assets and liabilities at Lloyd's. Consequently, the Cash Flow Statement is prepared reflecting only the movement in corporate funds, which includes transfers to and from syndicates at Lloyd's.

Nameco (No. 389) Limited

Notes to the Financial Statements For the year ended 31 December 2008

1. Class of Business

2008	Gross Written Premiums £	Gross Premiums Earned £	Gross Claims Incurred £	Net Operating Expenses £	Reinsurance Balance £	Total £
Direct Insurance						
Accident and health	33,608	28,678	(11,851)	(9,555)	(1,059)	6,213
Motor – third party liability	5,416	5,021	(4,066)	(1,239)	(92)	(376)
Motor – other classes	75,894	72,378	(52,280)	(18,262)	(49)	1,787
Marine, aviation and transport	104,625	94,266	(87,497)	(20,407)	11,327	(2,311)
Fire and other damage to property	262,509	250,501	(176,577)	(59,250)	(11,739)	2,935
Third party liability	169,892	157,414	(98,804)	(36,353)	(4,611)	17,646
Credit and suretyship	11,426	10,336	(3,629)	(3,016)	(1,296)	2,395
Legal expenses	1,008	894	(541)	(198)	(153)	2
Assistance	-	-	-	-	-	-
Miscellaneous	3,325	2,824	(1,116)	(1,087)	-	621
	667,703	622,312	(436,361)	(149,367)	(7,672)	28,912
Reinsurance	397,664	371,207	(235,596)	(48,649)	(60,330)	26,632
Total	1,065,367	993,519	(671,957)	(198,016)	(68,002)	55,544

2007

Direct Insurance						
Accident and health	24,574	25,353	(11,901)	(9,658)	(774)	3,020
Motor – third party liability	4,074	4,716	(2,247)	(1,556)	(327)	586
Motor – other classes	66,709	64,675	(46,172)	(19,882)	(1,967)	(3,346)
Marine, aviation and transport	72,069	74,392	(27,285)	(24,239)	(11,517)	11,351
Fire and other damage to property	231,818	225,407	(98,056)	(87,593)	(29,202)	10,556
Third party liability	149,147	168,356	(94,572)	(57,762)	(13,627)	2,395
Credit and suretyship	8,093	8,316	(12,399)	(2,241)	1,650	(4,674)
Legal expenses	398	401	(588)	(387)	(386)	(960)
Assistance	-	-	-	-	-	-
Miscellaneous	2,758	2,596	(4,560)	(1,203)	(121)	(3,288)
	559,640	574,212	(297,780)	(204,521)	(56,271)	15,640
Reinsurance	293,095	293,445	(121,961)	(82,667)	(51,830)	36,987
Total	852,735	867,657	(419,741)	(287,188)	(108,101)	52,627

Nameco (No. 389) Limited

Notes to the Financial Statements For the year ended 31 December 2008

2. Geographical Analysis	2008	2007
	£	£
Direct Gross Premium Written in:		
United Kingdom	667,703	559,640
Other EU Member States	-	-
Rest of the World	-	-
	<hr/> 667,703	<hr/> 559,640
3. Net Operating Expenses	2008	2007
	£	£
Acquisition costs	235,262	195,137
Change in deferred acquisition costs	(18,191)	(1,134)
Administrative expenses	87,201	103,795
Loss/(Profit) on exchange	(106,256)	(10,610)
	<hr/> 198,016	<hr/> 287,188
4. Investment Income	2008	2007
	£	£
Income from investments	48,232	51,137
Gains on the realisation of investments	26,720	16,087
Bank deposit interest	3,213	5,878
	<hr/> 78,165	<hr/> 73,102
5. Investment Expenses and Charges	2008	2007
	£	£
Investment management expenses, including interest	1,451	1,129
Losses on the realisation of investments	25,213	10,601
	<hr/> 26,664	<hr/> 11,730
6. Profit/(Loss) on Ordinary Activities before Taxation	2008	2007
	£	£
This is stated after charging:		
Directors remuneration	-	-
Amortisation of syndicate capacity	8,327	2,799
Interest on bank loan and overdrafts	-	-
Interest on other loans	-	-
The Company has no employees	<hr/>	<hr/>

The auditors, Littlejohn LLP, charge a fixed fee to Nomina PLC for the provision of the audit of the company. This fee is included within the service fee charged to the company by Nomina PLC and equates to approximately £112 (2007 £120).

Nameco (No. 389) Limited
Notes to the Financial Statements
For the year ended 31 December 2008

7. Taxation	2008	2007
	£	£
Analysis of Charge in Period		
Current tax:		
UK corporation tax on profit/(loss) of the period	-	1,812
Adjustment in respect of previous period	2,958	-
	<u>2,958</u>	<u>1,812</u>
Foreign tax	478	349
Total current tax	<u>3,436</u>	<u>2,161</u>
Deferred tax:		
Origination and reversal of timing differences	16,893	23,201
Change in tax rate	2,008	748
	<u>22,337</u>	<u>26,110</u>

Factors affecting tax charge for period

The tax assessed for the period is different to the standard rate of corporation tax in the UK of 20.75% (2007 - 19.75%). The differences are explained below:

Profit/(loss) on ordinary activities before tax	<u>70,569</u>	<u>118,376</u>
Profit/(loss) on ordinary activities multiplied by standard rate of corporation tax in the UK of 20.75% (2007 – 19.75%)	14,643	23,379
Effects of:		
Underwriting results subject to timing differences for taxation	(16,562)	(11,423)
Utilisation of tax losses	-	(10,052)
Foreign tax	379	349
Other corporation computation adjustments	-	(92)
Marginal rates of taxation and prior period adjustment	4,976	-
Current tax charge for the period	<u>3,436</u>	<u>2,161</u>

The results of the Company's participation on the 2006, 2007 and 2008 years of account and the calendar year movement on 2005 and prior run-offs, will not be assessed to tax until the year ended 31 December 2009, 2010 and 2011 respectively being the year after the calendar year result of each run-off year or the normal date of closure of each year of account.

Nameco (No. 389) Limited

Notes to the Financial Statements For the year ended 31 December 2008

8. Dividends	2008	2007
	£	£
Equity dividends declared and paid	-	-
9. Intangible Assets	2008	2007
	£	£
Purchased syndicate capacity		
Cost		
At 1 January 2008	51,971	19,260
Additions	25,781	32,711
Disposals	(76)	-
At 31 December 2008	77,676	51,971
Amortisation		
At 1 January 2008	15,285	12,486
Provided during the year	8,327	2,799
Disposals	-	-
At 31 December 2008	23,612	15,285
Net Book Value		
At 31 December 2008	54,064	36,686
At 31 December 2007	36,686	6,774

Nameco (No. 389) Limited

Notes to the Financial Statements For the year ended 31 December 2008

10. Investments

Other Financial Investments - Syndicate

	2008		2007	
	Market Value £	Cost £	Market Value £	Cost £
Shares and other variable yield securities and units in unit trusts	180,244	189,644	145,154	141,162
Debt securities and other fixed income securities	1,113,866	1,122,868	922,723	896,921
Participation in investment pools	29,453	32,599	16,112	12,868
Loans secured by mortgages	1,396	1,708	1,330	1,316
Other loans	4,619	4,613	10,413	10,378
Deposits with credit institutions	25,642	25,774	43,465	43,383
Other	893	2,146	4,513	4,492
	<u>1,356,113</u>	<u>1,379,352</u>	<u>1,143,710</u>	<u>1,110,520</u>
Listed investments included within the above	1,323,563	1,345,111	1,083,989	1,050,951

Other Financial Investments - Corporate

Shares and other variable yield securities	26,014	28,267	29,768	28,267
Debt securities and other fixed income securities	-	-	-	-
	<u>26,014</u>	<u>28,267</u>	<u>29,768</u>	<u>28,267</u>
Listed investments included within the above	26,014	28,267	29,768	28,267

Nameco (No. 389) Limited

Notes to the Financial Statements For the year ended 31 December 2008

11. Other Debtors

	2008			2007		
	Syndicate Participation £	Corporate £	Total £	Syndicate Participation £	Corporate £	Total £
Amounts due from group undertakings	-	-	-	-	-	-
Funds at Lloyd's	-	231,230	231,230	-	21,734	21,734
Other	73,639	424	74,063	102,685	23,724	126,409
	<u>73,639</u>	<u>231,654</u>	<u>305,293</u>	<u>102,685</u>	<u>45,458</u>	<u>148,143</u>

Funds at Lloyd's represents assets deposited with the Corporation of Lloyd's (Lloyd's) to support the Company's underwriting activities as described in the Accounting Policies. The Company has entered into a Lloyd's Deposit Trust Deed which gives the Corporation the right to apply these monies in settlement of any claims arising from the participation on the syndicates. These monies can only be released from the provision of this Deed with Lloyd's express permission and only in circumstances where the amounts are either replaced by an equivalent asset, or after the expiration of the Company's liabilities in respect of its underwriting.

12. Called-up Share Capital

	2008 Authorised	2008 Allotted, called-up and fully paid	2007 Authorised	2007 Allotted, called-up and fully paid
Ordinary £1 shares	100	1	100	1

13. Profit and Loss Account

	2008			2007		
	Syndicate Participation £	Corporate £	Total £	Syndicate Participation £	Corporate £	Total £
Retained profit/(loss) brought forward	180,113	(18,062)	162,051	122,986	(53,201)	69,785
Reallocate distribution	(46,903)	46,903	-	(94,078)	94,078	-
Profit/(loss) for the financial year	126,845	(78,613)	48,232	151,205	(58,939)	92,266
Equity dividends	-	-	-	-	-	-
Retained profit/(loss) carried forward	<u>260,055</u>	<u>(49,772)</u>	<u>210,283</u>	<u>180,113</u>	<u>(18,062)</u>	<u>162,051</u>

Nameco (No. 389) Limited

Notes to the Financial Statements For the year ended 31 December 2008

14. Reconciliation of Movements in Shareholders' Funds

	2008	2007
	£	£
Opening shareholders funds	162,052	69,786
Profit/(loss) for the financial year	48,232	92,266
Equity dividends	-	-
Proceeds from issue of shares	-	-
Closing shareholders' funds	210,284	162,052

15. Deferred Taxation

	2008	2007
	£	£
Opening balance	38,159	14,210
Profit and loss account charge	18,901	23,949
Closing balance	57,060	38,159

16. Other Creditors including Taxation and Social Security

	2008			2007		
	Syndicate Participation	Corporate	Total	Syndicate Participation	Corporate	Total
	£	£	£	£	£	£
Corporation tax	-	2,958	2,958	-	1,812	1,812
Proprietors' loan accounts	-	211,083	211,083	-	29,925	29,925
Third Party Funds	-	-	-	-	-	-
Other creditors	97,639	4,470	102,109	148,844	16,590	165,434
Amount due to group undertakings	-	-	-	-	-	-
	97,639	218,511	316,150	148,844	48,327	197,171

Nameco (No. 389) Limited

Notes to the Financial Statements For the year ended 31 December 2008

17. (a) Reconciliation of Operating Profit to Net Cash Inflow/(Outflow) from Operating Activities

	2008	2007
	£	£
Profit or loss on ordinary activities before tax	70,569	118,376
(Profit)/loss attributable to syndicate transactions	(79,942)	(57,127)
Profit or loss – excluding syndicate transactions	(9,373)	61,249
(Increase)/decrease in debtors	(182,617)	23,500
Increase/(decrease) in creditors	211,415	(50,909)
(Profit)/loss on disposal of intangible assets	(2,959)	-
Amortisation of syndicate capacity	8,327	2,799
Impairment of syndicate capacity	-	-
Realised/unrealised (gains)/losses on investments	176	(464)
Net cash inflow/(outflow) from operating activities	24,969	36,175

(b) Movement in cash, portfolio investments and financing

	At 1 January 2008	Cashflow	Changes to Market Value	At 31 December 2008
	£	£	£	£
Cash	15,904	(68)	-	15,836
Other financial investments	29,768	-	(3,754)	26,014
	45,672	(68)	(3,754)	41,850

18. Related party disclosure

The Company's underwriting is supported by assets made interavailable to it by the shareholders of the company.

Nomina plc, a director of the company, administers the conversion scheme in which the company participates. Nomina plc charged a management fee of £2,625 (2007 : £2,625) to cover all the costs of basic administration of the company.

19. Ultimate Controlling Party

The Company is controlled by R H C Pattison.

Nameco (No. 389) Limited

Notes to the Financial Statements For the year ended 31 December 2008

20. Syndicate Participation

The principal syndicates or members' agent pooling arrangements ("MAPA") in which the Company participates as an underwriting member are as follows:

Syndicate or MAPA Number:	Managing Agent	2008 Allocated Capacity £	2007 Allocated Capacity £	2006 Allocated capacity £	2005 Allocated Capacity £
33	Hiscox Syndicates Ltd	63,428	79,284	45,476	42,310
218	Cox Syndicate Management Ltd	51,748	51,748	49,284	53,280
318	Beaufort Underwriting Agency Ltd.	87,500	87,500	70,000	50,000
386	Limit Underwriting Ltd	24,730	24,730	24,730	30,912
510	R J Kiln & Co Ltd	78,587	98,233	83,560	83,560
570	Atrium Underwriters Limited	29,492	29,492	35,391	35,391
609	Atrium Underwriters Limited	15,681	15,681	15,681	15,681
623	Beazley Furlonge Ltd	75,132	79,864	77,074	60,000
727	S A Meacock & Company Ltd	50,889	50,889	50,889	30,889
958	Omega Underwriting Agents Ltd	78,535	78,535	78,535	70,753
1200	Heritage Managing Agency Ltd	57,942	57,776	39,999	50,000
2010	Cathedral Underwriting Ltd.	37,164	37,164	30,978	24,783
2020	Wellington U/W Agencies Ltd.	-	-	81,996	74,822
2121	Argenta Syndicate Management Ltd.	25,154	-	-	-
2525	Abacus Syndicates Ltd.	20,000	-	-	-
2791	Managing Agency Partners Ltd.	68,542	78,822	68,535	55,835
3245	Heritage Managing Agency Ltd	-	-	30,000	50,000
4040	HCC Underwriting Agency Ltd	-	-	30,000	40,000
6101	Argenta Syndicate Management Ltd.	87,120	87,120	-	-
6103	Managing Agency Partners Ltd.	15,000	15,000	-	-
6104	Hiscox Syndicates Ltd	25,683	-	-	-
7208	Members' Agents Pooling Arrangement	135,000	-	-	-