

Registered number
4202686

Alliance Fund Managers (Holdings) Limited

Annual report and financial statements

for the year ended 31 March 2005



Alliance Fund Managers (Holdings) Limited
Annual report and financial statements
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Alliance Fund Managers (Holdings) Limited
Directors and company information

Directors

Mr N Kemsley - resigned 17 May 2005
Mr M O'Connor
Mr R Swainson

Secretary

DWF Secretarial Services Ltd

Reporting accountants

PricewaterhouseCoopers LLP
8 Princes Parade
St Nicholas Place
Liverpool
L3 1QJ

Bankers

Barclays Bank plc
North West Larger Business - Liverpool
15/33 Moorfields
Liverpool
L3 1QJ

Solicitors

Davies Wallis Foyster
5 Castle Street
Liverpool
L69 2RU

Registered office

5th Floor
Cunard Building
Pier Head
Liverpool
L3 1DS

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Alliance Fund Managers (Holdings) Limited
Report of the directors
for the year ended 31 March 2005

The directors present their report and the audited financial statements of the company for the year ended 31 March 2005.

Principal activities

The company is limited by guarantee, with the sole guarantor being the Merseyside Special Investment Fund Limited.

The company was incorporated on 20 April 2001, formed as a buyout vehicle for the purchase of Alliance Fund Managers Limited, which was previously known as BCE Fund Managers Limited.

Financial Results

The loss for the year of £45,426 (2004: £45,426 loss) has been transferred from reserves.

Dividends

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

Directors

The directors who served during the year ended 31 March 2005 were as follows:

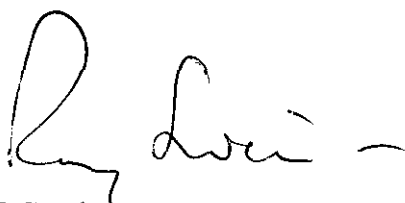
Mr N Kemsley - resigned 17 May 2005

Mr M O'Connor

Mr R Swainson

No director of the company has any interest in the company within the meaning of the Companies Act 1985. Their interest in the share capital of the ultimate parent company, Merseyside Special Investment Fund Limited, are shown in that company's financial statements.

This report was approved by the board on 22 July 2005.



R Swainson
Director

Alliance Fund Managers (Holdings) Limited

Independent auditors' report to the members of Alliance Fund Managers (Holdings) Limited

We have audited the financial statements which comprise the profit and loss account, the balance sheet and the related notes, which have been prepared under the historical cost convention and the accounting policies set out in the statement of accounting policies.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the annual report and financial statements in accordance with United Kingdom Accounting Standards are set out in the statement of directors' responsibilities.

Our responsibility is to audit the accounts in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards issued by the Auditing Practices Board. This report, including the opinion has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or in to whose hands it may come save where expressly agreed by our prior consent in writing.

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 United Kingdom Companies Act 1985. We also report to you if, in our opinion, the Report of the directors is not consistent with the financial statements, if 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 transactions is not disclosed.

We read the other information contained in the annual report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. The other information comprises only the Report of the directors.

Basis of audit opinion

We conducted our audit in accordance with United Kingdom Auditing Standards 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 judgements 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.

Alliance Fund Managers (Holdings) Limited

**Independent auditors' report to the members of Alliance Fund Managers
(Holdings) Limited
(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 of the state of the company's affairs as at 31 March 2005 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
Liverpool
22 July 2005

Alliance Fund Managers (Holdings) Limited
Profit and Loss Account
for the year ended 31 March 2005

	Notes	2005 £	2004 £
Operating Costs	3	(45,426)	(45,426)
Loss on ordinary activities before taxation	4	<u>(45,426)</u>	<u>(45,426)</u>
Tax on loss on ordinary activities	6	-	-
Retained loss for the financial year		<u><u>(45,426)</u></u>	<u><u>(45,426)</u></u>

All operations are continuing.

There is no difference between the loss on the ordinary activities before taxation and the retained loss for the year stated above and their historical cost equivalents.

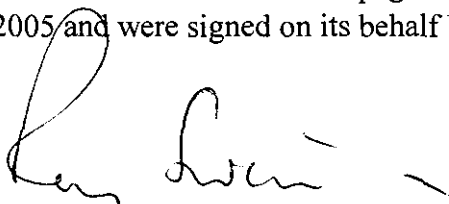
There are no recognised gains or losses other than those shown above and therefore no separate statement of total recognised gains and losses has been presented.

The notes on pages 7 to 9 form an integral part of these financial statements.

Alliance Fund Managers (Holdings) Limited
Balance Sheet
as at 31 March 2005

	Notes	2005 £	2004 £
Fixed assets			
Intangible assets	7	68,139	113,565
Investments	8	<u>70,000</u>	<u>70,000</u>
		138,139	183,565
 Creditors: amounts falling due within one year	 9	 (297,130)	 (297,130)
 Net liabilities		 <u>(158,991)</u>	 <u>(113,565)</u>
 Capital and reserves			
Profit and loss account		<u>(158,991)</u>	<u>(113,565)</u>
Equity Shareholders' funds	12	<u>(158,991)</u>	<u>(113,565)</u>

The financial statements on pages 5 to 9 were approved by the board of directors on 22 July 2005 and were signed on its behalf by



R Swainson
Director

Alliance Fund Managers (Holdings) Limited
Notes to the financial statements
for the year ended 31 March 2005

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

Basis of Accounting

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

The company is exempt by virtue of s 228 of the Companies Act 1985 from the requirements to prepare group accounts. These financial statements present information about the company as an individual undertaking and not about its group.

The company is exempt from the requirements of FRS1(Revised) 'Cash Flow Statements' to prepare a cash flow statement as it is a wholly owned subsidiary undertaking of Merseyside Special Investment Fund Limited, and its cash flows are included with the published consolidated financial statements of that company.

2 Goodwill

On acquisition of a business, fair values are ascribed to the net assets acquired. Goodwill arises when the fair value of the consideration given for the business exceeds such net assets. Goodwill arising on the acquisition of a business is capitalised as an asset and amortised over its useful economic life, considered to be 5 years.

3 Operating Costs

The company has no employees (2004:Nil).
The directors received no remuneration in respect of qualifying services (2004:Nil).
Audit fees for the company are borne by the subsidiary company, Alliance Fund Managers Limited.

4	Loss on ordinary activities before taxation	2005	2004
		£	£

Loss on ordinary activities before taxation is stated after charging:

Amortisation of goodwill	<u>45,426</u>	<u>45,426</u>
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5 Dividends

No dividends are proposed for the year (2004:Nil).

Alliance Fund Managers (Holdings) Limited
Notes to the financial statements
for the year ended 31 March 2005

(continued)

6(a)	Taxation	2005 £	2004 £
	UK corporation tax	<u>-</u>	<u>-</u>

6 (b) Factors affecting tax charge for year

The tax assessed for the period is higher (2004: higher) than the standard rate of corporation tax in the UK (30%). The differences are explained below:

	2005 £	2004 £
Loss on ordinary activities before tax	<u>(45,426)</u>	<u>(45,426)</u>
Loss on ordinary activities multiplied by standard rate of Corporation tax in the UK of 30%(2004:30%)	<u>(13,628)</u>	<u>(13,628)</u>
<i>Effects of:</i>		
Expenses not deductible for tax purposes	<u>13,628</u>	<u>13,628</u>
Current tax charge for the period	<u>-</u>	<u>-</u>

7 Intangible fixed assets

Goodwill:

Cost

At 1 April 2004 and at 31 March 2005	<u>227,130</u>
--------------------------------------	----------------

Amortisation

At 1 April 2004	113,565
Provided during the year	45,426
At 31 March 2005	<u>158,991</u>

Net book value

At 31 March 2005	<u>68,139</u>
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At 31 March 2004	<u>113,565</u>
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Goodwill of £227,130 arose out of the purchase of Alliance Fund Managers Limited (formerly BCE Fund Managers Limited) .

8 Investments

**Investments in
subsidiary
undertakings
£**

At 1 April 2004 and at 31 March 2005	<u>70,000</u>
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This represents the cost of the purchase of the entire share capital of Alliance Fund Managers Limited (formerly BCE Fund Managers Limited) .

Alliance Fund Managers (Holdings) Limited
Notes to the financial statements
for the year ended 31 March 2005
(Continued)

9 Creditors: amounts falling due within one year

	2005	2004
	£	£
Amounts owed to group undertakings	<u>297,130</u>	<u>297,130</u>

This is an interest free loan from the guarantor company, repayable on demand.

10 Share capital

This company does not have share capital and is limited by guarantee. The liability of the member, Merseyside Special Investment Fund Limited, is limited to a minimum of £1 and a maximum of £100.

11 Reserves

	Profit and Loss Account
	£
At 1st April 2004	(113,565)
Retained loss for the year	<u>(45,426)</u>
At 31 March 2005	<u><u>(158,991)</u></u>

12 Reconciliation of movements in shareholders' funds

	2005	2004
	£	£
Shareholders' funds at the start of year	(113,565)	(68,139)
Loss for the financial year	(45,426)	(45,426)
Shareholders' funds at the end of year	<u><u>(158,991)</u></u>	<u><u>(113,565)</u></u>

13 Related Party Transactions

The company, being a wholly owned subsidiary, has taken advantage of the exemptions afforded by FRS 8 'Related Party Disclosures' not to disclose transactions with other companies in the group headed by Merseyside Special Investment Fund Limited.

14 Parent Company

Alliance Fund Managers (Holdings) Limited is a wholly owned subsidiary undertaking (by guarantee) of Merseyside Special Investment Fund Limited and its results are included in the consolidated accounts of that company, copies of which can be obtained from 5th Floor, Cunard Building, Pier Head, Liverpool, L3 1DS.

The Parent Company has undertaken to provide support to meet its current obligations as they fall due.