

Registered number  
4202686

Alliance Fund Managers ( Holdings) Limited

Annual report and financial statements

for the year ended 31 March 2006



**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

**Registered number**

4202686

**Alliance Fund Managers ( Holdings) Limited**  
**Report of the directors**  
**for the year ended 31 March 2006**

The directors present their report and the audited financial statements of the company for the year ended 31 March 2006.

**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 (2005: £45,426 loss) has been transferred to reserves.

**Dividends**

The directors do not recommend the payment of a dividend (2005:Nil).

**Directors**

The directors who served during the year ended 31 March 2006 were as follows:

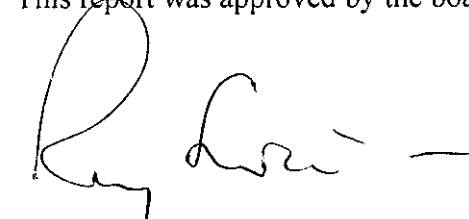
Mr N Kemsley - resigned 17 May 2005

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 19 July 2006.

A handwritten signature in black ink, appearing to read 'R Swainson', with a horizontal line extending to the right.

**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 of Alliance Fund Managers (Holdings) Limited for the year ended 31 March 2006 which comprise the profit and loss account, the balance sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

#### **Respective responsibilities of directors and auditors**

As described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with 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). 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 into 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 report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements. We also 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 transactions is not disclosed.

We read the Directors' Report 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 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, in accordance with the United Kingdom Generally Accepted Accounting Practice of the state of the company's affairs as at 31 March 2006 and of its loss 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 Directors' Report is consistent with the financial statements.

*PricewaterhouseCoopers LLP*

PricewaterhouseCoopers LLP  
Chartered Accountants and Registered Auditors  
Liverpool

19 July 2006

**Alliance Fund Managers ( Holdings) Limited**  
**Profit and Loss Account**  
**for the year ended 31 March 2006**

	Notes	2006 £	2005 £
Operating Costs	3	(45,426)	(45,426)
<b>Loss on ordinary activities before taxation</b>	4	<u>(45,426)</u>	<u>(45,426)</u>
Tax on loss on ordinary activities	5	-	-
<b>Loss for the financial year</b>		<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 loss for the year stated above and their historical cost equivalents.

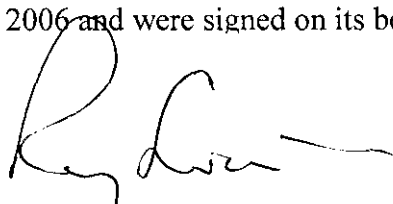
There are no recognised gains or losses other than those shown above and therefore no separate statement of total recognised gains and losses has been presented.

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 2006**

	Notes	2006 £	2005 £
<b>Fixed assets</b>			
Intangible assets	6	22,713	68,139
Investments	7	<u>70,000</u>	<u>70,000</u>
		<b>92,713</b>	<b>138,139</b>
 <b>Creditors: amounts falling due within one year</b>	 8	 <b>(297,130)</b>	 <b>(297,130)</b>
 <b>Net liabilities</b>		 <b><u>(204,417)</u></b>	 <b><u>(158,991)</u></b>
 <b>Capital and reserves</b>			
Profit and loss account	10	<u>(204,417)</u>	<u>(158,991)</u>
<b>Equity Shareholders' funds</b>	11	<b><u>(204,417)</u></b>	<b><u>(158,991)</u></b>

The financial statements on pages 5 to 9 were approved by the board of directors on 19 July 2006 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 2006**

**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 (2005:Nil).

The directors received no remuneration in respect of qualifying services (2005:Nil).

Audit fees for the company are borne by the subsidiary company, Alliance Fund Managers Limited.

<b>4</b>	<b>Loss on ordinary activities before taxation</b>	<b>2006</b>	<b>2005</b>
		<b>£</b>	<b>£</b>

Loss on ordinary activities before taxation is stated after charging:

Amortisation of goodwill	<b>45,426</b>	<b>45,426</b>
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<b>5(a)</b>	<b>Taxation</b>	<b>2006</b>	<b>2005</b>
		<b>£</b>	<b>£</b>
	UK corporation tax	<b>-</b>	<b>-</b>

**Alliance Fund Managers ( Holdings) Limited**  
**Notes to the financial statements**  
**for the year ended 31 March 2006**  
**(continued)**

**5 (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:

	2006 £	2005 £
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>

**6 Intangible fixed assets**

Goodwill:

£

**Cost**

At 1 April 2005 and at 31 March 2006

227,130

**Amortisation**

At 1 April 2005

158,991

Provided during the year

45,426

At 31 March 2006

204,417

**Net book value**

At 31 March 2006

22,713

At 31 March 2005

68,139

Goodwill of £227,130 arose out of the purchase of Alliance Fund Managers Limited (formerly BCE Fund Managers Limited) .

**7 Investments**

**Investments in  
subsidiary  
undertakings  
£**

At 1 April 2005 and at 31 March 2006

70,000

This represents the cost of the purchase of the entire share capital of Alliance Fund Managers Limited (formerly BCE Fund Managers Limited) .

**8 Creditors: amounts falling due within one year**

	2006 £	2005 £
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.

**Alliance Fund Managers ( Holdings) Limited**  
**Notes to the financial statements**  
**for the year ended 31 March 2006**  
**(continued)**

**9 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.

**10 Reserves**

**Profit and Loss Account**  
**£**

At 1st April 2005	(158,991)
Loss for the year	(45,426)
At 31 March 2006	<u>(204,417)</u>

**11 Reconciliation of movements in shareholders' funds**

**2006**  
**£**

**2005**  
**£**

Shareholders' funds at the start of year	(158,991)	(113,565)
Loss for the financial year	(45,426)	(45,426)
Shareholders' funds at the end of year	<u>(204,417)</u>	<u>(158,991)</u>

**12 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.

**13 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 enable the company to meet its current obligations as they fall due.