

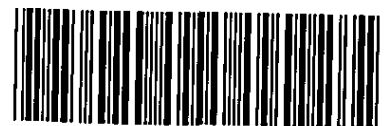
Registered Number 04712647

CHURCH STREET NOMINEE NO.3 LIMITED

**Directors' Report and Financial Statements for the
year ended 31 December 2008**

Registered Office: 5 Old Broad Street, London, EC2N 1AD

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CHURCH STREET NOMINEE NO.3 LIMITED

DIRECTORS' REPORT

The directors present their report and financial statements for the year ended 31 December 2008.

REVIEW OF ACTIVITIES

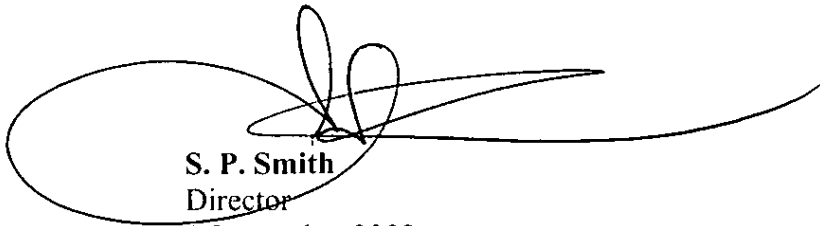
The Company is a dormant company.

DIRECTORS AND SECRETARY

The present directors and secretary, who have served throughout the year, are noted below:

Mr. R. F. Awford (Director)
Mr. R. M. Pinnock (Director)
Mr. S. P. Smith (Director)
Mr. J. P. Small (Secretary)

By Order of the Board

A large, stylized handwritten signature in black ink, consisting of several loops and a long horizontal stroke extending to the right.

S. P. Smith
Director

1 September 2009

CHURCH STREET NOMINEE NO.3 LIMITED

BALANCE SHEET
as at 31 December 2008

	Note	2008 £	2007 £
Current assets			
Sums due from parent undertaking		<u>1</u>	<u>1</u>
Total assets		<u>1</u>	<u>1</u>
Capital and reserves			
Called up share capital	3	<u>1</u>	<u>1</u>
Equity shareholders' funds		<u>1</u>	<u>1</u>

The notes on pages 3 and 4 form an integral part of these financial statements.

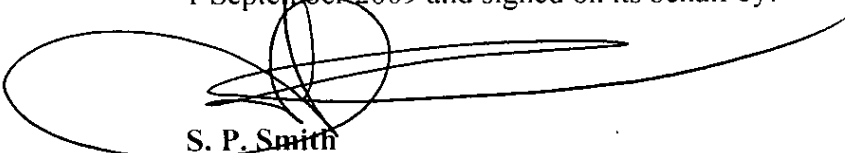
For the year ended 31 December 2008 the Company was entitled to the exemption under section 249AA(1) of the Companies Act 1985.

No members have required the Company to obtain an audit of its financial statements for the year in question in accordance with section 249B(2).

The directors acknowledge their responsibility for:

- (i) ensuring the Company keeps accounting records which comply with Section 221; and
- (ii) preparing financial statements which give a true and fair view of the state of affairs of the Company as at 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 financial statements, so far as applicable to the Company.

The financial statements on pages 2 to 4 were approved by the board of directors on 1 September 2009 and signed on its behalf by:



S. P. Smith
Director

CHURCH STREET NOMINEE NO.3 LIMITED

NOTES TO THE FINANCIAL STATEMENTS

1. ACCOUNTING POLICIES

The principal accounting policies are set out below. The policies remain unchanged from the previous year.

(a) Basis of accounting

The financial statements are prepared under the historical cost convention, and in accordance with applicable UK accounting standards.

(b) Income and expenses

Income and expenses are accounted for when due.

2. DIRECTORS' EMOLUMENTS

All the directors are employed and paid by companies in the AXA Group and their directorships are held as part of that employment. No director has received any emoluments or other benefits from the Company or from any other company in the AXA Group in respect of services to the Company.

3. SHARE CAPITAL

	2008		2007	
	Authorised	Paid-up	Authorised	Paid-up
	£	£	£	£
Authorised:				
1,000 (2007: 1,000)				
ordinary shares of £1 each	<u>1,000</u>		<u>1,000</u>	
Issued:				
1 (2007: 1) ordinary share				
of £1, fully paid		<u>1</u>		<u>1</u>

4. PROFIT AND LOSS ACCOUNT

The Company did not trade during the year and has made neither profit nor loss, nor any other recognised gain or loss.

CHURCH STREET NOMINEE NO.3 LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

5. RELATED PARTIES

As the Company is a wholly-owned subsidiary, it has taken advantage of the exemption granted under Financial Reporting Standard 8 (Related Party Disclosures) where subsidiary undertakings do not have to disclose transactions with Group companies qualifying as related parties provided that consolidated financial statements are publicly available.

6. IMMEDIATE AND ULTIMATE PARENT COMPANIES

The Company is a subsidiary of Sun Life Unit Assurance Limited, a company incorporated in Great Britain and registered in England and Wales.

In the opinion of the directors, the Company's ultimate parent and controlling company is AXA, a company incorporated in France. The parent undertaking of the largest and smallest group which includes the Company and for which group financial statements are prepared is AXA. Copies of the AXA Group financial statements can be obtained from 23, avenue Matignon, 75008 Paris, France.