

# **ADT NOMINEES LIMITED**

**(Registered Number: 885634)**

**Report and Financial Statements  
for the year ended  
31 December 2009**

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**DIRECTORS**

T W Challenor	Resigned 8 July 2009
J Devine	Appointed 8 July 2009
T N Gillbanks	
C J Henderson	

**Secretary and registered office**

A Kaye  
60 St Mary Axe  
London  
EC3A 8JQ

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**DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2009**

The directors present their report and the financial statements ("the financial statements") of ADT Nominees Limited ("the Company") for the year ended 31 December 2009

The Company's registration number is 885634

**Significant developments and principal activities**

The Company was dormant during both the year under review and the previous year and is likely to remain so for the foreseeable future

The Company is a subsidiary of Threadneedle Asset Management Holdings Sàrl, a Luxembourg registered parent company formed by Ameriprise Financial, Inc ("Ameriprise"), the ultimate parent company. Threadneedle Asset Management Holdings Sàrl and all its subsidiaries are referred to herein as "the Group"

The Company acts as a nominee for the purpose of the following

- Individual Savings Accounts
- Cash Withdrawal Facilities
- Reinvestment Units

**Results and dividends**

As the Company was dormant during both the current and comparative years, no profit and loss account has been presented

The directors do not recommend the payment of a dividend (2008 £nil)

**Review of the business and future developments**

The results of companies within the Group are managed on a group and business stream basis. Business streams do not correspond directly with individual legal entities and consequently key performance indicators are not set for individual companies

The Company was dormant during the period under review and is likely to remain so for the foreseeable future

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**DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2009**

**Risk management**

The Board of Threadneedle Asset Management Holdings Sàrl has established a Risk Committee, which is chaired by the Chief Executive Officer and has representation from Ameriprise. The Risk Committee reports to both the Board and the Audit Committee so that they may fulfil their corporate governance responsibilities in relation to risk management. The Risk Committee meets quarterly and is responsible for oversight of the Group's strategic, business and process risks and ensuring a suitable risk management framework is in place to mitigate risk. The scope of this review incorporates the operations of the Company. The directors consider the Company is exposed to minimal risk in the foreseeable future.

**Going concern**

The Company was dormant during the year under review and is likely to remain so. The Directors continue to adopt the going concern basis in preparing the financial statements as the Company has no ongoing obligations and there is no intention of winding up the Company in the foreseeable future.

**Directors**

The names of the directors and secretary of the Company are listed on page 2. The directors all held office throughout the year unless otherwise shown.

**Directors' qualifying third party indemnity provisions**

During the year the Company had in force a qualifying third party indemnity provision in favour of one or more of its directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in section 234 of the Companies Act 2006.

**Auditors**

For the year ended 31 December 2009 the Company was entitled to exemption from audit under Section 480 of the Companies Act 2006 relating to dormant companies.

By order of the board



A Kaye  
Company Secretary  
24 August 2010

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**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they 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 preparing the 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, and
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the transactions of the Company and 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 2006. 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.

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**BALANCE SHEET**  
**AS AT 31 DECEMBER 2009**

	Notes	2009 £	2008 £
<b>Current assets</b>			
Debtors -amounts owed by group undertakings		100	100
<b>Net assets</b>		<u>100</u>	<u>100</u>
 <b>Capital and reserves</b>			
Called up share capital	4	100	100
<b>Total shareholders' funds</b>		<u>100</u>	<u>100</u>

The Company was dormant throughout the period

For the year ended 31 December 2009, the Company was entitled to the exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies

**Directors' responsibilities**

- The members have not required the Company to obtain an audit of its financial statements for the period in question in accordance with section 476
- The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements

The notes on page 7 and 8 form an integral part of these financial statements

The financial statements on pages 6 to 8 were approved and authorised for issue by the board of directors on 24 August 2010 and were signed on its behalf by

J Devine  
Director



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**NOTES TO THE FINANCIAL STATEMENTS**

**1. Accounting Policies**

**Basis of preparation**

The financial statements have been prepared in accordance with the Companies Act 2006 and applicable Accounting Standards in the United Kingdom (United Kingdom Generally Accepted Accounting Practice)

On the grounds that the Company is a subsidiary undertaking, 100% whose voting rights are controlled within a group which prepares publicly available consolidated financial statements in which the results of the Company are included, it is exempt from the requirement to prepare a cash flow statement under Financial Reporting Standard ("FRS") 1, 'Cash flow statements' and the disclosure requirements of FRS 29, 'Financial Instruments – Disclosures'

The financial statements are prepared under the historical cost convention

**2 Directors and employees**

**Employees**

The average monthly number of persons (including directors), considered to be directly employed by the Company on a full time basis during the year was nil (2008 nil) The costs associated with the administration of the Company that are performed by employees of fellow subsidiaries of the Group are not recharged to the Company

**Directors**

Directors' did not receive any remuneration in respect of qualifying services to the Company (2008 £nil)

**3. Profit and loss account**

The Company has not traded during the year and has made neither a profit nor a loss for the year ended 31 December 2009 and accordingly no profit and loss account has been presented

**4. Share capital**

	2009	2008
	£	£
<b>Authorised, allotted, called up and fully paid</b>		
100 (2008 100) ordinary shares of £1 each	<u>100</u>	<u>100</u>

**5. Trusteeships**

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The Company acts as a nominee for the purpose of administering the following

- Individual Savings Accounts with effect from 6<sup>th</sup> April 1999
- Cash Withdrawal Facility and Reinvestment Units with effect from 1<sup>st</sup> June 1990

**6. Ultimate parent company**

The Company is a subsidiary of Ameriprise Financial, Inc ("Ameriprise"), a company incorporated in the state of Delaware, United States of America. Copies of the consolidated financial statements of Ameriprise can be obtained by writing to the Corporate Secretary, Ameriprise Financial, Inc, 1098 Ameriprise Financial Center, Minneapolis, Minnesota, USA, 55474 or by visiting the Ameriprise Financial website at [www.ameriprise.com](http://www.ameriprise.com)

Threadneedle Asset Management Holdings Sàrl, a company incorporated in Luxembourg, is the parent company of the smallest group of companies, of which the Company is a member, for which consolidated accounts are drawn up. Copies of the consolidated financial statements of Threadneedle Asset Management Holdings Sàrl can be obtained from 37, rue d'Anvers, L-1130, Luxembourg

**7. Related party transactions**

Advantage has been taken of the exemption provided by FRS 8 ('Related party disclosures') from disclosing details of transactions with Ameriprise and its subsidiary undertakings on the basis that 100% of the Company's voting rights are controlled within a group which prepares publicly available consolidated group financial statements in which they are included