

IFG Trustee Company (UK) Limited
Directors' report and financial statements
for the year ended 31 December 2004

Registered number: 4533748



IFG Trustee Company (UK) Limited

Financial statements

for the year ended 31 December 2004

Contents

Directors' report	1-2
Independent auditors' report.....	3
Profit and loss account.....	4
Balance sheet.....	5
Notes to the financial statements	6-8

IFG Trustee Company (UK) Limited

Directors' report for the year ended 31 December 2004

The directors present their report and the audited accounts of the company for the year ended 31 December 2004.

Principal activities

The principal activities of the company during the year were the provision of international trust and corporate management and related services.

Review of the business, results and dividends

The company's loss for the financial year is £1,443 (period ended 31 December 2003: £2,056) which the directors consider satisfactory. The directors consider the prospects for the coming year to be consistent with the current year. The directors do not recommend a dividend (2003 £nil) and propose that the loss for the year be deducted from reserves.

Directors and their interests

The directors who held office during the year and to the date of this report are given below:-

D A Harris
E J Higgins
P F Gardner-Bougaard (resigned 10 August 2004)
K O'Connell
D T Kenny (appointed 10 August 2004)
C G Hepburn (appointed 1 January 2005)

None of the directors has had or has an interest in the shares of the company.

Directors' interests in the shares of the ultimate parent company, IFG Group plc, are as follows:-

Shares – ordinary shares of €12c each.

Director	Number of shares 2004	Number of shares 2003
D A Harris	25,927	21,692
E Higgins	4,514	1,692
K O'Connell	612	-
D T Kenny	539,942	3,442

Share options - ordinary shares of €12c each

Director	Number	Average exercise price	Exercisable between
31 December 2004			
D A Harris	70,000	€114c	May 2003-April 2014
E Higgins	45,000	€114c	May 2003-April 2014
K O'Connell	70,000	€194c	April 2005-April 2014
D T Kenny	100,000	€105c	May 2002-April 2014
31 December 2003			
D A Harris	50,000	€114c	May 2003-May 2010
E Higgins	25,000	€114c	May 2003-May 2010
K O'Connell	40,000	€194c	April 2005-July 2012
D T Kenny	50,000	€95c	May 2002-May 2010

IFG Trustee Company (UK) Limited

Directors' report for year ended 31 December 2004 (continued)

Directors and their interests (continued)

During the year, options of 20,000, 20,000, 30,000 and 50,000 were granted to D A Harris, E Higgins, K O'Connell and D T Kenny, respectively, with an exercise price of €114c. The options were granted at nil cost to the directors and are not subject to performance criteria.

There were no options exercised or options that lapsed unexercised during the year.

Secretary

IFG International (Secretaries) Limited acted as secretary throughout the year.

Auditors

The auditors, PricewaterhouseCoopers, have indicated their willingness to continue in office, and a resolution concerning their reappointment will be proposed at the Annual General Meeting.

Statement of directors' responsibilities

The directors are required by law to prepare financial statements each year which give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss for the year.

The directors are responsible for maintaining adequate 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 United Kingdom Companies Act 1985. They are also responsible for safeguarding the assets of the company and for taking reasonable steps for preventing and detecting fraud and other irregularities.

The directors confirm that the financial statements have been prepared on a going concern basis using suitable accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates. The directors also confirm that the financial statements have been prepared following applicable United Kingdom accounting standards.

By order of the board



Company Secretary

FOR AND ON BEHALF OF
IFG INTERNATIONAL
(SECRETARIES) LTD

Lee May 2005

Registered Office:

3rd Floor
3-4 Bentinck Street
London
W1U 2EE

Independent auditors' report to the shareholders of IFG Trustee Company (UK) Limited

PricewaterhouseCoopers
Sixty Circular Road
Douglas
Isle of Man IM1 1SA
Telephone +44 (0) 1624 689689
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We have audited the financial statements of IFG Trustee Company (UK) Limited for the year ended 31 December 2004 set out on pages 4 to 8.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the directors' report and the financial statements in accordance with applicable United Kingdom law and accounting standards are set out in the statement of directors' responsibilities.

Our responsibility is to audit the financial statements 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 United Kingdom 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 also report to you if, in our opinion, the directors' report 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 with the company is not disclosed.

We read the directors' report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

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.

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 at 31 December 2004 and of its loss for the year then ended and have been properly prepared in accordance with the United Kingdom Companies Act 1985.



Chartered Accountants and Registered Auditors

25 July 2005

IFG Trustee Company (UK) Limited

Profit and loss account for the year ended 31 December 2004

	Note	2004 £	Period 12 September 2002 to 31 December 2003 £
Turnover – continuing activities	2	-	5,253
Administrative expenses	4	(1,443)	(7,309)
Loss on ordinary activities before taxation		(1,443)	(2,056)
Tax on loss on ordinary activities	5	-	-
Loss for the financial period		(1,443)	(2,056)
Retained earnings brought forward		(2,056)	-
Retained earnings carried forward		(3,499)	(2,056)

All activities relate to continuing operations.

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

As there are no recognised gains or losses, other than those reported in the profit and loss account, a statement of “total recognised gains and losses” has not been produced.

The notes on pages 6 to 8 form part of these financial statements.

IFG Trustee Company (UK) Limited

Balance sheet as at 31 December 2004

	Note	2004 £	2003 £
Current assets			
Debtors	6	2	2
Cash at bank and in hand		2,073	2,166
		2,075	2,168
Creditors: amounts falling due within one year	7	(5,572)	(4,222)
Net current liabilities		(3,497)	(2,054)
Capital and reserves			
Called up share capital	8	2	2
Profit and loss account		(3,499)	(2,056)
Equity shareholders' deficit	9	(3,497)	(2,054)

The notes on pages 6 to 8 form part of these financial statements.

These financial statements were approved by the board on behalf by:

24 May 2005 and signed on its

Director



IFG Trustee Company (UK) Limited

Notes to the financial statements for the year ended 31 December 2004

1 Accounting policies

A summary of the principal accounting policies of the company, which have been applied consistently, is set out below.

Basis of accounting

These financial statements are prepared under the historical cost convention, in accordance with applicable United Kingdom accounting standards and on a going concern basis.

Expenses

Expenses are accounted for on an accruals basis.

2 Turnover

Turnover, which is stated net of value added tax, represents amounts invoiced to third parties including other group companies.

3 Cash flow statement

A cash flow statement has not been prepared as the ultimate parent, IFG Group Plc, is established under the laws of the Republic of Ireland and publishes consolidated financial statements which include a consolidated cash flow statement in accordance with Financial Reporting Standard No 1.

4 Administrative expenses

Audit fees are paid by IFG Management Limited, a fellow group subsidiary.

5 Tax on loss on ordinary activities

(a) Analysis of the tax charge for the year

	Year ended 31 December 2004	Period ended 31 December 2003
	£	£
Taxation on the loss for the year		
UK corporation tax at 30%	-	-

IFG Trustee Company (UK) Limited

Notes to the financial statements for year ended 31 December 2004

(continued)

(b) Factors affecting the tax charge for the year

The tax assessed for the year is higher (2003: higher) than the standard rate of income tax in the United Kingdom of 30%. The differences are explained below:-

	Year ended 31 December 2004 £	Period ended 31 December 2003 £
Loss on ordinary activities before taxation	(1,443)	(2,056)
Taxation thereon @ 30%	(433)	(617)
Effects of:		
Group relief	-	617
Unutilised losses	433	-
	-	-

(c) Factors that may affect future tax charges

There are no such factors.

6 Debtors

	2004 £	2003 £
Due from parent company	2	2

Amounts owed by the parent company are unsecured, interest free and are repayable on demand.

7 Creditors: amounts falling due within one year

	2004 £	2003 £
Due to group undertakings	5,752	4,222

Amounts owed to group undertakings are unsecured, interest free and repayable on demand.

8 Called up share capital

	2004 £	2003 £
Authorised: 2,000 ordinary shares of £1 each	2,000	2,000
Allotted and fully paid: 2 ordinary shares of £1 each	2	2

IFG Trustee Company (UK) Limited

Notes to the financial statements for the year ended 31 December 2004 (continued)

9 Reconciliation of movements in shareholders' deficit

	Year ended 31 December 2004 £	Period ended 31 December 2003 £
Loss for the year	(1,443)	(2,056)
Issue of share capital	-	2
Opening shareholders' deficit	(2,054)	-
Closing shareholders' deficit	(3,497)	(2,054)

10 Employees

There were no persons employed by the company during the year (2003: nil).

11 Directors' emoluments

None of the directors received any emoluments in respect of services to the company during the year.

12 Ultimate parent company

The immediate parent undertaking is IFG Holdings (IOM) Limited, a company incorporated in the Isle of Man.

The ultimate parent undertaking and controlling party is IFG Group plc, a company incorporated in the Republic of Ireland, which is the parent undertaking of the smallest and largest group to consolidate and produce publicly available accounts. Copies of IFG Group Plc group accounts can be obtained from the Company Secretary at IFG House, Booterstown Hall, Booterstown, Co. Dublin, Ireland.

13 Related party transactions

Transactions with other companies within the group are not disclosed as the company has taken advantage of the exemption under Financial Reporting Standard No 8 "Related party disclosures" as the consolidated accounts of IFG Group plc in which the company is included are available from IFG House, Booterstown Hall, Booterstown, Co. Dublin, Ireland.