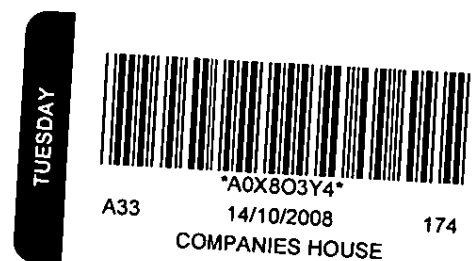


Registered Number 03596968

DESTINI SWIFT FINANCIAL PLANNING LIMITED

**Directors' Report and Financial Statements
for the year ended 31 December 2007**



Registered Office Devonshire House, 60 Goswell Road, London EC1M 7AD

DESTINI SWIFT FINANCIAL PLANNING LIMITED

DIRECTORS

J R E Everill
P J Anderson

SECRETARY

J Small

AUDITORS

PricewaterhouseCoopers LLP
Hay's Galleria, 1 Hay's Lane, London, SE1 2RD

DESTINI SWIFT FINANCIAL PLANNING LIMITED

DIRECTORS' REPORT

The directors have pleasure in submitting their report together with the audited financial statements for the year ended 31 December 2007

BUSINESS REVIEW

Principal activity

The principal activity of the company is to handle the receipt of ongoing trail commissions on behalf of Thinc Group Limited, a fellow group undertaking, to which appropriate charges are made. Thinc Group Limited provides services to the clients whose policies and plans generate the trail income. The company is authorised by the Financial Services Authority ("FSA")

Turnover from trail income in 2007 of £85,016 was similar to 2006 (£95,875)

The operating profit of £68,083 (2006:£76,700) is after taking account of the management charges from the group service company, Thinc Management Services Limited, of £16,933 (2006 £19,175). The company does not employ any staff or pay any costs directly.

The company has processes for risk acceptance and risk management which are addressed through a framework of policies, procedures and internal controls. All policies are subject to board approval and ongoing review by management, the Risk Committee and internal audit. Compliance with regulation, legal and ethical standards is a high priority for the company and the compliance and financial teams take on an important oversight role in this regard.

The principal risks for this business are from factors outside our control. Trail commission is only paid out on policies that are in force and serviced by the company. Policies may expire, become paid up, be transferred or terminated by the client for various reasons.

The company is part of a group that is one of the largest independent financial advisors in the UK.

Key performance indicators

The Board monitors the performance of the Company by reference to the following KPI

	<u>2007</u>	<u>2006</u>
Turnover from trail	£85,016	£95,875

DESTINI SWIFT FINANCIAL PLANNING LIMITED

DIRECTORS' REPORT (CONTINUED)

DIVIDENDS

During the year an interim dividend of £47,000 (2006. £100,000) was paid. The directors do not recommend payment of a final dividend.

FUTURE DEVELOPMENTS

The company will continue receiving trail income for the foreseeable future although as policies end the trail on them will cease. However, increments on existing policies will generate initial commission and additional trail.

DIRECTORS

The following directors have been in office since 1 January 2007

P J Anderson	(Appointed 30 November 2007)
J R E Everill	
R Rennison	(Resigned 29 th February 2008)
R Lindley	(Resigned 30 th November 2007)

STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare financial statements for each financial year that 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 of the Company for that period. In preparing those financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently, with the exception of changes arising on the adoption of new accounting standards in the year,
- make judgements and estimates that are reasonable and prudent,
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis, unless it is inappropriate to presume that the Company will continue in business.

The directors confirm they have complied with the above requirements in preparing the financial statements.

The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 1985. 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.

DESTINI SWIFT FINANCIAL PLANNING LIMITED

DIRECTORS' REPORT (CONTINUED)

STATEMENT OF DISCLOSURE OF INFORMATION TO AUDITORS

Each director in office at the date of approval of this report confirms that

- (a) so far as he is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- (b) he has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information

AUDITORS

PricewaterhouseCoopers LLP were appointed auditors to the company and in accordance with section 385 of the of the Companies Act 1985, a resolution proposing that they be re-appointed will be put to the Annual General Meeting.

By Order of the Board


P.J. Anderson

Director

29 April 2008

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
DESTINI SWIFT FINANCIAL PLANNING LIMITED (CONTINUED)**

We have audited the financial statements of Destini Swift Financial Planning Limited for the year ended 31 December 2007 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

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities in the Directors' Report.

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 Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we 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 other 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 judgments 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.

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
DESTINI SWIFT FINANCIAL PLANNING LIMITED (CONTINUED)**

Opinion

In our opinion

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2007 and of its profit 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
London
30 April 2008*

DESTINI SWIFT FINANCIAL PLANNING LIMITED

PROFIT AND LOSS ACCOUNT for the year ended 31 December 2007

	Note	2007 £	2006 £
Turnover	2	85,016	95,875
Administrative expenses	3	<u>(16,933)</u>	<u>(19,175)</u>
Profit on ordinary activities before taxation	4	68,083	76,700
Tax on profit on ordinary activities	5	(20,425)	(23,124)
Profit for the financial year after taxation		<u>47,658</u>	<u>53,576</u>

The results above are derived from continuing operations

There are no recognised gains and losses for the current and preceding financial year other than those included in the profit and loss account above and therefore no statement of total recognised gains and losses has been prepared

There is no difference between profit on ordinary activities before taxation and the retained profit for the current and preceding financial year stated above and their historical cost equivalents

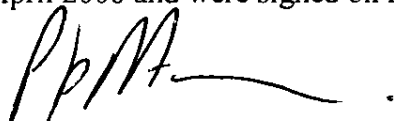
DESTINI SWIFT FINANCIAL PLANNING LIMITED

BALANCE SHEET

as at 31 December 2007

	Note	<u>2007</u> £	<u>2006</u> £
Current assets			
Debtors	7	27,822	43,737
Cash at bank and in hand		<u>35,978</u>	<u>31,357</u>
		63,800	75,094
Creditors			
Amounts falling due within one year	8	<u>(37,138)</u>	<u>(49,090)</u>
Net current assets		<u>26,662</u>	<u>26,004</u>
Capital and reserves			
Called-up share capital	9	10,000	10,000
Profit and loss account	10	16,662	16,004
Shareholders' funds	11	<u><u>26,662</u></u>	<u><u>26,004</u></u>

The Financial statements on pages 7 to 12 were approved by the board of directors on 29 April 2008 and were signed on its behalf by



P.J. Anderson
Director

DESTINI SWIFT FINANCIAL PLANNING LIMITED

NOTES TO THE FINANCIAL STATEMENTS

1 STATEMENT OF ACCOUNTING POLICIES

The principal accounting policies are set out below

a Accounting Convention

These financial statements are prepared on the going concern basis, under the historical cost convention, as modified by the revaluation of certain tangible fixed assets and in accordance with the Companies Act 1985 and applicable accounting standards. The principal accounting policies are set out below.

The company is a wholly owned subsidiary of Thinc Trail Collections Limited and is included in the consolidated financial statements of AXA S A , which are publicly available. Consequently, the company has taken the advantage of the exemption from preparing a cash flow statement under the terms of FRS 1. The company is also exempt under the terms of FRS 8 from disclosing related party transactions with entities that are part of the AXA group.

b Compliance and accounting standards

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently (except as otherwise stated).

c Turnover

Turnover represents renewal commission receivable on the sale of various investment products to clients and is recognised as it falls due.

2 TURNOVER

The total turnover of the company for the year has been derived from its principal activity wholly undertaken in the United Kingdom.

DESTINI SWIFT FINANCIAL PLANNING LIMITED

NOTES TO THE FINANCIAL STATEMENTS

3 COST OF SALES AND NET OPERATING EXPENSES

	2007	2006
	£	£
Cost of Sales	-	-
Admin expenses	16,933	19,175
	<u>16,933</u>	<u>19,175</u>

4 PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

Audit costs for the company in the current period of £6,000 (2006. £5,900) were borne by a fellow subsidiary undertaking

5 TAXATION

	2007	2006
	£	£
UK Corporation tax		
Charge on profit for the year at 30% (2006 30%)	<u>20,425</u>	<u>23,124</u>
Profit on ordinary activities before tax	<u>68,083</u>	<u>76,700</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 30% (2006 30%)	20,425	23,010
<u>Effects of</u>		
Accelerated capital allowances	-	-
Adjustments to previous periods	-	114
Current tax charge	<u>20,425</u>	<u>23,124</u>

6 DIVIDENDS

	2007	2006
	£	£
Ordinary interim paid	<u>47,000</u>	<u>100,000</u>

7 DEBTORS

	2007	2006
	£	£
Amounts due from parent and fellow subsidiary undertakings	<u>27,822</u>	<u>43,737</u>

DESTINI SWIFT FINANCIAL PLANNING LIMITED

NOTES TO THE FINANCIAL STATEMENTS

8 CREDITORS – AMOUNTS FALLING DUE WITHIN ONE YEAR

	2007 £	2006 £
Amounts due to parent and fellow subsidiary undertakings	37,138	49,090

9 CALLED-UP SHARE CAPITAL

	2007		2006	
	No	£	No	£
Authorised				
Ordinary shares of £1 each	10,000	10,000	10,000	10,000
	10,000	10,000	10,000	10,000
Allotted, called up and fully paid				
Ordinary shares of £1 each	10,000	10,000	10,000	10,000
	10,000	10,000	10,000	10,000

10 STATEMENT OF MOVEMENTS ON PROFIT AND LOSS ACCOUNT

	Profit and loss account £
At 1 January 2007	16,004
Profit for the year	47,658
Dividends paid	(47,000)
At 31 December 2007	16,662

11 RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	2007 £	2006 £
Profit for the financial year	47,658	53,576
Dividends	(47,000)	(100,000)
Change in shareholders' funds	658	(46,424)
Opening shareholders' funds	26,004	72,428
Closing shareholders' funds	26,662	26,004

DESTINI SWIFT FINANCIAL PLANNING LIMITED

NOTES TO THE FINANCIAL STATEMENTS

12 DIRECTORS' EMOLUMENTS

The emoluments of the directors are paid by Thinc Management Services Limited for their services to the group as a whole. No emoluments were payable to the directors in respect of their services to this Company for the year ended 31 December 2007 (2006 £nil).

13 EMPLOYEES

Number of employees:

There were no employees during the year. Employee services were provided to the company by the group's facilities company, Thinc Management Services Limited. Details of employee numbers and costs have been disclosed in the financial statements for that company.

14 CONTROL

In the opinion of the directors, the company's ultimate parent undertaking and controlling company is AXA S A, a company incorporated in France. The immediate parent company is Thinc Trail Collections limited, a company registered in England and Wales.

The parent undertaking of the largest and smallest group for which group financial statements are prepared which include the company is AXA S A, a company registered in France. Copies of the group financial statements can be obtained from the Company Secretary at 5 Old Broad Street, London EC2N 1AD.

15 RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption in FRS 8 from the requirement to disclose transactions with group companies on the grounds that consolidated financial statements which include the company are publicly available.