

NORSK TILLITSMANN

NORWEGIAN TRUSTEE



ANNUAL REPORT AND FINANCIAL STATEMENT

2010

Norsk Tillitsmann  
manages third party  
contractual rights

## PRESENTING NORSK TILLITSMANN ASA

- Norsk Tillitsmann's business concept is to manage third party contractual rights on commission
- Norsk Tillitsmann is a knowledge-based, highly competent organisation with focus on the role of Loan Trustee in certificate and bond issues
- Norsk Tillitsmann monitors the rights of bond and certificate holders, and contributes to a more efficient and functioning market for interest-bearing securities
- Norsk Tillitsmann has, by systematically building up competence and developing data systems, established efficient methods for management of a substantial portfolio of trustee assignments. At the turn of the year, the portfolio comprised 1 740 assignments, with an outstanding volume of NOK 749 billion
- Norsk Tillitsmann provides electronic solutions for the supply of securities information for the Norwegian market for interest-bearing securities through its subsidiary Stamdata AS
- As a neutral, trusted third party Norsk Tillitsmann acts on behalf of parties outside the securities markets, hereunder offering safe deposit of source code, escrow agent, agent for service of process and account manager services
- Through its subsidiary Norsk Tillitsmann Pensjon AS, Norsk Tillitsmann offers trustee services in the pension market
- Norsk Tillitsmann has a flexible organisation, with substantial expertise in the fields of law, economics and electronic data processing

# Summary and Key Figures (Group)

THIS IS  
NORSK TILLITSMANN

<b>Assignments/Volume</b>		<b>2010</b>	<b>2009</b>	<b>2008</b>	<b>2007</b>	<b>2006</b>
No. assignments bond issues	number	1 740	1 738	1 712	1 658	1 695
Outstanding volume bond issues	(NOK billion)	749	707	600	530	486
No. assignments certificate issues	number	107	105	91	101	80
Outstanding volume certificate issues	(NOK billion)	24	29	26	30	20
<b>Result</b>						
Total operating income	(NOK million)	75,6	77,1	66,3	54,8	48,3
Operating result	(NOK million)	36,1	34,0	25,6	27,9	23,8
Result for the year after tax	(NOK million)	25,9	24,4	22,0	21,2	19,5
Earnings per share	(NOK)	240	226	204	197	181
Dividend per share	(NOK)	220	210	200	200	160
Operating margin	(%)	48	44	39	51	49
<b>Balance Sheet</b>						
Total Capital	(NOK million)	111	99	89	87	73
Equity ratio	(%)	22	22	23	25	29
Return on equity	(%)	112	115	105	101	88

# The Report of the Board of Directors



# Outlook

## **BUSINESS NATURE**

The business concept of Norsk Tillitsmann ASA ("Norsk Tillitsmann") is to manage third party contractual rights on commission. The purpose of the company is to act as trustee in financial and other contractual agreements, and to carry out similar or related business hereunder to own wholly or partially companies which operate in similar or related businesses. The company has a broad ownership base which allows it to hold an independent and neutral position in the finance market and other markets in which the company is active.

The company is the dominant participant in the market for trustee services in interest-bearing securities in Norway, and has built up a substantial portfolio of trusteeships which provides the basis for stable revenues and a satisfactory return on equity.

Norsk Tillitsmann's extensive legal and financial competence and experience enables the company to take an active role in the establishment of bond and certificate issues, within the terms which are agreed between issuer, lead manager and investors. The company aims to contribute to creating efficient and functioning solutions which can strengthen the basis for increased securitisation of the credit market.

Norsk Tillitsmann continually monitors investor's rights within the framework of the underlying Loan Agreements and prevailing legislation. The instability in financial markets in recent years has resulted in Norsk Tillitsmann having to face substantial challenges in its role of investor representative, and the company has built up comprehensive experience in handling cases of default, forced collections and restructuring. In the opinion of the Board of Directors, the company's expertise and resources in this field contribute to strengthening the functionality of the securities market.

In addition to its core business activities, the main services offered by the company comprise the distribution of securities information for loan capital instruments through

the subsidiary Stamdata AS ('Stamdata') and activities as trustee for Pension schemes through the subsidiary Norsk Tillitsmann Pensjon AS ('Norsk Tillitsmann Pensjon'). In addition, the parent company carries out a number of activities in addition to core operations as trusted neutral third party, hereunder escrow agent, process agent and account manager services.

In 2009, Norsk Tillitsmann's legal right to act on behalf of bondholders was challenged by a guarantor in connection with a dispute arising from the collection of a guarantee. After the guarantor won support for their view in both the Namsretten and Lagmansretten (lower court of appeal), there was a degree of uncertainty in the market with regard to Norsk Tillitsmann's legal right to act on behalf of bondholders.

Following an appeal by Norsk Tillitsmann, the Superior Court made a ruling in 2010 in favour of Norsk Tillitsmann and established the legal right under Norwegian Law of the Trustee to act on behalf of bondholders in accordance with the Civil Procedures Act. The ruling was clear, unanimous and unequivocal. Later in 2010, the Superior Court's appeals commission also ruled in favour of Norsk Tillitsmann regarding the legal right of the Loan Trustee in relation to the Bankruptcy Act. The appeals commission established that the principle laid down by the Superior Court in the previous ruling was general, and not limited to the specific issue raised by the case in question.

The Board of Norsk Tillitsmann concludes that the Superior Court rulings constitute a final confirmation of the fundamental principles on which Norsk Tillitsmann's role and function in the market are based.

As a consequence of the situation prevailing prior to the first ruling by the Superior Court, in the autumn of 2009 the Treasury was contacted with a view to establishing the legal right of the Loan Trustee to act on behalf of bondholders in the courts through an amendment to existing legislation. The Treasury responded and received a draft proposal to amend legislation from Finanstilsynet (Norwegian FSA) in the form of additional clauses in the Securities Trading Act, planned to be fast-tracked through parliament. The proposal was sent out for hearing and all submissions were in agreement that the question should be regulated by law. The clarification provided by the Superior Court rulings on the legal right of the Loan Trustee to act on behalf of bondholders has however resulted in the decision that it is no longer required to amend

existing legislation. In agreement with Norsk Tillitsmann, the matter has been shelved for the time being. However, the immediate response demonstrated by the Norwegian authorities to this issue has been of considerable importance to the confidence shown both in Norway and internationally to the Norwegian bond market in general and the trustee system in particular.

As in 2009, the uncertainty in the international finance and credit markets has resulted in many issuers of bonds and certificates experiencing difficulty in fulfilling their obligations in accordance with the terms of the underlying agreements. A number of issuers have specifically faced challenges in fully financing ongoing projects, both as the projects have been subject to cost excesses and also because lenders in the international credit markets have continued to show restraint in levels of lending. This has first and foremost affected issuers with an international profile, in particular in the oil, shipping and offshore segments. In addition, bondholders have been affected by imbalances in the Danish bank sector with weakening capital adequacy and bankruptcies in a number of Danish banks with outstanding bonds issued in the Norwegian market.

Domestic issuers, including banks and credit institutions, have mostly done well in 2010 and generally report satisfactory results.

The Norsk Tillitsmann group's operations both in core areas and in associated activities, have shown growth and improved results in 2010. There has been particular focus on improving the company's control and compliance functions, including improving the internal data systems with a view to achieving better deviation reporting.

## Loan Trustee function for bonds

In 2010, there was some reduction in the number of new bond issues compared with 2009. In terms of volume, the reduction is significant. This is primarily due to the government's use measures towards Norwegian banks, enabling them to access liquidity by transferring portfolios of mortgages to credit institutions, which in turn

financed the acquisition by issuing bonds with preferential rights (covered bonds). Looking at the rest of the market, there has been an increase in the number of issues made by the private sector. This gives some indication that the market is again open for bond issues carrying a higher risk.

Excluding government issues, a total of 438 (508) new issues valued at NOK 209 billion (NOK 440 billion) were made in 2010. Figures in brackets show comparable figures for 2009. In the same period, 483 (472) issues matured and were redeemed.

In the course of 2010, Norsk Tillitsmann has taken on a total of 418 (434) new trustee assignments for bond issues. In the same period, 403 (399) assignments have been concluded following the underlying loan maturing or being redeemed prematurely.

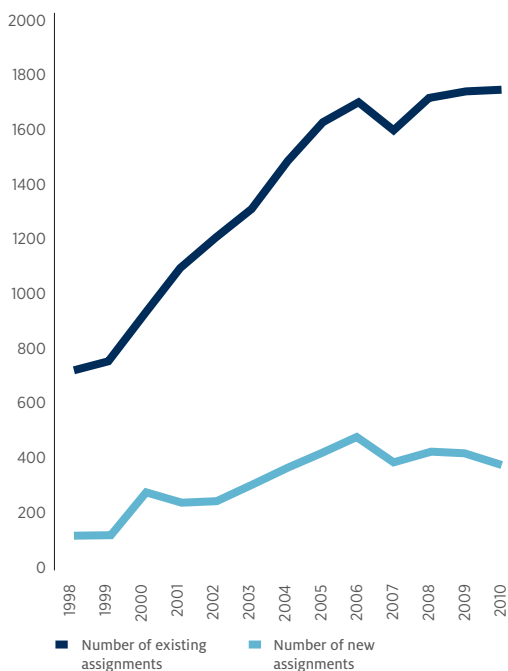
Of the 418 new assignments taken on by the company in 2010, 76 (85) are listed on the Oslo Stock Exchange and 214 (152) on the ABM list (Alternative Bond Market).

At the end of the year, Norsk Tillitsmann managed a portfolio of 1740 (1738) trustee assignments for loan agreements for bond issues. Total outstanding nominal value amounts to some NOK 749 billion (NOK 707 billion).

The company's trustee assignments include bonds and certificates issued by Norwegian municipalities, power utilities, industrial, shipping and commercial companies, mortgage institutions, banks and insurance companies together with a sizeable number of foreign issuers especially representing interests in the oil and offshore industry. The loan portfolio includes secured and unsecured loans, subordinated issues (hereunder a considerable number of issues with preferential rights), issues convertible into shares in the borrower, issues including subscription rights to shares in the borrower, issues which can be converted into shares in a third party and issues (tranches) in so-called EMTN (Euro Medium Term Note) programmes. The loan portfolio also contains a significant number of structured issues in which the yield is wholly or partly tied

### Numbers of new and existing assignments

Number of assignments



to the development of one or more share indices, shares, mutual funds, currency rates, commodity prices or futures contracts for electric power and such like.

The market for loans with relatively high level of yield and risk (so-called high yield bonds) was almost non-existent in the bond market in 2008 and 2009. Levels of activity have increased significantly in the second half of 2010. Throughout 2010, there has also been a considerable amount of work required in connection with re-structuring issues and forced collection, mostly in connection with high yield bonds.

A total of 90 (168) bondholders' meetings have been arranged in 2010, considering amongst other things, questions concerning defaults, forced collections or restructuring processes.

As in previous years, in addition to the general task of monitoring loan agreements and dealing with defaults and restructuring, the company has worked on ensuring fulfilment of the rights of bondholders on a general basis, including managing matters concerning debtor substitution, mergers, de-mergers and reductions in liable capital, early redemption, adjustment of collateral together with amendment of clauses concerning ratios and limitations on mortgaging assets. For convertible issues, the Loan Trustee participates in discussions on the interpretation of conversion clauses and adjustment of conversion price.

#### Trustee function for certificate issues

In the course of 2010, Norsk Tillitsmann has taken on 194 (184) trustee assignments for certificate issues. A total of 189 (174) assignments have been concluded during the year. At the end of the year, the portfolio comprised 110 (105) certificate assignments, with a total value of NOK 24 billion (NOK 29 billion). Of the 110 outstanding assignments at the end of the year, 55 (43) are listed on the Oslo Stock Exchange and 15 (10) on the ABM.

#### Stamdata

The wholly owned subsidiary Stamdata AS provides a service offering the distribution of core information for debt

instruments registered in the Norwegian Securities Depository. The information system comprises an internet-based service, [www.stamdata.no](http://www.stamdata.no) where the complete database is available to subscribers (web service). Stamdata is also available in the form of a daily electronic feed to customers' own portfolio management systems (feed service). Users are also able to download extracts directly from the database in order to create statistics and present trends in the development of the Norwegian market for interest bearing securities. At the end of 2010, Stamdata AS had 120 (112) paying subscribers to the web service and 37 (32) subscribers to the electronic feed service. Access to information from Stamdata is considered a must for all those who work with interest bearing securities and Stamdata has become a key supplier of such data for Norwegian bond and certificate issues. There is a continual process going on to improve the breadth and depth of the information available and to make the service as user-friendly as possible.

#### The role of Escrow Agent

In contractual agreements, it can often be to the advantage of both parties to deposit capital assets with an independent third party. In line with the development in other markets, it is becomingly increasingly common to allow an independent third party hold rights and collateral in financial transactions, such as mergers and acquisitions as well as in connection with the delivery of IT-products and capital goods. As a neutral and independent third party, Norsk Tillitsmann offers safe deposit services for capital assets, including software (source code), securities, collateral documents, bank account balances and so on. The company has developed secure and efficient routines to ensure secure handling of deposits, and prepares the necessary agreements in Norwegian and English. Earnings from these operations are currently small compared with the core business, but the area shows growth and measures will be taken to make the service and its possible uses known to potential customers.

#### Operations in Norsk Tillitsmann Pensjon

The function of Norsk Tillitsmann Pensjon is to ensure that documentation regulating employees' pension

rights is correctly drawn up, complete and consistent and in accordance with prevailing laws and regulations. By actively monitoring pension agreements, both employer and employee experience a better sense of security for both the pension agreement and also that there will funds available for future pension payments.

Norsk Tillitsmann Pensjon also offers to take on the role of independent Board Member in Pension Funds.

Demand for the company's services has been identified in particular in connection with pension plans covered by the operations of the employer. In these cases, Norsk Tillitsmann Pensjon ensures that earned pension rights are secured by holding mortgage or other collateral on behalf of the insured.

Norsk Tillitsmann Pensjon has increased the number of assignments held as independent trustee for a company's pension schemes in 2010, for pension rights built up towards the company itself, a pension fund or a life insurance company. Measures are being taken to improve the profitability these operations.

#### Other services

Over the past few years, Norsk Tillitsmann has developed an offering as Listing Agent. The service covers providing support in the production of the necessary documentation required to list a bond or certificate issue on the Oslo Stock Exchange or the ABM. The amount of business in this area of operations is increasing and it is one of the company's goals to assist in making access to the bond and certificate markets easier and more cost efficient.

Norsk Tillitsmann provides a service as account manager and provides related services in connection with establishment and operation of foundations and companies engaged in commercial enterprise and single purpose vehicles. Norsk Tillitsmann currently has several assignments linked to companies of this type, which have been created in connection with establishment of complex security structures and some individual assignments where foreign companies need a body incorporated in Norway.

In addition, Norsk Tillitsmann offers services as agent for service of process for companies which need representation by a legal body incorporated in Norway, which can receive writs and litigation documents on behalf of the company.

Norsk Tillitsmann offers registrar services carried out in an efficient and secure manner, which include flexible solutions for electronic registration of lists of unit holders, members and others. This service is easily combined with the services offered as trustee in other financial agreements.

#### NTM Refectio Foundation

In February 2009, Norsk Tillitsmann provided start capital of NOK 200 000 towards the establishment of the foundation NTM Refectio. In addition, Norsk Tillitsmann has made a subordinated loan of NOK 700 000 to the foundation. Norsk Tillitsmann acts as manager for the foundation.

The foundation's business concept is to establish and own companies (often known as SPV, Single Purpose Vehicles) with a view to acquiring, managing and the disposal of assets which, in a situation where a bond is subject to forced collection, bondholders may have to take over. Typical of this type of asset is that it cannot be divided between bondholders directly, but must be taken over and owned by an SPV until such time that the asset can be sold, and the sales income distributed. At the end of 2010, the foundation had established 7 SPVs of this type.

In addition to activities related to forced collection of bonds, in general the foundation is also able to contribute to and take the initiative to introduce measures which further develop or improve the bond and certificate market. To this end, the foundation also offers to acquire bonds and certificates with negligible or no remaining value. Disposal of such holdings can be beneficial for investors, both from a tax and administrative point of view.

We refer also to separate annual report for the foundation.

# Profit and Loss Account and the Balance Sheet for 2010

REPORT OF THE BOARD OF DIRECTORS 2010  
NORSK TILLITSMANN

## THE PARENT COMPANY

Most of the activities of the Norsk Tillitsmann Group are carried out in the parent company. Sales of securities data is managed through the subsidiary Stamdata AS and activity directed towards the pension market is run by the subsidiary Norsk Tillitsmann Pensjon AS. Comments and figures below relate to the parent company. The accounts are prepared on the assumption of continued operations. Equivalent figures for 2009 are shown in brackets.

In 2010, Norsk Tillitsmann reported operating income of NOK 71.2 million (NOK 73.9 million), a decrease of 4 % compared with the previous year. The growth in the number of active trustee assignments in recent years has resulted in a steady increase in the earnings from trustee fees. Other operating income has fallen from 2009 to 2010. Other operating income is directly linked to the amount of work effort required to restructure loans. As the number of cases of default and the need to restructure has declined, the amount of work effort required for these processes is reduced. In addition, external costs which are passed on to clients have to be booked as both income and expense items. Accounting practices have now been adjusted so that costs and expenses which will be passed on to clients are booked net and show only in the balance sheet.

Operating costs have decreased by some NOK 5.7 million. The downturn is mostly due to the costs booked relating to handling cases of default and restructuring, and losses on receivables are significantly lower than in 2009. The decrease in booked costs is a result of both the adjustment in accounting practices, and the lower levels of activity concerning defaults and restructuring. The accounts for 2010 show an operating profit before financial items of NOK 33.2 million (NOK 30.3 million), an increase of NOK 2.9 million compared with the previous year. This represents an operating margin of 47 %, a slight improvement on last year.

Financial items show a positive result of NOK 2.8 million (NOK 3.0 million). The decrease is a result of a combination of a general lower level of interest rates in 2010,

together with the maturity early in 2010 of some high-yielding long-term investments. Pre-tax profits for the year are NOK 36.0 million (NOK 33.2 million). A tax charge of NOK 10.2 million (NOK 9.4 million) has been applied, resulting in profit after tax of NOK 25.8 million (NOK 23.9 million). This represents a return on equity of some 146 % (142 %) and earnings per share of NOK 240 (NOK 221).

Looking at the balance sheet, current assets amounting to NOK 92.8 million (NOK 83.1 million) account for most of the company's total assets of NOK 112.0 million (NOK 101.9 million). Accounts receivable increased from NOK 19.9 million in 2009, to NOK 25.9 million in 2010. This is mostly due to the fact that the amount invoiced in December 2010 was substantially higher than in December 2009. Most of the items booked as accounts receivable were not due for payment at the turn of the year.

Trusteeship fees are normally due annually in advance. In the accounts, the fees are accrued monthly in the period between each due date. Trusteeship fees that are invoiced but not taken to income are capitalised as short-term debt under the item 'prepaid trusteeship fees'. At the end of 2010 this item totalled NOK 29.5 million (NOK 26.0 million). Prepaid trusteeship fees are taken to income successively throughout the year.

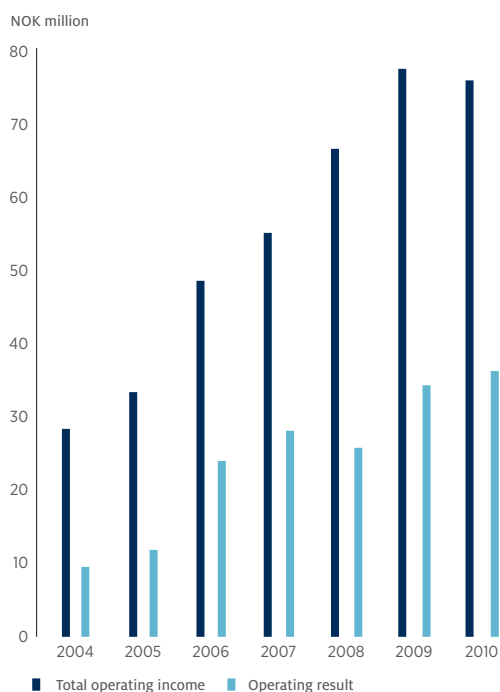
Book equity in the parent company was NOK 25.7 million at the end of 2010, equivalent to an equity ratio of 23 %.

## THE GROUP

In relation to the figures for the parent company, figures for the Norsk Tillitsmann Group are impacted by income from the sale of securities information through the subsidiary Stamdata, and activities directed towards the pension market through the subsidiary Norsk Tillitsmann Pensjon.

Stamdata reported operating income of NOK 4.5 million in 2010 (NOK 4.0 million), an operating result of NOK 2.7 million (NOK 2.2 million) and result after tax for the year as a whole of NOK 1.9 million (NOK 2.1 million). In the

Total operating income and operating profit



accounts for Stamdata AS, NOK 1.5 million is allocated to group contribution to the parent company. Stamdata is 100 % owned by Norsk Tillitsmann.

For 2010, Norsk Tillitsmann Pensjon reported operating income of NOK 2.1 million (NOK 1.3 million), a negative operating result of NOK 1.4 million (NOK 1.5 million) and a negative result after tax of NOK 1.4 million (NOK 1.5 million). The company has received a group contribution of NOK 1.5 million. Norsk Tillitsmann Pensjon AS is 100 % owned by Norsk Tillitsmann.

For 2010, the Norsk Tillitsmann Group reported operating income of NOK 75.6 million (NOK 77.1 million) a decrease of 2.1 % from 2009.

The group has invested significant resources in establishing in-house data systems to support own working processes, monitoring and following up assignments together with systems to assimilate and distribute securities information. All costs arising from the establishment of data systems are charged to the current accounts, with the exception of machines and equipment which are written down according to prevailing regulations.

The accounts for 2010 show an operating profit before financial items of NOK 34.4 million (NOK 31.0 million), an increase of NOK 3.4 million compared with the previous year. This represents an operating margin of 48 %, up from 44 % the previous year.

Financial items show a positive result of NOK 1.7 million (NOK 3.0 million), giving a pre-tax profit for the year of NOK 36.1 million (NOK 34.0 million) A tax charge of NOK 10.2 (NOK 9.6 million) has been applied leaving an annual profit after tax of NOK 25.9 million (NOK 24.4 million). The profit after tax is equivalent to a return on equity of 112 % (115 %) and earnings per share of NOK 239.96 (NOK 226.42).

The Board of Directors is very satisfied with the results achieved by the group in 2010.

There are no significant differences in the balance sheet for the parent company and the group. The group return on equity is 22 %.

In the opinion of the Board of Directors, the group is financially sound and has a satisfactory capital structure sufficient to support the functions represented by its areas of business operations, also taking into account that the company does not have interest-bearing debt, has strong current income flows and substantial liquid assets.

The accounts for all subsidiaries are prepared on the assumption of continued operations. There have been no significant developments since the end of the year which are deemed to have an adverse impact on the group accounts.

## The Board and management

In 2010, the Board of Directors has comprised Johan Solbu Braaten (chairman), Lars Tronsgaard, Berit Stokke, Maria Borch Helsingreen and Petter Behnke.

Johan Solbu Braaten is an independent consultant who holds a number of board memberships. Lars Tronsgaard is deputy managing director of Folketrygdfondet. Berit Stokke is a lawyer and partner in the law firm Thommessen. Maria Borch Helsingreen is Director of Business Development and Information at the investment company Argentum and Petter Behncke is head of DnBNOR Debt Capital Markets.

Norsk Tillitsmann continues to place high priority on securing and further developing the necessary competence and expertise in the fields of law, economics and technology, in order to carry out its operations in a competent and rational manner. At the end of the year, the group had 20 employees in addition to 2 consultants hired on a contractual basis. Norsk Tillitsmann's own employees comprise 8 women and 12 men. The company strives to have a conscious attitude towards creating equal opportunities for both women and men from their respective starting points, through recruitment, organisation, promotion and training. Employees have flexible working hours to the extent that this can be accommodated by the company's business and operations.

The operations of the parent company and its subsidiaries are carried out in modern premises at 1, Haakon VII street in Vika, Oslo.

The working environment within the company is good. For 2010 as a whole, absence due to sickness accounted for less than 1 % of total working hours. No accidents or injuries have occurred in 2010 in connection with the company's operations. To the best of the Board's knowledge, the company's activities do not cause any significant pollution of the environment.

The Board wishes to thank the employees for their dedication and commitment throughout the year.

Details of shareholdings by Board members and employees are found under note 12.

Details of remuneration made to the managing director and the Board members can be found under note 3 to the accounts. Auditor's fees are covered in Note 4.

The annual report is presented on the assumption of continuing operations, and the Board of Directors has confirmed that this assumption is correct, in accordance with Accounting Act §4-5 and § 3-3. Since the end of the year, there have been no significant occurrences which impact the presentation of the annual report for 2010.

The two rulings made by the Superior Court in 2010 concerning the legal right of the Trustee to act on behalf of bondholders under Norwegian Law has contributed to strengthening the competitive position and confidence in the Norwegian bond market. For Norsk Tillitsmann the rulings provide security supporting continued operations and further development of the company's business model.

After a long period in which the main focus has been on defaults, forced collections and restructuring, the outlook for 2011 appears to be a renewed focus on establishing new bond issues. However, a number of borrowers will still face substantial challenges, particularly in connection with the maturity and refinancing of issues. At the same time, there will still be a considerable amount of work to be done linked to previous cases of default, as forced collections and bankruptcy proceedings in particular are long, drawn out processes.

The core business as trustee in financial agreements will continue to be the company's dominant activity in the future. The value of the company's portfolio of trustee assignments has shown an upward trend recently and earnings from this area are expected to be somewhat higher in 2011 than the year before. Earnings from activities linked to refinancing and forced collections are expected to be lower than in 2010, due to reduced volume of activity. In total, the result for the parent company Norsk Tillitsmann for 2011 is expected to be about the same as the result for 2010. The result for Stamdata will show moderate growth in 2011, whilst Norsk Tillitsmann Pensjon is expected to break even. For the group as a whole, results for 2011 are expected to be somewhat better than the result reported for 2010.

Although the financial crisis has exposed a number of unfortunate aspects with securitisation of credit, the Board of Directors believes that in the longer term perspective securitisation of credit markets will continue and that the certificate and bond markets will strengthen their position as a source of credit. Based on the experience gained through the financial crisis, work is going on to create regulations demanding stricter requirements to the solidity and liquidity of financial institutions, with a view to improving the financial stability. It is the opinion of the Board of Directors that this will result in the certificate and bond markets strengthening their relative competitive position in the credit market particularly in relation to risk-related credit. Norsk Tillitsmann wishes to participate actively in the further development of the certificate and bond market in Norway with focus on providing loan documentation and relevant documentation of collateral, together with efficient systems for forced collection and realisation of assets.

After several years of focus on recovering bondholders' assets through restructuring and forced collections, in the future the company will seek to increase the use of resources on business development. In the opinion of the Board of Directors, the company is well prepared to handle its tasks and responsibilities in a competent manner and has a solid basis from which it can also take on new tasks in the future.

## Profit allocation

Annual profit after tax for the parent company amounts to NOK 25 865 602, giving earnings per share of NOK 239.86. The group's annual profit after tax amounts to NOK 25 876 140, giving earnings per share of NOK 239.96. The Board recommends payment of a dividend of NOK 220 per share, giving a total dividend allocation of NOK 23 560 240 after deduction of own shares. As at 31.12.10 free equity in addition to dividend allocated, was NOK 15 039 267 for the parent company and NOK 13 525 056 for the group.

*The profit for the year is proposed allocated as follows:*

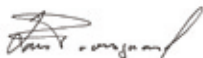
Allocated to Dividend Payment	NOK	23 560 240
Allocated to other equity	NOK	2 305 362
<b>Total allocated</b>	<b>NOK</b>	<b>25 865 602</b>

Oslo, 11th March 2011

On the Board of Norsk Tillitsmann ASA



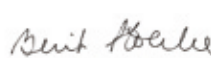
Johan Solbu Braaten  
Chairman



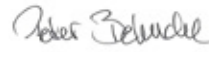
Lars Tronsgaard



Maria Borch Helsengreen



Berit Stokke



Peter Behncke



Ragnar Sjoner  
Managing Director

# Profit and Loss Account

ALL FIGURES IN NOK		GROUP		PARENT COMPANY	
	Note	2010	2009	2010	2009
Operating income					
Trusteeship fees and other income	(2)	75 603 275	77 126 921	71 166 351	73 918 611
<b>Total operating income</b>		<b>75 603 275</b>	<b>77 126 921</b>	<b>71 166 351</b>	<b>73 918 611</b>
Operating costs					
Wages, holiday pay etc.	(3)	28 623 590	27 298 125	26 767 386	26 081 716
Fees		3 764 444	6 948 152	2 484 418	5 737 452
Rent, service charge and power	(16, 17)	3 513 991	3 253 756	3 506 493	3 253 756
Other administrative costs	(5)	3 033 884	3 588 090	2 954 637	3 503 826
Ordinary depreciation	(6)	1 043 917	1 008 266	1 043 917	1 008 266
Loss on receivables	(7)	1 212 750	4 049 400	1 200 000	4 049 400
<b>Total operating costs</b>		<b>41 192 576</b>	<b>46 145 789</b>	<b>37 956 851</b>	<b>43 634 416</b>
<b>Operating result before financial items</b>		<b>34 410 699</b>	<b>30 981 132</b>	<b>33 209 500</b>	<b>30 284 195</b>
Financial items					
Financial income		1 715 058	3 036 222	2 876 811	2 963 621
Financial expenses		51 045	15 443	50 370	12 280
<b>Net financial items</b>		<b>1 664 013</b>	<b>3 020 779</b>	<b>2 826 441</b>	<b>2 951 341</b>
<b>Pre-tax profit for the year</b>		<b>36 074 712</b>	<b>34 001 911</b>	<b>36 035 941</b>	<b>33 235 536</b>
Tax charges					
Tax payable	(13)	10 198 573	9 585 554	10 170 339	9 371 719
<b>Total tax charges</b>		<b>10 198 573</b>	<b>9 585 554</b>	<b>10 170 339</b>	<b>9 371 719</b>
<b>Annual result after tax</b>		<b>25 876 140</b>	<b>24 416 357</b>	<b>25 865 602</b>	<b>23 863 817</b>
Year end allocations					
Allocated to group contribution	(11)	-	-	-	-
Dividend payment	(11)	23 560 240	22 489 320	23 560 240	22 489 320
Allocated to free reserves		2 315 900	1 927 037	2 305 362	1 374 497
<b>Earnings per share</b>		<b>239,96</b>	<b>226,42</b>	<b>239,86</b>	<b>221,30</b>

# Balance Sheet as at 31.12

ACCOUNTS AND NOTES  
NORSK TILLITSMANN

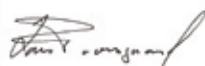
ALL FIGURES IN NOK		GROUP		PARENT COMPANY	
Assets	Note	2010	2009	2010	2009
Fixes assets					
Deferred tax benefit	(13)	2 218 694	1 851 388	2 129 832	1 734 292
Machinery, fittings etc.	(6)	5 005 492	5 887 750	5 005 492	5 887 750
Shares in subsidiaries	(8)	-	-	7 319 958	7 319 958
Pension capital	(14)	3 811 002	2 917 002	3 811 002	2 917 002
Long term assets	(9, 17)	945 258	901 800	945 258	901 800
<b>Total fixed assets</b>		<b>11 980 446</b>	<b>11 557 940</b>	<b>19 211 542</b>	<b>18 760 802</b>
Current assets					
Accounts receivable	(7)	26 931 437	21 145 709	25 935 778	19 933 021
Other current assets	(8)	1 703 100	1 507 351	2 944 074	1 522 548
Cash, bank and postal giro deposits	(10)	70 319 815	64 948 377	64 057 951	61 654 294
<b>Total current assets</b>		<b>98 954 352</b>	<b>87 601 437</b>	<b>92 937 803</b>	<b>83 109 863</b>
<b>Total assets</b>		<b>110 934 799</b>	<b>99 159 377</b>	<b>112 149 345</b>	<b>101 870 665</b>
Liabilities and equity					
Equity					
Share capital	(11, 12, 15)	10 709 200	10 709 200	10 709 200	10 709 200
Other equity	(15)	13 525 056	11 209 156	15 039 267	12 733 905
<b>Total equity</b>		<b>24 234 256</b>	<b>21 918 356</b>	<b>25 748 467</b>	<b>23 443 105</b>
Provision for liabilities					
Pension commitments	(14)	6 315 930	5 135 563	5 998 567	4 786 000
<b>Total provisions for liabilities</b>		<b>6 315 930</b>	<b>5 135 563</b>	<b>5 998 567</b>	<b>4 786 000</b>
Short term debt					
Accounts payable		3 795 524	526 999	3 513 500	441 767
Calculated, unassessed taxes	(13)	10 565 879	9 679 320	10 565 879	9 679 320
Unpaid incometax deducted at source, empl. nat insurance contributions		6 027 548	4 273 297	5 608 385	3 945 990
Allocated to dividend payment	(11)	23 560 240	22 489 320	23 560 240	22 489 320
Prepaid trusteeship fees		29 495 493	26 003 398	29 495 493	26 003 398
Accrued wages, holiday pay etc.	(3)	5 956 841	5 812 321	5 796 171	5 703 858
Other short term debt	(17)	983 088	3 320 804	1 862 641	5 377 907
<b>Total short term debt</b>		<b>80 384 613</b>	<b>72 105 459</b>	<b>80 402 309</b>	<b>73 641 560</b>
<b>Total debt and equity</b>		<b>110 934 799</b>	<b>99 159 377</b>	<b>112 149 345</b>	<b>101 870 665</b>

Oslo, 11th March 2011

On the Board of Norsk Tillitsmann ASA

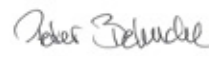
  
Johan Solbru Braaten

Chariman

  
Lars Tronsgaard

  
Maria Borch Helsingreen

  
Berit Stokke

  
Peter Behncke

  
Ragnar Sjoner

Managing Director

# Cash Flow Analysis

ALL FIGURES IN NOK		GROUP		PARENT COMPANY	
		2010	2009	2010	2009
	Profit for the year	25 876 140	24 416 357	25 865 602	23 863 817
+	Ordinary depreciation	1 043 917	1 008 266	1 043 917	1 008 266
+	Losses	1 212 750	-	1 200 000	-
=	Generated from operations	28 132 807	25 424 623	28 109 519	24 872 083
+	Changes in accounts receivable and accounts payable	-3 730 656	-5 362 147	-4 131 024	-4 907 593
+	Changes in pension commitments	286 367	237 244	318 567	266 068
+	Changes in prepaid trustees fees	3 492 095	1 125 009	3 492 095	1 125 009
+	Changes in other short term items	-158 900	4 394 718	-2 735 225	7 357 806
= (A)	Net source of funds from operations	28 021 713	25 819 448	25 053 932	28 713 373
	Investments in fixed assets	-161 658	-6 046 903	-161 658	-6 046 903
+	Group contribution to subsidiary	-	-	-	-1 588 708
+	Acquisition of shares in subsidiary	-	-375 000	-	-375 000
= (B)	Net change in funds from investments	-161 658	-6 421 903	-161 658	-8 010 611
	Loan to subsidiary				
+	Dividend paid	-22 489 320	-21 418 400	-22 489 320	-21 418 400
= (C)	Net change in funds from financing	-22 489 320	-21 418 400	-22 489 320	-21 418 400
A+B+C	Net change in liquid assets for the year	5 370 735	-2 020 855	2 402 954	-715 638
+	Liquid assets as at 1.1	64 948 377	66 969 232	61 654 294	62 369 932
=	Liquid assets as at 31.12	70 319 815	64 948 377	64 057 951	61 654 294

- The annual accounts are prepared in accordance with the requirements of the Accounting Act of 1998 and generally accepted accounting principles.
- Unless otherwise stated, all figures are for the parent company Norsk Tillitsmann ASA
- All figures are stated in NOK.

## NOTE 1 – ACCOUNTING PRINCIPLES

### Basis of consolidation

Group accounts include the parent company Norsk Tillitsmann ASA and its subsidiaries Stamdata AS and Norsk Tillitsmann Pensjon AS. Group accounts are prepared on the basis that the group is a single economic entity. Inter-company balances and transactions have been eliminated. Group accounts are prepared according to uniform principles, in that Stamdata AS and Norsk Tillitsmann Pensjon AS apply the same accounting principles as the parent company.

### Classification and evaluation of balance sheet items

Transactions and items that are due for payment within a year from the point of acquisition are classified as current assets and short term debt. Other items are classified as fixed assets/ long term debt.

Current assets are valued at the lower of acquisition cost and market value. Short term debt is valued at its nominal principal amount.

Long term assets are valued at acquisition cost, but are written down to market value by reductions in value not perceived as temporary. Long term debt is valued at its nominal principal amount.

### Accounts receivable

Trade debtors and other accounts receivable are entered into the balance sheet at their face value, less provisions for anticipated losses. Provisions for losses are made on the basis of individual assessment of each item. In addition, an unspecified provision is made to cover any other losses on receivables.

### Fixed operating assets

Fixed operating assets are treated as balance sheet items, and are depreciated over the expected life of the asset. Expenses relating to maintenance of fixed assets are treated as operating costs, whilst expenses arising from refurbishment or improvements are added to the acquisition cost and depreciated over the life of the asset.

### Tax

The tax charge appearing in the profit and loss account covers both assessed taxes for the period, and changes in deferred tax. Deferred tax is calculated at 28%, based on the interim differences existing between book and taxable values, and the loss carried forward for tax purposes at the end of the accounting year. Interim differences leading to increases or decreases in taxes which will, or can be reversed during the same period, are equalised. Net deferred tax benefits are entered in the balance sheet, to the degree that there is a probability that it can be utilised.

### Pensions

With effect from 1st July 2007, Norsk Tillitsmann ASA converted to a benefit-based pension plan. This means that existing contribution-based pension scheme has been discontinued. The benefit-based pension scheme is covered through a pension plan agreement with a life insurance company.

Benefit based pension plans are valued at the present value of the future pension payments which are on an accounting basis treated as earned on the balance sheet date. Pension funds are valued at face value. The net pension cost for the period is classified as wages and personnel expenses. Changes in the benefit based pension liabilities due to changes in the pension plan are charged to the accounts as they are incurred.

Some pension rights which, up to and including 2006, were covered by a contribution-based pension scheme in a life insurance company were discontinued in 2007 due to a change in the regulations. The pension rights which were previously covered by this scheme are continued in

# Notes 2010

2007 as a contribution-based plan over the company's operations. Assessment is being made of the risk element linked to this pension plan. The scheme is included in the pension calculation for 2007.

There is a single pension commitment for early retirement which is not covered by the contribution system. In booking this item, the commitment is calculated on the basis of a linear accrual, and the expected future final salary rate as a basis of earning. The size of the commitment is specified in the balance sheet.

## Income

Income is booked as and when it is earned.

Trustees fees are payable annually in advance. The fee is accrued on a monthly basis in the period between each due date. Trustees' fees paid but not taken to income are capitalised as current liabilities under the item "prepaid trusteeship fees".

Foreign currency transactions are converted at the exchange rate prevailing at the time of the transaction. Foreign currency items are converted to Norwegian kroner using the rate fixed on the date of the Balance sheet.

In situations where a borrower defaults on the terms of a loan where Norsk tillitsmann ASA is loan trustee, the company may incur both internal (work by own resources) and external costs. The external costs will typically be legal fees and expenses arising from registration of bond issues in the Norwegian Securities Depository. In general the Loan Agreement /Trustee Agreement enables the company to invoice the borrower for these items. Alternatively, the costs may be covered by the creditor (bondholder). Norsk Tillitsmann ASA charges these costs to the accounts as they arise. The income side is booked to the accounts once agreement has been reached to invoice either the borrower or the bondholders, and it is deemed probable that the costs will be covered. The company's duty to act on behalf of bondholders in spite of the uncertainty which may exist relating to whether the expenses incurred will be recouped in a default situation means that Norsk Tillitsmann ASA runs a risk of having to cover some cost items in its own accounts.

## Cash flow analysis

The Cash Flow analysis is prepared according to the indirect method. Cash and cash equivalents include cash, bank deposits and other short term liquid assets.

## NOTE 2 – INCOME

Operating income for the year is as follows:

	GROUP		PARENT COMPANY	
	2010	2009	2010	2009
Trustees fees	61 729 228	59 967 056	59 602 304	55 560 746
+ Fees from sales of data/web services	4 470 000	3 059 100	-	-
+ Fee from Stamdata AS	-	-	1 800 000	1 800 000
+ Fee from Norsk Tillitsmann Pensjon AS	-	-	360 000	360 000
+ Other fee income	10 384 047	17 159 865	9 404 047	18 357 865
= <b>Trustees fees and other income</b>	<b>75 603 275</b>	<b>77 126 921</b>	<b>71 166 351</b>	<b>73 918 611</b>

### NOTE 3 – WAGES

	GROUP		PARENT COMPANY	
	2010	2009	2010	2009
Wages, bonus, fees to Board Members, holiday pay, social sec. Refunds	22 364 200	21 641 887	20 864 619	20 629 563
Employers Nat. Ins. Contributions	3 476 604	3 273 953	3 240 782	3 113 764
Pension Costs	1 149 000	1 771 017	1 090 000	1 728 441
Other benefits	1 633 786	611 268	1 601 985	609 948
<b>Total wages</b>	<b>28 623 590</b>	<b>27 298 125</b>	<b>26 767 386</b>	<b>26 081 716</b>
Number of full time employees	20	20	19	19

The Managing Director received a salary of NOK 1 650 000 in 2010 plus a fixed car allowance of NOK 108 000. In addition, the Managing Director received a bonus of NOK 2 000 000 and pension premiums totalling NOK 330 761 were covered by the company. The Managing Director has a 6 month period of notice and the right to take early retirement from the age of 62 years, on condition that his services are available to the company should the need arise, until the age of 67 years.

An allocation of NOK 500 000 has been made in the accounts for 2010 to cover remuneration to members of the Board of Directors.

Remuneration to the Board of Directors:

#### Chairman of the Board:

Johan Solbu Braaten NOK 160 000

#### Board Members:

Berit Stokke NOK 85 000  
 Maria Borch Helsingreen NOK 85 000  
 Lars Tronsgaard NOK 85 000  
 Peter Behncke NOK 85 000

Norsk Tillitsmann has not guaranteed for, or made loans to the company's management or the Board members.

The Board of Directors has made the following statement in respect to assessing wages and other benefits for key employees, to be tabled at the Ordinary General Meeting:

*"The Board of Directors strives to set wages and other benefits for key employees on the basis of what is seen to be fair market terms for the position and competence required, how tasks are completed and taking into account the development of the company's economic results.*

*In determining what is a reasonable level, the terms commanded by leading employees in banking and the financial industry, securities houses and specialists in company law play a central role.*

*Wage compensation for key employees comprises a fixed part and a variable part. The variable part of the wage is linked to a discretionary evaluation of how the key employee has carried out tasks and the results achieved together with the company's economic results and ability to sustain wage levels over time. The combination of fixed and variable wage compensation gives the flexibility necessary to allow the company to offer competitive terms for key employees, without having to commit to a high level of fixed wages.*

*There are no compensation arrangements based on share or share-market value, including bonus payments or share option schemes linked to the development of the company's share value.*

*The company's pension scheme for key employees is based on the fixed part of wage compensation.*

*No key employee has longer than 6 months mutual notice of termination."*

# Notes 2010

## NOTE 4 – FEES

Total auditors fees in 2010 for the group are as follows (excluding VAT):

### Norsk Tillitsmann ASA:

Audit fees	176 850
Other certification services	40 128
Tax consultancy services	4 500

### Stamdata AS:

Audit Fees	36 157
------------	--------

### Norsk Tillitsmann Pensjon AS:

Audit fees	46 875
------------	--------

**Total Group:** 304 510

## NOTE 5 – OTHER ADMINISTRATIVE EXPENSES

	GROUP	PARENT COMPANY
Project costs	250 000	250 000
EDP expenses	307 814	307 814
Office maintenance	344 967	316 248
Telephone/postage	417 027	392 545
Marketing (advertising) expenses	73 337	73 337
Meetings, travel, representation	911 573	894 196
Insurance premiums	729 166	720 496
<b>Total</b>	<b>3 033 887</b>	<b>2 954 637</b>

## NOTE 6 – MACHINERY AND INVENTORY

### GROUP

	Office machinery etc.	Fittings, equipment	Vehicles	Art	Total
Acquisition cost as at 1.1	4 257 913	6 627 935	292 646	181 800	11 360 294
Additions during the year	102 745	58 913	-	-	161 658
Disposals during the year	-	-	-	-	-
Acquisition cost as at 31.12	4 360 658	6 686 848	292 646	181 800	11 521 952
Accumulated depreciation as at 1.1	3 341 128	1 892 423	238 994	-	5 472 545
Ordinary depreciation	412 707	577 556	53 654	-	1 043 917
<b>Book value as at 31.12</b>	<b>606 823</b>	<b>4 216 869</b>	<b>-</b>	<b>181 800</b>	<b>5 005 492</b>

### PARENT COMPANY

	Office machinery etc.	Fittings, equipment	Vehicles	Art	Total
Acquisition cost as at 1.1	4 257 913	6 627 935	292 646	181 800	11 360 294
Additions during the year	102 745	58 913	-	-	161 658
Disposals during the year	-	-	-	-	-
Acquisition cost as at 31.12	4 360 658	6 686 848	292 646	181 800	11 521 952
Accumulated depreciation as at 1.1	3 341 128	1 892 423	238 994	-	5 472 545
Ordinary depreciation	412 707	577 556	53 654	-	1 043 917
<b>Book value as at 31.12</b>	<b>606 823</b>	<b>4 216 869</b>	<b>-</b>	<b>181 800</b>	<b>5 005 492</b>

Fixed assets are valued at historical cost price less linear depreciation. Office machinery is depreciated on a linear basis over three years. Fittings and equipment are depreciated on a linear basis over 5 years. Vehicles are depreciated at 20 % of acquisition cost annually.

## NOTE 7 – ACCOUNTS RECEIVABLE/LOSSES ON CLAIMS

Accounts receivable are entered in the balance sheet at book value. In 2010 provisions for losses amounting to NOK 1 200 000 have been made. Total provisions for losses on receivables is NOK 6 264 344.

## NOTE 8 – SHARES IN SUBSIDIARIES

Stamdata AS ('Stamdata'), was established on 8 January 2001 with share capital of NOK 100 000. The share capital was increased to NOK 1 000 000 in 2002. Norsk Tillitsmann ASA has held 100% of the shares, and has controlled 100% of the voting rights since the establishment of the subsidiary. The shares are valued in the accounts for Norsk Tillitsmann at total cost price, NOK 1 000 000. Stamdata AS reported a pre-tax profit for 2010 of NOK 2 661 581. Total equity at the end of 2010 was NOK 1 000 000.

For 2010, Stamdata will make a group contribution of NOK 1 475 059 to Norsk Tillitsman Pensjon and NOK 1 175 455 to Norsk Tillitsmann.

An agreement has been made between Norsk Tillitsmann ASA and Stamdata AS, regulating terms for the delivery of data and administrative services. The total fee paid by Stamdata AS for these services was NOK 1 800 000 in 2010. The amount is entered in the accounts of the parent company under 'other fee income'.

Norsk Tillitsmann Pensjon AS (Norsk Tillitsmann Pensjon) was established on 11th August 2004, with a share capital of NOK 2 000 000. The share capital was increased from NOK 2 000 000 to NOK 3 000 000 in 2005, through the conversion of NOK 1 000 000 subordinated loan capital into share capital by Norsk Tillitsmann ASA. Following the share capital increase, Norsk Tillitsmann ASA owned 90% of Norsk Tillitsmann Pensjon, whilst the company's general manager Åsmund Paulsen, held the remaining 10%.

# Notes 2010

In 2008, Norsk Tillitsmann Pensjon carried out a private placement of NOK 1 000 000 nominal to Norsk Tillitsmann, which increased the share capital in Norsk Tillitsmann Pensjon to NOK 4 000 000. In accordance with the terms of the shareholder agreement, Norsk Tillitsmann held the right to increase its holding in Norsk Tillitsmann Pensjon to 100% at market price in 2010. This right was exercised at the end of 2009 and all shares are now owned by Norsk Tillitsmann. The shares in Norsk Tillitsmann Pensjon are valued in the accounts of Norsk Tillitsmann at cost price, NOK 6 319 959. In evaluating the value of Norsk Tillitsmann Pensjon, both the book equity and the value of the portfolio of long term assignments built up by the company have been assessed. The accounts for Norsk Tillitsmann Pensjon for 2010 show a loss of NOK 997 421. At the end of 2010, the company's equity was NOK 4 805 746 following transfer of a group contribution of NOK 1 475 059.

NTM Pensjon pays Norsk Tillitsmann AS the sum of NOK 30 000 per month for administrative services, a total of NOK 360 000 in 2010. The amount is booked in the parent company's accounts under 'other fee income'.

Stamdata and Norsk Tillitsmann Pensjon operate from the same office premises as Norsk Tillitsmann, at 1, Haakon VII st. Oslo.

Name	Adress	Holding/ voting rights	Equity 2010	Result 2010	Book value
Stamdata AS	Haakon VIIs gt 1	100%	1 000 000	1 916 338	1 000 000
Norsk Tillitsmann Pensjon AS	Haakon VIIs gt 1	100%	4 805 746	-997 421	6 319 958

## NOTE 9 – LONG TERM ASSETS

Book value of long term assets comprises the following items:

### GROUP

	2010	2009
Deposit on premises	200 000	200 000
Deposit	1 800	1 800
Subordinated loan including interest to NTM Refectio Foundation	743 458	700 000
<b>Total long term assets</b>	<b>945 258</b>	<b>901 800</b>

### PARENT COMPANY

	2010	2009
Deposit on premises	200 000	200 000
Deposit	1 800	1 800
Subordinated loan including interest to NTM Refectio Foundation	743 458	700 000
<b>Total long term assets</b>	<b>945 258</b>	<b>901 800</b>

## NOTE 10 – RESTRICTED DEPOSITS

Restricted bank deposits are related to income tax deducted at source and amount to:

GROUP		PARENT COMPANY	
31.12.2010	31.12.2009	31.12.2010	31.12.2009
1 090 991	1 033 838	997 814	957 465

## NOTE 11 - SHARE CAPITAL

As at 31.12.2010, the company's share capital was NOK 10 783 700 divided into 107 837 shares of NOK 100 nominal.

A dividend payment of NOK 220 per share has been proposed. As at 31.12.2010, the company held 745 own shares. This reduces the dividend payment by NOK 163 000. Total allocation for dividend payment is NOK 23 560 240 after deduction for holding of own shares.

As at 31.12.2010 the following were shareholders in Norsk Tillitsmann ASA (according to size of holding in decreasing order).

SHAREHOLDERS	NO.	PERCENT
Vital Forsikring ASA	26 214	24,31 %
Nordea Bank Norge ASA	11 223	10,41 %
Storebrand Livsforsikring AS	11 175	10,36 %
KLP Forsikring	11 175	10,36 %
Frimal AS	11 000	10,20 %
Pareto AS	5 925	5,49 %
Skandinaviske Enskilda Banken AB	5 000	4,64 %
Law Debenture Trust Management Limited	4 470	4,15 %
Sparebanken Vest	4 000	3,71 %
Carnegie ASA	2 975	2,76 %
Sparebank 1 Livsforsikring AS	2 490	2,31 %
Terra Gruppen AS	2 240	2,08 %
Fokus Bank	1 495	1,39 %
Stiftelsen Najaden	1 490	1,38 %
Sparebanken Vestfold	1 490	1,38 %
Sparebanken Sør	1 000	0,93 %
Fearnley Fonds ASA	750	0,70 %
SEB Enskilda ASA	745	0,69 %
DNB NOR Kapitalforvaltning AS	745	0,69 %
Aker Invest II KS	745	0,69 %
ABG Sundal Collier Norge ASA	745	0,69 %
Norsk Tillitsmann ASA (own shares)	745	0,69 %
<b>Total</b>	<b>107 837</b>	<b>100 %</b>

## NOTE 12 - SHARES HELD BY BOARD MEMBERS/EMPLOYEES

Companies controlled by Managing Director Ragnar Sjoner and family own 11 000 shares in Norsk Tillitsmann ASA. None of the other Board members or any of the company's employees or close relatives owned shares in Norsk Tillitsmann ASA as at 31.12.2010.

# Notes 2010

## NOTE 13 – TAX

	GROUP		PARENT COMPANY	
	2010	2009	2010	2009
<b>Assessed taxes for:</b>				
Tax charge	10 566 076	9 679 320	10 566 076	10 297 151
Change in deferred tax	-372 053	-94 286	-395 540	-925 433
Deferred tax benefit booked in accounts not previously included in balance sheet items	-	-	-	-
Under allocated from previous years	4 550	-	-197	-
<b>Assessed tax</b>	<b>10 198 573</b>	<b>9 585 035</b>	<b>10 170 339</b>	<b>9 371 718</b>

	2010	2009	2010	2009
<b>Calculation of tax base for:</b>				
Result before tax charge	36 075 415	34 150 910	36 036 644	33 384 536
Permanent differences	286 698	81 355	286 698	85 886
Change in interim differences	1 380 444	3 273 281	1 412 644	3 305 116
Change in loss carried forward	-51 683	-2 936 547	-	-
Received group contribution booked directly in Balance sheet	45 112	-	-	-
<b>Tax base tax payable in on result</b>	<b>37 735 986</b>	<b>34 568 999</b>	<b>37 735 986</b>	<b>36 775 538</b>
Group contribution made	-	-	-	-2 206 539
<b>Tax base tax payable on Balance Sheet</b>	<b>37 735 986</b>	<b>34 568 999</b>	<b>37 735 986</b>	<b>34 568 999</b>

	2010	2009	2010	2009
<b>Interim differences :</b>				
Receivables	-6 264 344	-5 064 344	-6 264 344	-5 064 344
Fixed assets	845 358	739 435	845 358	739 435
Pension commitments	-6 315 930	-5 135 563	-5 998 567	-4 786 000
Pension premium fund	3 811 002	2 917 002	3 811 002	2 917 002
Losses carried forward	-	-68 640	-	-
<b>Net interim differences</b>	<b>-7 923 914</b>	<b>-6 612 110</b>	<b>-7 606 551</b>	<b>-6 193 907</b>
Interim differences not included in calculation of deferred tax	-	-	-	-
Tax base for calculation of deferred tax	-7 923 914	-6 612 110	-7 606 551	-6 193 907
<b>Deferred Tax</b>	<b>-2 218 694</b>	<b>-1 851 391</b>	<b>-2 129 832</b>	<b>-1 734 294</b>

### Payable tax on the Balance sheet:

Payable tax	10 565 879	9 679 320	10 565 879	10 297 151
Taxable effect of group contribution	-	-	-	-617 831
<b>Payable tax on Balance sheet</b>	<b>10 565 879</b>	<b>9 679 320</b>	<b>10 565 879</b>	<b>9 679 320</b>

## NOTE 14 – PENSION COMMITMENTS

The company has a benefit-based pension scheme in which contributions are paid in on a regular basis to Storebrand Livsforsikring AS, where the pension fund is currently invested. The General Manager has an agreement with the company securing the right to a pension on early retirement on reaching the age of 62 years. Furthermore, a number of employees have a contribution-based scheme for to cover payments above 12 G (basic calculation unit). The liability arising from the early retirement clause and the contribution-based scheme are not insured.

In the accounts, the pension premium fund, pension liability arising from early retirement and contribution-based schemes are booked gross.

### GROUP (ALL FIGURES IN NOK 1 000)

Pension Cost	2009	General Manager ro	General scheme	2010
Payment to pension contribution	-	-	-	-
Correction opening balance values	-	-	-	-
Accrued pensions + interest cost – yield	838	372	739	1 111
Variation in estimates	15	15	-364	-349
<b>Net pension cost</b>	<b>853</b>	<b>387</b>	<b>375</b>	<b>762</b>
Opening balance	119	3 448	1 468	4 916
Correction opening balance values	-	-	-	-
Accrued pensions	913	217	755	972
Interest charge	156	155	166	321
Interest on pension capital	-231	-	-65	-65
Variation in estimates	-255	254	-82	172
<b>Net Pension Liabilities</b>	<b>702</b>	<b>4 074</b>	<b>2 242</b>	<b>6 316</b>

### PARENT COMPANY (ALL FIGURES IN NOK 1 000)

Pension Cost	2009	General Manager ro	General scheme	2010
Payment to pension contribution	-	-	-	-
Correction opening balance values	-	-	-	-
Accrued pensions + interest cost – yield	768	372	660	1 032
Variation in estimates	15	15	-344	-329
<b>Net pension cost</b>	<b>783</b>	<b>387</b>	<b>316</b>	<b>703</b>
Opening balance	24	3 448	1 297	4 745
Correction opening balance values	-	-	-	-
Accrued pensions	847	217	660	877
Interest charge	152	155	58	213
Interest on pension capital	-231	-	-18	-18
Variation in estimates	-261	254	-72	182
<b>Net Pension Liabilities</b>	<b>531</b>	<b>4 074</b>	<b>1 925</b>	<b>5 999</b>

Economic Assumptions:	2010	2009
Discount rate	4,50 %	3,80 %
Expected annual wage increase	4,25 %	4,00 %
Expected annual pension increase	1,40 %	1,50 %
Expected adjustment of National Insurance Fund's basic amount	4,25 %	3,75 %
Expected return on capital	5,70 %	5,80 %

# Notes 2010

Costs arising from the contribution-based scheme, and which are not included in the pension calculations, amounting to NOK 318 567 for the Parent Company and NOK 372 675 for the group were charged to the accounts in 2010.

Actuarial assumptions with respect to demographic factors are based on assumptions normally used in insurance.

At the end of 2010, a total of 20 persons were covered by the company's pension scheme.

The company's pension scheme satisfies the requirements set forth in the Obligatory Pension Act

## NOTE 15 – EQUITY

### GROUP

	Share capital	Other equity	Total
Equity as at 01.01.2010	10 709 200	11 209 156	21 918 356
Result for the year	-	25 876 140	25 876 140
Dividend allocation	-	-23 560 240	-23 560 240
<b>Equity as at 31.12.2010</b>	<b>10 709 200</b>	<b>13 525 056</b>	<b>24 234 256</b>

### PARENT COMPANY

	Share capital	Other equity	Total
Equity as at 01.01.2010	10 709 200	12 733 906	23 443 106
Result for the year	-	25 865 602	25 865 602
Dividend allocation	-	-23 560 240	-23 560 240
<b>Equity as at 31.12.2010</b>	<b>10 709 200</b>	<b>15 039 268</b>	<b>25 748 467</b>

## NOTE 16 – RENTAL AGREEMENTS

Norsk Tillitsmann has a rental agreement with Haakon VII gti ANS which extends from 2009 to 2014, with an option to extend until 2019. Annual market based rent is NOK 2 835 000.

## NOTE 17 – ASSOCIATED COMPANIES

Norsk Tillitsmann has two subsidiaries Stamdata AS (wholly owned and 100% of voting rights) and Norsk Tillitsmann Pensjon AS (wholly owned and 100 % of voting rights). Norsk Tillitsmann invoices a monthly administration fee of NOK 150 000 and NOK 30 000 respectively.

In February 2009, Norsk Tillitsmann provided NOK 200 000 in start capital to the foundation NTM Refectio. In addition, Norsk Tillitsmann has made the foundation a subordinated loan of NOK 700 000. Interest amounting to NOK 43 458 is capitalised.

Companies controlled by Managing Director Ragnar Sjoner have received dividend payments of NOK 2 420 000.

Group internal receivables/debt	2009		2010		
Norsk Tillitsmann ASA	-2 206 539	-	1 087 360	-1 244 095	-
Stamdata AS	-	-2 194 320	-	1 244 095	-3 651 372
Norsk Tillitsmann Pensjon AS	2 206 539	2 194 320	-1 087 350	-	3 651 372



PricewaterhouseCoopers AS  
Postboks 748 Sentrum  
NO-0106 Oslo  
Telefon 02316

Til generalforsamlingen i Norsk Tillitsmann ASA

## Revisors beretning

### Uttalelse om årsregnskapet

Vi har revidert årsregnskapet for Norsk Tillitsmann ASA, som består av balanse per 31. desember 2010, resultatregnskap som viser et overskudd på kr 25 865 602, kontantstrømpstilling for regnskapsåret avsluttet per denne datoen, og en beskrivelse av vesentlige anvendte regnskapsprinsipper og andre noteopplysninger.

### Styret og daglig leders ansvar for årsregnskapet

Styret og daglig leder er ansvarlig for å utarbeide årsregnskapet og for at det gir et rettviseende bilde i samsvar med regnskapslovens regler og god regnskapsskikk i Norge, og for slik intern kontroll som styret og daglig leder finner nødvendig for å muliggjøre utarbeidelsen av et årsregnskap som ikke inneholder vesentlig feilinformasjon, verken som følge av misligheter eller feil.

### Revisors oppgaver og plikter

Vår oppgave er å gi uttrykk for en mening om dette årsregnskapet på bakgrunn av vår revisjon. Vi har gjennomført revisjonen i samsvar med lov, forskrift og god revisjonsskikk i Norge, herunder International Standards on Auditing. Revisjonsstandardene krever at vi etterlever etiske krav og planlegger og gjennomfører revisjonen for å oppnå betryggende sikkerhet for at årsregnskapet ikke inneholder vesentlig feilinformasjon.

En revisjon innebærer utførelse av handlinger for å innhente revisjonsbevis for beløpene og opplysningene i årsregnskapet. De valgte handlingene avhenger av revisors skjønn, herunder vurderingen av risikoene for at årsregnskapet inneholder vesentlig feilinformasjon, enten det skyldes misligheter eller feil. Ved en slik risikovurdering tar revisor hensyn til den interne kontrollen som er relevant for selskapets utarbeidelse av et årsregnskap som gir et rettviseende bilde. Formålet er å utforme revisjonshandlinger som er hensiktsmessige etter omstendighetene, men ikke for å gi uttrykk for en mening om effektiviteten av selskapets interne kontroll. En revisjon omfatter også en vurdering av om de anvendte regnskapsprinsippene er hensiktsmessige og om regnskapsestimaterne utarbeidet av ledelsen er rimelige, samt en vurdering av den samlede presentasjonen av årsregnskapet.

Etter vår oppfatning er innhentet revisjonsbevis tilstrekkelig og hensiktsmessig som grunnlag for vår konklusjon.

### Konklusjon

Etter vår mening er årsregnskapet avgitt i samsvar med lov og forskrifter og gir et rettviseende bilde av den finansielle stillingen til Norsk Tillitsmann ASA per 31. desember 2010, og av resultater og kontantstrømmer for regnskapsåret som ble avsluttet per denne datoen i samsvar med regnskapslovens regler og god regnskapsskikk i Norge.

Alta Årendal Bergen Bodø Drammen Egersund Flora Fredrikstad Førde Gardsmoen Gol Hamar Hardanger Harstad Haugesund Kongsberg Kongsvinger Kristiansand  
Kristiansund Larvik Lyngseidet Mandal Mo i Rana Molde Mosjøen Måny Namsos Oslo Sande/Sjørdal Sogndal Steinganger Stryn Trondheim Tjønsberg Utleivvik Ålesund  
PricewaterhouseCoopers navnet refererer til individuelle medlemsfirmaer tilknyttet den verdensomspennende PricewaterhouseCoopers organisasjonen  
Medlemmer av Den norske Revisorforening • Foretaksregisteret: NO 987 009 713 • [www.pwc.no](http://www.pwc.no)



#### **Uttalelse om øvrige forhold**

##### *Konklusjon om årsberetningen*

Basert på vår revisjon av årsregnskapet som beskrevet ovenfor, mener vi at opplysningene i årsberetningen om årsregnskapet, forutsetningen om fortsatt drift og forslaget til anvendelse av overskuddet er konsistente med årsregnskapet og er i samsvar med lov og forskrifter.

##### *Konklusjon om registrering og dokumentasjon*

Basert på vår revisjon av årsregnskapet som beskrevet ovenfor, og kontrollhandlinger vi har funnet nødvendig i henhold til internasjonal standard for attestasjonsoppdrag ISAE 3000 "Attestasjonsoppdrag som ikke er revisjon eller begrenset revisjon av historisk finansiell informasjon", mener vi at ledelsen har oppfylt sin plikt til å sørge for ordentlig og oversiktlig registrering og dokumentasjon av selskapets regnskapsopplysninger i samsvar med lov og god bokføringskikk i Norge.

Oslo, 30. mars 2011  
**PricewaterhouseCoopers AS**

A handwritten signature in blue ink, appearing to read 'Magne Sem', is written over the printed name.

Magne Sem  
Statsautorisert revisor

