

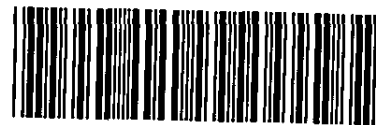
**The Warwick BEPOS Group  
Limited**

**Report and Financial Statements**

**30 June 2010**

**Registered Number: 1489436**

THURSDAY



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**OFFICERS AND PROFESSIONAL ADVISORS**

**DIRECTORS**

G Cohen (resigned 23 September 2010)  
A Fiumicelli  
J G Mackay  
A Stevens

**SECRETARY**

H Edelman

**REGISTERED OFFICE**

C/o iSOFT Group plc  
Daventry Road  
Banbury  
Oxfordshire  
OX16 3JT

**AUDITORS**

PKF (UK) LLP  
3 Hardman Street  
Spinningfields  
Manchester  
M3 3HF

## **REPORT OF THE DIRECTORS**

The directors present their report together with the financial statements for the year ended 30 June 2010

### **RESULTS AND DIVIDENDS**

The Company was dormant throughout the year and did not trade in the prior period. The Company made neither a profit or a loss during the year (2009 - £10,000 loss)

The directors do not recommend the payment of a dividend (2009 - £Nil)

### **PRINCIPAL ACTIVITY AND BUSINESS REVIEW**

The Company is a wholly owned subsidiary of iSOFT Group Limited, a company incorporated in Australia

The directors intend to voluntarily strike off the Company within the 2011 financial year

The Company was dormant throughout the year

### **GOING CONCERN**

The directors intend to voluntarily strike off the Company and as such it is not considered a going concern

### **PRINCIPAL RISKS AND UNCERTAINTIES**

The principal risks and uncertainties facing the Company are broadly grouped as financial risk

**Financial Risks** The Company is subject to financial risk arising from changes in market conditions affecting interest rates, from counterparty risk of failing to discharge an obligation and the impact of changing foreign exchange rates

### **MANAGEMENT OF RISK**

Financial risk is managed by iSOFT Group Limited's policies of agreeing payment terms in advance, including invoicing periods for long term contracts and payments in advance. Appropriate credit control procedures are followed at all operations where credit risk is perceived

The Company's transactions are predominantly in Sterling, but some transactions (sales and purchase) are in other currencies and the Company is therefore exposed to the movement in foreign exchange rates. The iSOFT Group's treasury function matches receipts and payments in foreign currencies to manage risk at a Group level

### **DIRECTORS AND THEIR INTERESTS**

The directors who served during the year were as follows

G Cohen (resigned 23 September 2010)  
A Fiumicelli  
J G Mackay  
A Stevens

No director is beneficially interested in the share capital of the company

The interest of the directors in the share capital of the ultimate parent company, iSOFT Group Limited, are disclosed in the financial statements of that company

### **DIRECTORS' AND OFFICERS' LIABILITY INSURANCE**

During the year the Company maintained insurance cover for Directors' and Officers' liability as permitted under section 233 of the Companies Act 2006



**REPORT OF THE DIRECTORS (continued)**

**DONATIONS**

No charitable or political donations were made during the year (2009 - £Nil)

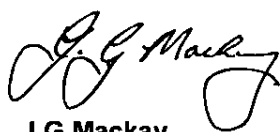
**FUTURE DEVELOPMENTS**

The directors intend to voluntarily strike off the Company in the 2011 financial year

**DISCLOSURE OF INFORMATION TO THE AUDITORS**

Each of the directors holding office on the date the directors' report is approved, have taken all steps that ought to have been taken by a director in order to make themselves aware of any information required by the Company's auditors in connection with preparing their report and to establish that the Company's auditors are aware of that information. Further, they believe that there is no relevant audit information of which the Company's auditors are unaware

Approved and authorised for issue by the Board on 28 February 2011 and signed on its behalf by



**J G Mackay**  
Director

**STATEMENT OF DIRECTORS' RESPONSIBILITIES FOR THE YEAR ENDED 30 JUNE 2010**

The directors are responsible for preparing the directors' report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments 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,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and 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 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE WARWICK BEPOS GROUP LIMITED**

We have audited the financial statements of The Warwick Bepos Group Limited for the year ended 30 June 2010 which comprises the profit and loss account, the balance sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

**Respective responsibilities of directors and auditors**

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

**Scope of the audit**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements.

**Opinion on financial statements**

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 30 June 2010 and of its result for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

**Opinion on other matter prescribed by the Companies Act 2006**

In our opinion the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

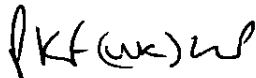


**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE WARWICK BEPOS GROUP LIMITED (continued)**

**Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit



**Donald Bancroft** (Senior statutory auditor)  
for and on behalf of PKF (UK) LLP, Statutory auditors

Manchester, UK

28 February 2011

**PROFIT AND LOSS ACCOUNT**  
for the year ended 30 June 2010

	Note	2010 £'000	2009 £'000
Intercompany loan waiver provision		-	(10)
<b>LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		-	(10)
Taxation	3	-	-
<b>RETAINED LOSS ON ORDINARY ACTIVITIES AFTER TAXATION</b>	5	-	(10)

The Company's activities all derive from discontinued operations

There were no material differences between the results stated above and the results on a historic cost basis

There are no recognised gains and losses other than those shown above and therefore, a statement of total recognised gains and losses has not been included in these financial statements

The notes on pages 10 to 11 form an integral part of these financial statements

**BALANCE SHEET**  
at 30 June 2010

Registered Number: 1489436

	Note	2010 £'000	2009 £'000
<b>CURRENT ASSETS</b>			
Amounts owed from group undertakings		-	-
		<hr/>	<hr/>
<b>NET ASSETS</b>		-	-
		<hr/>	<hr/>
<b>CAPITAL AND RESERVES</b>			
Share capital	4	9	9
Capital redemption reserve	5	1	1
Profit and loss account	5	(10)	(10)
		<hr/>	<hr/>
<b>EQUITY SHAREHOLDERS FUNDS</b>	5	-	-
		<hr/>	<hr/>

The notes on pages 10 to 11 form an integral part of these financial statements

These financial statements were approved and authorised for issue by the Board of directors on 28 February 2011 and were signed on its behalf by

  
J G Mackay  
Director

**NOTES TO THE ACCOUNTS**  
**at 30 June 2010**

**1. ACCOUNTING POLICIES AND SIGNIFICANT MATTERS RELATING TO THE BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS**

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's financial statements

***Basis of preparation***

The financial statements are prepared under the historical cost convention and in accordance with applicable accounting standards in the United Kingdom

***Going concern***

The Directors intend to voluntarily strike off the Company during the 2011 financial year and have provided confirmation of waivers of all of the amounts due from the Company's debtors post year end. As such the Company is not considered a going concern.

***Cash flow statement***

The Company has taken advantage of the exemption provided in paragraph 5 of FRS 1 from preparing a Statement of Cash Flows. The cash flows of the Company are incorporated into the consolidated Statement of Cash Flows prepared in the iSOFT Group Limited's financial statements.

**2. DIRECTORS AND AUDITORS' REMUNERATION**

Audit fees of £1,000 (2009 - £1,000) in respect of the company were borne by a fellow group undertaking without recourse.

The directors neither received, nor waived any right to emoluments in respect of their services to the Company in the year (2009 - £Nil).

The Company had no employees other than directors during the year (2009 - Nil).

**3. TAXATION**

There was no charge to taxation in the year (2009 - £Nil).

Factors affecting the year tax charge

	2010 £'000	2009 £'000
The tax charge in the year differs from the standard rate of corporation tax in the UK of 28% (2009 - 28%). The differences are explained below:		
Loss on ordinary activities before tax	-	(10)
Tax on loss on ordinary activities at the standard rate of 28% (2009 - 28%)	-	(3)
Effects of Expenditure not assessable for tax purposes	-	3
<b>Current tax charge for the year</b>	<b>-</b>	<b>-</b>

**NOTES TO THE ACCOUNTS (continued)**  
**at 30 June 2010**

**4 SHARE CAPITAL**

Ordinary shares of £1 each	2010 No.	£'000	2009 No.	£'000
Authorised	100,000	100	100,000	100
Allotted, called up and fully paid	9,000	9	9,000	9

**5. RECONCILIATION OF SHAREHOLDERS' FUNDS AND MOVEMENT IN RESERVES**

	Share capital £'000	Capital redemption reserve £'000	Profit and loss account £'000	Total £'000
At 1 July 2009	9	1	(10)	-
Loss for the year	-	-	-	-
30 June 2010	9	1	(10)	-

**6. CROSS PARTY GUARANTEE**

The Company, along with all other material companies within the iSOFT Group Limited Group, has committed to guarantee the bank loan facilities dated 23 December 2009 granted to iSOFT Group Limited

**7. RELATED PARTY TRANSACTIONS**

As a wholly owned subsidiary of iSOFT Group Limited, under FRS 8 the company is exempt from disclosing details of transactions and balances with its parent company and other 100% owned subsidiary companies. There were no other related party transactions during the year.

**8. PARENT UNDERTAKINGS AND ULTIMATE CONTROLLING PARTY**

The immediate parent company at 30 June 2010 was Smart Terminals Limited, registered in England and Wales.

The directors consider iSOFT Group Limited, registered in Australia as the ultimate controlling party. This is the only group of which the Company is a member and for which group financial accounts are drawn up. Copies of the group financial statements of iSOFT Group Limited may be obtained from the registered office detailed on page 2.

