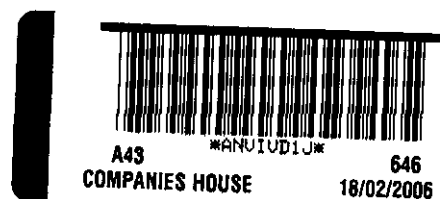


MICROCEL (UK) LIMITED

DIRECTORS REPORT  
AND  
FINANCIAL STATEMENTS  
FOR THE YEAR ENDED  
30TH APRIL 2005

COMPANY NO: 2637927



HARVEY WINNING & CO, ACCOUNTANTS, PETERBOROUGH, CAMBS

**MICROCEL (UK) LIMITED  
COMPANY INFORMATION**

Directors:	Mr A Wright Mr S M Wright
Secretary:	Mr S M Wright
Company Registration No:	2637927
Registered Office:	2 Curlew Walk Deeping St James Peterborough PE6 8RY
Accountants:	Harvey Winning & Co 11 Thorpe Road Peterborough PE3 6AB
Bankers:	Midland Bank PLC 23 Market Place Market Deeping Cambs PE6 8EA

MICROCEL (UK) LIMITED  
DIRECTORS REPORT FOR THE YEAR ENDED 30TH APRIL 2005

The directors present their report and the financial statements for the year ended 30th April 2005.

PRINCIPAL ACTIVITIES

The principal is that of the sale of electronic equipment.

DIRECTORS

The following were directors of the company during the year and their beneficial interest in the shares of the company was:

	30/04/05	30/04/04
Mr A Wright	1	1
Mr S M Wright	1	1

DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare financial statements for each financial year which 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 those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- 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 proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the 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.

This report was approved by the board on 31st December 2005 taking advantage of the special exemptions available to small companies.

Signed on behalf of the board of directors.



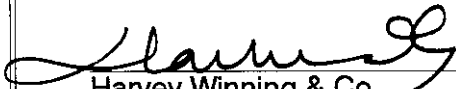
Director

REPORT OF THE ACCOUNTANTS TO THE MEMBERS OF  
MICROCEL (UK) LIMITED

As described on the Balance Sheet, the directors of the company are responsible for the preparation of the financial statements for the year ended 30th April 2005.

You consider that the company is exempt from an audit under the Companies Act 1985.

In accordance with your instructions we have compiled these unaudited financial statements in order to assist you to fulfil your statutory responsibilities, from the accounting records and information and explanations supplied to us.



Harvey Winning & Co  
Accountants  
11 Thorpe Road  
Peterborough  
PE3 6AB

31. 12. 05  
Dated

**MICROCEL (UK) LIMITED**  
**PROFIT AND LOSS ACCOUNT**  
**FOR THE YEAR ENDED 30TH APRIL 2005**

	Notes	2005 £	2004 £
Turnover	2	0	0
Administrative Expenses		331	323
Loss for the year		<u>(331)</u>	<u>(323)</u>
Retained profit/(deficit) b/f		(1,574)	(1,251)
Retained profit/(deficit) c/f		<u>(1,905)</u>	<u>(1,574)</u>

None of the company's activities was acquired or discontinued during the above financial year.

There were no recognised gains or losses other than those included in the profit and loss account.

The profit on ordinary activities before taxation and the retained loss have been calculated on the historical cost basis.

The notes on pages 7 to 8 form part of these accounts

MICROCEL (UK) LIMITED  
BALANCE SHEET  
AS AT 30TH APRIL 2005

	Notes	2005 £	2004 £
Fixed Assets			
Tangible Fixed Assets	3	307	410
Current Assets			
Stock	4	254	254
Cash at bank		38	101
		<u>292</u>	<u>355</u>
Creditors – amounts falling due within one year	5	<u>2,502</u>	<u>2,337</u>
Net Current Liabilities		(2,210)	(1,982)
Net Liabilities		<u>(1,903)</u>	<u>(1,572)</u>
Capital & Reserves			
Called up Share Capital	7	2	2
Profit and Loss Account	8	(1,905)	(1,574)
Shareholders funds	9	<u>(1,903)</u>	<u>(1,572)</u>

In preparing these accounts the directors confirm that (a) for the year in question the company was entitled to the exemption conferred by Section 249A(1); (b) no notice has been deposited under Section 249B(2) in relation to its accounts for the financial year; (c) the directors acknowledge their responsibilities for (i) ensuring that the company keeps accounting records which comply with section 221 of the Companies Act 1985, and (ii) preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the financial year and of its profit or loss for the financial year in accordance with the requirements of section 226, and which otherwise comply with the requirements of the Act relating to accounts, as far as applicable to the company; (d) advantage has been taken of the exemptions conferred by Section A of Part III of Schedule 8, and (e) in the opinion of the directors, the company is entitled to those exemptions on the basis that it qualifies as a small company.

Approved by the board of directors on 31st December 2005 and signed on its behalf.



Director

The notes on pages 7 to 8 form part of these accounts

MICROCEL (UK) LIMITED  
NOTES TO THE ACCOUNTS  
FOR THE YEAR ENDED 30TH APRIL 2005

1. ACCOUNTING POLICIES

a. Basis of preparation of the accounts

The accounts have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective June 2002)

b. Turnover

Turnover comprises the invoiced value of goods and services supplied by the company, net of Valued Added Tax and trade discounts

c. Tangible Fixed Assets and Depreciation

Tangible fixed assets are stated at cost less depreciation.

Depreciation is provided at rates calculated to write off the cost or valuation of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Office Equipment	25%	reducing balance method
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d. Stocks

Stocks have been valued at the lower of cost and realisable value. Cost is calculated as purchase price on a first in, first out basis. Net realisable value is regarded as selling price, less estimated costs before disposal.

e. Deferred Taxation

Provision is made for taxation deferred as a result of material timing differences between the incidence of income and expenditure for taxation and accounts purposes using the liability method, only to the extent that in the opinion of the directors, there is a reasonable probability that a liability or asset will crystallise in the near future.

2. TURNOVER

During the year exports amounted to £Nil

MICROCEL (UK) LIMITED  
NOTES TO THE ACCOUNTS  
FOR THE YEAR ENDED 30TH APRIL 2005

3 FIXED ASSETS

	Office Equipment
Cost:	£
Balance bought forward 1st May 2004	1,547
Additions	0
Balance carried forward 30th April 2005	<u>1,547</u>

Depreciation:	
Balance bought forward 1st May 2004	1,137
Charge for the year	103
Balance carried forward 30th April 2005	<u>1,240</u>

Net Book Value 30th April 2005	<u>307</u>
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Net Book Value 30th April 2004	<u>410</u>
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2005
£

2004
£

4 STOCK

Goods for resale	<u>254</u>	<u>254</u>
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5 CREDITORS – Amounts falling due within one year.

Accruals	150	150
Other Creditors	<u>2,352</u>	<u>2,187</u>
	<u>2,502</u>	<u>2,337</u>

6 SHARE CAPITAL

Authorised:		
Ordinary Shares of £1 each	<u>1,000</u>	<u>1,000</u>
Allotted, issued and fully paid:		
Ordinary Shares of £1 each	<u>2</u>	<u>2</u>



MICROCEL (UK) LIMITED  
 NOTES TO THE ACCOUNTS  
 FOR THE YEAR ENDED 30TH APRIL 2005

	2005 £	2004 £
<b>7 PROFIT AND LOSS ACCOUNT</b>		
Balance at 1st May 2004	(1,574)	(1,251)
Loss for the year	(331)	(323)
Balance at 30th April 2005	<u>(1,905)</u>	<u>(1,574)</u>
<b>8 RECONCILIATION OF SHAREHOLDERS FUNDS</b>		
Loss for the year	(331)	(323)
Shareholders funds at 1st May 2004	(1,572)	(1,249)
Shareholders funds at 30th April 2005	<u>(1,903)</u>	<u>(1,572)</u>