**Report and Financial Statements** 

1 April 2007 to 31 December 2007

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# REPORT AND FINANCIAL STATEMENTS 2007

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## REPORT AND FINANCIAL STATEMENTS 2007

## OFFICERS AND PROFESSIONAL ADVISERS

## DIRECTORS

S Kingsbury (resigned 30 November 2007)
G M John (resigned 30 November 2007)
M A Harper (resigned 30 November 2007)
A J Moore (resigned 30 November 2007)
Mrs M C Laferla (resigned 30 November 2007)
D Caster (appointed 30 November 2007)
D J Jeffcoat (appointed 30 November 2007)
A N Hamment (appointed 30 November 2007)

## **SECRETARY**

M A Harper (resigned 30 November 2007)
D J Jeffcoat (appointed 30 November 2007)

## **REGISTERED OFFICE**

417 Bridport Road Greenford Middlesex UB6 8UA

## **AUDITORS**

Deloitte & Touche LLP Reading

## DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the period ended 31 December 2007. The directors have taken advantage of the exemption under s246 (4) (a) of the Companies Act 1985 and have not presented an enhanced business review within the Directors' report.

These financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies

#### PRINCIPAL ACTIVITIES

Until 30 November 2007, the principal activity of the company was that of the design, manufacture and supply of high pressure gas handling devices From 1 December 2007, the company became dormant

#### **REVIEW OF THE BUSINESS**

The company ceased trading on 30 November 2007 On 1 December 2007, the net assets of the company were transferred to Ultra Electronics Limited, a fellow group company, for a consideration of £12 4m

The directors intend to maintain the company as a dormant company for the foreseeable future

As a consequence of the company ceasing to trade, the financial statements have been prepared on a basis other than that of a going concern which includes, where appropriate, writing down the company's assets to net realisable value. The financial statements do not include any provision for the future costs of terminating the business of the company except to the extent that such costs were committed at the balance sheet date

Subsequent to December 31, 2007 the company sold its investment in BCF Designs Inc to Ultra Electronics Inc on February 29, 2008. The proceeds from the sale were \$250,000.

#### DIRECTORS

The directors during the period under review and to the date of signing, unless stated, are shown on page 1

#### **AUDITORS**

Each of the persons who is a director at the date of approval of this report confirms that

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

Deloitte & Touche LLP have expressed their willingness to continue in office as auditors and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting

Approved by the Board of Directors and signed on behalf of the Board

Talpease

D J Jeffcoat Director

28 October 2008

## STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Annual 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). The financial statements are required by law to 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, 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 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.

# INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BCF DESIGNS LIMITED

We have audited the financial statements of BCF Designs Limited for the period ended 31 December 2007 which comprise the profit and loss account, the balance sheet and the related notes 1 to 22 These financial statements have been prepared under the accounting policies set out therein

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. 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

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

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland)

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.

#### 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 period 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

# INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BCF DESIGNS LIMITED (CONTINUED)

## Going concern

Without qualifying our opinion, we draw attention to note 1 of the financial statements concerning the company's inability to continue as a going concern and the basis on which the financial statements are prepared. The company ceased trading on 30 November 2007 and accordingly is not regarded as a going concern. The directors have not prepared the financial statements on a going concern basis. Details of the circumstances relating to this emphasis of matter are described in note 1.

Deloitte & Touche LLP

Chartered Accountants and Registered Auditors Reading, United Kingdom

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28 October 2008

# PROFIT AND LOSS ACCOUNT For the period 1 April 2007 to 31 December 2007

		Period	Period 01.03.06
		01.04.07 to	01.03.00 to
		31 12.07	31.03.07
	Note	£	£
TURNOVER	2	3,873,806	3,273,091
Cost of sales		(2,858,890)	(667,401)
GROSS PROFIT		1,014,916	2,605,690
Administrative expenses		<u>(1,910,526)</u>	(2,215,178)
		(895,610)	390,512
Other operating income	3	132,394	96,251
OPERATING (LOSS)/PROFIT	4	(763,216)	486,763
Interest receivable and similar income		6	31
Interest payable and similar charges	5	(26,437)	(42,262)
Gain on transfer of trade and assets		12,505,274	
PROFIT ON ORDINARY ACTIVITIES BEFORE			
TAXATION		11,715,627	444,532
Tax on profit on ordinary activities	6	383,019	(131,284)
PROFIT ON ORDINARY ACTIVITIES AFTER			
TAXATION TRANSFERRED TO RESERVES	18	12,098,646	313,248

The company has no recognised gains and losses in either financial year other than the profit above and therefore no separate statement of total recognised gains and losses has been presented

All activities are discontinued

# **BALANCE SHEET** 31 December 2007

		31. 12. 2007	31. 03.2007
	Note	£	£
FIXED ASSETS			
Intangible assets	8	-	591
Tangible assets	9	-	237,251
Investments	10	1	1
		<del></del>	
CUBBENE ACCOTO		1	237,843
CURRENT ASSETS	1.1		220 200
Stocks	11 12	12 207 485	329,209
Debtors Cash at bank and in hand	12	12,397,485	1,6 <b>7</b> 6,736 6,044
Cash at bank and in hand		<del></del>	0,044
		12,397,485	2,011,989
		12,000,000	_,,,,,,,,,
CREDITORS: amounts falling due			
within one year	13	-	(1,798,108)
NET CUDDENT ASSETS		12,397,486	212 991
NET CURRENT ASSETS		12,397,480	213,881
TOTAL ASSETS LESS CURRENT			
LIABILITIES		12,397,486	451,724
		, ,	ŕ
CREDITORS			
Amounts falling due after more than one year	14	-	(23,670)
NET 4 COPTO		12 207 486	428.054
NET ASSETS		12,397,486	428,054
			<del>-</del>
CAPITAL AND RESERVES			
Called up share capital	17	25,100	25,100
Profit and loss account	18	12,372,386	402,954
SHAREHOLDERS' FUNDS		12,397,486	428,054
		<del></del>	

These financial statements were approved by the Board of Directors on 28 October 2008 Signed on behalf of the Board of Directors

D J Jeffcoat

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Director

# NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2007

#### 1. ACCOUNTING POLICIES

#### Basis of accounting

The financial statements have been prepared under the historical cost convention. The accounting policies set out below have been applied consistently throughout the current and preceding periods.

#### Basis of preparation

As explained in the directors' report, the company ceased trading on 30 November 2007 when the net assets were transferred to Ultra Electronics Limited The financial statements have been prepared on a basis other than that of a going concern which includes, where appropriate, writing down the company's assets to net realisable value Provision has also been made for any onerous contractual commitments at the balance sheet date. The financial statements do not include any provision for the future costs of terminating the business except to the extent that such costs were committed at the balance sheet date.

#### Group financial statements

At the end of the year the company was a wholly owned subsidiary of Ultra Electronics Holdings plc which prepares financial statements that are publicly available. Accordingly, the preparation of group financial statements is not required under the Companies Act 1985. The financial statements therefore presents information about the company as an individual undertaking not as a group.

#### Cash flow statement

The Company is a wholly owned subsidiary of Ultra Electronics Holdings plc and is included in the consolidated financial statements of Ultra Electronics Holdings plc, which are publicly available Consequently, the Company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS1 (Revised 1996)

#### Intangible fixed assets

Intangible fixed assets comprising patents and intellectual property are stated at cost less accumulated amortisation

Amortisation is provided at an annual rate of 20% on cost in order to write off each asset over its useful life

## Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation and any provision for impairment

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset or, if held under a finance lease, over the lease term, whichever is the shorter as follows

Fixtures and fittings 20% straight line
Plant and machinery 20% straight line
Motor vehicles 25% straight line

Depreciation is charged from the month of acquisition at the above rates

#### Investments

Investments are carried at cost, less any provision for impairment

## NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2007

## 1. ACCOUNTING POLICIES (CONTINUED)

#### Stock

Stock is valued at the lower of cost and net realisable value. Cost is defined as the average price of component raw materials

Provision is made for obsolete and slow moving items

#### Research and development

All costs of research and devolpment are expensed as incurred

#### Pensions

The company allowed employees to participate in a stakeholder pension scheme

#### Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date

Deferred taxation is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

#### Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

#### Hire purchase and leasing commitments

Assets obtained under hire purchase contracts or finance leases are capitalised in the balance sheet. Those held under hire purchase contracts are depreciated over their estimated useful lives. Those held under finance leases are depreciated over their estimated useful lives or the lease term, whichever is the shorter.

The interest element of these obligations is charged to the profit and loss account over the relevant period. The capital element of the future payments is treated as a liability

Rentals paid under operating leases are charged to the profit and loss account as incurred

#### Grant income

The company receives 50% reimbursement of qualifying expenditure from a third party. This income is shown as other operating income.

# NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2007

## 2. TURNOVER

The turnover and profit before taxation are attributable to the one principal activity of the company

An analysis of turnover by geographical market is given below

	Period	Period
	01.04.07	01.03.06
	to	to
	31.12.07	31.03.07
	£	£
United Kingdom	425,709	1,772,051
Rest of European Union	136,934	115,867
Other	3,311,163	1,385,173
	3,873,806	3,273,091

## 3. OTHER OPERATING INCOME

The company has received grant income reimbursing 50% of qualifying expenditures

	Period	Period
	01.04.07	01.03.06
	to	to
	31.12.07	31.03.07
	£	£
Grant income	132,394	96,251

## 4. OPERATING (LOSS)/PROFIT

The operating (loss)/profit is stated after charging

	Perioa	Perioa
	01.04.07	01.03.06
	to	to
	31.12.07	31.03.07
	£	£
Depreciation – owned assets	28,877	40,521
Depreciation – assets on hire purchase contracts	26,680	29,324
Loss on disposal of fixed assets	13,635	10,000
Research and development expenditure	129,557	254,149
Operating lease rental	4,948	6,268
Patents amortisation	589	3,110
Foreign exchange losses	54,224	24,289
Auditors' remuneration – audit fees	6,000	9,000

# NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2007

## 4. OPERATING (LOSS)/PROFIT (CONTINUED)

	Period	Period
	01.04.07	01.03.06
	to	to
	31.12.07	31.03.07
	£	£
Directors' emoluments	226,363	312,946
Directors' compensation for loss of office	80,000	•
	306,363	312,946

<sup>3</sup> directors (period ended 31 03 07 none) are remunerated by Ultra Electronics Limited. The amount of remuneration allocated in respect of their services to the company is £nil (period ended 31 03 07 £nil). The highest paid director received £55,703 (period ended 31 03 07 £84,677).

The total employee remuneration for the period was £626,521 (period ended 31 03 07 £667,665) The average number of people employed during the period was 33 (period ended 31 03 07 21)

## 5. INTEREST PAYABLE AND SIMILAR CHARGES

	Period 01.04.07 to 31.12.07	Period 01.03.06 to 31.03 07
	£	£
Bank interest and charges Hire purchase interest Other interest	20,510 4,275 1,652	31,291 3,265 7,706
Total interest payable and similar charges	26,437	42,262

# NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2007

## 6. TAXATION

7.

Ordinary A shares of £1 each

# Analysis of the tax (credit)/charge for the year

The tax (credit)/charge on the profit on ordinary activities for the year was as follows

	Period 01.04.07 to 31.12.07	Period 01.03.06 to 31.03.07
Pre tax profit	(783,653)	444,532
Add back		
Depreciation and amortisation	56,146	72,955
Loss on disposal of assets	13,635	10,900
Entertaining	14,672	20,632
Other non-deductible expenses	•	10,966
Less		
Capital allowances	(77,288)	(90,793)
Gain on transfer of trade and assets to UEL	12,505,274	
Adjusted pre-tax (loss)/profit	(776,488)	469,192
Tax @ 30%	(232,946)	140,758
Small companies relief	-	(9,474)
R&D tax credits in respect of financial years ending February 28, 2002 to March 31, 2007	(150,073)	
	(383,019)	131,284
DIVIDENDS		
	Period	Period
	01.04.07	01.03.06
	to	to
	31.12.07	31.03.07
	£	£

129,214

132,400

# NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2007

## 8. INTANGIBLE FIXED ASSETS

	Patents £	Intellectual Property £	Total £
Cost	<b></b>		_
At 1 April 2007	57,503	111,000	168,503
Transfer	(57,503)	(111,000)	(168,503)
At 31 December 2007			
Amortisation			
At 1 April 2007	56,913	110,999	167,912
Amortisation for the period	589	-	589
Transfer	(57,502)	(110,999)	(168,501)
At 31 December 2007			
Net book value			
At 31 December 2007	-		-
At 31 March 2007	590	1	591

## 9. TANGIBLE FIXED ASSETS

	Furniture and fittings £	Plant and machinery £	Motor vehicles £	Total £
Cost				
At 1 April 2007	257,784	44,586	146,809	449,179
Additions	36,527	-	25,334	61,861
Disposals	-	-	(155,493)	(155,493)
Transfer	(294,311)	(44,586)	(16,650)	(355,547)
At 31 December 2007				
Accumulated depreciation				
At 1 April 2007	131,784	44,585	35,559	211,928
Charge for the year	33,647	-	21,910	55,557
Disposals	-	-	(53,309)	(53,309)
Transfer	(165,431)	(44,585)	(4,160)	(214,176)
At 31 December 2007				
Net book value				
At 31 December 2007	-	-	<del>-</del>	<u>-</u>
At 31 March 2007	126,000	1	111,250	237,251

# NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2007

# 9. TANGIBLE FIXED ASSETS (CONTINUED)

Fixed assets which are held under hire purchase contracts and included in the previous table are as follows

a	Fixtures and fittings	Motor vehicles £	Total £
Cost			
At 1 April 2007	23,850	124,024	147,874
Additions	-	25,335	25,335
Disposals	-	(132,709)	(132,709)
Transfer	(23,850)	(16,650)	(40,500)
At 31 December 2007			
Accumulated depreciation			
At 1 April 2007	5,372	22,264	27,636
Charge for the year	4,770	21,910	26,680
Disposals	-	(40,014)	(40,014)
Transfer	(10,142)	(4,160)	(14,302)
At 31 December 2007		<u>-</u>	
Net book value			
At 31 December 2007		-	
At 31 March 2007	18,478	101,760	120,238

# NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2007

# 10. FIXED ASSET INVESTMENTS

				Unlisted Investments
	Cost			
	Net book value			
	At 1 April and 31 December 2007			£1
	The company's investment at the balance sheet date in the share capital of companies include the			
	following BCF DESIGNS INCORPORATED			
	Country of Incorporation United States of America Nature of Business Design and manufacture			
	Class of shares	% holding		
	Ordinary	100%		
			28. 02. 2007 £	28. 02.2006 £
	Aggregate capital and reserves Profit for the period		7,952 15,684	
11.	STOCKS			
			31. 12. 2007	
			£	£
	Raw materials		<del></del>	329,209
12.	DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR			
				31. 03.2007
			£	£
	Trade debtors		- 12,397,485	1,173,701
	Amounts owed by other group undertakings Deferred management charges		12,397,463	80,000
	VAT		-	1,615
	Directors current account		-	129,887
	Other debtors		-	13,851
	Prepayments and accrued income			44,475
			12,397,485	1,443,529

# NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2007

# 12. DEBTORS (CONTINUED)

Amounts falling due after more than one year

		31. 12. 2007	
	Amounts owed by BCF Inc	£	<b>£</b> 42,658
	Tax	-	30,549
	Deferred management charges	-	160,000
			233,207
			<del></del>
	Aggregate amounts	12,397,485	1,676,736
13.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		31. 12. 2007	31. 03.2007
		£	£
	Bank loans and overdrafts	-	788,818
	Hire purchase contracts	-	44,075
	Trade creditors	-	440,531
	Corporation tax	-	131,284
	Social security and other taxes	-	206,398
	Directors current accounts	-	45,333
	Accruals and deferred income		141,669
			1,798,108
14.	CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YE	EAR	
		31. 12. 2007	31. 03.2007
		£	£
	Hire purchase contracts	-	23,670
15.	OPERATING LEASE COMMITMENTS		
	The following operating lease payments are committed to be paid within one year		
		31, 12, 2007	31 03.2007
		£	
	Leases expiring		
	Within one year	-	7,258
	Between one and five years		69,880
		-	77,138

# NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2007

## 16. SECURED DEBTS

The following secured debts are included within creditors

	31. 12. 2007 £	31. 03.2007 £
Bank loans	-	788,818
Hire purchase creditors		67,745

The finance lease and hire purchase obligations were secured over the assets to which they related

## 17. CALLED UP SHARE CAPITAL

	31. 12. 2007 £	31. 03.2007 £
Authorised 100,000 Ordinary A shares of £leach 100 Ordinary B shares of £l each	100,000	100,000
	100,100	100,100
Called up, allotted and fully paid 25,000 Ordinary A shares of £leach 100 Ordinary B shares of £1 each	25,000 100	25,000 100
	25,100	25,100

A and B ordinary shares rank pari passu in all respects

# 18. COMBINED MOVEMENT IN RESERVES AND RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	Share capital £	Profit and loss account £	31. 12. 2007 £	31. 03.2007 £
At 1 April 2007 Retained profit for the period Dividends	25,100	402,954 12,098,646 (129,214)	428,054 12,098,646 (129,214)	247,206 313,248 (132,400)
At 31 December 2007	25,100	12,372,386	12,397,486	428,054

# 19. CONTINGENT LIABILITIES

There were no contingent liabilities at 31 December 2007 (period ended 31 03 07 none)

# 20. CAPITAL COMMITMENTS

There were no known capital commitments at 31 December 2007 (period ended 31 03 07 none)

# NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2007

## 21. TRANSACTIONS WITH DIRECTORS

The following loans to directors subsisted during the periods ended 31 December and 31 March 2007

	31. 12. 2007 £	31. 03.2007 £
S Kingsbury Balance outstanding at start of period Balance outstanding at end of period	(15,242)	(16,982) (15,242)
Maximum balance outstanding during period	-	<del></del>
G M John Balance outstanding at start of period Balance outstanding at end of period	129,887	122,196 129,887
Maximum balance outstanding during period	129,887	138,147
M A Harper Balance outstanding at start of period Balance outstanding at end of period	(8,317)	(16,167) (8,317)
Maximum balance outstanding during period		83
A J Moore Balance outstanding at start of period Balance outstanding at end of period	(12,909)	(16,982) (12,909)
Maximumbalance outstanding during period	-	-
Mrs M C Laferla Balance outstanding at start of period Balance outstanding at end of period	(8,865)	(10,465) (8,865)
Maximum balance outstanding during period		-

## 22. CONTROLLING PARTY

On 30 November 2007, the whole of the issued share capital of the company was acquired by Ultra Electronics Holdings Plc is considered to be the ultimate controlling party and is the only group into which the results of the company are consolidated. The consolidated financial statements of Ultra Electronics Holdings Plc may be obtained from 417 Bridport Road, Greenford, Middlesex, UB6 8UA