



Companies House

for the record

Company Name

SPECTRAL FUSION TECHNOLOGIES LIMITED

Company Type

Private Company Limited By Shares

Company Number

3001534

Information extracted from Companies House records on 6th December 2006

Ref: 3001534/05/19

002874 / 30

363s Annual Return

- > Please check the details printed in blue on this statement.
- > If any details are wrong, strike them through and write the correct details in the "Amended details" column.
- > Please use black pen and write in capitals.

Section 1: Company details

TUESDAY



AE1QGM2J
A41 09/01/2007 588
COMPANIES HOUSE

Ref: 3001534/05/19	Current details	Amended details																
> Registered Office Address <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.</i>	45 Roman Way Coleshill Birmingham B46 1JT	Address _____ _____ _____ UK Postcode _ _ _ _ _																
> Register of Members <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.</i>	Address where the Register is held At Registered Office	Address _____ _____ _____ UK Postcode _ _ _ _ _																
> Register of Debenture Holders <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.</i>	Not Applicable	Address _____ _____ _____ UK Postcode _ _ _ _ _																
> Principal Business Activities <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.</i>	<table border="0"> <tr> <th>SIC Code</th> <th>Description</th> </tr> <tr> <td>3330</td> <td>Mfr indust process control equip</td> </tr> </table>	SIC Code	Description	3330	Mfr indust process control equip	<table border="0"> <tr> <th>SIC CODE</th> <th>Description</th> </tr> <tr> <td>_____</td> <td>_____</td> </tr> </table>	SIC CODE	Description	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
SIC Code	Description																	
3330	Mfr indust process control equip																	
SIC CODE	Description																	
_____	_____																	
_____	_____																	
_____	_____																	
_____	_____																	
_____	_____																	
> <i>Please enter additional principal activity code(s) in "Amended details" column. See notes for guidance for list of activity codes.</i>																		

Section 2: Details of Officers of the Company

	Current details	Amended details
<p>> Company Secretary <i>If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.</i></p> <p><i>Particulars of a new Company Secretary must be notified on form 288a.</i></p>	<p>Name Victoria HIND</p> <p>Address 90 Clements Road Yardley Birmingham West Midlands B25 8TT</p>	<p>Name</p> <hr/> <p><input type="checkbox"/> Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985.</p> <p>Address</p> <hr/> <hr/> <p>UK Postcode _ _ _ _ _</p> <p>Date of change _ _ / _ _ / _ _ _ _</p> <p>Date Victoria HIND ceased to be secretary (if applicable) _ _ / _ _ / _ _ _ _</p>
<p>> Director <i>If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.</i></p> <p><i>Particulars of a new Director must be notified on form 288a.</i></p>	<p>Name Jeffrey Onslow ARCHER</p> <p>Address Westlington House Dinton Aylesbury Buckinghamshire HP17 8TX</p> <p>Date of birth 12/12/1950</p> <p>Nationality British</p> <p>Occupation Director</p>	<p>Name</p> <hr/> <p><input type="checkbox"/> Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985.</p> <p>Address</p> <hr/> <hr/> <p>UK Postcode _ _ _ _ _</p> <p>Date of birth _ _ / _ _ / _ _ _ _</p> <p>Nationality _____</p> <p>Occupation _____</p> <p>Date of change _ _ / _ _ / _ _ _ _</p> <p>Date Jeffrey Onslow ARCHER ceased to be director (if applicable) _ _ / _ _ / _ _ _ _</p>

	Current details	Amended details
<p>> Director If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.</p> <p><i>Particulars of a new Director must be notified on form 288a.</i></p>	<p>Name Richard Bruce FARLEIGH</p> <p>Address Le Formentor 27 Avenue Princesse Grace Monaco Monaco MC98000</p> <p>Date of birth 09/11/1960</p> <p>Nationality Australian</p> <p>Occupation Investor</p>	<p>Name _____</p> <p><input type="checkbox"/> Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985.</p> <p>Address _____ _____ _____</p> <p>UK Postcode _ _ _ _ _</p> <p>Date of birth _ _ / _ _ / _ _ _ _</p> <p>Nationality _____</p> <p>Occupation _____</p> <p>Date of change _ _ / _ _ / _ _ _ _</p> <p>Date Richard Bruce FARLEIGH ceased to be director (if applicable) _____ / _____ / _____</p>
<p>> Director If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.</p> <p><i>Particulars of a new Director must be notified on form 288a.</i></p>	<p>Name Kamran MUNIR MA</p> <p>Address 155 Coombe Park Road Coventry West Midlands CV3 2PD</p> <p>Date of birth 02/01/1973</p> <p>Nationality British</p> <p>Occupation Chief Executive Officer</p>	<p>Name _____</p> <p><input type="checkbox"/> Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985.</p> <p>Address _____ _____ _____</p> <p>UK Postcode _ _ _ _ _</p> <p>Date of birth _ _ / _ _ / _ _ _ _</p> <p>Nationality _____</p> <p>Occupation _____</p> <p>Date of change _ _ / _ _ / _ _ _ _</p> <p>Date Kamran MUNIR MA ceased to be director (if applicable) _____ / _____ / _____</p>

	Current details	Amended details
> Issued Share Capital <i>This table shows the total number of shares that have been issued by your company and their Nominal Value. If any of the details are wrong, please fill in the correct details.</i>	Class of share Ordinary	Class of share _____
	Nominal value of each share £0.01	Nominal value of each share _____
	Number of shares issued 909,112	Number of shares issued <u>2,456,98</u>
	Aggregate Nominal Value of issued shares £9,091.12	Aggregate Nominal Value of issued shares <u>£24,456.98</u>
	Class of share Deferred	Class of share _____
	Nominal value of each share £0.01	Nominal value of each share _____
	Number of shares issued 41,709,492	Number of shares issued _____
	Aggregate Nominal Value of issued shares £417,094.92	Aggregate Nominal Value of issued shares _____
> Total shares issued and value <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.</i>	Total number of shares issued 42,618,604	Total number of shares issued <u>44,155,190</u>
	Total Nominal value of shares issued £426,186.04	Total Nominal value of shares issued <u>£44,1551.90</u>

List of past and present members (Tick appropriate box)

- > Please complete the required information on the attached schedules or in another format agreed by Companies House.
- There were no changes during the period
 A list of changes is enclosed
 A full list of members is enclosed

The last full list of members was received on: 14/12/2005

- > **REMEMBER:**
Changes to shareholder particulars or details of shares transferred to be **completed each year**
 A full list of shareholders is required with the first and every third Annual Return thereafter
 List shareholders in alphabetical order or provide an index
 List joint shareholders consecutively

- > At the date of this Annual Return, if the company has altered or changed its share capital in any way or allotted new shares, please refer to the guidance notes for details of the appropriate form that should be sent with this Annual Return. Annual return guidance notes are available on the Companies House web site at www.companieshouse.gov.uk or by ringing 0870 3333636.

Section 4: Details of New Shareholders and Transfers (A) (ii)

- > Please fill in details of any persons or corporate bodies who have become shareholders since the last annual return.
- > Please fill in details of any persons or corporate bodies that have transferred shares since the last annual return.
- > Please use Section 4B to give details of any persons or corporate bodies who have ceased to be shareholders since the last annual return or, in the case of a first return, since the incorporation of the company.
- > Please copy this page if there is not enough space to enter all the company's current shareholders.

Shareholders details	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred (If appropriate)	Date of registration of transfer (If appropriate)
Name _____ Address _____ _____ _____ UK Postcode _ _ _ _ _			
Name _____ Address _____ _____ _____ UK Postcode _ _ _ _ _	SEE ATTACHED LIST OF MEMBERS		
Name _____ Address _____ _____ _____ UK Postcode _ _ _ _ _			
Name _____ Address _____ _____ _____ UK Postcode _ _ _ _ _			

Section 4B: Details of Former Shareholders

- > Please fill in details of any persons or corporate bodies who have ceased to be shareholders at the date of this return. Also, please give the dates that their shares were transferred.

- > Please copy this page if there is not enough space to enter all the company's former shareholders.

Former shareholders details	Class and number of shares or amount of stock transferred	Date of registration of transfer
Name _____ Address _____ _____ _____ UK Postcode _ _ _ _ _		
Name _____ Address _____ _____ _____ UK Postcode _ _ _ _ _		
Name _____ Address _____ _____ _____ UK Postcode _ _ _ _ _		
Name _____ Address _____ _____ _____ UK Postcode _ _ _ _ _		
Name _____ Address _____ _____ _____ UK Postcode _ _ _ _ _		



Companies House
for the record

363s Annual Return Declaration

- > When you have checked all the sections of this form, please complete this page and sign the declaration below.
- > If you want to change the made up date of this annual return, please complete 2 below.

1. Declaration

I confirm that the details in this annual return are correct as at the made-up-date (shown at 2 below). I enclose the filing fee of £30.

Signature *[Handwritten Signature]*
(Director / Secretary)

Date 08 / 01 / 2007
This date must not be earlier than the return date at 2 below

What to do now

Complete this page then send the whole of the Annual Return and the declaration to the address shown at 4 below.

2. Date of this return

This AR is made up to 14/12/2006 If you are making this return up to an earlier date, please give the date here

__ / __ / ____

Note: The form must be delivered to CH within 28 days of this date

3. Date of next return

If you wish to change your next return to a date earlier than **14th December 2007** please give the new date here:

__ / __ / ____

4. Where to send this form

Please return this form to:

Registrar of Companies
Companies House
Crown Way
Cardiff CF14 3UZ

OR

For members of the Hays Document
Exchange service
DX 33050 Cardiff

Have you enclosed the filing fee with the company number written on the reverse of the cheque?

Contact Address

You do not have to give any contact information below, but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Contact Name VICTORIA HIND Telephone number *inc code* 01675 437440

Address C/O SPECTRAL FUSION TECHNOLOGIES DX number *if applicable*

45 ROMAN WAY DX exchange

COLESHILL

Postcode B46 1JT

Cert. No:	Shareholder name	Shareholder address	No of ordinary shares held	No of deferred shares held
92	Richard Derek John Burt Jones	Malvern House, Coed Morgan, Abergavenney, Mommouthshire	41	
93	Richard Derek John Burt Jones	Malvern House, Coed Morgan, Abergavenney, Mommouthshire		4,059
94	Jeremy Edward Stuart King	The West House, Walsham-le-Willows, Bury St Edmunds, IP31 3AP	102	
95	Jeremy Edward Stuart King	The West House, Walsham-le-Willows, Bury St Edmunds, IP31 3AP		10,098
96	Norman Frank Baldock	13 Paveley Drive, Morgans Walk, London, SW11 3TP	204	
97	Norman Frank Baldock	13 Paveley Drive, Morgans Walk, London, SW11 3TP		20,196
98	Mr L Wayne Britt	2669 Sherwood Lane, Fayetteville, AR 72703, USA	255	
99	Mr L Wayne Britt	2669 Sherwood Lane, Fayetteville, AR 72703, USA		25,245
100	Jon Korn	6 Prince Albert Road, London, NW1 7SR	305	
101	Jon Korn	6 Prince Albert Road, London, NW1 7SR		30,195
102	Nicholas William Faulkes	31 Riddles Bay Road, Warwick, Bermuda, WK04	1,016	
103	Nicholas William Faulkes	31 Riddles Bay Road, Warwick, Bermuda, WK04		100,584
104	Dr Mark Graves	18 Middleton Road, Streetly, Birmingham, B74 3EU	14,000	
105	Dr Mark Graves	18 Middleton Road, Streetly, Birmingham, B74 3EU		1,386,000
131	Andrew Marshall	277 Starkholmes Road, Matlock, Derbyshire, DE4 5JE	10,000	
106	Andrew Marshall	277 Starkholmes Road, Matlock, Derbyshire, DE4 5JE		990,000
107	European Investors SA	80 Broad Street, Monrovia, Liberia	204	
108	European Investors SA	80 Broad Street, Monrovia, Liberia		20,196
109	Sphinx Investment Corporation	Trust Company Complex, Ajeltake Islands, PO Box 1405, Majuro, Marshall Island	2,031	
110	Sphinx Investment Corporation	Trust Company Complex, Ajeltake Islands, PO Box 1405, Majuro, Marshall Islands		201,069
111	Mark Andrew Vully de Candole	25 Burnsall Street, London, SW3 3SR	1,016	
112	Mark Andrew Vully de Candole	25 Burnsall Street, London, SW3 3SR		100,584
113	Thomas Swan & Company Ltd	Crookhall, Consett, Co Durham, DH8 7ND	508	
114	Thomas Swan & Company Ltd	Crookhall, Consett, Co Durham, DH8 7ND		50,292
115	Wilbro Nominees	PO Box 515, 6 Broadgate, London, EC3M 2RP	3,488	
116	Wilbro Nominees	PO Box 515, 6 Broadgate, London, EC3M 2RP		345,312
117	Graham Douglas Haigh-Brown	c/o 12 Hillcrest Gardens, Hinchley Wood, KT10 0BS	100	
118	Graham Douglas Haigh-Brown	c/o 12 Hillcrest Gardens, Hinchley Wood, KT10 0BS		9,900
119	Simon C Murphy	3 Saxe Coburg Place, Edinburgh, EH3 5BR	792	
120	Simon C Murphy	3 Saxe Coburg Place, Edinburgh, EH3 5BR		78,408
121	Evolution Capital Investment	The Registry, Royal Mint Court, London, EC3N 4LB	16,500	

122	Evolution Capital Investment	The Registry, Royal Mint Court, London, EC3N 4LB		
123	Stephen Dix	Flear House, Flear Farm, East Allington, Tothnes, Devon, TQ9 7RE	5,352	1,633,500
124	Stephen Dix	Flear House, Flear Farm, East Allington, Tothnes, Devon, TQ9 7RE		529,848
125	Jeffrey Colegrave	44 Holland Street, London, W8 4LX	6,647	658,053
126	Jeffrey Colegrave	44 Holland Street, London, W8 4LX		
127	Michael Padfield	Greenways, Grubwood Lane, Cookham Dean, Maidenhead, SL6 9UB	2,758	273,042
128	Michael Padfield	Greenways, Grubwood Lane, Cookham Dean, Maidenhead, SL6 9UB		
129	Peter Arrowsch	19 Roland Gardens, London, SW7 3PE	3,462	
130	Peter Arrowsch	19 Roland Gardens, London, SW7 3PE		342,738
132	Richard Farleigh	Le Formentor, 27 Avenue Princesse Grace, Monaco, MC98000	280,399	
133	Richard Farleigh	Le Formentor, 27 Avenue Princesse Grace, Monaco, MC98001		27,759,501
134	Talisman First VCT	c/o Seymour Pierce Limited, Bucklersbury House, Queen Victoria Street, London	20,122	
135	Talisman First VCT	c/o Seymour Pierce Limited, Bucklersbury House, Queen Victoria Street, London, EC4N 8EL		1,992,078
136	Mike Underwood	c/o Cedar House, 168 Westley Road, Bury St Edmunds, Suffolk, IP33 3SE	3,793	
137	Mike Underwood	c/o Cedar House, 168 Westley Road, Bury St Edmunds, Suffolk, IP33 3SE		375,507
138	Monument Investment Partners	6 Buckhurst Place, Buckhurst Lane, Woodhurst, East Sussex, TN5 6JF	1,234	
139	Monument Investment Partners	6 Buckhurst Place, Buckhurst Lane, Woodhurst, East Sussex, TN5 6JF		122,166
140	Narnia Trust,	Royal Bank of Canada Trust Company (Jersey) Limited, Le Gallais Chambers, P	3,084	
141	Narnia Trust	Royal Bank of Canada Trust Company (Jersey) Limited, Le Gallais Chambers, PO Box 621, 54		305,316
142	Pershing Keen	Capstan House, One Close Crescent, East India Dock, London, E14 2BH	245	
143	Pershing Keen	Capstan House, One Close Crescent, East India Dock, London, E14 2BH		24,255
144	Brian May	c/o Berthon Boat Company Ltd, Lyminster, Hants, SO41 3L	6,250	
145	Brian May	c/o Berthon Boat Company Ltd, Lyminster, Hants, SO41 3L		618,750
146	Isabelle May	c/o Berthon Boat Company Ltd, Lyminster, Hants, SO41 3L	6,250	
147	Isabelle May	c/o Berthon Boat Company Ltd, Lyminster, Hants, SO41 3L		618,750
148	Jeffrey Onisow Archer	Westington House, Dinton, Aylesbury, Bucks, HP17 8TX	27,265	
149	Jeffrey Onisow Archer	Westington House, Dinton, Aylesbury, Bucks, HP17 8TX		2,699,235
150	Broughton Limited	PO Box 119, Commerce House, St Peter Port, Guernsey, GY1 3HB	1,016	
151	Broughton Limited	PO Box 119, Commerce House, St Peter Port, Guernsey, GY1 3HB		100,584
152	Simon C Murphy (Children)	3 Saxe Coburg Place, Edinburgh, EH3 5BR	480	
153	Simon C Murphy (Children)	3 Saxe Coburg Place, Edinburgh, EH3 5BR		47,520
154	Montgomery Asset Management	address unknown	204	
155	Montgomery Asset Management	address unknown		20,196
156	Joel Ronning	address unknown	500	
157	Joel Ronning	address unknown		49,500
158	Pershing Keen Transfers	Capstan House, One Close Crescent, East India Dock, London, E14 2BH	378	

159 Pershing Keen Transfers			
160 CANCELLED	Capstan House, One Close Crescent, East India Dock, London, E14 2BH		37,422
161 CANCELLED	CANCELLED		
162 Richard Farleigh	CANCELLED		
163 Jeffrey Archer	Le Formentor, 27 Avenue Princesse Grace, Monaco, MC98000	440,085	
164 Peter Ariowitsch	Westington House, Dinton, Aylesbury, Bucks, HP17 8TX	36,500	
165 Michael Padfield	19 Roland Gardens, London, SW7 3PE	5,000	
166 Monument Investment Partners	Greenways, Grubwood Lane, Cookham Dean, Maidenhead, SL6 9UB	4,268	
167 Rock (Nominees) Ltd AC 1322008	6 Buckhurst Place, Buckhurst Lane, Woodhurst, East Sussex, TN5 6JF	1,951	
168 Rock (Nominees) Ltd AC 1322009	25 Luke Street, London, EC2A 4AR	895	
169 Rock (Nominees) Ltd AC 1322009	25 Luke Street, London, EC2A 4AR	412	40,788
170 Rock (Nominees) Ltd AC 1322008	25 Luke Street, London, EC2A 4AR		88,605
171 Richard Farleigh	Le Formentor, 27 Avenue Princesse Grace, Monaco, MC98000	1,304,781	
172 Marion Archer	Westington House, Dinton, Aylesbury, Bucks, HP17 8TX	149,039	
173 Michael John Padfield	Greenways, Grubwood Lane, Cookham Dean, Maidenhead, SL6 9UB	12,000	
174 Stephen Dix	Fleair House, Fleair Farm, East Allington, Tohnes, Devon, TQ9 7RE	9,573	
175 Brian May	c/o Berthon Boat Company Ltd, Lymington, Hants, SO41 3YL	42,855	
176 Isabelle May	c/o Berthon Boat Company Ltd, Lymington, Hants, SO41 3YL	18,338	

Total number of issued shares

2,445,698 41,709,492