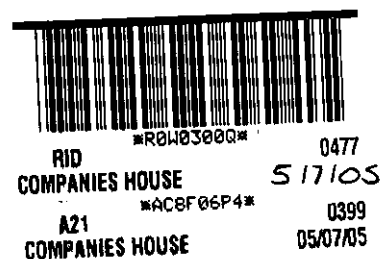


# **Pro:Technica Consultants Limited**

Directors' report and financial statements  
For the year ended 31 December 2004

Registered number 03259071



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## **Directors' report**

The directors present their report and the financial statements for the year ended 31 December 2004.

### **Principal activities**

During the year, the company has been dormant.

### **Directors and directors' interests**

The directors who held office during the year were as follows:

David Martell (resigned 25 March 2004)  
Nigel Bond  
Stuart Berman (appointed 25 March 2004)

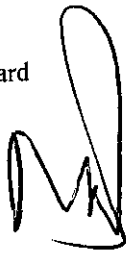
None of directors who held office at the end of the financial year had any interest in the shares of the company.

The interest of David Martell, Nigel Bond and Stuart Berman in the group companies are disclosed in the financial statements of the parent company, Trafficmaster Plc.

### **Auditors**

For the year ended 31 December 2004, the company was entitled to exemption from audit under section 249AA and 249B of the Company Act 1985.

By order of the board



Nigel Bond  
Company Secretary

22 April 2005

Martell House  
University Way  
Cranfield  
Bedfordshire  
MK43 0TR

## **Profit and loss account**

*For the year ended 31 December 2004*

During the financial year and the preceding financial year the company did not trade and received no income and incurred no expenditure. Consequently, during those years the company made neither a profit nor a loss.

## **Balance sheet**

*at 31 December 2004*

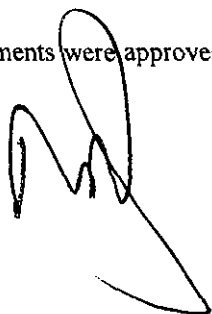
	<i>Note</i>	<b>2004</b> £	<b>2003</b> £
<b>Current assets</b>			
Investments	2	<b>24,500</b>	24,500
		<hr/>	<hr/>
<b>Capital and reserves</b>			
Called up share capital	3	<b>8</b>	8
Profit and loss account	4	<b>24,492</b>	24,492
		<hr/>	<hr/>
		<b>24,500</b>	24,500
		<hr/>	<hr/>

The directors:

- (a) confirm that the company was entitled to exemption under subsection (1) of section 249AA of the Companies Act 1985 from the requirement to have its accounts for the financial year ended 31 December 2004 audited,
- (b) confirm that members have not required the company to obtain an audit of its accounts for the financial year in accordance with subsection (2) of section 249B of that Act,
- (c) 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 of that Act, and which otherwise comply with the requirements of that Act relating to accounts, so far as applicable to the company.

These financial statements were approved by the board of directors on 22 April 2005 and were signed on its behalf by:

Nigel Bond  
Director



**Notes** *(forming part of the financial statements)*

**1 Accounting policies**

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 have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules.

**2 Investments**

	2004 £	2003 £
Telematica Systems Limited - 24,500 ordinary shares of £1.00 each	24,500	24,500
	<hr/>	<hr/>
	24,500	24,500
	<hr/>	<hr/>

**3 Called up share capital**

	2004 £	2003 £
<i>Authorised</i> 20,000 ordinary shares of £1 each	20,000	20,000
	<hr/>	<hr/>
<i>Allotted, called up and fully paid</i> 8 ordinary shares of £1 each	8	8
	<hr/>	<hr/>

**4 Reserves**

	Profit and Loss Account
At the beginning and end of year	24,492
	<hr/>

**Notes** *(continued)*

**5 Ultimate parent company**

The company is a wholly owned subsidiary of Trafficmaster Plc incorporated in England and Wales

The largest group in which the results of the company are consolidated is that headed by Trafficmaster Plc. The consolidated accounts of this group are available to the public and may be obtained from Trafficmaster Plc, Martell House, University way, Cranfield, Bedfordshire MK43 0TR.