Report and Unaudited Financial Statements

31 December 2006

31/07/2007

COMPANIES HOUSE

# REPORT AND UNAUDITED FINANCIAL STATEMENTS 2006

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# REPORT AND UNAUDITED FINANCIAL STATEMENTS 2006

# OFFICERS AND PROFESSIONAL ADVISERS

### DIRECTORS

D Caster

A Hamment

D Jeffcoat

### **REGISTERED OFFICE**

417 Bridport Road Greenford Middlesex UB6 8UA

### **AUDITORS**

Deloitte & Touche LLP Chartered Accountants London

### **DIRECTORS' REPORT**

The directors present their annual report on the affairs of the company, together with the financial statements and independent auditors' report for the year ended 31 December 2006

### PRINCIPAL ACTIVITY AND BUSINESS REVIEW

The company did not have any trading activity in either the current or prior year and consequently no profit and loss account is presented

# DIRECTORS AND THEIR INTERESTS

The directors who served during the year are listed on page 1

None of the directors had any interest in the share capital of the company at the beginning or end of the year under review

At the end of the year the interests of the directors in Ultra Electronics Holdings plc, which are not disclosed in the Directors' Report of the financial statements of that company, are as follows

	At	Options	Options	At 31
	1 January	granted in	exercised in	December
	2006	the year	the year	2006
	Number			Number
R J Parsell	13,601	•	-	13,601

#### **AUDITORS**

A resolution to re-appoint Deloitte & Touche LLP as the Company's auditor will be proposed at the forthcoming Annual General Meeting

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

) Toffcook

D Jeffcoat Director

23 July 2007

# STATEMENT OF DIRECTORS' RESPONSIBILITIES

United Kingdom 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 as at the end of the financial year 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,
- state whether applicable accounting standards have been followed, 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 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 the system of internal control, safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

## BALANCE SHEET 31 December 2006

	Note	2006 £	2005 £
CURRENT ASSETS Debtors	3	3,879,682	3,879,682
560.013		<del></del>	
CREDITORS: amounts falling due within one year	4	(3,875,000)	(3,875,000)
NET CURRENT ASSETS, BEING NET ASSETS		4,682	4,682
CAPITAL AND RESERVES			
Called up share capital	5	2	2
Profit and loss account	6	4,680	4,680
EQUITY SHAREHOLDERS' FUNDS	6	4,682	4,682

The annual accounts have not been audited because the company is entitled to the exemption provided by section 249AA(1) of the Companies Act 1985 relating to dormant companies and its members have not required the company to obtain an audit of these accounts in accordance with section 249B(2)

The directors acknowledge their responsibility for

- ensuring the company keeps accounting records which comply with section 221, and
- 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 Companies Act 1985 relating to accounts, so
  far as applicable to the company

These financial statements were approved by the Board of Directors on 23 July 2007

Signed on behalf of the Board of Directors

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D Jeffcoat

Director

## NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2006

#### 1. **ACCOUNTING POLICIES**

A summary of the principal accounting policy, all of which has been applied consistently throughout the year and the preceding year, is set out below

### Basis of accounting

The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom accounting standards and law These financial statements present information about the company as an individual undertaking and not about its group

The company has taken advantage of the exemption from preparing consolidated financial statements afforded by Section 228 of the Companies Act 1985, because it is a wholly owned subsidiary of Ultra Electronics Holdings plc which prepares consolidated financial statements which are publicly available The company is also, on this basis, exempt from the requirements of FRS 1 to present a cash flow statement

The company did not have any trading activity in either current or prior year and consequently no profit and loss account is presented

#### 2. **OPERATING PROFIT**

2 ordinary shares of £1 each

Auditors' remuneration for both the current and prior year have been borne by another group company. The company had no employees during either year other than directors. The directors received no remuneration for their services to the company in either year

#### 3. DEBTORS

		2006 £	2005 £
	Amounts due from group undertakings	3,879,682	3,879,682
4.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		2006 £	2005 £
	Amounts due to group undertakings	3,875,000	3,875,000
	Amounts due to group undertakings are unsecured, interest free and repayable on	demand	
5.	CALLED UP SHARE CAPITAL		
	Equity shares	2006 £	2005 £
	Authorised		
	100,000 ordinary shares of £1 each	100,000	100,000
	Allotted, called up and fully paid		_
	2 ordinary shares of £1 each	2	2

# NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2006

# 6. RECONCILIATION OF EQUITY SHAREHOLDERS' FUNDS AND MOVEMENTS ON RESERVES

	Share capital £	Profit and loss account £	Total £
At 31 December 2005 and 31 December 2006	2	4,680	4,682

### 7. ULTIMATE PARENT COMPANY

The company is a subsidiary undertaking of D F Group Limited, which is incorporated in Great Britain and registered in England and Wales. The largest and smallest group in which the results of the company are consolidated is that headed by the ultimate parent company, Ultra Electronics Holdings plc, a company incorporated in Great Britain and registered in England and Wales. Copies of these financial statements are available from Ultra Electronics Holdings plc, 417 Bridport Road, Greenford, Middlesex UB6 8UA

### 8. RELATED PARTIES

The company has taken advantage of the exemption in Financial Reporting Standard Number 8 (Related Party Transactions) not to disclose transactions with other Group companies as the financial statements of the Ultimate Parent Company are available to the public