

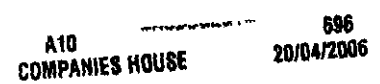
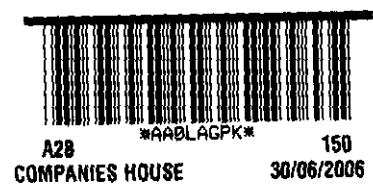


**Sigma Wireless (U.K.)
Limited**

**Directors' report and
financial statements**

Year ended 31 December 2004

Registered number: 3759979





Sigma Wireless (U.K.) Limited

Directors' report and financial statements

<i>Contents</i>	<i>Page</i>
Directors and other information	1
Directors' report	2
Statement of directors' responsibilities	4
Independent auditors' report	5
Statement of accounting policies	6
Profit and loss account	7
Statement of total recognised gains and losses	7
Balance sheet	8
Notes forming part of the financial statements	9



Sigma Wireless (U.K.) Limited

Directors and other information

Directors

James A. Boyle
Michael J. McGinley
Peter Crowley

Registered office

No. 6 Bridgegate Business Park
Gatehouse Way
Aylesbury
Buckinghamshire
HP19 8XN
England

Secretary

Michael J. McGinley

Auditors

KPMG
Chartered Accountants
1 Stokes Place
St. Stephen's Green
Dublin 2

Principal bankers

NatWest Bank plc
67 High Street
Staines, Middlesex
TW18 4PU
England

Principal solicitors

Pinsent Curtis
3 Colmore Circus
Birmingham B4 6BH
England

Sigma Wireless (U.K.) Limited

Directors' report

The directors have pleasure in submitting their annual report together with the audited financial statements of the company for the year ended 31 December 2004.

Principal activities and business review

The company carries out research and development services and provides sales and marketing support services in the UK solely for its parent company, Sigma Wireless Technologies Limited.

Results and dividends

The directors do not anticipate any changes in the company's activities for the foreseeable future.

The company realised an operating profit for the year of Stg£8,464 (2003: Stg£25,154).

The directors do not recommend the payment of a dividend.

Directors and secretary

In accordance with the Articles of Association, the directors are not required to retire by rotation.

Directors' and secretary's interests

The directors and secretary who held office at 31 December 2004 had no interest in shares, debentures or loan stock of the company or any group companies except as set out below:

		At 31 December 2004	At 31 December 2003
Name	Description		
	<i>BMS Holdings Limited</i>	Stg£	Stg£
J.A. Boyle	Ordinary shares of Stg£1 each	750.00	750.00
M. J. McGinley	Ordinary shares of Stg£1 each	250.00	250.00
	<i>Sigma Communications Group Limited</i>	€	€
J.A. Boyle	10% non-cumulative participating preference shares of €1.269738 each	95.23	95.23
M. J. McGinley	10% non-cumulative participating preference shares of €1.269738 each	31.74	31.74
P. Crowley	10% non-cumulative participating preference shares of €1.269738 each	31.74	31.74
	250 ordinary shares of €1.269738 each	317.43	317.43
	<i>Finglas Technologies Limited</i>	€	€
J.A. Boyle	1 "A" ordinary share of €0.012697each	0.01	0.01
	75 "B" ordinary shares of €0.063487 each	4.76	4.76
M. J. McGinley	25 "B" ordinary shares of €0.063487 each	1.59	1.59



Sigma Wireless (U.K.) Limited

Directors' report *(continued)*

Auditors

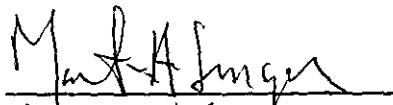
In accordance with Section 385(2) of the Companies Act, 1985, as amended by the Companies Act 1989, KPMG, Chartered Accountants, will continue in office.

On behalf of the board

~~James A. Boyle~~
~~Director~~

~~Michael J. McGinley~~
~~Director~~

8 June 2006


MARTIN H. Singer
Director

Sigma Wireless (U.K.) Limited

Statement of 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 for that period. In preparing those financial statements, the directors are required to:

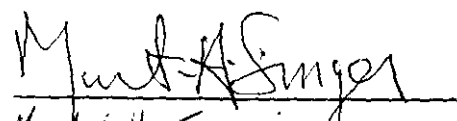
- select suitable accounting policies and then apply them consistently
- make judgements and estimates that are reasonable and prudent
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare 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 books of account 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

On behalf of the board

James A. Boyle
Director

Michael J. McGinley
Director


Martin H. Singer
Director



KPMG
Chartered Accountants
1 Stokes Place
St. Stephen's Green
Dublin 2
Ireland

Independent auditors' report to the members of Sigma Wireless (U.K.) Limited

We have audited the financial statements on pages 6 to 14.

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 are responsible for preparing the directors' report and, as described on page 4, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

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. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if 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 transactions with the company is not disclosed.

Basis of audit opinion

We conducted our audit in accordance with Auditing Standards 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 judgements 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 of the state of affairs of the company as at 31 December 2004 and of the profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Chartered Accountants
Registered Auditors

8 June 2005

Sigma Wireless (U.K.) Limited

Statement of accounting policies

for the year ended 31 December 2004

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 are prepared in accordance with generally accepted accounting principles under the historical cost convention, and comply with financial reporting standards of the Accounting Standards Board.

Turnover

Turnover represents the fair value of goods, excluding value added tax, collected by third party customers in the accounting period. Goods are deemed to have been sold to customers, when the customer has access to the significant benefits inherent in the goods and exposure to the risks inherent in those benefits.

Tangible fixed assets and depreciation

Tangible fixed assets are shown at the directors' assessment of fair value on the acquisition of a business or otherwise at original historical cost. Depreciation is provided at rates calculated to write off the cost or valuation, of each asset, other than freehold land, on a straight line basis over its remaining expected useful life, as follows:

Fixtures & Fittings	3 to 15 years
Computer equipment	3 years
Motor vehicles	3 years

Foreign currencies

Trading activities denominated in foreign currencies are recorded in Sterling at rates approximating actual exchange rates as at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are reported at the rates of exchange prevailing at the year end. Any gain or loss arising from a change in exchange rates subsequent to the date of the transaction is reported as an exchange gain or loss in the profit and loss account.

Taxation

Corporation tax, including UK corporation tax and foreign tax, is provided on the company's taxable profits, 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 tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date. Provision is made at the rates expected to apply when the timing differences reverse. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in taxable profits in periods different from those in which they are recognised in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Pensions

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the group in an independently administered fund. The amount charged against profits represents the contributions payable to the scheme in respect of the accounting period.



Sigma Wireless (U.K.) Limited

Profit and loss account

for the year ended 31 December 2004

	Note	2004 Stg£	2003 Stg£
Turnover – continuing operations	1	282,740	383,336
Operating expenses		(267,929)	(348,280)
Operating profit - continuing operations		14,811	35,056
Interest payable and similar charges	2	(1,347)	(228)
Profit on ordinary activities before taxation	3	13,464	34,828
Tax on profit on ordinary activities	5	(5,000)	(9,674)
Profit for the financial year		8,464	25,154
Profit and loss account at beginning of year		117,596	92,442
Profit and loss account at end of year		126,060	117,596

Statement of total recognised gains and losses

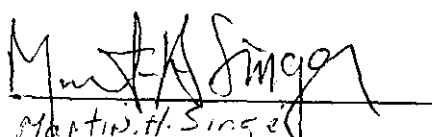
for the year ended 31 December 2004

The company had no recognised gains or losses in the financial year or the preceding financial year other than those dealt with in the profit and loss account.

On behalf of the board

James A. Boyle
Director

Michael J. McGinley
Director


Martin H. Singer
Director



Sigma Wireless (U.K.) Limited

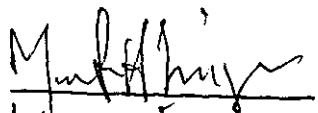
Balance sheet
at 31 December 2004

	Note	2004 Stg£	2003 Stg£
Fixed assets			
Tangible assets	6	37,946	35,720
Current assets			
Debtors	7	150,700	170,229
Bank		4,158	3,517
		<u>154,858</u>	<u>173,746</u>
Total assets		<u>192,804</u>	<u>209,466</u>
Capital and reserves			
Called up share capital	9	1	1
Profit and loss account		<u>126,060</u>	<u>117,596</u>
Shareholders' funds - equity	10	126,061	117,597
Creditors: amounts falling due within one year	8	<u>66,743</u>	<u>91,869</u>
Total liabilities		<u>192,804</u>	<u>209,466</u>

On behalf of the board

~~James A. Boyle~~
~~Director~~

Michael J. McGinty
Director


Martin H. Singer
Director

Sigma Wireless (U.K.) Limited

Notes

forming part of the financial statements

1 Turnover	2004 Stg£	2003 Stg£
Service fees and commissions	282,740	383,336
	<hr/>	<hr/>
2 Interest payable and similar charges	2004 Stg£	2003 Stg£
Bank interest and charges	1,347	228
	<hr/>	<hr/>
3 Statutory and other information	2004 Stg£	2003 Stg£
Profit on ordinary activities before taxation is stated after charging/(crediting):		
Depreciation	16,170	13,434
Loss on disposal of fixed assets	-	1,000
Auditors' remuneration	500	500
	<hr/>	<hr/>

4 Employees

The average weekly number of persons employed by the company (including executive directors), during the year, analysed by category, was as follows:

	2004 Number	2003 Number
Research and development	2	2
Sales and administration	2	3
	<hr/> 4	<hr/> 5
	<hr/>	<hr/>

The aggregate payroll costs of these persons were as follows:

	2004 Stg£	2003 Stg£
Wages and salaries	127,551	161,638
Social welfare costs	14,124	16,250
Pensions	6,432	6,432
	<hr/> 148,107	<hr/> 184,320
	<hr/>	<hr/>

Sigma Wireless (U.K.) Limited

Notes (continued)

5 Tax on profit on ordinary activities	2004	2003
	Stg£	Stg£
(a) Analysis of charge in the year		
Corporation tax	5,000	9,674
Underprovision in respect of prior years	-	-
	<hr/>	<hr/>
Tax on profit on ordinary activities	5,000	9,674
	<hr/>	<hr/>

(b) Factors affecting tax charge for the year

The tax assessed for the year is equivalent to the standard rate of corporation tax in the UK.

	2004	2003
	Stg£	Stg£
Profit on ordinary activities before tax	13,464	34,828
	<hr/>	<hr/>
Profit on ordinary activities multiplied by standard rate of corporation tax of 19% (2003: 20%)	2,558	6,966
<i>Effects of:</i>		
Depreciation in excess of capital allowances	838	2,708
Non-deductible expenses and other	1,604	-
	<hr/>	<hr/>
Tax charge for year	5,000	9,674
	<hr/>	<hr/>

Sigma Wireless (U.K.) Limited

Notes (continued)

6 Tangible fixed assets

	Motor vehicles Stg£	Fixtures & fittings Stg£	Computer equipment Stg£	Total Stg£
<i>Cost</i>				
At beginning of year	13,002	72,088	20,667	105,757
Additions	-	16,856	1,540	18,396
	<hr/>	<hr/>	<hr/>	<hr/>
At end of year	13,002	88,944	22,207	124,153
	<hr/>	<hr/>	<hr/>	<hr/>
<i>Depreciation</i>				
At beginning of year	6,381	44,195	19,461	70,037
Charge	4,333	11,200	637	16,170
	<hr/>	<hr/>	<hr/>	<hr/>
At end of year	10,714	55,395	20,098	86,207
	<hr/>	<hr/>	<hr/>	<hr/>
<i>Net book value</i>				
At 31 December 2004	2,288	33,549	2,109	37,946
	<hr/>	<hr/>	<hr/>	<hr/>
At 31 December 2003	6,621	27,893	1,206	35,720
	<hr/>	<hr/>	<hr/>	<hr/>

Sigma Wireless (U.K.) Limited

Notes (continued)

7 Debtors	2004 Stg£	2003 Stg£
Trade debtors	-	3,368
Amounts due from parent undertaking	128,431	149,709
VAT refundable	5,122	4,120
Prepayments	17,147	13,032
	<hr/>	<hr/>
	150,700	170,229
	<hr/>	<hr/>
All amounts fall due within one year		
8 Creditors: amounts falling due within one year	2004 Stg£	2003 Stg£
Bank overdrafts	-	-
Trade creditors	7,755	20,443
Amounts owed to fellow subsidiary undertaking	31,581	31,581
Accruals	4,184	29,500
Taxation and social welfare creditors (see below)	23,223	10,345
	<hr/>	<hr/>
	66,743	91,869
	<hr/>	<hr/>
Analysis of taxation and social welfare creditors:		
Corporation tax	5,360	6,703
PAYE/National insurance	17,863	3,642
	<hr/>	<hr/>
	23,223	10,345
	<hr/>	<hr/>

Sigma Wireless (U.K.) Limited

Notes (continued)

9 Share capital - equity	2004 Stg£	2003 Stg£
<i>Authorised</i>		
1,000 ordinary shares of Stg£1 each	1,000	1,000
	<hr/>	<hr/>
<i>Allotted, called up and fully paid</i>		
1 ordinary share of Stg£1 each	1	1
	<hr/>	<hr/>
10 Reconciliation of shareholders' funds - equity	2004 Stg£	2003 Stg£
Shareholders funds at beginning of year	117,597	92,443
Total recognised gains and losses	8,464	25,154
	<hr/>	<hr/>
Shareholders' funds at end of year	126,061	117,597
	<hr/>	<hr/>

11 Pension

The company makes contributions on behalf of a number of employees to an external pension scheme. The pension cost charged for the year represents contribution payable by the company to the fund and amounted to Stg£6,432 (2003: Stg£6,432).

12 Related party transactions

The company has availed of the exemption available in FRS8 - Related party disclosures from disclosing transactions with group undertakings. Details on the availability of the group consolidated financial statements are given in note 13.

13 Group relationships and controlling parties

The company is a wholly owned subsidiary of Sigma Wireless Technologies Limited which is incorporated in the Republic of Ireland. The financial statements reflect all intergroup transactions.

The ultimate holding company is BMS Holdings Limited, a company incorporated in Jersey, which does not prepare consolidated financial statements. The smallest and largest group into which the results of the company are consolidated is Sigma Communications Group Limited and Subsidiaries. The consolidated financial statements of Sigma Communications Group Limited and Subsidiaries are available for public inspection at the Companies Registration Office, Parnell House, 14 Parnell Square, Dublin 1.

Sigma Wireless (U.K.) Limited

Notes *(continued)*

14 Post balance sheet events

No material events affecting the company have occurred since the balance sheet date.

15 Cashflow statement

In accordance with Financial Reporting Standard No. 1 '*Cashflow Statements*' the company is exempt from preparing a cashflow statement.

16 Approval of financial statements

The directors approved the financial statements on 8 June 2005.