

Brink's Europe Limited

**Directors' report and financial
statements**

Registered number 03811043

31 December 2006



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Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 December 2006

Principal activities

The company was set up for the provision of business support services to its parent in the United States of America

Business review

The retained profit for the year of £10,857 (2005 loss of £11,440) was transferred to reserves. The directors are satisfied with the performance of the business in 2006

Proposed dividend

The directors do not recommend the payment of a dividend (2005 £nil)

Directors

The directors who held office during the year under review were as follows

MJ Flanagan (Resigned 31 March 2007)
J-M Houry (Resigned 7 November 2006)
RF Rokosz (Appointed 7 November 2006)
G Schapiro

Political and charitable contributions

The Company made no political or charitable donations or incurred any political expenditure during the year (2005 £nil)

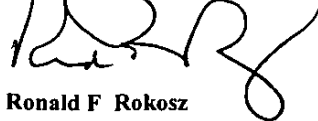
Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware, and each director 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

Auditors

Pursuant to a shareholder's resolution, the company is not obliged to reappoint its auditors annually and KPMG LLP will therefore continue in office

By order of the board



Ronald F Rokosz
Director

Eversheds House
70 Great Bridgewater Street
Manchester
M1 5ES

Statement of directors' responsibilities in respect of the Directors' Report and the financial statements

The directors are responsible for preparing the Directors' 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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

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,
- state whether applicable UK 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 accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that its 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.



KPMG LLP

St James Square
Manchester
M2 6DS
United Kingdom

Independent auditors' report to the members of Brink's Europe Limited

We have audited the financial statements of Brinks Europe Limited for the year ended 31 December 2006 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. 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 auditor's 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 UK Accounting Standards (UK Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities on page 2.

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 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.

Independent auditors' report to the members of Brink's Europe Limited *(continued)*

Opinion

In our opinion

- the financial statements give a true and fair view, in accordance with UK Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2006 and of its profit for the year 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



29/12/08

KPMG LLP
Chartered Accountants
Registered Auditor

Profit and loss account
for the year ended 31 December 2006

	<i>Note</i>	Year ended 31 December 2006 £	Year ended 31 December 2005 £
Turnover	1	227,991	382,874
Administrative expenses		(257,313)	(407,496)
Operating loss from continuing operations		(29,322)	(24,622)
Loss on sale of fixed assets		-	(676)
Other interest receivable and similar income	5	41,053	43,530
Interest payable and similar charges	6	(874)	-
Profit on ordinary activities before taxation	2-6	10,857	18,232
Tax on profit on ordinary activities	7	-	(29,672)
Profit/(loss) for the financial year		10,857	(11,440)

The company had no recognised gains or losses other than the profit for the year. Accordingly, a statement of total recognised gains and losses has not been prepared.

The results disclosed above are prepared on an unmodified historical cost basis.

The above profit for the year has been transferred to reserves.

All of the transactions during the year ended 31 December 2006 and the year ended 31 December 2005 related to continuing activities.

Balance sheet
 at 31 December 2006

	Note	£	2006 £	£	2005 £
Fixed assets					
Tangible assets	8		133		682
Current assets					
Debtors	9	751,370		766,805	
Cash at bank and in hand		103,439		60,214	
		<u>854,809</u>		<u>827,019</u>	
Creditors' amounts falling due within one year	10	(118,434)		(102,050)	
Net current assets			<u>736,375</u>		<u>724,969</u>
Net assets			<u>736,508</u>		<u>725,651</u>
Capital and reserves					
Called up share capital	11		501,000		501,000
Profit and loss account	12		235,508		224,651
Equity shareholder's funds			<u>736,508</u>		<u>725,651</u>

These financial statements were approved by the board of directors on 23 OCT 08 and were signed on its behalf by


Ronald F Rokosz
 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

Under Financial Reporting Standard 1 (Revised) the company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the company in its own published financial statements

As the company is a wholly owned subsidiary of Brink's Security International Inc, the company has taken advantage of the exemption contained in FRS8 and has therefore not disclosed transactions or balances which form part of the group (or investees of the group qualifying as related parties) The consolidated financial statements of The Brink's Company, within which this company is included, can be obtained from the address given in note 13

Fixed assets and depreciation

Depreciation is provided to write off the cost less the estimated residual value of tangible fixed assets by equal instalments over their estimated useful economic lives as follows

Plant and machinery - 3-4 years

Foreign currencies

Transactions denominated in foreign currencies are translated and recorded at the rate of exchange ruling at the date of the transaction, balances payable or receivable at the balance sheet date are translated at the rates of exchange ruling at that date Differences arising are taken to the profit and loss account

Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19

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

Turnover

Turnover represents the amounts (excluding value added tax) derived from the provision of business support services to the company's parent undertaking during the year Turnover is recognised on a cost plus 5% mark up basis at the end of each calendar month

Notes (continued)

2 Profit on ordinary activities before taxation

	Year ended 31 December 2006 £	Year ended 31 December 2005 £
<i>Profit on ordinary activities before taxation is stated after charging</i>		
Auditors' remuneration		
Audit	2,364	2,325
Depreciation and other amounts written off tangible fixed assets	549	4,265
	<u> </u>	<u> </u>

3 Staff numbers and costs

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

	Number of employees Year ended 31 December 2006	Year ended 31 December 2005
Administration	2	2
	<u> </u>	<u> </u>

The aggregate payroll costs of these persons were as follows

	Year ended 31 December 2006 £	Year ended 31 December 2005 £
Wages and salaries	24,476	12,143
Social security costs	114	7,667
	<u> </u>	<u> </u>
	24,590	19,810
	<u> </u>	<u> </u>

4 Remuneration of directors

	Year ended 31 December 2006 £	Year ended 31 December 2005 £
Directors' emoluments	-	5,962
	<u> </u>	<u> </u>

Retirement benefits are accruing to nil directors under a defined benefit scheme (2005 nil)

Notes (continued)

5 Other interest receivable and similar income

	Year ended 31 December 2006 £	Year ended 31 December 2005 £
Receivable from group undertakings	39,637	41,657
Bank interest	1,416	1,873
	<u>41,053</u>	<u>43,530</u>

6 Interest payable and similar charges

	Year ended 31 December 2006 £	Year ended 31 December 2005 £
On bank loans and overdrafts	874	-
	<u>874</u>	<u>-</u>

7 Taxation

Analysis of tax charge in period

	Year ended 31 December 2006 £	Year ended 31 December 2005 £
<i>UK corporation tax</i>		
Current tax on result for the period	-	5,739
Adjustments in respect of prior periods	-	23,933
	<u>-</u>	<u>29,672</u>
Total current tax	-	29,672
Tax on profit on ordinary activities	<u>-</u>	<u>29,672</u>

As at 31 December 2006, the company had a deferred tax asset of £25,478 (2005 £28,930) which has not been recognised

Notes (continued)

7 Taxation (continued)

Factors affecting the nil tax charge for the current period

The current tax charge for the period is lower (2005 higher) than the standard rate of corporation tax in the UK (30%, 2005 30%). The differences are explained below

	Year ended 31 December 2006 £	Year ended 31 December 2005 £
<i>Current tax reconciliation</i>		
Profit on ordinary activities before tax	10,857	18,232
	<hr/>	<hr/>
Current tax at 30% (2005 30%)	3,257	5,469
	<hr/>	<hr/>
<i>Effects of</i>		
Expenses not deductible for corporation tax purposes	195	10,914
Difference between depreciation and capital allowances	(3,452)	(10,644)
Adjustments to tax charge in respect of previous periods	-	23,933
	<hr/>	<hr/>
Total current tax charge (see above)	-	29,672
	<hr/>	<hr/>

8 Tangible fixed assets

	Plant and machinery £
<i>Cost</i>	
At beginning and end of year	210,117
<i>Depreciation</i>	
At 1 January 2006	209,435
Charge for year	549
	<hr/>
At 31 December 2006	209,984
	<hr/>
<i>Net book value</i>	
At 31 December 2006	133
	<hr/>
At 31 December 2005	682
	<hr/>

Notes (continued)

9 Debtors

	31 December 2006 £	31 December 2005 £
Amounts owed by group undertakings	747,521	761,422
Other debtors	330	1,584
Prepayments	3,519	3,799
	<u>751,370</u>	<u>766,805</u>

All debtors fall due within one year

10 Creditors amounts falling due within one year

	31 December 2006 £	31 December 2005 £
Bank loans and overdrafts	-	8,789
Trade creditors	8,763	365
Amounts owed to group undertakings	4,958	18,212
Taxation and social security	61,341	61,341
Accruals and deferred income	43,372	13,343
	<u>118,434</u>	<u>102,050</u>

11 Called up share capital

	31 December 2006 £	31 December 2005 £
<i>Authorised</i> 1,000,000 Ordinary shares of £1 each	<u>1,000,000</u>	<u>1,000,000</u>
<i>Allotted, called up and fully paid</i> 501,000 Ordinary shares of £1 each	<u>501,000</u>	<u>501,000</u>

12 Reconciliation of movements in shareholder's funds

	Called up share capital £	Profit and loss account £	Shareholder's funds £
At 1 January 2006	501,000	224,651	725,651
Profit for the year	-	10,857	10,857
	<u>501,000</u>	<u>235,508</u>	<u>736,508</u>
At 31 December 2006	<u>501,000</u>	<u>235,508</u>	<u>736,508</u>

Notes *(continued)*

13 Ultimate parent company and parent undertaking of the largest group of which the company is a member

The company is a subsidiary undertaking of Brink's Security International Inc which is incorporated in the United States of America. Brink's Security International Inc is the smallest group in which the results of the company are consolidated.

The ultimate parent company is The Brink's Company (previously known as the Pittston Company) which is incorporated in the United States of America.

The largest group in which the results of the company are consolidated is that headed by The Brink's Company (previously known as The Pittston Company). The consolidated accounts of this company are available to the public and may be obtained from 1801 Bayberry Ct, P O Box 18100, Richmond Va, 23226-8100, USA.