

Registered No 4179263

2e2 Networks Limited

Report and Financial Statements

31 December 2011

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COMPANIES HOUSE

2e2 Networks Limited

Registered No 4179263

Directors

T W Burt
M S McVeigh
N P Grossman

Secretary

N P Grossman

Auditors

Ernst & Young LLP
Apex Plaza
Forbury Road
Reading
Berkshire RG1 1YE

Registered Office

The Mansion House
Benham Valence
Speen
Newbury
Berkshire RG20 8LU

Directors' Report

The directors present their annual report on the affairs of the company together with the financial statements and auditors' report.

Principal activities and review of the business

During the period the company has not traded and the directors do not envisage that the company will trade in the foreseeable future

Results and dividends

The directors do not propose a dividend for 2011 (2010 – £nil)

Directors and their interests

The directors who served during the year ended 31 December 2011 were

T W Burt
M S McVeigh
N P Grossman

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

T W Burt, N P Grossman and M S McVeigh are also directors of 2e2 Holdings Limited, the company's ultimate holding company, and their interests in the share capital of that company are disclosed in its financial statements

Directors' qualifying third party indemnity provision

The company has granted an indemnity to one or more of its directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006. Such qualifying third party indemnity provision remains in force as at the date of approving the directors' report.

Going concern

The directors, after making appropriate enquiries, have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. For this reason, the directors continue to adopt the going concern basis in preparing the financial statements


Disclosure of information to the auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the company's auditor, each director has taken all the steps that he/she is obliged to take as a director in order to make himself/herself aware of any relevant audit information and to establish that the auditor is aware of that information.

Auditors

A resolution to reappoint Ernst & Young LLP as auditors will be put to the members at the Annual General Meeting

By order of the Board


T W Burt
Director
30 April 2012

Statement of Directors' Responsibilities

The directors are responsible for preparing the annual 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 the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they 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 are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Independent auditors' report

to the members of 2e2 Networks Limited

We have audited the financial statements of 2e2 Networks Limited for the year ended 31 December 2011 which comprise the Profit and Loss Account, the Balance Sheet and the related note 1 to 9. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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 auditor

As explained more fully in the Directors' Responsibilities Statement on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical (APB's) Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the report and financial statements to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2011 and of its result for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent auditors' report (continued)

to the members of 2e2 Networks Limited

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- Adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- The financial statements are not in agreement with the accounting records and returns, or
- Certain disclosures of directors' remuneration specified by law are not made, or
- We have not received all the information and explanations we require for our audit

Ernst & Young LLP

Kevin Harkin (Senior statutory auditor)

for and on behalf of Ernst & Young LLP, Statutory Auditor

Reading

30 April 2012

Profit and loss account

for the year ended 31 December 2011

The company has not traded during the year or the preceding year. During these years, the company received no income and incurred no expenditure and therefore made neither profit nor loss.

Balance sheet

at 31 December 2011

| | <i>Note</i> | <i>2011</i> £ | <i>2010</i> £ |
|--------------------------------------|-------------|------------------|------------------|
| Current assets | | | |
| Debtors: amounts due within one year | 4 | 1 | 1 |
| Net assets | | <u>1</u> | <u>1</u> |
| Capital and reserves | | | |
| Called up share capital | 5 | 1 | 1 |
| Shareholders' funds | 6 | <u>1</u> | <u>1</u> |

Approved by the Board



T W Burt

Director

30 April 2012

Notes to the financial statements

at 31 December 2011

1. Accounting policies

Basis of preparation

A summary of the principal accounting policies, all of which have been applied consistently throughout the year and the preceding year, are set out below

Basis of accounting

The financial statements are prepared under the historical cost convention and in accordance with applicable United Kingdom accounting standards

Statement of cash flows and related parties

The company is exempt from the requirement of FRS 1 (revised), to prepare a statement of cash flows as it is a wholly owned subsidiary undertaking, and its cash flows are included within the group statement of cash flows of 2e2 Holdings Limited, a company incorporated in the UK. The company has taken advantage of the exemption available under FRS 8 not to disclose transactions with other members of the 2e2 group

2. Directors' emoluments

Directors' remuneration have been borne by fellow group company 2e2 Holdings Limited. It is impractical to apportion directors' salaries to 2e2 Networks Limited. Further details of the director remuneration are disclosed in the financial statements of 2e2 Holdings Limited

3. Taxation on profit on ordinary activities

The company did not have any taxable activities during the year or the preceding year

4. Debtors: amounts falling due within one year

| | 2011 £ | 2010 £ |
|---|-----------|-----------|
| Amounts owed by fellow group undertakings | 1 | 1 |
| | <u>1</u> | <u>1</u> |

5. Authorised and issued share capital

| | 2011 £ | 2010 £ |
|---|---------------|---------------|
| <i>Authorised</i> | | |
| 50,000 ordinary shares of £1 each | 50,000 | 50,000 |
| | <u>50,000</u> | <u>50,000</u> |
| <i>Allotted, called up and fully paid</i> | | |
| 1 ordinary share of £1 each | 1 | 1 |
| | <u>1</u> | <u>1</u> |

Notes to the financial statements

at 31 December 2011

6. Reconciliation of shareholders' funds and movements on reserves

| | <i>Share capital</i> | <i>Profit and loss account</i> | <i>Total</i> |
|-----------------------|--------------------------|--|--------------|
| | £ | £ | £ |
| At 1 January 2011 and | | | |
| 31 December 2011 | 1 | – | 1 |

7. Financial commitments

On 10 October 2008, the Company entered into a cross guarantee in the amount of £165,000,000, in favour of its bankers in respect of the borrowings of the group

Following the acquisition of Morse plc by 2e2 Ltd on 21 June 2010, the company entered into a cross guarantee on 21 June 2010 for the amount of £85,000,000, in favour of certain investors

8. Related party transactions

The company has not disclosed related party transactions with group entities as permitted by the exemption under Financial Reporting Standard No 8

9. Ultimate parent company and controlling party

The immediate parent company of 2e2 Networks Limited is 2e2 Limited, a company incorporated in the United Kingdom. The ultimate holding company and controlling party is 2e2 Holdings Limited, a company incorporated in the United Kingdom.

The smallest undertaking into which the results of the company are consolidated is 2e2 Group Limited, and the largest undertaking into which the results of the company are consolidated is 2e2 Holdings Limited. Copies of financial statements for 2e2 Group Limited can be obtained from the company's registered office at The Mansion House, Benham Valence, Newbury, Berkshire, RG20 8LU.