

Registered no: 04206608

**Infor Global Solutions (Teston) Limited
Annual report
for the year ended 31 May 2009**



Infor Global Solutions (Teston) Limited

Annual report and financial statements for the year ended 31 May 2009

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Infor Global Solutions (Teston) Limited
Registered no: 04206608

Directors and advisers

Directors

J B Kasper
G M Giangiordano
G Czasznicki
G Bisnought
A Oldroyd

Secretary

G M Giangiordano

Independent Registered Auditors

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

Registered Office

The Phoenix Building
Central Boulevard
Blythe Valley Park
Shirley
Solihull
West Midlands
B90 8BG

Infor Global Solutions (Teston) Limited

Registered no: 04206608

Directors' report for the year ended 31 May 2009

The directors present their annual report and the audited financial statements of the company for the year ended 31 May 2009

Principal activities

The principal activity of the company in the year under review was that of software consultancy

Review of business and future developments

License management has been a growth area for the Infor Group, and this is reflected in the increased employee numbers in the company, resulting in higher revenue levels. This has increased the profitability of the company, with the company also benefitting from the Infor Group structure.

The company intends to build on its strong customer base and the breadth of customers available to it in the Infor group, to maximise its revenue. The Infor group of companies is committed to develop the products it owns in order to be extremely competitive.

The directors believe that the company's trading position is good and that the prospects for the future are in line with expectations.

Principal risks and uncertainties

The management of the business and the execution of the company's strategy are subject to a number of risks and uncertainties.

The key financial business risks and uncertainties affecting the company are considered to be competition from a limited number of key international providers of software and credit risk of customers, combined with the general economic environment.

In order to minimise the competition risk the company receives feedback from its customers which it then uses to develop and enhance existing products. In order to minimise credit risk, the company requires appropriate credit checks to be made on potential customers.

Financial risk management

The company makes and receives payments in foreign currencies. The company is part of the overall Infor group Treasury policy and does not use financial instruments for speculative purposes.

Key performance indicators (KPIs)

Given the straightforward nature of the business, the company's directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business.

Results and dividends

The profit after tax for the year ended 31 May 2009 amounted to £911,000 (2008 loss after tax £250,000) which has been transferred to/(from) reserves. The directors do not recommend the payment of a dividend in 2009 (2008 paid a final dividend of £60,000).

Directors

The directors who served the company during the period and up to the date of signing these financial statements are as follows:

G Bisnought

K Deane (resigned 12 January 2009)

G M Giangiordano

J B Kasper

G Czasznicki

A Oldroyd (appointed 12 January 2009)

The company has provided an indemnity for its directors and the secretary, which is a qualifying third party indemnity provision for the purposes of the Companies Act 2006.

Infor Global Solutions (Teston) Limited
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Directors' report for the year ended May 2009 (continued)

Research and development

Research and development costs incurred were £343,000 (2008 £308,000)

Statement of directors' responsibilities

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 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 accounting 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,
- 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 adequate 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.

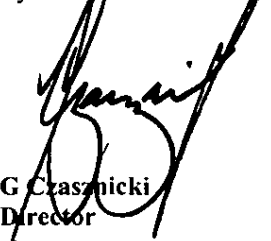
Disclosure of information to auditors

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 are 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 in order to make himself/herself aware of any relevant audit information and to establish that the auditor is aware of that information.

Independent auditors

During the period Jeffrey Crawford & Co resigned as auditors to the company, and the directors appointed Ernst & Young LLP to fill the casual vacancy. Pursuant to section 487 (2) of the Companies Act 2006, the company has elected to dispense with the obligation to appoint auditors annually and as such Ernst & Young LLP will remain in office.

By order of the Board



G Czarnecki
Director

25 February 2010

Independent auditors' report to the members of Infor Global Solutions (Teston) Limited

We have audited the financial statements of Infor Global Solutions (Teston) Limited for the year ended 31 May 2009 which comprise the profit and loss account, the balance sheet and the related notes 1 to 19. 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 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

As explained more fully in the Directors' Responsibilities Statement, 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 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 (APB's) Ethical 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.

Opinion

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 May 2009 and of its profit 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.

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 25/2/10

Nick Powell (Senior Statutory Auditor)
For and on behalf of Ernst & Young LLP, Statutory Auditor
Reading

Infor Global Solutions (Teston) Limited

Profit and loss account for the year ended 31 May 2009

	Note	2009 £'000	2008 £'000
Turnover	2	5,150	1,720
Cost of sales		(335)	(308)
Gross profit		4,815	1,412
Selling and marketing expenses		(1,524)	653
Administrative expenses		(2,425)	(1,040)
Operating profit/(loss)	3	866	(281)
Interest receivable and similar income	6	33	12
Interest payable and similar expense	7	-	(1)
Profit/(loss) on ordinary activities before taxation		899	(270)
Tax credit on profit/(loss) on ordinary activities	9	12	20
Profit/(loss) for the year	17, 18	911	(250)

All activities are derived from continuing operations

The company has no recognised gains and losses other than the profit/(loss) above and therefore no separate statement of total recognised gains and losses has been presented

Infor Global Solutions (Teston) Limited

Balance sheet as at 31 May 2009

	Note	2009 £'000	2008 £'000
Fixed assets			
Intangible fixed assets	10	44	69
Tangible assets	11	207	308
		251	377
Current assets			
Debtors	12	7,130	1,357
Cash at bank and in hand		-	174
		7,130	1,531
Creditors amounts falling due within one year	13	(6,529)	(2,007)
Net current assets/(liabilities)		601	(476)
Total assets less current liabilities		852	(99)
Provisions for liabilities and charges	14	(40)	-
Net assets/(liabilities)		812	(99)
Capital and reserves			
Called up share capital	16	6	6
Reserves	17	806	(105)
Total equity shareholders' funds/(deficit)	18	812	(99)

The financial statements on pages 7 to 16 were approved by the Board of Directors on 25 February 2010 and were signed on its behalf by



C Czeszuta
Director

Infor Global Solutions (Teston) Limited

Notes to the financial statements for the year ended 31 May 2009

1 Accounting policies

Basis of preparation

The financial statements are prepared on a going concern basis, under the historical cost convention and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The principal accounting policies, which have been applied consistently throughout the year, are set out below.

Cash flow statement and related party transactions

The company is a wholly owned subsidiary of Infor Global Solutions Intermediate Holdings Limited and is included in the consolidated financial statements of Infor Global Solutions Intermediate Holdings Limited, which is incorporated in the Cayman Islands and these financial statements are publicly available. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard 1. The company is also exempt under the terms of Financial Reporting Standard 8 from disclosing related party transactions with entities that are part of the Infor Global Solutions Intermediate Holdings Limited group or investees of the Infor Global Solutions Intermediate Holdings Limited group, there are no other related party transactions.

Intangible fixed assets

Intangible fixed assets are stated at historic purchase cost less provision for impairment. Intellectual property is amortised over its estimated useful economic life of 3 years, being the period expected to benefit from the asset. The directors will perform an impairment review when there is an indicator of impairment.

Tangible fixed assets and depreciation

Fixed assets are included in the balance sheet at historical purchase cost less provision for impairment and accumulated depreciation. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use. Depreciation is calculated to write-off the cost of tangible fixed assets, less their residual values, on a straight line basis. Their expected useful lives of the assets to the business are reassessed periodically in the light of experience. The rates of depreciation are as follows:

Leasehold improvements	over the life of the lease
Fixtures and fittings	7 years
Software and computer equipment	3 years

An impairment review is carried out when there is evidence of a triggering event.

Foreign currencies

Monetary assets and liabilities expressed in foreign currencies are translated into sterling at the rate of exchange ruling at the balance sheet date. Transactions denominated in foreign currencies are translated into sterling at the average rate for the month in which the transaction occurred. All gains or losses on translation are taken to the profit and loss account when incurred.

Pension costs

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company. Contributions are charged in the profit and loss account as they become payable in accordance with the rules of the scheme.

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date.

A net deferred tax asset is 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 against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on an undiscounted basis.

Infor Global Solutions (Teston) Limited

Notes to the financial statements for the year ended 31 May 2009 (continued)

1 Accounting policies (continued)

Provisions

A provision is recognised in the balance sheet when the company has a legal or constructive obligation as result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and where appropriate, the risks specific to the liability. A provision for onerous contracts is recognised when the expected benefits to be derived by the company from a contract are lower than the unavoidable cost of meeting its obligations under the contract.

Operating lease agreements

Rentals payable under operating leases are charged in the profit and loss account on a straight line basis over the lease term.

Turnover

The company's products are normally sold as part of a bundled arrangement, which includes software, services, maintenance or support fees and hardware in some instances. Revenue is not recognised unless collection is reasonably assured. The company's assessment of a customer's credit worthiness is a factor in the determination of whether or not collection is probable. If a customer is deemed not to be credit worthy, all revenue under arrangements with that customer is recognised upon receipt of cash.

For software contracts that do not involve significant implementation or customisation essential to the functionality of the company's product, the company recognises revenue on the elements when there is persuasive evidence of an arrangement with customers, with a fixed fee that is collectible, and when delivery has occurred. The total revenues from such contracts are allocated to each element of the arrangement based upon vendor-specific objective evidence (VSOE).

For contracts involving significant implementation or customisation essential to the functionality of the company's product, the license and service revenues are recognised under the percentage-of-completion method using milestones or cost incurred as a measure of progress towards completion. Provisions for estimated contract losses are recognised in the year the loss becomes probable and can be reasonably estimated. Professional services revenue is recognised as such services are performed. Maintenance and support revenues are recognised rateably over the term of the related maintenance agreement, which is normally one year. Hardware revenue is recognised when the product is shipped.

The timing of revenue recognition often differs from contract payment schedules, resulting in (i) revenues that have been earned but not billed and (ii) amounts billed but not yet earned. These amounts are included in unbilled debtors within trade debtors and deferred income respectively.

Research and development expenditure

Research and development expenditure is written off in the profit and loss account in the year in which it is incurred.

Infor Global Solutions (Teston) Limited

Notes to the financial statements for the year ended 31 May 2009 (continued)

2 Turnover

There is only one class of business. The company's turnover originates in the UK. The destination of the company's turnover by geographical region is

	2009	2008
	£'000	£'000
UK and Ireland	327	107
Europe	1,372	273
Americas	2,306	1,088
Asia Pacific	1,145	252
	5,150	1,720

3 Operating profit/(loss)

This is stated after charging

	2009	2008
	£'000	£'000
Auditors' remuneration for audit services	-	3
Research and development expenditure	343	308
Depreciation of owned tangible fixed assets	111	255
Goodwill amortisation	25	6
Foreign exchange losses	65	16
Operating lease rentals - plant and machinery	18	7
- other	67	93
Loss on disposal of fixed assets	-	3

In the current year auditors' remuneration has been borne by Infor Global Solutions (Midlands II) Limited, a fellow group company. It is estimated that an amount of £10,000 relates to this company.

4 Staff costs

	2009	2008
	£'000	£'000
Wages and salaries	1,590	968
Social security costs	126	103
Other pension costs	44	67
	1,760	1,138

The company makes payments to a personal defined contribution pension scheme. The pension cost charge represents the contributions payable by the company. At 31 May 2009 contributions of £nil (2008: £nil) were outstanding.

Infor Global Solutions (Teston) Limited

Notes to the financial statements for the year ended 31 May 2009 (continued)

4 Staff costs (continued)

The monthly average number of employees, including directors, during the year was as follows

	2009	2008
	No.	No
Sales and marketing	46	27
Research and development	8	8
Administration	7	6
	61	41

5 Directors' emoluments

For the current year directors' emoluments have been borne by other group companies within the Infor Global Solutions group, since these directors are either officers or directors of other group companies. The directors' services to the company do not occupy a significant amount of their time. As such the directors do not consider that they have received any remuneration for their incidental services to the company for this period. In 2008 £168,000 was paid to 3 directors.

6 Interest receivable and similar income

	2009	2008
	£'000	£'000
Bank interest	-	12
Intercompany interest (note 12)	33	-
	33	12

7 Interest payable and similar expenses

	2009	2008
	£'000	£'000
Bank interest	-	1

8 Dividends paid

	2009	2008
	£'000	£'000
Final dividend on ordinary shares of £1 (1,000p per share)	-	60

Infor Global Solutions (Teston) Limited

Notes to the financial statements for the year ended 31 May 2009 (continued)

9 Tax credit on profit/(loss) on ordinary activities

(a) Tax credit on profit/(loss) on ordinary activities		2009 £'000	2008 £'000
Current tax			
UK Corporation tax at 28% (2008 29 7%)		-	-
Adjustment in respect of prior years		(12)	-
Deferred tax:			
Deferred tax provision		-	(20)
Adjustment in respect of prior years		-	-
Tax credit on profit/(loss) on ordinary activities		(12)	(20)

(b) Factors affecting the tax charge for the year		2009 £'000	2008 £'000
The tax assessed on the loss on ordinary activities for the year is lower (2008 lower) than the standard rate of corporation tax in the UK of 28% (2008 29 7%) The differences are explained below			
Profit/(loss) on ordinary activities before taxation		899	(270)
Profit/(loss) on ordinary activities multiplied by standard rate of corporation tax in the UK of 28% (2008 29 7%)		252	(80)
Effect of:			
Disallowed expenses		9	3
(Utilisation)/creation of tax losses		-	26
Capital allowances in excess of depreciation		31	51
Group relief received for no charge		(292)	-
Adjustments in respect of prior years		(12)	-
Current tax credit for the year		(12)	-

(c) Deferred tax	Deferred tax asset recognised		Full potential deferred tax asset	
	2009 £000	2008 £000	2009 £000	2008 £000
Taxable losses	-	-	-	24
Capital allowances in excess of depreciation	-	-	54	23
	-	-	54	47
Asset recognised at start of year	-	-		
Deferred tax (debit)/credit in profit and loss account	-	-		
Asset recognised at end of year	-	-		

In accordance with company accounting policy, the directors have not recognised deferred tax assets because it is more likely than not that there will not be sufficient taxable profits, after available group relief, in the foreseeable future, from which the reversal of the underlying timing differences can be deducted

Infor Global Solutions (Teston) Limited

Notes to the financial statements for the year ended 31 May 2009 (continued)

10 Intangible fixed assets

	Goodwill £'000
Cost:	
At 1 June 2008 and 31 May 2009	75
Accumulated depreciation:	
At 1 June 2008	6
Charge for the year	25
At 31 May 2009	31
Net book value:	
At 31 May 2009	44
At 31 May 2008	69

The goodwill arose on the purchase of some trade and net assets of Entropy Limited in January 2008

11 Tangible fixed assets

	Leasehold improvements £'000	Fixtures & fittings £'000	Software & computer equipment £'000	Total £'000
Cost:				
At 1 June 2008	1	36	637	674
Additions	-	-	10	10
Disposals	-	(4)	(31)	(35)
At 31 May 2009	1	32	616	649
Accumulated depreciation:				
At 1 June 2008	-	4	362	366
Provided during the year	1	6	104	111
On disposals	-	(4)	(31)	(35)
At 31 May 2009	1	6	435	442
Net book value:				
At 31 May 2009	-	26	181	207
At 31 May 2008	1	32	275	308

Infor Global Solutions (Teston) Limited

Notes to the financial statements for the year ended 31 May 2009 (continued)

12 Debtors

	2009 £'000	2008 £'000
Amounts owed by group undertakings	7,055	1,331
Prepayments and accrued income	56	26
Corporation tax recoverable	19	-
	7,130	1,357

Amounts owed by group undertakings are unsecured, interest free and are repayable on demand, apart from an amount of US\$143,000 (£90,000) at 31 May 2009 (2008 US\$139,000/£70,000) which is unsecured, incurs interest at the US Federal Reserve Federal Funds rate plus 2% and are repayable on demand

13 Creditors: amounts falling due within one year

	2009 £'000	2008 £'000
Trade creditors	42	43
Amounts owed to group undertakings	6,405	1,818
Accruals and deferred income	82	146
	6,529	2,007

Amounts owed by group undertakings are unsecured, interest free and are repayable on demand

14 Provisions for liabilities and charges

	Property provision £'000
At 1 June 2008	-
Additions in the year	40
At 31 May 2009	40

The property provision is for occupied, unoccupied and tenanted leased premises. The provision includes dilapidations, residual lease commitments and other future costs as appropriate.

The dilapidations provision has been calculated based on estimated costs to date. The provision will be utilised in meeting obligations prior to the lease expiry date, which falls in financial year 2010.

15 Commitments under operating leases

At 31 May 2009 the company had annual commitments under non-cancellable operating leases as set out below:

	Other £'000	2009 Land and buildings £'000	Other £'000	2008 Land and buildings £'000
Operating leases which expire				
Within one year	6	12	7	-
Between 1 and 2 years	-	-	-	93
In two to five years	2	-	-	-
	8	12	7	93

Infor Global Solutions (Teston) Limited

Notes to the financial statements for the year ended 31 May 2009 (continued)

16 Called up share capital

Authorised share capital:

	2009 £'000	2008 £'000
10,000 Ordinary shares of £1 00 each	10	10

Allotted, called up and fully paid:

	No.	2009 £'000	No.	2008 £'000
Ordinary shares fully paid of £1 00 each	6,001	6	6,001	6

17 Reserves

	Capital redemption reserve £'000	Profit and loss account £'000	Total 31 May 2008 £'000
At 1 June 2008	2	(107)	(105)
Profit for the financial year	-	911	911
At 31 May 2009	2	804	806

18 Reconciliation of movements in equity shareholders' funds/(deficit)

	2009 £'000	2008 £'000
Profit/(loss) for the financial year	911	(250)
Dividend paid	-	(60)
Net increase/(decrease) in equity shareholder's funds	911	(310)
Opening equity shareholders' (deficit)/funds	(99)	211
Closing equity shareholders' funds/(deficit)	812	(99)

19 Ultimate parent company

The immediate parent is Infor Global Solutions (Teston II) Limited, a company incorporated in England and Wales. The ultimate parent undertaking is Golden Gate Capital a private equity firm based in the United States of America.

The ultimate controlling party is Infor Global Solutions Intermediate Holdings Limited, a company incorporated in the Cayman Islands. This is the parent undertaking of the largest and smallest group to consolidate these financial statements. These financial statements are publicly available from its registered office at M&C Corporate Services Limited, PO Box 309 GT, Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands.