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**PHONES INTERNATIONAL GROUP
HOLDINGS LIMITED**

FINANCIAL STATEMENTS

FOR THE YEAR ENDED

30 APRIL 2010

Company no 04419913

PHONES INTERNATIONAL GROUP HOLDINGS LIMITED

COMPANY INFORMATION

FOR THE YEAR ENDED 30 APRIL 2010

Company Number	04419913
Registered Office	Network House Third Avenue Globe Park Marlow Buckinghamshire SL7 1LY
Directors	P Jones S Vincent G McPherson
Secretary	J Holdgate
Bankers	Barclays Bank Plc Thames Valley Corporate Banking Centre PO Box 2481 Reading Berkshire RG1 1AX
Solicitors	Osborne Clarke 2 Temple Back East Temple Quay Bristol Avon BS1 6EG
Auditor	Grant Thornton UK LLP Statutory Auditors Chartered Accountants Churchill House Chalvey Road East Slough Berkshire SL1 2LS

PHONES INTERNATIONAL GROUP HOLDINGS LIMITED

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FOR THE YEAR ENDED 30 APRIL 2010

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PHONES INTERNATIONAL GROUP HOLDINGS LIMITED

REPORT OF THE DIRECTORS

FOR THE YEAR ENDED 30 APRIL 2010

The directors present their report together with the financial statements for the year ended 30 April 2010

Principal activities

The company is a holding company and does not trade with third parties

Post balance sheet events

On 5 July 2010 the entire issued share capital of the company was acquired by PDJ (Shelf 4) Limited. From this date PDJ (Shelf 4) Limited became the immediate and ultimate parent company.

Directors

The present membership of the board is set out below. All directors served throughout the year.

P Jones
S Vincent
G McPherson

No director had during the year a material interest in any contract which was significant in relation to the company's business.

Results and dividends

The directors paid a dividend during the year of £3,000,000 (2009: £nil).

Directors' responsibilities statement

The directors are responsible for preparing the report of the directors 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 financial statements in accordance with United Kingdom Accounting Standards (United Kingdom 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 year. 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 adequate accounting records that 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.

In so far as the directors are aware:

- there is no relevant audit information of which the company's auditor is unaware, and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

PHONES INTERNATIONAL GROUP HOLDINGS LIMITED

REPORT OF THE DIRECTORS

FOR THE YEAR ENDED 30 APRIL 2010

Auditor

Grant Thornton UK LLP, having expressed their willingness to continue in office, will be deemed reappointed for the next financial year in accordance with Section 487(2) of the Companies Act 2006 unless the company receives notice under Section 488(1) of the Companies Act 2006

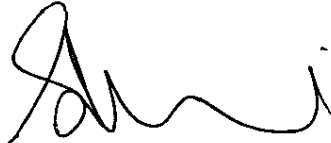
On behalf of the Board



P Jones
Director

13/12/2010

Company registration number 04419913



S Vincent
Director

01/12/2010

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PHONES INTERNATIONAL GROUP HOLDINGS LIMITED

We have audited the financial statements of Phones International Group Holdings Limited for the year ended 30 April 2010 which comprise the principal accounting policies, the profit and loss account, the balance sheet and the related notes. 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 set out on page 1, 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

A description of the scope of an audit of financial statements is provided on the APB's website at www.frc.org.uk/apb/scope/UKNP.

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 30 April 2010 and of the company's 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 report of the directors for the financial year for which the financial statements are prepared is consistent with the financial statements.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PHONES INTERNATIONAL GROUP HOLDINGS LIMITED (CONTINUED)

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

Grant Thornton UK LLP

Paul Creasey
Senior Statutory Auditor
for and on behalf of Grant Thornton UK LLP,
Statutory Auditor, Chartered Accountants
Slough
Date *22 December 2010*

PHONES INTERNATIONAL GROUP HOLDINGS LIMITED

PRINCIPAL ACCOUNTING POLICIES

FOR THE YEAR ENDED 30 APRIL 2010

Basis of preparation

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

The principal accounting policies of the company are set out below. The policies have remained unchanged from the previous year. The directors have reviewed the principal accounting policies and consider them to be appropriate to the company.

Going concern

The Directors have reviewed the Company's business plan and forecasts for the period to November 2011. As a result, the Directors believe that the Company has adequate resources to continue operations for the foreseeable future. Accordingly, we continue to adopt the going concern basis in preparing the Financial Statements.

Deferred tax

Deferred tax is recognised on all timing differences where the transactions or events that give the company an obligation to pay more tax in the future, or a right to pay less tax in the future, have occurred by the balance sheet date. Deferred tax assets are recognised when it is more likely than not that they will be recovered. Deferred tax is measured on an undiscounted basis using rates of tax that have been enacted or substantively enacted by the balance sheet date.

Financial instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities.

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the balance sheet. Finance costs and gains or losses relating to financial liabilities are included in the profit and loss account. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability, then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity.

Investment

Fixed asset investments are stated at cost less provision for diminution in value.

PHONES INTERNATIONAL GROUP HOLDINGS LIMITED

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 30 APRIL 2010

	Note	2010 £	2009 £
Investment income		3,000,000	-
Administrative expenses		(38)	(9)
Profit/(loss) on ordinary activities before taxation		2,999,962	(9)
Tax on profit/(loss) on ordinary activities	1	-	-
Profit/(loss) retained and transferred to reserves	6	2,999,962	(9)

All of the activities of the company are classed as continuing

There were no other recognised gains or losses other than the profit for the financial year

The accompanying accounting policies and notes form an integral part of these financial statements

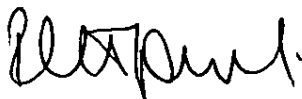
PHONES INTERNATIONAL GROUP HOLDINGS LIMITED

BALANCE SHEET

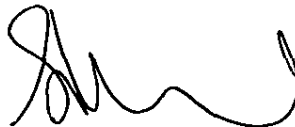
AT 30 APRIL 2010

	Note	2010 £	2010 £	2009 £	2009 £
Fixed assets					
Investments	2		7,842,581		7,842,581
Current assets					
Debtors	3	-		2,227,226	
Cash at bank and in hand		<u>72</u>		<u>-</u>	
		72		2,227,226	
Creditors' amounts falling due within one year	4	<u>(2,741,794)</u>		<u>(4,968,910)</u>	
Net current liabilities			<u>(2,741,722)</u>		<u>(2,741,684)</u>
Net assets			<u>5,100,859</u>		<u>5,100,897</u>
Capital and reserves					
Called up share capital	5		15,255		15,255
Share premium	6		4,634,254		4,634,254
Capital redemption reserve	6		5,000		5,000
Profit and loss account	6		<u>446,350</u>		<u>446,388</u>
Shareholders' funds	7		<u>5,100,859</u>		<u>5,100,897</u>

The financial statements were approved by the Board of Directors and authorised for issue on 13/12/2010 and are signed on their behalf by



P Jones
Director



S Vincent
Director

The accompanying accounting policies and notes form an integral part of these financial statements

PHONES INTERNATIONAL GROUP HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 APRIL 2010

1 TAX ON PROFIT/(LOSS) ON ORDINARY ACTIVITIES

There was no tax charge for the year (2009 £nil)

Factors affecting tax charge for the year

The tax assessed for the year is lower than the standard rate of corporation tax of 28% (2009 28%)

The differences are explained as follows

	2010 £	2009 £
Profit/(loss) on ordinary activities before tax	<u>2,999,962</u>	<u>(9)</u>
Profit/(loss) on ordinary activities multiplied by standard rate of corporation tax of 28% (2009 28%)	839,989	(3)
Effect of Income not subject to tax	(840,000)	-
Group relief	<u>11</u>	<u>3</u>
Current tax charge	<u>-</u>	<u>-</u>

2 FIXED ASSETS INVESTMENTS

	Shares in company undertakings £
At 1 May 2009 and at 30 April 2010	<u>7,842,581</u>

At 30 April 2010 the company held more than 10% of the equity of the following companies

	Country of incorporation	Issued ordinary share capital	Percentage owned
Phones International Group Limited	England & Wales	£3,000,000	100%
Data Select Limited*	England & Wales	£2	100%
Newmediacom Limited*	England & Wales	£1,000	100%
Virtual Phone Shop Limited*	England & Wales	£1	100%

* By virtue of shareholding in Phones International Group Limited

The above companies are engaged in the sale and distribution of wireless technology products, web site design and hosting solutions and fulfilment services

PHONES INTERNATIONAL GROUP HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 APRIL 2010

3 DEBTORS

	2010 £	2009 £
Amounts owed by group undertakings	-	2,227,226

4 CREDITORS. AMOUNTS FALLING DUE WITHIN ONE YEAR

	2010 £	2009 £
Amounts owed to group undertakings	2,741,794	4,968,910

5 SHARE CAPITAL

	2010 £	2009 £
Authorised 231,244 10p ordinary shares	23,124	23,124
Allotted, called up and fully paid 152,553 10p ordinary shares	15,255	15,255

6 RESERVES

	Share premium £	Capital redemption reserve £	Profit and loss account £
At 1 May 2009	4,634,254	5,000	446,388
Retained profit for the year			2,999,962
Dividends paid	-	-	(3,000,000)
At 30 April 2010	4,634,254	5,000	446,350

7 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2010 £	2009 £
Profit/(loss) for the financial year	2,999,962	(9)
Dividends paid	(3,000,000)	-
Shareholders' funds at 1 May 2009	5,100,897	5,100,906
Shareholders' funds at 30 April 2010	5,100,859	5,100,897

8 DIVIDEND

The company paid a dividend in the year of £3,000,000 (2009 £nil)

PHONES INTERNATIONAL GROUP HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 APRIL 2010

9 CAPITAL COMMITMENTS

The company had no capital commitments at 30 April 2010 or 30 April 2009

10 CONTINGENT LIABILITIES

There is a company banking arrangement for the companies Phones International Group Holdings Limited, Phones International Group Limited, Data Select Network Solutions Limited (formerly Oval (2074) Limited) and Data Select Limited supported by an inter-company cross guarantee. The company has a contingent liability of £nil (2009 £nil) in respect of this arrangement.

The company is also party to a cross guarantee in respect of the Barclays Bank Plc loan facility taken out by the ultimate parent undertaking Data Select Network Solutions Limited (formerly Oval (2074) Limited). There is a cross guarantee between Data Select Network Solutions Limited (formerly Oval (2074) Limited), Phones International Group Holdings Limited, Phones International Group Limited and Data Select Limited. At the year end the company had a contingent liability of £8,000,000 (2009 £16,000,000) in respect of this cross guarantee. The company was released from this cross guarantee when the loan was repaid in July 2010.

There were no other contingent liabilities in the company at 30 April 2010 or 30 April 2009.

11 ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The directors consider the ultimate parent undertaking of this company is Data Select Network Solutions Limited (formerly Oval (2074) Limited), which is registered in England and Wales.

The largest company of undertakings for which company financial statements have been drawn up is that headed by Data Select Network Solutions Limited (formerly Oval (2074) Limited).

The ultimate controlling related party of the company is P Jones as a result of being the sole shareholder in the parent company, Data Select Network Solutions Limited (formerly Oval (2074) Limited) up to 5 July 2010, and being the sole shareholder in PDJ (Shelf 4) Limited following its acquisition of Phones International Group Holdings Limited on that date.

12 TRANSACTIONS WITH RELATED PARTIES

As a wholly owned subsidiary of Data Select Network Solutions Limited, the company is exempt from the requirements of Financial Reporting Standard No 8 'Related Party Disclosures' to disclose transactions with other members of the company.