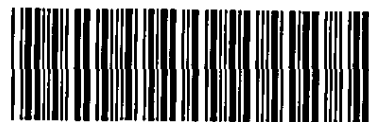


Oxford Conversis Limited

REPORT AND FINANCIAL STATEMENTS

31 December 2008

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COMPANIES HOUSE

Company Registration No. 4580340

Oxford Conversis Limited

DIRECTORS, OFFICERS AND ADVISORS

DIRECTORS

AM Muddyman
GJ Muddyman
WF Muddyman
KA Pfetzer
DE Shrimpton

SECRETARY

JP Larbey

REGISTERED OFFICE

Howard House
70 Baker Street
Weybridge
Surrey
KT13 8AL

AUDITOR

Baker Tilly UK Audit LLP
Chartered Accountants
Lancaster House
7 Elmfield Road
Bromley
Kent BR1 1LT

Oxford Conversis Limited

DIRECTORS' REPORT

The directors submit their report and the financial statements of Oxford Conversis Limited for the year ended 31 December 2008.

PRINCIPAL ACTIVITIES

The principal activity of the company during the year was the provision of localisation and translation services.

REVIEW OF THE BUSINESS

The results for the year are shown in the profit and loss account on page 5.

The directors are unable to recommend the payment of an ordinary dividend for the year.

During the year the company made charitable donations of £ NIL (2007 - £3,300)

DIRECTORS

The directors, all of whom have held office since 1 January 2008, are:

AM Muddyman
GJ Muddyman
WF Muddyman
KA Pfetzer
DE Shrimpton

STATEMENT AS TO DISCLOSURE OF INFORMATION TO THE COMPANY'S AUDITOR

The directors who were in office on the date of approval of these financial statements have confirmed, as far as they are aware, that there is no relevant audit information of which the auditor is unaware. Each of the directors has confirmed that they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that it has been communicated to the auditors.

AUDITOR

The auditor, Baker Tilly UK Audit LLP, Chartered Accountants, has indicated its willingness to continue in office.

SMALL COMPANIES EXEMPTIONS

Advantage has been taken in the preparation of this report of the special provisions of Part VII of the Companies Act 1985 relating to small entities.

By order of the board



JP Larbey
Company Secretary

Oxford Conversis Limited

DIRECTORS' RESPONSIBILITIES IN THE PREPARATION OF FINANCIAL STATEMENTS

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). 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 those financial statements, the directors are required to:

- a. select suitable accounting policies and then apply them consistently;
- b. make judgements and estimates that are reasonable and prudent; and
- c. 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 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 requirements of the Companies Act 1985. 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 AUDITOR'S REPORT TO THE MEMBERS OF OXFORD CONVERSIS LIMITED

We have audited the financial statements on pages 5 to 13.

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 auditor

The directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

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.

Opinion

In our opinion

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs at 31 December 2008 and of its loss for the year then ended and 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.

Baker Tilly UK Audit LLP

BAKER TILLY UK AUDIT LLP

Registered Auditor

Chartered Accountants

Lancaster House

7 Elmfield Road

Bromley

Kent BR1 1LT

28 October 2009

Oxford Conversis Limited

PROFIT AND LOSS ACCOUNT

for the year ended 31 December 2008

	Notes	Year 2008 £	Year 2007 £
TURNOVER	1	1,501,731	1,548,556
Cost of sales		(831,267)	(887,953)
Gross profit		<u>670,464</u>	<u>660,603</u>
Other operating expenses (net)	2	(613,184)	(757,910)
OPERATING PROFIT/(LOSS)		<u>57,280</u>	<u>(97,307)</u>
Investment income	3	1,463	4,667
Interest payable	4	(88,216)	(87,975)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION	5	<u>(29,473)</u>	<u>(180,615)</u>
Taxation	7	-	-
LOSS ON ORDINARY ACTIVITIES AFTER TAXATION	13	<u>(29,473)</u>	<u>(180,615)</u>

The operating profit/(loss) for the year arises from the company's continuing operations.

No separate Statement of Total Recognised Gains and Losses has been presented as all such gains and losses have been dealt with in the Profit and Loss Account.

Oxford Conversis Limited


BALANCE SHEET

31 December 2008

	Notes	2008 £	2007 £
FIXED ASSETS			
Tangible assets	8	13,264	17,053
CURRENT ASSETS			
Debtors	9	201,084	488,887
Cash at bank and in hand		214,535	223,059
		415,619	711,946
CREDITORS: Amounts falling due within one year	10	(340,984)	(705,525)
NET CURRENT ASSETS		74,635	6,421
TOTAL ASSETS LESS CURRENT LIABILITIES		87,899	23,474
CREDITORS: Amounts falling due after more than one year	11	(1,404,467)	(1,298,569)
		(1,316,568)	(1,275,095)
CAPITAL AND RESERVES			
Called up share capital	12	300,000	300,000
Profit and loss account	13	(1,616,568)	(1,575,095)
SHAREHOLDERS' DEBT		(1,316,568)	(1,275,095)
Total shareholders' funds may be analysed as follows:	14		
Equity interests		(1,516,568)	(1,475,095)
Non equity interests		200,000	200,000
		(1,316,568)	(1,275,095)

The financial statements are prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

The financial statements on pages 5 to 13 were approved by the board and authorised for issue on ~~22 October 09~~ and signed on its behalf by:


Director

Oxford Conversis Limited

ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The financial statements have been prepared under the historical cost convention.

GOING CONCERN

The financial statements have been prepared on the going concern basis since Ruxley Holdings Limited has confirmed that it intends to provide sufficient funds to enable the company to meet its working capital requirements for the next 12 months.

TANGIBLE FIXED ASSETS

Fixed assets are stated at historical cost.

Depreciation is provided on all tangible fixed assets other than freehold land and investment properties at rates calculated to write each asset down to its estimated residual value evenly over its expected useful life, as follows:-

Computer equipment	3 years
Fixtures, fittings and equipment	5 years

FOREIGN CURRENCIES

Assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to the profit and loss account.

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. 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 tax assessments in periods different from those in which they are recognised in the financial statements.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantially enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

LEASED ASSETS AND OBLIGATIONS

All leases are "operating leases" and the annual rentals are charged to profit and loss on a straight line basis over the lease term.

DEFINED CONTRIBUTION PENSION SCHEME

Contributions are charged to the profit and loss account as they become payable in accordance with the rules of the scheme.

TURNOVER

Turnover represents the invoiced value, net of Value Added Tax, of goods sold and services provided to customers, and is recognised on completion of services provided.

Oxford Conversis Limited
NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31 December 2008

1	TURNOVER	2008 £	2007 £
	Percentage of turnover relating to non-UK markets	27%	47%
		<hr/>	<hr/>
2	OTHER OPERATING EXPENSES (NET)	2008 £	2007 £
	Administration expenses	613,184	757,910
		<hr/>	<hr/>
3	INVESTMENT INCOME	2008 £	2007 £
	Bank interest receivable	1,463	4,667
		<hr/>	<hr/>
4	INTEREST PAYABLE	2008 £	2007 £
	Loan interest payable to parent undertaking	88,216	87,975
		<hr/>	<hr/>
5	LOSS ON ORDINARY ACTIVITIES	2008 £	2007 £
	Loss on ordinary activities before taxation is stated after charging:		
	Depreciation and amounts written off tangible fixed assets:		
	Charge for the year - owned assets	9,877	10,855
	Exchange gains	(30,253)	(298)
	Operating lease rentals:		
	Plant and machinery	22,764	18,387
	Land and buildings	27,660	29,317
	Auditors' remuneration	9,400	9,400
		<hr/>	<hr/>

Oxford Conversis Limited
NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31 December 2008

6	DIRECTORS' REMUNERATION	2008	2007
		£	£
	Directors' emoluments (including pension contribution)	165,977	162,190
		<hr/>	<hr/>
		Number	Number
	The number of directors to whom relevant benefits are accruing under:		
	Defined contribution schemes	2	2
		<hr/>	<hr/>
7	TAXATION	2008	2007
		£	£
	Tax on profit on ordinary activities	-	-
		<hr/>	<hr/>
	Factors affecting tax charge for period:	2008	2007
		£	£
	The tax assessed for the period is higher than the standard rate of corporation tax in the UK (28.5%). The differences are explained below:		
	Loss on ordinary activities before tax	(29,473)	(180,615)
		<hr/>	<hr/>
	Loss on ordinary activities multiplied by standard rate of corporation tax in the UK 28.5% (2007: 30%)	(8,400)	(54,184)
	Effects of:		
	Expenses not deductible for tax purposes	5,384	2,589
	Depreciation in excess of capital allowances	2,815	3,256
	Unrelieved tax losses and other deductions arising in the period	201	48,339
		<hr/>	<hr/>
	Tax charge for period	-	-
		<hr/>	<hr/>

The company has tax losses amounting to £1.28m (2007: £1.27m) available to carry forward and set against future trading profits. The accounts have been prepared on the basis that, where tax losses brought forward may be relieved against the profits of previous, current and future periods, a deferred tax asset arises. The directors have concluded that the company is unlikely to produce sufficient profits in the foreseeable future to utilise the available losses and, accordingly, it is not appropriate to carry forward a deferred tax asset. Unrecognised tax assets @ 28% of losses carried forward would amount to £379,709 (2007: £381,000) if recognised.

Oxford Conversis Limited
NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31 December 2008

8 TANGIBLE FIXED ASSETS

	Fixtures, fittings and equipment £	Computer equipment £	Total £
Cost			
1 January 2008	17,534	76,216	93,750
Additions	4,186	1,902	6,088
Disposals	-	(39,773)	(39,773)
31 December 2008	21,720	38,345	60,065
Depreciation			
1 January 2008	15,268	61,429	76,697
Charged in the year	1,640	8,237	9,877
Released on disposal	-	(39,773)	(39,773)
31 December 2008	16,908	29,893	46,801
Net book value			
31 December 2008	4,812	8,452	13,264
31 December 2007	2,266	14,787	17,053

9 DEBTORS

	2008 £	2007 £
Due within one year:		
Trade debtors	114,446	351,610
Prepayments and accrued income	86,638	137,277
	201,084	488,887

10 CREDITORS: Amounts falling due within one year

	2008 £	2007 £
Bank loans and overdrafts	-	245,827
Trade creditors	104,805	156,471
Other taxation and social security	42,793	35,683
Arrears of fixed cumulative dividends	72,000	60,000
Accruals	121,386	207,544
	340,984	705,525

Arrears of fixed cumulative dividends relate to the current and preceding periods.

Oxford Conversis Limited

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2008

11	CREDITORS: Amounts falling due in more than one year	2008 £	2007 £
	Amounts due to parent undertaking	1,404,467	1,298,569

Interest on the loan from the parent undertaking is chargeable at 10%. There is no fixed date for repayment.

The loan is secured by a fixed and floating charge over the assets of the company.

12	SHARE CAPITAL	2008 £	2007 £
	Authorised:		
	50,000 ordinary shares of £1 each	50,000	50,000
	50,000 convertible shares of £1 each	50,000	50,000
	200,000 redeemable preference shares of £1 each	200,000	200,000
		<u>300,000</u>	<u>300,000</u>
	Allotted, issued and fully paid:		
	50,000 ordinary shares of £1 each	50,000	50,000
	50,000 convertible shares of £1 each	50,000	50,000
	200,000 redeemable preference shares of £1 each	200,000	200,000
		<u>300,000</u>	<u>300,000</u>

The convertible shares rank equally with the ordinary shares. When the company achieves a profit before corporation tax and exceptional items for two successive quarters, 28,571 convertible shares will be converted to deferred shares.

Deferred shares have no right to a dividend or to vote at a general meeting.

Redeemable preference shares have a right to a fixed cumulative preferential dividend at a rate of 6% gross per annum payable half yearly in arrears. Redeemable preference shares have no right to vote at a general meeting and can be redeemed by the company upon giving the preference shareholders 60 days notice. Although the company is unable to make a distribution in the current year, accrued preference dividends have been charged to the profit and loss account.

On a winding up, the available assets of the company would be applied in the following order of priority; payment to the holders of preference shares; accrued unpaid preference dividends together with the nominal value plus any premium paid on the preference shares; payment to the holders of ordinary convertible and deferred shares; the nominal value of the shares pro rata to the nominal value paid up; payment of any remaining assets to the holders of ordinary shares pro rata to the nominal value paid up.

Oxford Conversis Limited

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2008

13	PROFIT AND LOSS ACCOUNT	2008 £	2007 £
	1 January 2008	(1,575,095)	(1,382,480)
	Loss for the financial period	(29,473)	(180,615)
	Accrued preference dividends	(12,000)	(12,000)
	31 December 2008	<u>(1,616,568)</u>	<u>(1,575,095)</u>
14	RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' DEBT	2008 £	2007 £
	Opening shareholders' debt	(1,275,095)	(1,082,480)
	Loss for the financial period	(29,473)	(180,615)
	Accrued preference dividends	(12,000)	(12,000)
	Closing shareholders' debt	<u>(1,316,568)</u>	<u>(1,275,095)</u>
15	COMMITMENTS UNDER OPERATING LEASES		
	At 31 December 2008 the company had annual commitments under non-cancellable operating leases as follows:		
		2008 £	2007 £
	Land and buildings		
	expiring in the second to fifth year	26,234	26,264
	Other		
	expiring in the second to fifth year	18,385	24,218
		<u>44,619</u>	<u>50,482</u>
16	PENSION COMMITMENTS		
	The company operates a defined contribution scheme. The pension cost charge represents contributions payable to the scheme and amounted to £17,449 (2007: £13,317). No contributions were owed to the scheme at the year end (2007: £Nil).		
17	CONTINGENT LIABILITIES		
	The company is included in a group registration for VAT purposes and is therefore jointly and severally liable for all other group companies' unpaid debts in this connection. At 31 December 2008, the other companies' VAT balances resulted in a net asset of £14,044.		
18	RELATED PARTY TRANSACTIONS		
	At the end of the year the company owed £1,404,467 (2007: £1,298,569) to its parent company, Ruxley Holdings Limited. The company was charged £88,216 (2007: £87,975) relating to interest during the year. In addition Ruxley Holdings Limited charged the company £54,000 (2007: £48,000) relating to management charges.		
	During the year the company provided translation services to its parent company Ruxley Holdings Limited totalling £3,533 (2007: £1,940).		

Oxford Conversis Limited
NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31 December 2008

19 ULTIMATE PARENT UNDERTAKING

The ultimate parent undertaking is Ruxley Holdings Limited, incorporated in England.