

Eclipse Acquisitions Limited

Company Registration No 04996826 (England and Wales)

Directors' report and financial statements

For the year ended 31 March 2006



Eclipse Acquisitions Limited

COMPANY INFORMATION

Directors	J E Dedman K Tozzi (Appointed 10 August 2006)
Secretary	RA Sowerby (Appointed 14 February 2006)
Company	4996826
Registered office	Medcalfe Way Bridge Street Chatters Cambridgeshire PE16 6QZ
Auditors	PricewaterhouseCoopers LLP

Eclipse Acquisitions Limited

CONTENTS

	Page
Directors' report	1
Auditors' Report	3
Profit and loss account	4
Balance sheet	5
Notes to the financial statements	6

Eclipse Acquisitions Limited

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 MARCH 2006

The directors present their report and financial statements for the year ended 31 March 2006

Principal activities and review of the business

The company's principal activity is that of a holding company

The profit and loss account for the year is set out on page 4 The directors do not propose a dividend for 2006

Financial risk management

Financial risk management, including the use of financial instruments and the related currency, liquidity, credit and interest rate risks, is dealt with by a fellow subsidiary, Eclipse Scientific Limited, under the direction of the Board

Directors

The directors set out below have held office during the whole of the year ended 31 March 2006 to the date of this report unless otherwise stated

J E Dedman

K Tozzi (Appointed 10 August 2006)

Directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year which 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

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company and group 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 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

Eclipse Acquisitions Limited

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 MARCH 2006

Provision of information to auditors

Each of the directors have confirmed that there is no relevant audit information of which the company's auditors are unaware, and that they have taken all the steps (such as making enquiries of other directors and the auditors and any other steps required by the director's duty to exercise due care, skill and diligence) that they ought to have taken in their duty as a director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information

Approved by the board on
and signed on its behalf by

10/05 2007



RA Sowerby
Company Secretary

Eclipse Acquisitions Limited

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ECLIPSE ACQUISITIONS LIMITED

We have audited the financial statements of Eclipse Acquisitions Limited for the year ended 31 March 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.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing 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). This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 judgments 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 as at 31 March 2006 and of its result 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.

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

Chartered Accountants and Registered Auditors
Cambridge

5 June 2007

Eclipse Acquisitions Limited

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2006

	Notes	2006 £	2005 £
Administration expenses		(81,434)	(84,915)
Operating loss	2	(81,434)	(84,915)
Interest receivable and similar income		81,434	84,915
Profit on ordinary activities before taxation		-	-
Tax on profit on ordinary activities	4	-	-
Retained profit for the year		-	-

All of the results above arise from continuing activities

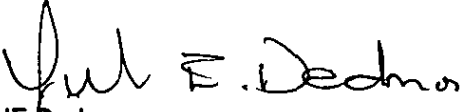
The company has no recognised gains and losses other than those included in the results above and therefore no separate statement of total recognised gains and losses has been presented

Eclipse Acquisitions Limited

BALANCE SHEET AS AT 31 MARCH

	Notes	2006 £	2005 £
Fixed assets			
Investments	5	14,596,111	4,632,362
Current assets			
Debtors	6	149,404	636,884
Cash at bank and in hand		680,458	3,281,206
		<u>829,862</u>	<u>3,918,090</u>
Creditors: amounts falling due within one year	7	(1,843,375)	(561,464)
Net current (liabilities)/assets		<u>(1,013,513)</u>	<u>3,356,626</u>
Total assets less current liabilities		13,582,598	7,988,988
Creditors: amounts falling due after more than one year	8	(13,582,596)	(7,988,986)
Net assets		<u>2</u>	<u>2</u>
Capital and reserves			
Called up share capital	9	2	2
Profit and loss account	10	-	-
Shareholders' funds	11	<u>2</u>	<u>2</u>

The financial statements on pages 4 to 9 were approved by the board of directors on 10 May 2007 and were signed on its behalf by


JE Dedman
Director

Eclipse Acquisitions Limited

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2006

1 Accounting policies

The financial statements have been prepared in accordance with the Companies Act 1985 and applicable Accounting Standards in the United Kingdom. A summary of the more important accounting policies, which have been applied consistently, is set out below.

1.1 Accounting convention

The financial statements are prepared under the historical cost convention.

1.2 Cash flow

The financial statements do not include a cash flow statement on the basis that group accounts are prepared by the company's ultimate parent company.

1.3 Deferred taxation

Deferred tax is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. Deferred tax assets are recognised only to the extent that they are considered recoverable in the future. The deferred tax balance has not been discounted.

1.4 Investments

Fixed asset investments are stated at cost less provision for diminution in value. Cost includes contingent consideration to the extent that it is deemed probable that such consideration will become payable.

1.5 Going concern

At 31 March 2006 the company's current liabilities exceeded its current assets by £1,013,153. The financial statements have been prepared on a going concern basis which assumes that the company will continue in operational existence for the foreseeable future. The validity of this assumption depends on Inspicio plc continuing its support by providing adequate financing facilities. The company has received a letter from Inspicio plc confirming this support.

2 Operating profit

	2006 £	2005 £
Operating profit is stated after charging/(crediting)		
Pension costs	20,664	-

The company's auditors were remunerated by other group companies without specific recharge.

3 Payroll costs

	2006 £	2005 £
Wages and salaries	-	77,432
National insurance	-	9,755
Pensions costs	20,664	-
	<u>20,664</u>	<u>87,187</u>

During the year no director received any emoluments (2005: £nil) in respect of services to the company. The company had five employees (2005: 3) engaged in the management of the company whose costs were borne by other group companies without specific recharge.

Eclipse Acquisitions Limited

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2006

4 Taxation on profit on ordinary activities

(a) Analysis of charge in period

	2006 £	2005 £
Current tax		
Tax on profit on ordinary activities	-	-

There were no factors that affected the tax charge for the year which has been calculated on the profits on ordinary activities before tax at the standard rate of corporation tax in the UK applicable to the company

Deferred taxation

At 31 March 2006, the Company had potential deferred tax assets/(liabilities) as follows

	2006 £	2005 £
Tax losses carried forward	-	-

Deferred tax assets are not recognised as there is insufficient evidence that they are recoverable

5 Fixed asset investments

	Shares in subsidiary undertakings £
Cost	
At 1 April 2005	4,632,362
Additions	9,963,749
At 31 March 2006	14,596,111

On 1 March 2006 the company acquired the entire share capital of Advanced Micro for cash consideration of £ Under the terms of the purchase additional contingent consideration of up to £5,093,628 may be payable if certain performance targets are met in each of the two years to 31 March 2007 and 31 March 2008 Based on management's best estimate full provision has been made for the entire contingent consideration On 22 April 2005 the company acquired the entire share capital of Devan Laboratories Limited for cash consideration of £861,921 including costs associated with the acquisition of £39,000

On 1 June 2005 the company acquired the entire share capital of On Merit Limited for cash consideration of £207,061, including costs associated with the acquisition of £39,561

On 1 March 2006 the company acquired the entire share capital of Advanced Micro Services Limited, a company registered in the Republic of Ireland for cash consideration of £3,801,139 including costs associated with the acquisition of £77,433 Under the terms of the purchase additional contingent consideration of up to £5,093,628 may be payable if certain performance targets are met in each of the two years to 31 March 2007 and 31 March 2008 Based on management's best estimate full provision has been made for the entire contingent consideration

Eclipse Acquisitions Limited

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2006

6 Debtors

	2006 £	2005 £
Amounts falling due within one year		
Amounts owed by group undertaking	121,599	636,884[]
Other debtors	27,805	-[]
	<u>149,404</u>	<u>636,884</u>

7 Creditors: amounts falling due within one year

	2006 £	2005 £
Bank overdraft	-	254,295
Amounts due to group companies	1,762,247	150,000
Accruals	81,128	157,169
	<u>1,843,375</u>	<u>561,464</u>

8 Creditors: amounts falling due after more than one year

	2006 £	2005 £
Amounts owed to group companies	8,488,968	7,988,986
Deferred consideration	5,093,628	-
	<u>13,582,596</u>	<u>7,988,986</u>

9 Called-up share capital

	2006 £	2005 £
Authorised		
1,000 Ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>
Allotted, called-up and fully paid		
2 Ordinary shares of £1 each	<u>2</u>	<u>2</u>

10 Reserves

	Profit and loss account £
At 1 April 2005	-
Profit for the period	-
At 31 March 2006	<u>-</u>

11 Reconciliation of movements in shareholders' funds

	2006 £	2005 £
Opening shareholders' funds	2	2
Profit for the year	-	-
Closing shareholders' funds	<u>2</u>	<u>2</u>

12 Capital commitments and contingencies

There were no capital commitments at the year end. Contingent consideration is set out in note 5.

13 Related party transactions

The company has taken advantage of the exemption in Financial Reporting Standard Number 8 from the requirement to disclose transactions with group companies on the grounds that consolidated financial statements are prepared for the ultimate parent company.

14 Ultimate parent company

The company is a subsidiary undertaking of Eclipse Scientific Group Limited, a company registered in England and Wales. At the year end Eclipse Scientific Group Limited was also the ultimate parent company, following the year end Eclipse Scientific Group Limited was acquired by Inspicio plc, a company registered in England and Wales.