

SYNCHRONICA AMERICA LIMITED

Annual report and financial statements

Year ended 31 December 2012

WEDNESDAY



A2BDA5QI

A33

26/06/2013

#250

COMPANIES HOUSE

Contents

	Page
Company information	1
Directors' report	2
Independent auditor's report to the members of Synchronica America Limited	4
Profit and loss account	5
Balance sheet	6
Notes to the financial statements	7

Company information

Directors	J Bodha M Grant S Dunford
Registered office	The Towers Towers Business Park Wilmslow Road Didsbury Manchester M20 2SL
Registered number	05077532
Independent auditors	PricewaterhouseCoopers LLP 101 Barbirolli Square Lower Mosley Street Manchester M2 3PW

Directors' report

The directors present their report and financial statements for the year ended 31 December 2012

Principal Activities

The principal activity of the company, as a 100% owned subsidiary of Synchronica Limited (previously known as Synchronica plc), was the promotion in the US market of the products and services of Synchronica Limited, the immediate parent company. Following the acquisition of the Synchronica Group by Myriad Group AG and the subsequent restructuring process, the company has ceased to trade.

Principal risks and uncertainties

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

The pace of technological change is rapid and there is a risk that the company's technical knowledge falls behind that of its competitors. To mitigate this risk the group headed by the ultimate parent company, Myriad Group AG, is investing in research and development and is working with customers to develop leading edge technology.

The company is dependent on the group for its trade and financial support. There is a risk that group activities in the US market may change or be allocated elsewhere within the group. To mitigate against this risk the ultimate parent company has committed to provide financial support as the company requires for its continued operations and to meet any liabilities as they fall due for a period of not less than one year from the date of the signing of these financial statements.

Review of the Business

Following the acquisition of the Synchronica Group by Myriad Group AG and the subsequent restructuring process, the company has ceased to trade.

Results and Dividends

The loss for the company in the year is shown on page 5. There are no dividends paid in the year (2011 Nil).

Directors

The directors of the company during the year were as follows:

A Dent (removed 21 May 2012)
A Phillips (resigned 11 June 2012)
M J Woolley (resigned 30 June 2011)
S Wilkinson (appointed 21 May 2012, resigned 26 Sep 2012)
J Bodha (appointed 21 May 2012)
M Grant (appointed 26 November 2012)

The current directors are:

J Bodha (appointed 21 May 2012)
M Grant (appointed 26 November 2012)
S Dunford (appointed 07 January 2013)

As permitted by the Articles of Association, the directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial year and is currently in force. The company also purchased and maintained throughout the financial year directors' and officers' liability insurance in respect of itself and its directors.

SYNCHRONICA AMERICA LIMITED

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 judgements 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.

Independent Auditors

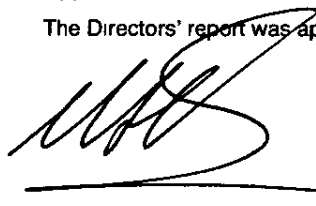
All of the current directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the company's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the auditors are unaware.

The auditors, PricewaterhouseCoopers LLP have expressed their willingness to continue in office and a resolution to appoint auditors will be proposed at the annual general meeting, in accordance with section 485 of the Companies Act 2006.

In preparing this directors' report advantage has been taken of the small companies' exemption, in part 15 of the Companies Act 2006.

Approval

The Directors' report was approved by the Board and signed on its behalf by



Mike Grant
Director

06 June 2013

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SYNCHRONICA AMERICA LIMITED

We have audited the financial statements of Synchronica America Limited for the year ended 31 December 2012 which comprise 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).

Respective responsibilities of directors and auditors

As explained more fully in the Statement of directors' responsibilities set out 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 Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, 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.

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 Directors' report 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 2012 and of its loss 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 matters 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, or



Ian Marsden (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Manchester
07 June 2013

Profit and loss account

For the year ended 31 December 2012

	Note	2012 £	2011 £
Turnover	2	550,960	1,656,343
Administrative expenses		(528,852)	(1,590,470)
Operating profit	3	22,108	65,873
Profit on ordinary activities before taxation		22,108	65,873
Taxation on profit on ordinary activities	6	(29,119)	(21,535)
(Loss)/profit for ordinary activities after taxation for the financial year	13	(7,011)	44,338

During 2012 the company ceased to trade

There are no recognised gains and losses other than those passing through the profit and loss account

There is no material difference between the profit on ordinary activities before taxation and the profit for the financial year stated above and their historical costs equivalents

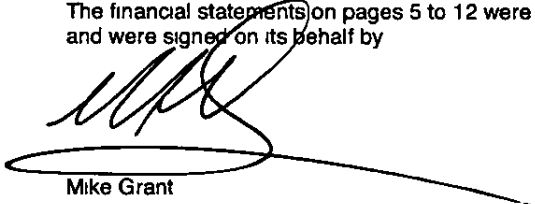
Balance sheet

At 31 December 2012

	Note	2012 £	2011 £
Current Assets			
Property plant and equipment	7	-	90,685
Debtors	8	1,540,898	1,328,059
Cash at Bank		-	8,106
		<u>1,540,898</u>	<u>1,426,850</u>
Current Liabilities			
Creditors' Amounts falling due within one year	9	(1,431,757)	(1,239,116)
Provisions' Amounts falling due within one year	10	-	(71,582)
		<u>109,141</u>	<u>116,152</u>
Net current assets		<u>109,141</u>	<u>116,152</u>
Total assets less current liabilities		<u>109,141</u>	<u>116,152</u>
Capital and reserves			
Called up share capital	11	100	100
Profit and loss account	12	109,041	116,052
		<u>109,141</u>	<u>116,152</u>
Total shareholders' funds	13	<u>109,141</u>	<u>116,152</u>

The notes on pages 7 to 12 form an integral part of these financial statements

The financial statements on pages 5 to 12 were approved by the Board and authorised for issue on 06 June 2013 and were signed on its behalf by



Mike Grant

Director

Notes to the Financial Statements

31 December 2012

1. Accounting policies

Basis of accounting

The financial statements are prepared in accordance with applicable United Kingdom accounting standards under the historical cost convention and the Companies Act 2006. Accounting policies have been applied consistently, other than where new policies have been adopted.

Basis of preparation

The financial statements have been prepared on the going concern basis, which the directors believe to be appropriate for the following reason: the ultimate parent company, Myriad Group AG has indicated that for a period of at least twelve months from the date of approval of these financial statements it will continue to make available such funds as are needed by the Company.

As permitted by Financial Reporting Standard No. 1 (revised 1996), the company has not produced a cash flow statement, as it is a wholly-owned subsidiary undertaking of Myriad Group AG which has produced consolidated financial statements that are publicly available.

Foreign currencies

Transactions in foreign currencies are recorded at the exchange rate ruling at the date that the transaction occurred. Monetary assets and liabilities denominated in foreign currency are translated into sterling at the rates of exchange ruling at 31 December 2012. Exchange differences are taken to the profit and loss account as and when identified.

Turnover

Revenue is recognised when the service is performed, in accordance with the terms of the contractual arrangement. Services include sales and marketing support, development and customer support.

Related party transactions

The company has taken advantage of the exemption conferred by Financial Reporting Standard 8 'Related Party Disclosures' not to disclose transactions with members of the group headed by Myriad Group AG on the grounds that 100% of the voting rights in the company are controlled within that group and the company is included in the consolidated financial statements.

Notes to the Financial Statements
31 December 2012

2. Turnover by geographical market

	2012 £	2011 £
United Kingdom	219,080	1,656,343
Canada	331,880	-
	<u>550,960</u>	<u>1,656,343</u>

3. Operating profit

This has been arrived at after charging

	2012 £	2011 £
Auditors' remuneration	-	2,000
Fees payable to the Company's auditor and its associates for other services relating to taxation	-	6,344
	<u>-</u>	<u>8,344</u>

Auditors' remuneration for 2012 of £2,000 was borne by the ultimate parent company, Myriad Group AG

4. Staff costs

Average monthly number of employees, including directors is

	2012 No	2011 No
Directors	2	2
Operations	2	10
	<u>4</u>	<u>12</u>

Staff costs

	2012 £	2011 £
Wages and salaries	304,982	1,218,607
Social security costs	43,532	93,034
Pension costs	-	28,488
	<u>348,514</u>	<u>1,340,129</u>

Notes to the Financial Statements

31 December 2012

5. Directors' remuneration

The directors received no remuneration from the company during the year, their costs have been borne and paid by a fellow group company

6. Taxation on profit on ordinary activities

(a) Factors affecting the tax charge for the year

	2012 £	2011 £
United Kingdom Corporation Tax		
Current tax on income for the year	27,253	13,834
Before double taxation relief	27,253	13,834
Double taxation relief	(27,253)	(13,834)
After double taxation relief	-	-
Foreign Tax		
Current tax on income for the year	29,119	21,411
Adjustments in respect of prior years	-	124
Tax on profit on ordinary activities	29,119	21,535

(b) Current tax reconciliation

The tax assessed for the year is higher (2011 higher) than the standard rate of corporation tax in the UK. The differences are explained below.

	2012 £	2011 £
Profit on ordinary activities before taxation	22,108	65,873
Theoretical tax at UK corporation tax rate 24.5% (2011 21%)	5,416	13,834
Effects of		
- items disallowed for taxation	21,837	-
- overseas taxes at a different rate	1,866	7,577
- adjustments in respect of prior years	-	124
Current charge for the year	29,119	21,535

Further reductions to the UK corporation tax rate have been announced in the Autumn Statement 2012 and Budget 2013. The change proposes to reduce the rate to 21% from 1 April 2014 and 20% from 1 April 2015. These changes had not been substantively enacted at the balance sheet date and, therefore, are not recognised in these financial statements.

Notes to the Financial Statements

31 December 2012

7. Property, plant and equipment

During the year end these assets have been transferred within the group at book value. The net book value brought forward was £90,685.

	IT Infrastructure £	Total £
Cost		
At 1 January 2012	90,685	90,685
Disposals	(90,685)	(90,685)
At 31 December 2012	-	-
Accumulated depreciation		
At 1 January 2012	-	-
Charged in year	86,435	86,435
Disposals	(86,435)	(86,435)
At 31 December 2012	-	-
Net book value		
At 31 December 2012	-	-
At 31 December 2011	90,685	90,685

8. Debtors

	2012 £	2011 £
Amounts due from parent company	-	1,318,067
Amounts due from fellow group companies	1,540,898	-
Other debtors	-	9,992
	<u>1,540,898</u>	<u>1,328,059</u>

9. Creditors: amounts falling due within one year

	2012 £	2011 £
Trade payables	8,461	2,825
Amounts due to parent company	1,338,302	1,052,474
Corporation tax payable	50,076	21,998
Other taxation and social security	34,918	30,728
Accruals	-	131,091
	<u>1,431,757</u>	<u>1,239,116</u>

Notes to the Financial Statements

31 December 2012

10. Provisions: amounts falling due within one year

	2012 £	2011 £
At 1 January	71,582	-
Provisions arising in the year	-	83,554
Provisions utilised in the year	(71,582)	-
Charged to profit and loss account	-	(11,972)
At 31 December	-	71,582

The provision relates to onerous leases on offices closed following the reorganisation of the Group

11. Called up share capital

	2012 £	2011 £
Authorised		
1,000 ordinary shares of £1 each	1,000	1,000
Allotted and fully paid		
100 ordinary shares of £1 each	100	100

12. Reserves

	Profit and loss account £
At 1 January 2012	116,052
Loss for the year	(7,011)
At 31 December 2012	109,041

13. (Loss) / profit for the year

	2012 £	2011 £
Opening shareholders' funds	116,152	71,814
(Loss) / profit for the year	(7,011)	44,338
Closing shareholders' funds	109,141	116,152

Notes to the Financial Statements

31 December 2012

14. Immediate and ultimate controlling party

The immediate parent undertaking is Synchronica Limited, previously known as Synchronica plc, which is incorporated in the United Kingdom

The ultimate parent undertaking is Mynad Group AG, which is incorporated in Switzerland. The largest and smallest group to consolidate these financial statements is that headed by Mynad Group AG. The consolidated accounts are available to the public and may be obtained from Mynad Group AG, care of GHR Rechtsanwälte AG, Bahnhofstrasse 64, 8021 Zurich, Switzerland.