ORIGO SERVICES LIMITED GROUP ACCOUNTS

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ANNUAL REPORT AND
CONSOLIDATED FINANCIAL STATEMENTS OF
ORIGO SERVICES LIMITED
FOR THE YEAR ENDED 31ST DECEMBER 2009

REGISTERED NUMBER 115061

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ANNUAL REPORT AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED $31^{\rm ST}$ DECEMBER 2009

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ANNUAL REPORT AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2009

CURRENT DIRECTORS AND OFFICERS

DIRECTORS

I.D. Duffin

(Chairman)

P.D. Pettitt

(Managing Director)

M. Cracknell M.N. Douglas S.C. Gay B. Hickman A.P. Kenmir M.A. McPhail

J. Smith

SECRETARY

G. McLachlan

REGISTERED OFFICE

Moyen House

Heriot Watt Research Park North

Edinburgh EH14 4AP

BANKERS

Bank of Scotland

The Mound Edinburgh EH1 1YZ

AUDITORS

KPMG LLP

Saltire Court 20 Castle Terrace

Edinburgh EH1 2EG



ANNUAL REPORT AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED $31^{\rm ST}$ DECEMBER 2009

ORIGO SPONSORS

Aviva

Axa Sun Life

Fortis Life

Friends Provident

Legal & General

MetLife

Prudential

Royal Liver

Royal London

Scottish Equitable

Scottish Widows

Skandia Life

Standard Life

Unum Provident

Zurich Financial Services



DIRECTORS' REPORT FOR THE YEAR ENDED 31ST DECEMBER 2009

The Directors have pleasure in submitting their annual report together with the audited financial statements for the year ended 31st December 2009. This report consolidates the financial statements of Origo Services Limited, registered number 115061, and Origo Secure Internet Services Limited, registered number 201466.

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS

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 they have elected to prepare the group and parent company financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

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 group and parent company and of their profit or loss for that period. In preparing each of the group and parent company 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;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and the parent company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the parent company's transactions and disclose with reasonable accuracy at any time the financial position of the parent company and enable them to ensure that its financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the group and to prevent and detect fraud and other irregularities.

Results and dividends

Profits for the year before taxation were £398,749 (Profit 2008: £361,770). This resulted mainly from sales of services delivered by Origo Secure Internet Services. The Directors recommend that no dividend be declared or paid for the year (2008: £nil)

Extraordinary General Meeting

The Company held the following Extraordinary meeting:

Date

Resolution

10th December, 2009

1. That the Company's Business Plan and Budget for the year ended 31 December 2010, entitled "2010 Business Plan and Budget" be approved.

The members agreed the resolution put before the meeting.



DIRECTORS' REPORT (Continued) FOR THE YEAR ENDED 31ST DECEMBER 2009

Review of business

The Company's principal activities during the year centred around improving electronic communication between intermediaries and financial services companies.

Turnover for the year was £2,669,802 (2008: £2,272,803)

Directors and their interests

The Directors serving during the year were as follows:

I.D. Duffin (Chairman) P.D. Pettitt (Managing Director) (Appointed 10 December, 2009) M. Cracknell (Resigned 14 January, 2010) P.A. Curran M.N. Douglas S.C. Gay B. Hickman (Appointed 23 June, 2009) A.P. Kenmir T.J. Mann (Resigned 18 December, 2009) M.A. McPhail G. Neilson (Resigned 26 June, 2009) G. Newitt (Resigned 3 April, 2009)

G. Newitt (Resigned 3 April, 2009)
J. Smith (Appointed 10 December, 2009)
S.A. Zuanella (Resigned 5 August, 2009)

No Director had any interest in the share capital of the Company.

Fixed Assets

The movement in fixed assets during the year are summarised in the notes to the financial statements.

Disclosure to auditors

The Directors who held office at the date of approval of this Directors' Report confirm that, so far as they are individually aware, there is no relevant audit information of which the company's auditors are unaware; and each Director has taken all the steps that he ought to have taken as a Director to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information

Auditors

In accordance with Section 485 of the Companies Act 2006, a resolution for the re-appointment of KPMG LLP as auditors of the Company is proposed at the forthcoming Annual General Meeting.

By order of the Board

priale

G. McLachlan ACMA, ACSA

Secretary

Date: 25 Mark 2010



INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ORIGO SERVICES LIMITED

We have audited the financial statements of Origo Services Limited for the year ended 31st December 2009₆^sset out on pages 7 to 17. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with sections 495 and 496 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 auditors' 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 set out on page 4, 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 web-site 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 group's and the parent company's affairs as at 31st December 2009 and of the group's profit for the year then ended;
- have been properly prepared in accordance with UK 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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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.

S Pashby (Senior Statutory Auditor)

for and on behalf of KPMG LLP, Statutory Auditor

26 Mar 10

Chartered Accountants

Saltire Court 20 Castle Terrace

Edinburgh EH1 2EG

Date:



CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED $31^{\rm ST}$ DECEMBER 2009

	Note	2009 £	2008 £
Turnover	2	2,699,802	2,272,833
Cost of sales		(466,717)	(228,095)
Gross profit		2,203,085	2,044,738
Administrative expenses	3	(3,848,925)	(3,979,948)
		(1,645,840)	(1,935,210)
Other operating income	4	2,006,789	2,145,127
Operating profit	5	360,949	209,917
Other interest receivable		47,848	151,853
Profit on ordinary activities before taxation		408,797	361,770
Taxation	7	(10,048)	(214)
Profit on ordinary activities after taxation		398,749	361,556
Profit for the financial year		398,749	361,556
Retained loss brought forward		(1,640,182)	(2,001,738)
Retained loss carried forward		(1,241,433)	(1,640,182)

Other than the profit for the year there have been no other recognised gains or losses.



CONSOLIDATED BALANCE SHEET AS AT 31ST DECEMBER 2009

	Note	£	2009 £	2008 £
Fixed assets				
Tangible assets	9		156,442	180,378
Current assets				
Debtors: amounts falling due within one year	11	1,366,866		765,460
		1,366,866		765,460
Short term investments	12	-		1,271,076
Cash at bank		2,899,280		1,367,151
		4,266,146		3,403,687
Creditors				
Amounts falling due within one year	13	(3,213,370)		(2,778,596)
Net current assets			1,052,776	625,091
Net assets		•	1,209,218	805,469
Capital and reserves				
Called up share capital	14		2,450,651	2,445,651
Profit and loss account		_	(1,241,433)	(1,640,182)
Equity shareholders' funds	15	_	1,209,218	805,469

Approved by the Board and signed on its behalf by:

Iain D. Duffin **Director**

Date:

Paul D. Pettitt

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BALANCE SHEET AS AT 31ST DECEMBER 2009

	Note	£	2009 £	2008 £
Fixed assets				
Tangible assets	9		128,577	160,138
Investments	10	4,001,000		4,001,000
			4,001,000	4,001,000
			4,129,577	4,161,138
Current assets				
Debtors	11	182,982		383,392
Short Term Investments	12	-		1,271,076
Cash at bank		1,408,755		287,858
		1,591,737		1,942,326
Creditors				
Amounts falling due within one year	13	(2,398,020)		(2,775,122)
Net current liabilities		_	(806,283)	(832,796)
Net assets		-	3,323,294	3,328,342
Capital and reserves				
Called up share capital	14		2,450,651	2,445,651
Profit and loss account		_	872,643	882,691
Equity shareholders' funds	15	_	3,323,294	3,328,342

Approved by the Board and signed on its behalf by:

Iain D. Duffin **Director**

Date:

Paul D. Pettitt

Director



RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES FOR THE YEAR ENDED 31ST DECEMBER 2009

	2009	2008
0	£	£
Operating profit	360,949	209,917
Depreciation	96,732	107,940
(Increase)/Decrease in debtors	(601,406)	(338,131)
Increase/(Decrease) in creditors	424,940	109,625
Net cash inflow from operating activities	281,215	89,351
CONSOLIDATED CASH FLOW STATEM FOR THE YEAR ENDED 31 ST DECEMBE		
	2009 £	2008 £
Net cash inflow from operating activities	281,215	89,351
Returns on investments and servicing of finance		
Interest received	47,848	83,063
	52,848	93,063
Taxation	(214)	(214)
Capital expenditure and financial investments	(50.504)	(110.051)
Purchase of fixed assets	(72,796)	(110,051)
Cash Inflows from Short Term Investments	1,271,076	531,476
Financing		
Income from Issue of Shares	5,000	10,000
Increase in cash	1,532,129	603,625
RECONCILIATION OF NET CASH FLOW TO FOR THE YEAR ENDED 31 ST DECEMBER	NET DEBT R 2009	
	2009 £	2008 £
Increase in cash	1,532,129	603,625
Cash at bank at beginning of period	1,367,151	763,526
Cash at bank at end of period	2,899,280	1,367,151



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2009

1 ACCOUNTING POLICIES

The company is exempt under CA85 s230 / CA 2006 s408 from the requirement to present an unconsolidated company profit and loss account.

The following accounting policies have been applied consistently in dealing with items which are material in relation to the Company's financial statements.

Accounting convention

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

Basis of consolidation

The consolidated accounts comprise the results of the Company and its subsidiary undertakings.

Going concern

Under the terms of the shareholders' agreement, the shareholders have agreed to the necessary funding for the Company's continuing operations, and therefore the accounts have been prepared on a going concern basis.

Investments

These are valued at the lower of cost or net realisable value based upon the Directors valuation.

Depreciation

Depreciation is provided at rates calculated to write-off the cost of each asset over its expected life on a straight-line basis as follows:

Plant	10%	Fittings and equipment	25%
Computer equipment	50%	Copyright	100%
Intellectual Property Rights	100%		

Deferred taxation

Deferred taxation is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed out by the balance sheet date, except as otherwise required by FRS19.

Research and Development Expenditure

Research and Development expenditure is recognised as an expense in the period in which it is incurred.

Sponsorship income

Sponsorship income received from shareholders is accounted for by reference to the period to which it relates. In cases where amounts have been requested and have not been paid at the period end, these sums are included in debtors. Where amounts have been received in respect of subsequent periods, they are included in creditors.

Leases

Rentals paid under operating leases are charged against profit on a straight line basis over the term of the lease.

Short Term Investments

Interest on Short Term Investments is recognised when earned and the value of the investment is adjusted accordingly.

Pension Costs

The company contributes to defined contribution pension plans held in the name of all individual employees. Contributions are calculated as a percentage of gross salary and are expensed as salaries are paid.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2009

Turnover

Turnover represents the amounts derived from the provision of goods and services which fall within the Company's ordinary activities and is stated net of VAT. Unipass services are recognised when contracted for and Standard and Development and Data Matching sales are recognised when delivered. Options, and Agency are recognised over the life of the customer agreement.

2 TURNOVER AND PROFITS

The turnover and profit figures are entirely attributable to the principal activity and have been wholly generated within the United Kingdom. Turnover consists of sales of services to UK financial services customers of £2,121,802 (2008:£1,454,333), the provision of Origo Standards of £400,000 (2008:£387,500) and related services £148,000 (2008:£431,000). Unipass services are recognised when contracted for and Standards and Development and Data Matching sales are recognised when delivered. Options and Agency are recognised over the life of the customer agreement.

3 ADMINISTRATIVE EXPENSES

Administrative expenses include the following staff costs:

	2009	2008
	£	£
Wages and salaries	1,797,881	1,648,958
Social security costs	194,523	189,581
Other pension costs	239,015	230,317
	2,231,419	2,068,856
The average number of employees during the year was as fo	llows: 2009	2008
Management and administration	7.5	7.5
Systems development and support	27.5	27.5
	35	35
Directors' emoluments and pension scheme contributions we	ere as follows: 2009 £	2008 £
Directors' emoluments paid by the Company	197,070	174,000
Pension scheme contributions	55,349	54,237

The remuneration of the highest paid director was £197,070 (2007:£174,000).

4 OTHER OPERATING INCOME

	2009	2008
	£	£
Sponsorship receivable	2,006,789	2,145,127



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED $31^{\rm ST}$ DECEMBER 2009

5	OPERATING PROFIT This is stated after charging:	2009	2008
	This is stated after onarging.	£	£
	Depreciation - owned fixed assets	96,732	107,940
	Auditors remuneration - audit fee	17,600	17,300
	- non-audit fees	18,000	5,330
	Operating lease rentals - plant and machinery	57,343	57,819
	Other leases - land and buildings	130,000	130,000
6	OTHER INTEREST RECEIVABLE		
		2009	2008
		£	£
	Bank interest	47,848	83,063
	Accrued Interest from Short Term Investments	-	68,790
	-	47,848	151,853
7	TAXATION		
		2009	2008
		£	£
	Current tax	10,048	214
	The tax assessed for the year is lower than the standard rate of corporation tax of 21% (2008:21%). The differences are explained below:		
	Profit on ordinary activities before taxation	641,047	361,770
	Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK	134,620	75,972
	Effects of tax adjustments, expressed at 21% (2008:21%):		
	Expenses not deductible for tax purposes	1,268	945
	Prior Year Adjustment	-	(5)
	Short-term timing differences	19,732	(5,710)
	Depreciation in excess of capital allowances	-	2,715
	Capital Allowances in excess of Depreciation	(62)	-
	Losses (released)	(96,737)	(73,701)
	Other Differences	(48,773)	(2)
	Current corporation tax charge for the year	10,048	214
	-		



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2009

8 DEFERRED TAXATION

The deferred tax in relation to losses carried forward of £2,589,336 (2008: £3,049,988) has not been recognised in the financial statements as the directors do not consider that there is sufficient evidence that there will be future profits against which the losses could be offset and have therefore taken a prudent approach.

9 TANGIBLE ASSETS

Group	Plant	Fittings/ Equipment	Computer Equipment	Total
	£	£	£	£
Cost As at 31 st December 2008	98,000	112,283	502,093	712,376
Additions	-	27,053	45,743	72,796
Disposals	<u> </u>			<u>-</u>
As at 31st December 2009	98,000	139,336	547,836	785,172
Depreciation				
As at 31st December 2008	30,217	78,685	423,096	531,998
Charge for the year	9,800	17,383	69,549	96,732
Disposals	-			<u> </u>
As at 31st December 2009	40,017	96,068	492,645	628,730
Net Book Value				
As at 31st December 2009	57,983	43,268	55,191	156,442
As at 31st December 2008	67,783	33,598	78,997	180,378
Company	Plant	Fittings/ Equipment	Computer Equipment	Total
Company	Plant £			Total £
Cost As at 31 st December 2008		Equipment	Equipment	
Cost	£	Equipment £	Equipment £	£
Cost As at 31 st December 2008	£	Equipment £	Equipment £ 450,217	£ 621,938
Cost As at 31 st December 2008 Additions	£	Equipment £	Equipment £ 450,217	£ 621,938
Cost As at 31 st December 2008 Additions Disposals As at 31 st December 2009	£ 98,000 -	Equipment £ 73,721 27,053	£ 450,217 19,750	£ 621,938 46,803
Cost As at 31 st December 2008 Additions Disposals	£ 98,000 -	Equipment £ 73,721 27,053	£ 450,217 19,750	£ 621,938 46,803
Cost As at 31 st December 2008 Additions Disposals As at 31 st December 2009 Depreciation	£ 98,000 98,000	Equipment £ 73,721 27,053 - 100,774	£ 450,217 19,750	£ 621,938 46,803 668,741
Cost As at 31 st December 2008 Additions Disposals As at 31 st December 2009 Depreciation As at 31 st December 2008	98,000 	Equipment £ 73,721 27,053 - 100,774	£ 450,217 19,750	£ 621,938 46,803 - 668,741 461,800
Cost As at 31 st December 2008 Additions Disposals As at 31 st December 2009 Depreciation As at 31 st December 2008 Charge for the year	98,000 	Equipment £ 73,721 27,053 - 100,774	£ 450,217 19,750	£ 621,938 46,803 - 668,741 461,800
Cost As at 31 st December 2008 Additions Disposals As at 31 st December 2009 Depreciation As at 31 st December 2008 Charge for the year Disposals As at 31 st December 2009	98,000 	Equipment £ 73,721 27,053 - 100,774 59,283 7,742	£ 450,217 19,750	£ 621,938 46,803 - 668,741 461,800 78,364
Cost As at 31 st December 2008 Additions Disposals As at 31 st December 2009 Depreciation As at 31 st December 2008 Charge for the year Disposals	98,000 	Equipment £ 73,721 27,053 - 100,774 59,283 7,742	£ 450,217 19,750	£ 621,938 46,803 - 668,741 461,800 78,364



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2009

Origo Secure

10 INVESTMENTS: Shares in subsidiary undertakings

Internet Services Ltd	
£	
4,001,000	
4,001,000	
4,001,000	
4,001,000	

Subsidiary undertaking Subsidiary undertaking	Principal activity	Country of Registration	Ordinary Shares
Origo Secure Internet Services Limited	Development of a secure internet trading service	Scotland	100%

The aggregate capital and reserves of Origo Secure Internet Services Limited amounted to £2,119,174. The profit for the year was £641,047. The Group will continue to provide such funds as are necessary for the company to continue trading in 2010.

11 DEBTORS: Amounts falling due within one year

	Group		Company	
	2009	2008	2009	2008
	£	£	£	£
Trade debtors	740,755	654,087	132,442	325,312
Other debtors	-	17,586	-	293
Prepayments and accrued income	626,111	93,787	50,540	57,787
Total Debtors	1,366,866	765,460	182,982	383,392

12 SHORT TERM INVESTMENTS

Prior to 2009, £1,500,000 was invested for a fixed term in low risk offshore funds. This investment has now been returned to the main Origo bank account.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2009

13 CREDITORS: Amounts falling due within one year

_	Group		Company	
	2009	2008	2009	2008
	£	£	£	£
Trade creditors	626,203	318,577	70,296	193,102
Other creditors (inc. social security)	294,887	145,219	224,937	140,351
Accruals and deferred income	891,413	453,675	161,123	158,732
Amounts owed to sub. undertakings	-	-	540,797	421,812
Sponsorship in advance	1,400,867	1,861,125	1,400,867	1,861,125
	3,213,370	2,778,596	2,398,020	2,775,122
14 SHARE CAPITAL			2009	2008

	2009	2008	
	£	£	
Authorised Share Capital			
2,499,900 Ordinary Shares of £1 each	2,499,900	2,499,900	
100 Associated Shares of £1 each	100	100	
	2,500,000	2,500,000	
Allotted called up and fully paid:			
Ordinary Shares of £1 each issued at 31 December 2008	2,445,651	2,435,651	
Ordinary Shares of £1 each issued during year	5,000	10,000	
Ordinary Shares of £1 each issued at 31 December 2008	2,450,651	2,445,651	

At the Annual General Meeting held on 21st June 2005, the Directors of the Company were generally and unconditionally authorised, with effect from that day, to exercise all the powers of the Company to allot relevant securities up to an aggregate nominal amount of eighty thousand pounds, provided that this authority should expire on 20th June 2010.

15 RECONCILIATION IN MOVEMENTS OF SHAREHOLDERS' FUNDS

	Group		Company	
	2009	2008	2009	2008
	£	£	£	£
Profit/(Loss) for the financial year	398,749	361,556	(10,048)	5
Opening shareholders' funds	805,469	433,913	3,328,342	3,318,337
Shares Issued and Fully Paid in Year	5,000	10,000	5,000	10,000
Closing shareholders' funds	1,209,218	805,469	3,323,294	3,328,342



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2009

16 OTHER FINANCIAL COMMITMENTS

The Company had annual commitments under non-cancellable leases as set out below:

	Group		Company	
	2009	2008	2009	2008
	£	£	£	£
Operating leases of plant & machinery which expire:				
Within one year	16,316	401	16,316	401
In two to five years	21,111	53,643	15,734	48,759
	37,427	54,044	32,050	49,160
Leases of land and buildings which expire:				
In over five years	130,000	130,000	130000	130,000
	130,000	130,000	130,000	130,000

17 RELATED PARTY TRANSACTIONS

There are no related party transactions included in the consolidated accounts of the Origo group of companies which require additional disclosure.