

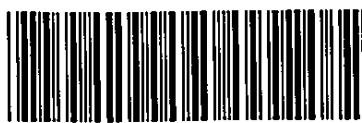
Aavid Thermalloy UK Holdings Limited

ABBREVIATED ACCOUNTS

for the year ended

31 December 2008

THURSDAY



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08/10/2009

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COMPANIES HOUSE

Company Registration No. 3859614

Aavid Thermalloy UK Holdings Limited

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Aavid Thermalloy UK Holdings Limited

INDEPENDENT AUDITORS' REPORT TO AAVID THERMALLOY UK HOLDINGS LIMITED Under Section 247b Of The Companies Act 1985

We have examined the abbreviated accounts set out on pages 2 to 5, together with the financial statements of Aavid Thermalloy UK Holdings Limited for the year ended 31 December 2008 prepared under section 226 of the Companies Act 1985.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

The directors are responsible for preparing the abbreviated accounts in accordance with section 246 of the Companies Act 1985. It is our responsibility to form an independent opinion as to whether the company is entitled to deliver abbreviated accounts prepared in accordance with sections 246(5) and (6) of the Act to the Registrar of Companies and whether the abbreviated accounts have been properly prepared in accordance with those provisions and to report our opinion to you.

BASIS OF OPINION

We conducted our work in accordance with Bulletin 2006/3 "The special auditor's report on abbreviated accounts in the United Kingdom" issued by the Auditing Practices Board. In accordance with that Bulletin we have carried out the procedures we consider necessary to confirm, by reference to the financial statements, that the company is entitled to deliver abbreviated accounts and that the abbreviated accounts to be delivered are properly prepared.

OPINION

In our opinion the company is entitled to deliver abbreviated accounts prepared in accordance with sections 246(5) and (6) of the Companies Act 1985, and the abbreviated accounts have been properly prepared in accordance with those provisions.

Baker Tilly UK Audit LLP

BAKER TILLY UK AUDIT LLP

5 August 2009

Chartered Accountants
REGISTERED AUDITOR

Springpark House
Basing View
Basingstoke
Hampshire
RG21 4HG

Aavid Thermalloy UK Holdings Limited

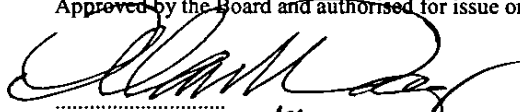
ABBREVIATED BALANCE SHEET

As at 31 December 2008

	Notes	2008 £ 000	2007 £ 000
FIXED ASSETS			
Investments	1	895	4,583
CURRENT ASSETS			
Debtors		787	787
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		<u>(5,067)</u>	<u>(4,881)</u>
NET CURRENT LIABILITIES		(4,280)	(4,094)
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>(3,385)</u>	<u>489</u>
CAPITAL AND RESERVES			
Called up share capital	2	7,281	7,281
Share premium account		3,000	3,000
Profit and loss account		<u>(13,666)</u>	<u>(9,792)</u>
SHAREHOLDERS' FUNDS		<u>(3,385)</u>	<u>489</u>

These abbreviated accounts have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

Approved by the Board and authorised for issue on July 30, 2009



A W H Wong
DIRECTOR

Aavid Thermalloy UK Holdings Limited

ACCOUNTING POLICIES

ACCOUNTING CONVENTION

The financial statements are prepared under the historical cost convention.

The financial statements have been prepared on a going concern basis as the ultimate parent company Aavid Thermal Products, Inc., has confirmed its continued financial support to the company for the foreseeable future and, accordingly the directors believe it is appropriate to prepare the financial statements on a going concern basis.

The company has taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from the requirement to produce a cash flow statement on the grounds that it is a subsidiary undertaking where 90 percent or more of the voting rights are controlled within the group.

INVESTMENTS

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

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.

FOREIGN CURRENCY TRANSLATION

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.

Assets, liabilities, and results of overseas subsidiaries are translated at the rate ruling at the balance sheet date. Exchange differences arising are dealt with through reserves.

GROUP ACCOUNTS

The group financial statements present information about the company as an individual undertaking and not about its group. The company has not prepared group accounts as it is exempt from the requirement to do so by section 228 of the Companies Act 1985 as it is a subsidiary undertaking of Aavid Thermal Products, Inc., a company incorporated in United States of America, and is included in the consolidated accounts of that company.

Aavid Thermalloy UK Holdings Limited

NOTES TO THE ABBREVIATED ACCOUNTS

for the year ended 31 December 2008

1 FIXED ASSETS

	Investments £ 000
COST	
At 1 January 2008 & at 31 December 2008	10,261
DEPRECIATION	
At 1 January 2008	5,678
Charge for the year	3,688
At 31 December 2008	9,366
NET BOOK VALUE	
At 31 December 2008	895
At 31 December 2007	4,583

Holdings of more than 20%

The company holds more than 20% of the share capital of the following companies:

COMPANY	Country of registration or incorporation	Shares held Class	%
SUBSIDIARY UNDERTAKINGS			
Aavid Thermalloy Limited	England and Wales	Ordinary	100.00

The aggregate amount of capital and reserves and the results of these undertakings for the last relevant financial year were as follows:

	Principal activity	Capital and reserves 2008 £ 000	Profit for the year 2008 £ 000
Aavid Thermalloy Limited	Distribution of heat sink and accessories	5,186	311

In the opinion of the directors the aggregate value of the company's investment in subsidiary undertakings is not less than the amount included in the balance sheet.

Aavid Thermalloy UK Holdings Limited
NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED)
for the year ended 31 December 2008

2	SHARE CAPITAL	2008	2007
		£ 000	£ 000
	AUTHORISED		
	6,000 A Ordinary Shares of £ 0001 each	6,000	6,000
	7,520 B Ordinary Shares of £ 0001 each	7,520	7,520
		<u>13,520</u>	<u>13,520</u>
	ALLOTTED, CALLED UP AND FULLY PAID		
	4,139 A Ordinary Shares of £ 0001 each	4,139	4,139
	3,142 B Ordinary Shares of £ 0001 each	3,142	3,142
		<u>7,281</u>	<u>7,281</u>

3 **ULTIMATE PARENT COMPANY**

The immediate parent company is Aavid Thermalloy, LLC, a company incorporated and registered in the United States of America.

Aavid Thermal Products, Inc., a company registered in the United States of America, is the ultimate parent company and ultimate controlling party of the company.

The consolidated financial statements of Aavid Thermal Products, Inc. are available from 70 Commercial Street, Suite 200, Concord, New Hampshire 03301, United States of America.