

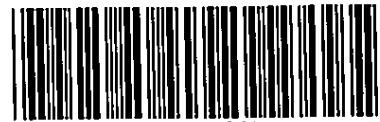
Acquisition U.K. Limited

Directors' report and financial statements

For the year ended 31 December 2010

Registered number 4619483

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Directors' Report

The directors present their directors' report and audited financial statements for the year ended 31 December 2010

Principal activities

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

The principal activities of its subsidiary undertakings are providing internationally based processing services, consultancy and system development resources in the United Kingdom Republic of Ireland and United Arab Emirates

Business review

On 31 December 2010 a restructuring exercise took place to simplify the group structure for the UK subsidiaries of GXS Group Inc. The purpose of the exercise was to consolidate the operating activities of the entities, resulting in one customer facing business operating with reduced administration costs

As part of this restructuring exercise a number of intercompany loans were waived, which resulted in a gain of £57,436,000 (2009 £17,667,000)

Results and dividends

During the year ended 31 December 2010 the Company made no trading transactions. The Company made a profit before tax of £56,247,000 (2009 loss £29,205,000)

The directors do not recommend the payment of a dividend (2009 £nil)

Directors

The directors who held office during the year and up to the date of the directors' report were as follows

RA Symmons
DA Oakley
JD Keating
MA Pettifor (appointed 25 July 2011)

s401 Companies Act 2006 Exemption

Acquisition U K Limited serves as a UK holding company whose results are included in the consolidated financial statements of GXS Group Inc. The Company is exempt by virtue of s401 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

Directors' Report *(continued)*

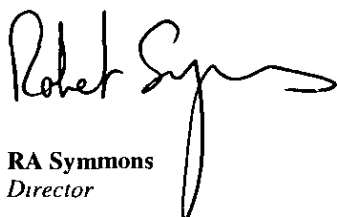
Disclosure of information to the auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware, and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information

Auditor

Under section 487 of the Companies Act 2006, KPMG Audit Plc will be deemed to have been reappointed as auditor 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the financial statements with the registrar, whichever is earlier

This report was approved by the board on 20 October 2011 and signed on its behalf



RA Symmons
Director

18 Station Road
Sunbury-on-Thames
Middlesex TW16 6SU

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 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 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 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, and
- 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.



KPMG Audit Plc

15 Canada Square
London
E14 5GL
United Kingdom

Independent Auditor's Report to the Members of Acquisition U.K. Ltd.

We have audited the financial statements of Acquisition U.K. Ltd for the year ended 31 December 2010 (set out on pages 6 to 12). 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 Chapter 3 of Part 16 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 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

As explained more fully in the Directors' Responsibilities Statement 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 (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 website at www.frc.org.uk/apb/scope/private.cfm.

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 2010 and of its 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.

Independent auditor's report to the members of Acquisition U.K. Ltd *(continued)*

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



Richard Ackland
Senior Statutory Auditor
for and on behalf of KPMG Audit Plc,
Statutory Auditor

24 October 2011

Chartered Accountants
15 Canada Square
London
E14 5GL

Profit and loss account
for the year ended 31 December 2010

	<i>Note</i>	2010 £000	2009 £000
Income from waiver of intercompany payables		57,436	17,667
Operating profit		57,436	17,667
Impairment of fixed asset investment	8	-	(44,367)
Interest receivable and similar income	5	327	399
Interest payable and similar charges	6	(1,516)	(2,904)
Profit / (Loss) on ordinary activities before taxation	2	56,247	(29,205)
Tax on profit / (loss) on ordinary activities	7	-	-
Profit / (Loss) for the financial year	11	56,247	(29,205)

The results in the above profit and loss account relate entirely to continuing activities

There have been no recognised gains and losses for the current financial year or the prior financial period other than as stated in the profit and loss account and accordingly no separate statement of total recognised gains and losses is presented

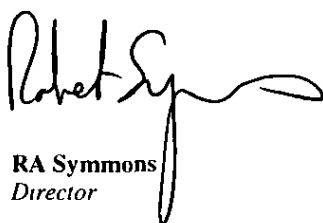
The notes on pages 8 to 12 form part of these financial statements

Balance sheet
as at 31 December 2010

	Note	2010 £000	2009 £000
Fixed assets			
Fixed asset investments	8	45,433	43,744
Current assets			
Debtors	9	-	268
		-	268
Creditors: amounts falling due within one year	10	-	(4,781)
Net current liabilities		-	(4 513)
Total assets less current liabilities		45,433	39,231
Creditors: amounts falling due after more than one year	10	(30,772)	(82 506)
Net assets/(liabilities)		14,661	(43 275)
Capital and reserves			
Called-up share capital	11	-	15,584
Other reserve	11	1,689	-
Profit and loss account	11	12,972	(58 859)
Shareholders' funds/(deficit)	11	14,661	(43,275)

The notes on pages 8 to 12 form part of these financial statements

These financial statements were approved and authorised for issue by the board of directors on 20 October 2011 and were signed on its behalf by


RA Symmons
Director

18 Station Road
Sunbury-on-Thames
Middlesex TW16 6SU

Notes to the financial statements

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's financial statements except as noted below

Basis of preparation

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

The Company is exempt by virtue of s401 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group. The consolidated financial statements of GXS Group Inc are available to the public and may be obtained from 9711, Washingtonian Blvd, Suite 700, Gaithersburg MD 20878, USA

Under FRS 1 'Cash flow statements' the Company is exempt from the requirement to prepare a cash flow statement. Exemption is on the grounds that it is a wholly owned subsidiary undertaking and its cash flows appear in a consolidated cash flow statement in the ultimate parent Company's financial statements which are available to the public

Going concern

At 31 December 2010 the Company and its UK subsidiaries were dependent on funds being provided to it by GXS Group Inc, being the ultimate parent company. GXS Group Inc has provided the Company with an undertaking that for at least 12 months from the date of approval of these financial statements, it will continue to make available such funds as is required to enable the Company to meet its obligations as they fall due. As with any Company placing reliance on other group entities for financial support it is assumed this will continue and at the date of these financial statements, the Directors have no reason to believe it will not do so

Based on these factors the Directors believe that it remains appropriate to prepare the financial statements on a going concern basis

Fixed asset investments

Investments in subsidiary undertakings held as fixed asset investments are stated at cost less provision for permanent diminutions in value where necessary. Investment income arising from dividends is recognised when dividends are declared by subsidiary undertakings, if any

At each balance sheet date the company reviews the carrying amounts of its investments to determine whether there is any indication that those investments have suffered an impairment loss. If such indication exists, the recoverable amount of the investment is estimated based on its net asset value and value in use. Value in use is calculated using a pre-tax discount rate on future identifiable cash flows. Where the recoverable amount of the investment is less than the carrying value, an impairment loss is recognised as an expense

Transactions with related parties

As the Company is a wholly owned subsidiary of GXS Group Inc the Company has taken advantage of the exemption contained in FRS 8, "Related Party Disclosures" and has therefore not disclosed transactions or balances with entities that are wholly owned by the group (or investees of the group qualifying as related parties)

Notes to the financial statements (continued)

Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the contracted rate or the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred tax 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 by the balance sheet date except as otherwise required by FRS 19 "Deferred Tax".

Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

2 Loss on ordinary activities before taxation

	2010 £000	2009 £000
<i>Loss on ordinary activities before taxation is stated after charging/(crediting)</i>		
Income from waiver of debts owing to subsidiary	(57,436)	(17,667)
Audit of these financial statements	-	-
	<u> </u>	<u> </u>

Remuneration of £12,000 (2009 £12,000) paid to the auditor for their services to the Company was borne by its subsidiary undertaking during the current year.

3 Remuneration of directors

No directors received any remuneration in respect of services to the Company during the current or preceding financial year.

4 Staff numbers and costs

The Company has no employees during the current financial year (2009 Nil).

5 Other interest receivable and similar income

	2010 £000	2009 £000
Interest receivable from group undertakings	327	399
	<u> </u>	<u> </u>

Notes to the financial statements (*continued*)

6 Interest payable and similar charges

	2010 £000	2009 £000
Interest payable to group undertakings	1,516	2 904

7 Taxation

The current tax charge for the year is lower than the standard rate of corporation tax in the UK of 28% (2009 28%) The differences are explained below

	2010 £000	2009 £000
<i>Current tax reconciliation</i>		
Profit / (loss) on ordinary activities before tax	56,247	(29,205)
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 28% (2009 28%)	15,749	(8,177)
<i>Effects of</i>		
Non-taxable income	(16,100)	(4,947)
Non-deductible expenses	-	12 423
Tax losses carried forward	169	-
Tax losses group relieved for no payment	182	701
<i>Current tax charge for the year</i>	-	-

A deferred tax asset has not been recognised in respect of timing differences relating mainly to losses carried forward as there is insufficient evidence that the asset will be recovered in the foreseeable future The amount of the asset not recognised is £193,000 (2009 £598,000)

On 22 June 2010 the Chancellor announced that the main rate of UK corporation tax will reduce from 28% to 27% with effect from 1 April 2011 This tax change became substantially enacted in July 2010 and therefore any effect of the rate reduction on the deferred tax balances as at 31 December 2010 has been included in the figures above

On 23 March 2011 the Chancellor announced a further reduction in the main rate of UK corporation tax to 26% with effect from 1 April 2011 This change became substantively enacted on 29 March 2011 and therefore the effect of the rate would create an additional reduction in the deferred tax asset This has not been reflected in the figures above as it was not substantively enacted at the balance sheet date

Notes to the financial statements (*continued*)

8 Fixed asset investments

	Shares in Subsidiary Undertakings £000
Cost	
At beginning of year	88 111
Additions	1,689
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At end of year	89,800
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Provision for impairment	
At beginning of year	44 367
	<hr/>
At end of year	44,367
	<hr/>
Net book value	
At 31 December 2010	45,433
	<hr/>
At 31 December 2009	43,744

As part of the UK Group restructuring exercise that took place on 31 December 2010 the company acquired 100% of the issued share capital of two fellow group companies (Freeway Commerce Limited and Inovis UK Limited)

The directors consider that the investment in subsidiary undertakings is worth at least the amount at which they are included in the financial statements

The undertakings in which the Company's interest at the year end is more than 20% are as follows

Subsidiary undertakings	Country of incorporation and principal country of operation	Principal activities	Class of shares held	Percentage of shares and voting rights held
GXS Limited	England and Wales	Providing internationally based processing services consultancy and system development resources in the United Kingdom, Republic of Ireland and United Arab Emirates	Ordinary	100%
Inovis UK Ltd	England and Wales	Provision of internationally based processing services, consultancy and system developments resources in the UK and Europe	Ordinary	100%
Freeway Commerce Ltd	England and Wales	Provision of EDI services to the UK	Ordinary	100%

Notes to the financial statements (*continued*)

9 Debtors

	2010 £000	2009 £000
Amounts owed by group undertakings	-	268

10 Creditors

	2010 £000	2009 £000
<i>Amounts falling due within one year</i>		
Amounts owed to group undertakings	-	4 781
<i>Amounts falling due after more than one year</i>		
Amounts owed to group undertakings	30,772	82,506
Total creditors	30,772	87,287

11 Statement of movements on reserves

	Called-up share capital £000	Other reserve £000	Profit and loss account £000	Shareholders' funds/(deficit) £000
At 1 January 2010	15 584	-	(58,859)	(43,275)
Profit for the year	-	-	56,247	56,247
Capital reduction	(15,584)	-	15 584	-
Capital contribution	-	1 689	-	1,689
At 31 December 2010	-	1,689	12,972	14,661

12 Ultimate parent Company and parent undertaking of larger group of which the Company is a member

The Company's immediate parent undertaking is GXS UK Holding Ltd (a company incorporated in the United Kingdom)

The largest and smallest group in which the results of the Company are consolidated is that headed by the Company's ultimate parent undertaking and controlling entity, GXS Group Inc (a company incorporated in the United States of America). The consolidated financial statements of this Company are available to the public and may be obtained from 9711 Washingtonian Blvd, Suite 700 Gaithersburg MD 20878 USA