

**ASHFIELD MEDICAL SYSTEMS LIMITED**

**Report and Financial Statements**

**30 July 2005**



<b>CONTENTS</b>	<b>Page</b>
<b>Officers and professional advisers</b>	<b>1</b>
<b>Directors' report</b>	<b>2</b>
<b>Statement of directors' responsibilities</b>	<b>3</b>
<b>Independent auditors' report</b>	<b>4</b>
<b>Balance sheet</b>	<b>5</b>
<b>Notes to the accounts</b>	<b>6</b>

**OFFICERS AND PROFESSIONAL ADVISERS**

**DIRECTORS**

George Landsberg  
Nigel Perry  
Dominick Arena                      Resigned 22 April 2005  
Michael I Dobrovic                Resigned 17 November 2005  
Martin Jamieson

**SECRETARY**

Fiona Gillespie

**REGISTERED OFFICE**

765 Finchley Road  
London  
NW11 8DS

**BANKERS**

Barclays Bank plc  
26 Silver Street  
Bury  
Lancashire  
BL9 0DJ

**AUDITORS**

PricewaterhouseCoopers LLP  
Chartered Accountants  
101 Barbirolli Square  
Manchester  
M2 3PW

## **DIRECTORS' REPORT**

The directors present their annual report and the audited financial statements for the 7 months ended 30 July 2005.

### **ACTIVITIES**

In the current period and prior year there has been no trading.

### **REVIEW OF DEVELOPMENTS AND FUTURE PROSPECTS**

The directors do not expect the company to trade in the future period.

### **DIVIDENDS AND TRANSFERS FROM RESERVES**

There was no trade in the period or the prior year, consequently no profit and loss account is shown.

The directors do not recommend the payment of a dividend (2004 - £Nil)

### **DIRECTORS AND THEIR INTERESTS**

The directors who served during the period and thereafter are disclosed on page 1.

No director had any interest in the shares of the company at any point during the year.

### **AUDITORS**

A resolution for the re-appointment of PricewaterhouseCoopers as auditors of the company is to be proposed at the following Annual General Meeting.

Approved by the Board of Directors  
and signed on behalf of the Board

Director

  
**22 FEB 2006**

**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

United Kingdom 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 as at the end of the financial year 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;
- state whether applicable accounting standards have been followed; 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 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 the system of internal control, 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' REPORT TO THE MEMBERS OF ASHFIELD MEDICAL SYSTEMS LIMITED**

We have audited the financial statements of Ashfield Medical Systems Limited for the period ended 30 July 2005 which comprise 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**

As described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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 if, in our opinion, the Directors' Report is not consistent with the financial statements, if 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 30 July 2005 and of its result for the period then ended; and
- have been properly prepared in accordance with the Companies Act 1985.



PricewaterhouseCoopers LLP  
Chartered Accountants and Registered Auditors  
Manchester

22 FEB 2006

# ASHFIELD MEDICAL SYSTEMS LIMITED

## BALANCE SHEET 30 July 2005

	Note	£	30 July 2005 £	£	31 December 2004 £
<b>CURRENT ASSETS</b>					
Debtors due after more than one year	4		<u>641,843</u>	<u>641,843</u>	
<b>NET CURRENT ASSETS</b>			<u>641,843</u>		<u>641,843</u>
			<u>641,843</u>		<u>641,843</u>
<b>CAPITAL AND RESERVES</b>					
Called up share capital - equity	5		88,000		88,000
Profit and loss account			<u>553,843</u>		<u>553,843</u>
Equity shareholders' funds			<u>641,843</u>		<u>641,843</u>

These financial statements were approved by the Board of Directors on.

**22 FEB 2006**

Signed on behalf of the Board of Directors



- Director

**BALANCE SHEET**

**30 July 2005**

**1. ACCOUNTING POLICIES**

The financial statements are prepared in accordance with applicable United Kingdom accounting standards. The particular accounting policies adopted are described below.

**Accounting convention**

The financial statements are prepared under the historical cost convention.

**Cash flow**

The company has taken advantage of FRS 1 which exempts wholly owned subsidiaries from preparing a cash flow statement where consolidated financial statements of the parent company are publicly available.

**2. INFORMATION REGARDING DIRECTORS AND EMPLOYEES**

None of the directors received any emoluments from the company (2004 – same).

There were no employees in the current year (2004 – nil).

**3. PROFIT AND LOSS ACCOUNT**

No profit and loss account has been prepared as the company has been dormant in both the current period and prior year.

The audit fee for the current period is borne by the parent company Medex Medical Limited.

**4. DEBTORS**

	30 July 2005 £	31 December 2004 £
Amounts owed by parent company	641,843	641,843
The amount owed by the parent company at 30 July 2005 is due after more than one year.		

**5. CALLED UP SHARE CAPITAL**

	30 July 2005 £	31 December 2004 £
Authorised		
88,000 Ordinary shares of £1 each	88,000	88,000
Called up, allotted and fully paid		
88,000 Ordinary shares of £1 each	88,000	88,000

**6. RELATED PARTY TRANSACTIONS**

The company has taken advantage of paragraph 3(c) of FRS 8 in not disclosing transactions with members of the same group.

**7. ULTIMATE PARENT COMPANY**

The company's immediate parent undertaking is Medex Medical Limited. Copies of its consolidated financial statements are available from its registered office at St Crispin Way, Haslingden Rossendale, BB4 4PW.

In the directors opinion at the date of these accounts, the company's ultimate parent undertaking and controlling party is Smiths Group, a company incorporated in the UK, copies of its group accounts which include the company are available from 765 Finchley Road, London, NW11 8DS.