

Company Registration Number 3665527

Computer Software Limited

Report and Financial Statements

28 February 2007



Computer Software Limited

Report and Financial Statements as at 28 February 2007

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Computer Software Limited

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

Martin Leuw
Neal Roberts
Barbara Firth

SECRETARY

Sara Challenger

REGISTERED OFFICE

Integra House
138-140 Alexandra Road
Wimbledon
London
SW19 7JY

BANKERS

Barclays Bank plc
1 Churchill Place
London
E14 5HP

AUDITORS

Deloitte & Touche LLP
Chartered Accountants
London

Computer Software Limited

DIRECTORS' REPORT

The directors have pleasure in submitting their annual report and the audited financial statements for the period from 1 March 2006 to 28 February 2007

This report has been prepared in accordance with the special provisions relating to small companies under S246(4) Companies Act 1985

PRINCIPAL ACTIVITIES AND REVIEW OF BUSINESS

The accounts for the period ended 28 February 2006 were prepared on a dormant company basis reflecting the transfer on 31 May 2001 of JBS Computer Services Limited's (formerly Integra Computer System Limited) trade assets and liabilities (together the Integra Assets) to the company at book value the transfer on 28 February 2005 of the company's trade assets and liabilities (together "the CSL Assets") to Computer Software Group Limited at book value and the waiver of certain intercompany loan balances (together "the waivers"). The directors now consider that the transfers may be void in law as such transfers at less than market value constitute a distribution and there were insufficient reserves at the date of transfer to make such a distribution

In view of the above the Integra Assets and CSL Assets that were subject to the transfer remain the property of the respective companies consequently the Integra Assets have been held on constructive trust by the company from 31 May 2001 until 28 February 2005 for the benefit of JBS Computer Services Limited and from 28 February 2005 both the Integra Assets and CSL Assets have been held by Computer Software Group Limited for the benefit of JBS Computer Services Limited and the company respectively Under a settlement agreement the parties have agreed to account to each other for the profits generated by or liabilities incurred in connection with the Assets

The directors also now consider that the waivers may be void in law and under settlement agreements the parties have agreed to the reinstatement of the intercompany loan balances

The accounts for the period ended 28 February 2006 have been restated on the above basis

RESULTS AND DIVIDENDS

The company recorded a profit on ordinary activities after taxation for the year of £299 074 (2006 profit £420 340)

No dividend has been paid during the year (2006 - nil)

DIRECTORS AND DIRECTORS' INTERESTS

The directors who held office during the period under review and up to the date of signing of the accounts were as follows

Martin Leuw (appointed 3 July 2007)
Neal Roberts (appointed 3 July 2007)
Barbara Firth
Vin Murria (resigned 3 July 2007)
Glenn Jackson (resigned 21 May 2007)
Neil Cross (resigned 21 May 2007)

No director had any interests in the share capital of the company during the period

The interests of Vin Murria and Barbara Firth in the share capital of Computer Software Group Limited are disclosed in the directors' report of that company

As at 28 February 2007 Glenn Jackson and Neil Cross had the following interests in the share capital of Computer Software Limited

	28 February 2007 10p Ordinary Shares	01 January 2006 10p Ordinary Shares
Glenn Jackson	0	203 619
Neil Cross	914 655	914 655

Apart from the interests declared above no directors were interested at any time in the period in the share capital of the Company or other Group of Companies

Computer Software Limited

DIRECTORS' REPORT (continued)

The interests of Vin Murra and Barbara Firth in share options of Computer Software Group Limited are disclosed in the directors' report of that company
The interests of Glenn Jackson and Neil Cross in share options of Computer Software Limited at 28 February 2007 were as follows

	Exercise Period / Last Vesting Date	Scheme	Exercise Price (pence)	28 February 2006 (Number)	Granted	Exercised	28 February 2007 (Number)
Glenn Jackson	September 2001 - September 2010	2000 Unapproved Scheme	113	25 000			25,000
	January 2003 - January 2012	2000 Unapproved Scheme	50	25 000			25 000
	September 2004 - September 2006	2000 Unapproved Scheme	43	149 000			149 000
	September 2004 - September 2013	2000 Unapproved Scheme	49	100 000			100 000
	March 2006 - March 2015	2000 Unapproved Scheme	60	100 000			100 000
Neil Cross	September 2004 - September 2013	2000 Unapproved Scheme	49	100 000			100 000

AUDITORS

Each of the directors at the date of approval of this report confirms that

- 1 so far as the director is aware there is no relevant audit information of which the company's auditors are unaware and
- 2 the director has taken all steps that he/she ought to have taken as a director to make himself/herself aware of any relevant audit information and to establish that the company's auditors are aware of that information

This confirmation is given and should be interpreted in accordance with the provision of S234ZA of the Companies Act 1985

During the year under review PKF (UK) LLP resigned as auditors of the Company and Deloitte & Touche LLP were appointed to fill the casual vacancy Resolutions to appoint Deloitte & Touche LLP as auditors of the Company and to authorise the Directors to determine their remuneration will be put to the Annual General Meeting

By order of the Board

Barbara Firth

Barbara Firth
Director

14 September 2007

Integra House
138-140 Alexandra Road
London
SW19 7JY

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the annual report including the financial statements. 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 Generally Accepted Accounting Practice (UK GAAP).

The financial statements are required by law to 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 judgments 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 that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that its financial statements comply with the Companies Act 1985. 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' report to the members of Computer Software Limited

We have audited the financial statements of Computer Software Limited for the year ended 28 February 2007 which comprise the profit and loss account the statement of recognised gains and losses and the balance sheet the statement of accounting policies and the related notes 1 to 11. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members as a body in accordance with section 235 of the Companies Act 1985. 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

The directors' responsibilities for preparing the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

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 whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, 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 UK Generally Accepted Accounting Practice, of the state of the company's affairs as at 28 February 2007 and of its profit for the year then ended
- the financial statements have been properly prepared in accordance with the Companies Act 1985 and
- the information given in the Directors' Report is consistent with the financial statements.



Deloitte & Touche LLP
Chartered Accountants and Registered Auditors
London
14 September 2007

Computer Software Limited
PROFIT AND LOSS ACCOUNT for the year ended 28 February 2007

	Notes	2007 £	Restated 2006 £
Administrative expenses and other income			
Administrative expenses		(25 548)	(39 810)
Other operating income		324 622	460 150
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	1	299,074	420 340
Tax on profit on ordinary activities	3	-	-
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		299 074	420 340

All of the activities of the company are classed as continuing

The profit and loss account for the year ended 28 February 2006 has been restated for the prior year adjustments set out in note 2

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES FOR THE YEAR ENDED 28 FEBRUARY 2007

	2007 £	Restated 2006 £
Profit on ordinary activities after taxation	299 074	420 340
Prior year adjustment	301 977	-
Total recognised gains since the last annual report	601 051	420 340

Computer Software Limited
BALANCE SHEET as at 28 February 2007

	Notes	2007 £	2007 £	Restated 2006 £	Restated 2006 £
FIXED ASSETS					
Tangible fixed assets	4		23 642		49 190
			<u>23 642</u>		<u>49 190</u>
CURRENT ASSETS					
Debtors	5	576 933		252 311	
		<u>576 933</u>		<u>252 311</u>	
NET CURRENT ASSETS			576 933		252 311
			<u>576 933</u>		<u>252 311</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			600 575		301,501
			<u>600 575</u>		<u>301,501</u>
NET ASSETS			<u>600 575</u>		<u>301 501</u>
CAPITAL AND RESERVES					
Called up share capital	6		464,524		464 524
Share premium			240 000		240 000
Profit and loss account			(103 949)		(403 023)
			<u>600 575</u>		<u>301 501</u>
SHAREHOLDERS' FUNDS	7		<u>600 575</u>		<u>301 501</u>

The financial statements were approved by the Board on 14 September 2007 and were signed on its behalf by:



Barbara Firth
Director

Computer Software Limited
STATEMENT OF ACCOUNTING POLICIES
to 28 February 2007

A summary of the principal accounting policies, all of which have been applied consistently throughout the year and the preceding year, is set out below. The prior year adjustments required are summarised in note 2.

Basis of accounting

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

The company is exempt from the requirement of FRS 1 to include a cash flow statement as part of its financial statements, as the company is wholly owned and its parent, Computer Software Group Limited, publishes a consolidated cash flow statement.

Tangible assets

All tangible assets are stated at cost or valuation, net of depreciation and any provision for impairment.

Depreciation is provided on all tangible fixed assets at rates calculated to write off the cost or valuation, less estimated residual value, of each fixed asset over its estimated useful life as follows:

Plant and equipment	-	between 1 and 5 years straight line
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Taxation

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Other operating income

Represents amounts receivable from Computer Software Group Limited as agreed in the settlement agreement between both companies in relation to the company's trade assets and liabilities held on constructive trust by Computer Software Group Limited for the benefit of the company.

Computer Software Limited
NOTES TO THE FINANCIAL STATEMENTS
to 28 February 2007

1 PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

	2007 £	Restated 2006 £
Profit on ordinary activities before taxation is stated after charging/(crediting)		
Depreciation on assets owned by the company	25 548	39 810
Other operating income	(324 622)	(460 150)

The auditors remuneration of £1 500 for the statutory audit of the company's financial statements for the current and previous period have been borne and not recharged by another group undertaking

Auditors' remuneration solely relates to fees payable to the Company's auditors for the audit of the company's annual accounts

The company directly employed no staff during the year ended 28 February 2007 (2006 nil)

The directors received no emoluments from the company during the year ended 28 February 2007 (2006 £nil)

2 PRIOR YEAR ADJUSTMENTS

The accounts for the period ended 28 February 2006 were prepared on a dormant company basis reflecting the transfer on 31 May 2001 of JBS Computer Services Limited's (formerly Integra Computer System Limited) trade assets and liabilities (together the Integra Assets) to the company at book value the transfer on 28 February 2005 of the company's trade assets and liabilities (together "the CSL Assets") to Computer Software Group Limited at book value and the waiver of certain intercompany loan balances (together "the waivers"). The directors now consider that the transfers may be void in law as such transfers at less than market value constitute a distribution and there were insufficient reserves at the date of transfer to make such a distribution

In view of the above the Integra Assets and CSL Assets that were subject to the transfer remain the property of the respective companies consequently the Integra Assets have been held on constructive trust by the company from 31 May 2001 until 28 February 2005 for the benefit of JBS Computer Services Limited and from 28 February 2005 both the Integra Assets and CSL Assets have been held by Computer Software Group Limited for the benefit of JBS Computer Services Limited and the company respectively Under a settlement agreement the parties have agreed to account to each other for the profits generated by or liabilities incurred in connection with the Assets

	As originally reported £	Effect of change £	As Restated £
Other operating income	-	460 150	460 150
Depreciation of Tangible Fixed Assets	-	39 810	39 810
Tangible fixed assets as at 28 February 2006	-	49 190	49 190
Debtors as at 28 February 2006	-	252 787	252,787
Shareholders' funds as at 28 February 2006	-	301 501	301 501

3 TAXATION

	2007 £	Restated 2006 £
(a) Analysis of charge in the year		
Current tax		
UK Corporation tax		-
Total current corporation tax	-	-

(b) Factors affecting current tax charge

The tax charge for the period differs from the standard rate of corporation tax in the UK of 30%. The differences are explained below

	2007 £	2006 £
Profit on ordinary activities before tax	299 074	420 340
Profit on ordinary activities multiplied by 30% (2006 30%)	89 722	126 102
Effects of		
Depreciation in year (less than) / in excess of capital allowances	7 665	11 943
Tax losses utilised	(97 387)	(138 045)
	-	-

Deferred tax assets of £421 061 (2006 £518 448) have not been recognised

Computer Software Limited
NOTES TO THE FINANCIAL STATEMENTS
to 28 February 2007

4 TANGIBLE FIXED ASSETS

	Plant and equipment £
Cost	
At 1 March 2006 as previously stated	-
Prior year adjustment	357 624
At 1 March 2006 as restated	357 624
Disposals	-
At 28 February 2007	357 624
Depreciation	
At 1 March 2006	-
Prior year adjustment	308 434
At 1 March 2006 as restated	308 434
Charge for the period	25 548
Disposals	-
At 28 February 2007	333 982
Net book value	
At 28 February 2007	23 642
At 28 February 2006	49 190

The net book value of fixed assets includes £nil (2006 - £nil) in respect of assets held under finance leases

5 DEBTORS

	2007 £	Restated 2006 £
Amounts due from group undertakings	576 933	252 311
	576 933	252 311

Trade debtors include amounts falling due after more than one year totalling £nil (2006 - £nil)

Computer Software Limited
NOTES TO THE FINANCIAL STATEMENTS
to 28 February 2007

6 SHARE CAPITAL

	2007 £	2006 £
Authorised Share Capital		
120 000 Ordinary shares of 75p each	90 000	90 000
120 000 A' Ordinary shares of 75p each	90 000	90 000
414 285 'M' Ordinary shares of 75p each	310,714	310 714
217 144 B' Ordinary shares of 1p each	2 171	2 171
238 095 'C' Ordinary shares of 25p each	59,524	59 524
	552 409	552 409
Allotted, called up and fully paid		
120 000 Ordinary shares of 75p each	90 000	90 000
120 000 A' Ordinary shares of 75p each	90 000	90 000
300 000 M' Ordinary shares of 75p each	225 000	225 000
238 095 C' Ordinary shares of 25p each	59 524	59 524
	464,524	464 524

On a return of assets the order of the return shall be C Ordinary, A Ordinary with Ordinary M Ordinary and B Ordinary ranking pari passu
Any balance of such assets shall be distributed pari passu

7 RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS AND RESERVES

	28 February 2007 £	28 February 2006 Restated £
Shareholders' funds at beginning of period as previously stated	-	-
Prior year adjustment	301 501	(118 839)
Shareholders' funds at beginning of period as restated	301 501	(118 839)
Profit for the financial year	299 074	420 340
Closing Shareholders' funds restated	600 575	301 501

8 CONTINGENT LIABILITIES

The company has jointly and severally guaranteed the indebtedness of Computer Software Group Limited and certain subsidiaries. A claim under this guarantee would be secured by fixed and floating charges on the company's assets.

9 RELATED PARTIES

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 which form part of the Group.

10 ULTIMATE PARENT COMPANY

At the balance sheet date the ultimate parent company and controlling party was Computer Software Group plc (subsequently renamed Computer Software Group Limited) which is registered in England and Wales and produces consolidated accounts.

11 POST BALANCE SHEET EVENTS

On 4 May 2007 the whole of the share capital of Computer Software Group Plc was acquired by Guildford AcquisitionCo Limited which is registered in England and Wales. On 4 July 2007 Guildford EquityCo Limited the then ultimate holding company of Guildford AcquisitionCo Limited was acquired by Software (Bidco) Limited a company controlled by Hellman & Friedman LLC.

On 12 September 2007 the company entered into a settlement agreement with Computer Software Group Limited and JBS Computer Services Limited as detailed in the 'Principal activities and review of business' section of the Directors' Report.