NCR Financial Solutions Group Limited Directors' report and financial statements for the year ended 31 December 2006

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NCR Financial Solutions Group Limited Annual report for the year ended 31 December 2006

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Directors' report for the year ended 31 December 2006

The directors present their report and audited financial statements of the company for the year ended 31 December 2006

Principal activities

The company's principal activity continues to be the design and development of business information processing systems for selected worldwide markets. NCR Financial Solutions Group Limited manufactures goods on behalf of NCR Global Solutions Limited under a contract manufacturing arrangement.

Business review

As noted above, NCR Financial Solutions Group Limited manufactures goods on behalf of NCR Global Solutions Limited The volume of activity performed by NCR Financial Solutions Group Limited is driven by global demand, particularly demand being driven from Europe

Given the straightforward nature of the business, the company's directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business

On 11 January 2007 NCR Financial Solutions Group Limited announced the loss of 650 jobs Refer to Note 23, Post Balance Sheet Events

Financial risk management

The company's operations expose it to a variety of financial risks that include the effects of changes in currency risk, liquidity risk and interest rate risk. The company has in place a risk management programme that is overseen by the parent company, NCR Corporation

Results and dividends

The company's profit for the financial year is £2,574,000 (2005 £8,040,000) A dividend of £Nil (2005 £Nil) is proposed for the year

Directors

The directors who held office during the year are given below

- S Lynch
- D Ramsay
- R Tramontano
- A Valentine appointed 6 January 2006

Directors' interests

No directors held at any time during the year ended 31 December 2006 any shares or debentures of the company or of any other group companies in the United Kingdom, nor have they acquired any holding between 1 January 2007 and the date of this report

Where applicable, directors' interests in the parent company are disclosed in that company's financial statements

Research and development

The company will continue to develop its range of products to satisfy the market requirements of its customers and improve its market penetration

Directors' report for the year ended 31 December 2006 (continued)

Employees

Applications for employment of disabled persons are always fully considered, bearing in mind the respective aptitudes and abilities of the applicant concerned. In the event of members of staff becoming disabled every effort is made to ensure that their employment with the company continues and the appropriate training is arranged. It is the policy of the company that the training, career development and promotion of a disabled person should, as far as possible, be identical to that of a person who does not suffer from a disability

Consultation with employees or their representatives has continued at all levels. Communication with all employees continues through e-mail, meetings and the annual report being made available.

Supply chain

Given the company's focus on cost reduction, it sources its products both nationally and internationally. At an international level, the group is exposed to potential supply chain disruptions due to delays/losses of inventory in transit. Whilst nationally, the group is exposed to its reliance on smaller enterprises where the risk of bankruptcy is greater. The group mitigates this risk through effective supplier selection and procurement practices.

Statement of directors' responsibilities

Company law requires the Directors to prepare financial statements for each financial year that give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for the year. The Directors are required to prepare the financial statements on the going concern basis, unless it is inappropriate to presume that the Company will continue in business.

The Directors confirm that suitable accounting policies have been used and applied consistently. They also confirm that reasonable and prudent judgements and estimates have been made in preparing the financial statements for the year ended 31 December 2006 and that applicable accounting standards have been followed

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 the 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.

Auditors and disclosure of information to auditors

Each director, as at the date of this report, has confirmed that insofar as they are aware there is no relevant audit information (that is, information needed by the Company's auditors in connection with preparing their report) of which the Company's auditors are unaware, and they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their reappointment will be proposed at the Annual General Meeting

By Order of the Board

Stephen Lynch

Director

24 December 2007

Independent auditors' report to the members of NCR Financial Solutions Group Limited

We have audited the financial statements of NCR Financial Solutions Group Limited for the year ended 31 December 2006 which comprise the profit and loss account, the balance sheet, the statement of total recognised gains and losses and the related notes. These financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom 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). 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

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 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 judgements 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 consider 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.

Independent auditors' report to the members of NCR Financial Solutions Group Limited (continued)

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 at 31 December 2006 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

PricewaterhouseCoopers LLP

Chartered Accountants and Registered Auditors

Edinburgh

28 December 2007

Profit and loss account for the year ended 31 December 2006

	Notes		
		2006	2005
		1000	£'000
Turnover	3	49,963	62,699
Cost of Sales		(46,115)	(50,621)
Gross profit		3,848	12,078
Administrative expenses		(2,130)	(2,229)
Operating profit		1,718	9,849
Loss on disposal of fixed assets		<u> </u>	(3)
Profit on ordinary activities before finance charges		1,718	9,846
Interest receivable	4	6,093	4,244
Interest payable	5	(4,766)	(2,896)
Profit on ordinary activities before taxation	6	3,045	11,194
Taxation on profit on ordinary activities	9	(471)	(3,154)
Retained profit for the financial year	18	2,574	8,040

Statement of total recognised gains and losses for the year ended 31 December 2006

Profit for the financial year		2,574	8,040
Actuarial gain on pension scheme	20	29,945	238
Movement on deferred tax relating to pension asset		(8,984)	(71)
Total recognised gains and losses relating to the year		23,535	8,207

All operations are continuing

There are no material differences between the profit on ordinary activities before taxation and the retained profit for the year stated above and their historical cost equivalents

The notes on pages 8 to 19 form part of these financial statements

Balance sheet as at 31 December 2006

	Notes	2006	2005
		£'000	£,000
Fixed assets			
Tangible assets	10	10,422	12,266
		10,422_	12,266
Current assets			
Stock	12	345	36
Debtors	13	28,265	29,283
Deferred tax asset	14	2,030	1,827
Cash at bank and in hand		219,859	149,996
		250,499	181,142
Creditors amounts falling due within one year	15	(208,070)	(142,876)
Net current assets		42,429	38,266
Total assets less current habilities		52,851	50,532
Deferred income	16	(1,166)	(956)
Net assets excluding pension liability		51,685	49,576
Pension liability	20	(16,209)	(37,635)
Net assets including pension liability		35,476	11,941
Capital and reserves			
Called up share capital	17	4,500	4,500
Profit and loss account	18	30,976	7,441
Equity shareholders' funds	19	35,476	11,941

The financial statements on pages 6 to 19 were approved by the board of directors on 24December 2007

Stephen Lynch

Director

24 December 2007

The notes on pages 8 to 19 form part of these financial statements

Notes to the financial statements for the year ended 31 December 2006

1. Accounting policies

The financial statements have been prepared in accordance with UK applicable accounting standards and under the historical cost convention. The main accounting policies of the company are set out below

Foreign currencies

Assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the balance sheet date

Trading income and expenditure denominated in foreign currencies is translated to sterling at appropriate exchange rates, being weighted average or spot rates, and all differences are taken to the profit and loss account

Research and development expenditure

All research and development expenses are charged against the profits of the period in which they are incurred

Tangible assets

Tangible assets are stated in the balance sheet at cost Depreciation is charged on a straight line basis over estimated useful lives as follows

Freehold buildings 20 years

Plant and machinery and other equipment 3 - 10 years

Tooling 3 years

Leasehold improvements over the term of the lease

Deferred taxation

Deferred tax is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements. 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.

Notes to the financial statements for the year ended 31 December 2006 (continued)

1. Accounting policies (continued)

Pensions

The expected cost of pensions in respect of the company's hybrid defined contribution and benefit plan is charged to the profit and loss account so as to spread the cost of pensions over the service lives of employees in the plan. Variations from the regular cost are spread over the expected remaining service lives of current employees in the plan. The pension cost is assessed in accordance with the advice of qualified actuaries.

The company provides no other post retirement benefits to its employees

Government grants

Grants that relate to specific capital expenditure are treated as deferred income, which is then credited to the profit and loss account over the related asset's useful life. Other grants are credited to the profit and loss account when received. The grants received have conditions attached whereby a proportion of the receipt could be repayable if certain obligations are not met. Where management believe there is a risk that these obligations might not be met the release from deferred income is restricted.

Leased assets

Rentals under operating leases are charged against income on a straight-line basis over the term of the lease

2. Cash flow statement and related party disclosures

The company is a wholly owned subsidiary of NCR Corporation and its cash flows are included in the consolidated financial statements of NCR Corporation, which are publicly available. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard No 1. The company is also exempt under the terms of Financial Reporting Standard No 8 from disclosing related party transactions with entities that are part of the NCR Corporation group or investees of the NCR Corporation group

3. Turnover

All turnover originates in the United Kingdom The company operates in one business segment and its geographical analysis of turnover by ultimate destination is as follows

	2006	2005
	£'000	£'000
United Kingdom	224	479
Europe	11,931	22,532
Pacific	123	224
Latin America	28	72
Middle East/Africa	-	197
United States	37,657	39,195
	49,963	62,699

Notes to the financial statements for the year ended 31 December 2006 (continued)

4. Interest receivable

Interest receivable is analysed as follows

	2006	2005
	£'000	£'000
Receivable from group undertakings	6,089	4,238
Bank interest	4	6
	6,093	4,244

5. Interest payable

Interest payable is analysed as follows

	2006	2005
	£'000	£'000
Payable to group undertakings	4,750	2,886
Bank interest	16	10
	4,766	2,896

6. Profit on ordinary activities before taxation

Profit on ordinary activities before taxation is stated after charging the following amounts

	2006	2005
	£,000	£'000
Wages and salaries	48,902	49,609
Social security costs	4,265	4,392
Other pension costs (note 20)	6,859	6,682
Staff costs	60,026	60,683
Depreciation of tangible fixed assets (note 10)	3,544	3,533
Auditors remuneration – audit work	42	36
- non audit work	19	30
Motor vehicle operating leases	96	242
Land and Building leases	1,501	1,559

Cost of sales includes research and development and marketing costs of £39,804,000 (2005 £42,256,000) These amounts include elements of the payroll costs and depreciation charge disclosed separately above

Notes to the financial statements for the year ended 31 December 2006 (continued)

7. Employees

The average number of persons employed by the company (including executive directors) during the period is analysed below

	2006	2005 Number
	Number	
By activity		
Manufacturing	935	972
Engineering	412	402
Other	146	151
	1,493	1,525

8. Directors' emoluments

	2006	2005
	£'000	£'000
Aggregate emoluments	344	282

During the year the company paid £6,551 (2005 £5,220) of contributions under a defined contribution scheme in respect of 3 (2005 2) directors Retirement benefits are accruing to 3 (2005 2) directors under a defined benefit scheme

	2006	2005
	£'000	£'000
Highest paid director		
Total amount of emoluments	114	132

The highest paid director is based in the US and is not a member of the UK pension scheme

Notes to the financial statements for the year ended 31 December 2006 (continued)

9. Taxation on profit on ordinary activities

	2006	2005 £'000
	£'000	
The taxation charge is analysed as follows		
Current Taxation		
UK Corporation tax @ 30 % (2005 30%)	261	2,867
Adjustments in respect of prior year	2	131
Overseas withholding tax	212	
	475	2,998
Deferred Taxation		
Deferred taxation @ 30 % (2005 30%)	(4)	156
	471	3,154

	2006	2005
	£'000	£'000
Profit on ordinary activities before tax	3,045	11,194
Profit on ordinary activities by standard rate in the UK 30%	914	3,358
Effects of		
Accelerated capital allowances and other timing differences	184	19
Expenses not deductible for tax purposes	(129)	(43)
R&D tax credit	(349)	(346)
Pension contribution relief in excess of net pensions cost charge	(178)	(121)
Adjustments to tax charge in respect of previous period	2	131
Overseas withholding tax	212	•
Group relief not paid for	(181)	
Current tax charge for the period	475	2,998

On 21 March 2007, the Government announced its intention to reduce the corporation tax rate from 30% to 28% and phase out industrial buildings allowances, both with effect from 1 April 2008. These changes have not been reflected in the financial statements at 31 December 2006 because they are not considered to be substantially enacted at the balance sheet date. An estimate of the effect of these changes at 31 December 2006 is that the deferred tax asset would be reduced from £2,030,000 to £1,895,000

Notes to the financial statements for the year ended 31 December 2006 (continued)

10. Tangible Fixed assets

	Freehold Land and buildings	Plant & machinery and other equipment	Tooling	Leasehold improvements	Total
	£'000	£'000	£'000	£'000	£'000
Cost					
At 1 January 2006	9,538	19,364	24,964	4,458	58,324
Additions	36	860	840	1	1,737
Disposals	(92)	(32)	-	<u>-</u>	(124)
At 31 December 2006	9,482	20,192	25,804	4,459	59,937
Depreciation					
At 1 January 2006	6,807	14,900	23,263	1,088	46,058
Provision for the year	271	2,228	882	163	3,544
Disposals	(55)	(32)	-	-	(87)
At 31 December 2006	7,023	17,096	24,145	1,251	49,515
Net book value					
At 31 December 2006	2,459	3,096	1,659	3,208	10,422
At 31 December 2005	2,731	4,464	1,701	3,370	12,266

11. Fixed Asset – Investments

On 21 September 2005, NCR Financial Solutions Group Limited acquired 100% of the share capital in Fluiditi Limited, a company registered in England and Wales, for a consideration of £1 This investment is being held at nil net book value

12. Stock

	2006	2005
	£'000	£'000
Raw material	338	-
Finished goods	7	<u> 36</u>
	345	36

Notes to the financial statements for the year ended 31 December 2006 (continued)

13. Debtors

At 31 December 2006

13. Deptors		
	2006	2005
	£'000	£'000
Amounts owed by group undertakings	15,204	15,772
Corporation tax	12,291	12,554
Prepayments and accrued income	770	957
	28,265	29,283
14. Deferred tax asset		
	2006	2005
	£'000	£'000
The deferred tax asset arises from:		
Accelerated capital allowances	1,685	1,668
Other timing differences	345	159
Deferred tax asset	2,030	1,827
15. Creditors: amounts falling due within one year		2005
	2006	2005
Bank overdraft and loans	£'000	£'000
Trade creditors	173,625	108,330
Due to group undertakings	4,220 22,744	3,999 22,837
Other taxes and social security costs	1,966	2,416
Other creditors	5,079	4,405
Accruals and deferred income	436	889
Avoidus and deferred moome	208,070	142,876
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16. Deferred income		
	2006	2005
	£'000	£'000
Grants		
At 1 January 2006	956	1,168
Received during the year	1,926	-
Released during the year	(1,716)	(212)

1,166

956

Notes to the financial statements for the year ended 31 December 2006 (continued)

17. Called up share capital

	2006	2005
	Number	Number
Authorised, allotted, called up and fully paid		
Ordinary shares of £1 each	4,500,000	4,500,000

18. Profit and Loss Account

	2006	2005
	£'000	£'000
At 1 January 2006	7,441	(766)
Retained profit for the financial year	2,574	8,040
Actuarial gain on pension scheme	29,945	238
Movement on deferred tax relating to pension asset	(8,984)	(71)
At 31 December 2006	30,976	7,441
Pension liability (note 20)	16,209	37,635
Profit and loss reserve excluding pension liability	47,185	45,076

19. Reconciliation of movements in equity shareholders' funds

	2006	2005
	£'000	£'000
Retained profit for the financial year	2,574	8,040
Actuarial gain on pension scheme	29,945	238
Movement on deferred tax relating to pension asset	(8,984)	(71)
Net addition to shareholders' funds	23,535	8,207
Opening shareholders' funds	11,941	3,734
Closing shareholders' funds	35,476	11,941

Notes to the financial statements for the year ended 31 December 2006 (continued)

20. Pension commitments

The group operates a hybrid plan in the UK Members' benefits are a combination of both defined benefit and defined contribution elements. The figures disclosed below relate to the defined benefit section only. A full actuarial valuation was carried out at 31 March 2004 and updated to 31 December 2006 by a qualified independent actuary. The service cost has been calculated using the Projected Unit method. The major assumptions used by the actuary were (in nominal terms)

	At Year End	At Year	At Year
		End	End
	31/12/06	31/12/05	31/12/04
Rate of Increase in salaries	3 75%	4 25%	4 30%
Pension increase rate (pre 6 April 1997)	2 10%	2 00%	2 50%
Pension increase rate (post 6 April 1997)	3 00%	2 75%	2 80%
Discount Rate	5 00%	4 75%	5 30%
Inflation assumption	3 00%	2 75%	2 80%

The company contributed to the defined benefit section of the plan at the rate of 11 5% of pensionable earnings plus £285,000 per month during 2006

The company also paid contributions of £855,517 to the defined contribution section of the plan during 2006. The total assets of the defined contribution section of the plan at 31 December 2006 were £73,545,720.

The assets in the plan and the expected rate of return were

Equities and Property	At Year End 31/12/06	At Year End 31/12/06 £'000 149,938	At Year End 31/12/05	At Year End 31/12/05 £'000 133,437	At Year End 31/12/04 6 90%	At Year End 31/12/04 £'000 121,593
Gilts	3 80%	43,402	3 40%	39,215	3 90%	20,673
Cash	4 30%	1,248	3 80%	491	4 00%	155
Total market value of assets Actuarial value of liability		194,588 (217,744)		173,143 (226,908)		142,421 (196,541)
Deficit in the Scheme Effect of surplus cap		(23,156)		(53,765)		(54,120)
Recoverable deficit in the Scheme Related deferred tax asset		(23,156) 6,947		(53,765) 16,130		(54,120) 16,236
Net pension liability		(16,209)		(37,635)		(37,884)

Notes to the financial statements for the year ended 31 December 2006 (continued)

20. Pension commitments (continued)

	2006	2005	2004
	£'000	£'000	£'000
Analysis of the amount charged to operating profit			
Service cost	6,859	6,682	7,285
Total operating charge	6,859	6,682	7,285
Analysis of net return on pension scheme			
Expected return on pension scheme assets	9,925	9,277	8,573
Interest on pension liabilities	(10,770)	(10,434)	(9,785)
Net return	(845)	(1,157)	(1,212)
Analysis of amount recognised in statement of total recognised gains and losses (STRGL)			
Actual return less expected return on assets	10,359	19,522	4,965
Experience gains and losses on liabilities	893	1,361	1,024
Changes in assumptions	18,693	(20,645)	(5,734)
Actuarial gain recognised in STRGL	29,945	238	255
Movement in deficit during the year			
Deficit in scheme at beginning of year	(53,765)	(54,120)	(51,390)
Movement in year -			
Current service cost	(6,859)	(6,682)	(7,285)
Contributions	8,368	7,956	5,512
Other finance costs	(845)	(1,157)	(1,212)
Actuarial gain	29,945	238	255
Deficit in scheme at end of year	(23,156)	(53,765)	(54,120)

The valuation at 31 December 2006 showed a reduction in the deficit from £53 8million to £23 2million

Notes to the financial statements for the year ended 31 December 2006 (continued)

20 Pension commitments (continued)

History of experience gains and losses	2006	2005	2004	2003	2002
Difference between expected and actual return on scheme assets					
- Amount (£'000)	10,359	19,522	4,965	14,111	(32,592)
- Percentage of scheme assets	5%	11%	3%	11%	(30)%
Experience gains and losses on scheme liabilities					
- Amount (£'000)	893	1,361	1,024	(1,242)	861
- Percentage of scheme assets	0%	1%	1%	(1)%	1%
Total amount recognised in statement of total recognised gains and losses					
- Amount (£'000)	29,945	238	255	(5,201)	(37,484)
- Percentage of scheme assets	14%	0%	0%	(3)%	(25)%

21. Financial commitments

At 31 December 2006 the company had annual commitments expiring as follows

	2006		2005	
	Land and Other Land and Buildings Buildings		Other	
	£'000	£'000	£'000	£'000
Within one year	-	63	81	27
Between two and five years	-	93	-	34
After 5 years	1,581	-	1,581	
	1,581	156	1,662	61

22. Contingent liabilities

The Inland Revenue are undertaking enquiries into transfer pricing arrangements for the company. However, it is not possible to estimate with any certainty any amounts which might be due. While the directors consider that the company's transfer pricing reflect normal trading arrangements it is possible that additional tax liabilities may arise in respect of these enquiries. No provision has been made in these accounts for any liabilities which may arise

Notes to the financial statements for the year ended 31 December 2006 (continued)

23. Post Balance Sheet Events

On 11 January 2007 NCR Financial Solutions Group Limited announced the loss of 650 manufacturing jobs as a result of NCR Corporation's restructuring of its global operations. No further headcount losses are expected

24. Ultimate parent undertaking

NCR Limited, a company registered in England, is the parent undertaking and controlling party of the smallest group to consolidate the accounts of the company. Copies of these consolidated financial statements can be obtained from 206 Marylebone Road, London, NW1 6LY

The ultimate parent company and ultimate controlling party is NCR Corporation, which is incorporated in the United States of America Copies of the group accounts can be obtained from 1700 South Patterson Boulevard, Dayton, Ohio, United States of America