

MINERVA FIRE DEFENCE LIMITED

**DIRECTORS' REPORT AND
FINANCIAL STATEMENTS**

30 SEPTEMBER 2004

Registered number: 479124



MINERVA FIRE DEFENCE LIMITED

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the year ended 30 September 2004.

ACTIVITIES

The company did not trade in the period. The directors recommend that no dividend be paid. There are no plans for the company to trade in the foreseeable future.

DIRECTORS AND THEIR INTERESTS

The membership of the board is set out below.

Directors

A S McNutt
D E Roberts

At 30 September 2004 no directors or members of their families, as defined by the Companies Act 1985, held any beneficial interests in the shares of any member of the group other than the ultimate parent company Tyco International Ltd. The holdings of the directors in shares of the parent company are as shown in that company's accounts.

By order of the Board



A B Alphonsus

Company Secretary

14 December 2004

MINERVA FIRE DEFENCE LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are required by company law to prepare financial statements which give a true and fair view of the state of affairs of the company as at 30 September 2004 and of the profit or loss of the company for the period then ended. 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, subject to any material departures disclosed and explained in the financial statements;
- 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 the financial position of the company with reasonable accuracy at any time and which 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 for taking reasonable steps for the prevention and detection of fraud and other irregularities.

MINERVA FIRE DEFENCE LIMITED

BALANCE SHEET AT 30 SEPTEMBER 2004

	2004	2003
	£	£
DEBTORS		
Amounts falling due after more than one year		
Amount owed by parent company	134,199	134,199
	<u>134,199</u>	<u>134,199</u>
CAPITAL AND RESERVES		
Called-up share capital (Note 2)	292,500	292,500
Share premium	6,210	6,210
Profit and loss account (Note 3)	(164,511)	(164,511)
EQUITY SHAREHOLDERS' FUNDS	<u>134,199</u>	<u>134,199</u>

Advantage has been taken of the audit exemptions available for dormant companies conferred by section 249AA (1) of the Companies Act 1985 on the grounds:

- (a) that for the year ended 30 September 2004 the company was entitled to the exemption from a statutory audit under section 249AA (1) of the Companies Act 1985; and
- (b) that no notice has been deposited under section 249B(2) of the Companies Act 1985 in relation to the financial statements for the financial year.

The directors acknowledge their responsibilities for:

- (a) ensuring that the company keeps proper accounting records which comply with section 221 of the Companies Act 1985; and

preparing financial statements which give a true and fair view of the state of the affairs of the company at 30 September 2004 and of its profit or loss for the year then ended in accordance with the requirement of section 226 of the Companies Act 1985, and which otherwise comply with the requirements of the Companies Act 1985 relating to financial statements so far as applicable to the company.

Approved by the Board of Directors



D.E Roberts
Director

14 December 2004

NOTES TO THE FINANCIAL STATEMENTS - 30 SEPTEMBER 2004

1. ACCOUNTING POLICIES

Accounting Convention

The accounts are prepared under the historical cost convention and in accordance with applicable Accounting Standards.

2. SHARE CAPITAL

	2004 £	2003 £
<u>Authorised, allotted, called-up and fully paid</u>		
2,925,000 Ordinary shares of 10p each	<u>292,500</u>	<u>292,500</u>

3. PROFIT AND LOSS ACCOUNT

	Profit and Loss account £
At 1 October 2003 and 30 September 2004	<u>(164,511)</u>

The Company did not trade in the year, incurred no liabilities, and consequently made neither profit nor loss. There were no recognised gains and losses and no movements in shareholders' funds in the year.

4. ULTIMATE PARENT COMPANY AND CONTROLLING PARTY

The ultimate parent company and controlling party is Tyco International Ltd, a company incorporated in Bermuda. Copies of the group financial statements may be obtained from The Company Secretary, Tyco International Ltd, The Zurich Centre, 2nd Floor, 90 Pitts Bay Road, Pembroke HM08, Bermuda.

The company's immediate parent undertaking is Thorn Security Group Limited, a company registered in England and Wales.

The company's ultimate parent company in the United Kingdom is Tyco Holdings (UK) Limited, which is the smallest group of undertakings for which consolidated financial statements are available. Copies of these consolidated financial statements may be obtained from The Company Secretary, Wormald Park, Grimshaw Lane, Newton Heath, Manchester M40 2W6.