

Company Registration No. 3763778

SB US VI Limited

Report and Financial Statements

31 December 2006

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SB US VI Limited

Report and financial statements 2006

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SB US VI Limited

Report and financial statements 2006

Officers and professional advisers

Director

S J Murray

Secretary

Hackwood Secretaries Limited
One Silk Street
London
EC2Y 8HQ

Registered office

One Silk Street
London
EC2Y 8HQ

Auditors

Deloitte & Touche LLP
Chartered Accountants
London

SB US VI Limited

Director's report

The director submits his report and the audited financial statements for the year ended 31 December 2006

Principal activities, review of business and future developments

The principal activity of the company is that of an investment holding company

The company made a loss after tax for the year ended 31 December 2006 of \$10,165 (2005 \$8,984 loss)

The director does not recommend payment of a dividend (2005 \$nil), and hence the loss for the year of \$10,165 has been transferred to reserves

The director anticipates that the company will continue as an investment holding company for the foreseeable future

Due to the size and structure of the company there are no relevant non financial performance indicators. The non-financial key performance indicators of SOFTBANK CORP, which includes the company, are discussed in the Group's annual report and does not form part of this report

Principal risk and uncertainties

The company has financial exposure to the value of the investments. The director does not consider the risk to be material and therefore does not utilize any insurance or hedging instruments. The director believes that there are sufficient procedures in place to mitigate the risk. Group risks are discussed in SOFTBANK CORP's annual report which does not form part of this report

Director and his interests

S J Murray served as the sole director through out the year and to the date of this report

The director has no interests in the shares of the company or any other body corporate in the group that are required to be disclosed under Schedule 7 of the Companies Act 1985

Disclosure of information to auditors

Each of the persons who is a director at the date of approval of this report confirms that

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- the director has taken all the steps that he ought to have taken as a director in order to make himself 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 provisions of s234ZA of the Companies Act 1985

SB US VI Limited

Director's report

Auditors

Deloitte & Touche LLP have expressed their willingness to continue in office as auditors of the company and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting

By order of the board

A handwritten signature in black ink, appearing to read 'S J Murray', is written over the printed name.

S J Murray
Director

July 31, 2007

SB US VI Limited

Statement of director's responsibilities

The director is responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations

Company law requires the director to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 director is 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 director is responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable him to ensure that the financial statements comply with the Companies Act 1985. He is 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 SB US VI Limited

We have audited the financial statements of SB US VI Limited for the year ended 31 December 2006 which comprise the profit and loss account, the balance sheet 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 the director and auditors

The director's responsibilities for preparing the Annual Report and 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 Director's 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 report to you, whether in our opinion, the information given in the director's report is consistent with the financial statements. We also 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 director's remuneration and other transactions is not disclosed.

We read the director's report for the above year 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 director in the preparation of the financial statements, and of whether the accounting policies are appropriate to the circumstances of the company, 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.

Independent auditors' report to the members of SB US VI 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 as at 31 December 2006 and of its loss 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 director's report is consistent with the financial statements

Deloitte & Touche LLP

Deloitte & Touche LLP

Chartered Accountants and Registered Auditors
London

6 August 2007

SB US VI Limited

Profit and loss account Year ended 31 December 2006

	Note	2006 \$	2005 \$
Administrative expenses		<u>(10,165)</u>	<u>(8,984)</u>
Operating loss and loss on ordinary activities before taxation	3	(10,165)	(8,984)
Tax on loss on ordinary activities	4	<u>-</u>	<u>-</u>
Loss for the financial year transferred to reserves	9	<u>(10,165)</u>	<u>(8,984)</u>

All results arise in respect of continuing operations

There were no recognised gains or losses other than the loss for the period and therefore no separate statement of total recognised gains and losses has been presented

There is no difference between the loss on ordinary activities before taxation and retained loss for the year stated above, and their historical cost equivalents

SB US VI Limited

Balance sheet As at 31 December 2006

	Note	2006 \$	2005 \$
Fixed assets			
Investments	5	<u>273,145,900</u>	<u>260,979,234</u>
Current Liabilities			
Creditors amounts falling due within one year	6	<u>(8,187)</u>	<u>(8,001)</u>
Net current liabilities		<u>(8,187)</u>	<u>(8,001)</u>
Creditors: amounts falling due after more than one year	7	<u>(313,843,367)</u>	<u>(301,666,722)</u>
Net liabilities		<u>(40,705,654)</u>	<u>(40,695,489)</u>
Capital and reserves			
Called up share capital	8	2	2
Profit and loss account deficit	9	<u>(40,705,656)</u>	<u>(40,695,491)</u>
Total equity shareholders' deficit		<u>(40,705,654)</u>	<u>(40,695,489)</u>

Approved and signed by the director on July 31, 2007


S J Murray

Director

SB US VI Limited

Notes to the accounts

Year ended 31 December 2006

1. Accounting policies

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

Accounting convention

The financial statements are prepared on a going concern basis under the historical cost convention. The principle accounting policies, which have been applied consistently throughout the current and prior year, are described below. The director considers that the going concern basis is appropriate because the immediate parent undertaking has confirmed its intention to support the company.

Cash flow statement

The company has taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from the requirement to produce a cash flow statement on the grounds that it is a wholly owned subsidiary of SB Holdings (Europe) Limited. The ultimate parent undertaking's consolidated financial statements which include the company are publicly available (refer Note 11).

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date.

A net deferred tax asset is recognised as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on an undiscounted basis.

Investments

Fixed asset investments are stated at cost. Provision is made for impairment in value, based on the value of the underlying assets of the investment.

Where the company has investments in partnerships, as a Limited Partner, and control of these partnerships rests with the General Partner in accordance with the relevant Partnership agreement, the director considers that the company has long term restrictions on its rights over the partnerships. Consequently, these partnerships are considered to be investments and are not considered to be subsidiaries of the company.

Foreign Currency

Transactions denominated in foreign currencies are translated into US dollars at rates of exchange ruling at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated into US dollars at the rates of exchange ruling at the end of the financial period. Resulting exchange differences are taken to the profit and loss account. Non-monetary assets and liabilities denominated in foreign currencies are recorded at the rate of exchange ruling at the date of the transaction.

SB US VI Limited

Notes to the accounts

Year ended 31 December 2006

2. Functional currency

Due to the nature of the business of the company, and the fact that the predominant number of transactions are completed in US dollars, the director considers the functional currency of the company to be the United States dollar (US\$), and consequently presents the financial statements in US\$. The US\$ to pound sterling exchange rates used are 1.95913 at 31 December 2006 and 1.7208 at 31 December 2005.

3. Operating loss

In the current year and in the prior year the audit fees of the company were borne by its immediate parent undertaking, SB Holdings (Europe) Limited.

There are no employees in the company (2005: nil). The director received no remuneration in respect of his services to the company (2005: \$nil).

4. Tax on loss on ordinary activities

	2006 \$	2005 \$
Total tax on loss on ordinary activities	-	-
Loss on ordinary activities before tax	(10,165)	(8,984)
Tax on loss on ordinary activities at standard UK tax rate of 30% (2005 – 30%)	(3,049)	(2,695)
Effects of Permanent differences	3,049	2,695
Total current tax	-	-

There is an unrecognised deferred tax asset of \$10,537,735 (2005: \$6,360,631) which will become recognised if the company becomes profitable in the foreseeable future.

There is an unrecognised deferred tax asset in relation to capital losses of \$12,292,822 (2005: \$9,681,812) which will become recognised if the company is expected to make a capital gain in the foreseeable future.

SB US VI Limited

Notes to the accounts Year ended 31 December 2006

5. Investments

	\$
Cost	
At 1 January 2006	335,554,231
Additions	<u>12,166,666</u>
At 31 December 2006	<u>347,720,897</u>
Amounts written off	
At 1 January 2006 and 31 December 2006	<u>(40,686,507)</u>
Equity buy back	
At 1 January 2006 and 31 December 2006	<u>(33,888,490)</u>
Net book value	
At 31 December 2006	<u>273,145,900</u>
At 31 December 2005	<u>260,979,234</u>

The investment held represents a 97.04% limited partner holding in SOFTBANK US Ventures VI L P , a limited partnership registered in Delaware, USA. As control of the limited partnership rests with the General Partner in accordance with the Partnership agreements, the company has long term restrictions on its rights over the partnership. The investment is held at cost less impairment.

6. Creditors: amounts falling due within one year

	2006 \$	2005 \$
Accruals	<u>8,187</u>	<u>8,001</u>

The accrued expenses relate to audit fees payable.

7. Creditors: amounts falling due after more than one year

	2006 \$	2005 \$
Amount owed to immediate parent undertaking	<u>313,843,367</u>	<u>301,666,722</u>

The amount owed to the immediate parent undertaking is unsecured, has no fixed term and is not interest bearing.

SB US VI Limited

Notes to the accounts Year ended 31 December 2006

8. Called up share capital

	2006 \$	2005 \$
Authorised:		
1,000 ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>
Called up, allotted and fully paid:		
2 ordinary shares of £1 each	<u>2</u>	<u>2</u>

9. Profit and loss account

	2006 \$	2005 \$
At 1 January	(40,695,491)	(40,686,507)
Loss for the financial year	<u>(10,165)</u>	<u>(8,984)</u>
At 31 December	<u>(40,705,656)</u>	<u>(40,695,491)</u>

10. Reconciliation of movements in shareholders' deficit

	2006 \$	2005 \$
Loss for the financial period	<u>(10,165)</u>	<u>(8,984)</u>
Net addition to shareholders' deficit	<u>(10,165)</u>	<u>(8,984)</u>
Opening equity shareholders' deficit	<u>(40,695,489)</u>	<u>(40,686,505)</u>
Closing equity shareholders' deficit	<u>(40,705,654)</u>	<u>(40,695,489)</u>

11. Ultimate parent undertaking and controlling party

The company is a wholly owned subsidiary of SB Holdings (Europe) Limited which is the immediate parent company. The ultimate holding company and controlling party is SOFTBANK Corp, a company incorporated in Japan, which is the only group company that prepares consolidated financial statements, which can be obtained from 1-9-1, Higashi-Shimbashi, Minato-ku, Tokyo 105-7303, Japan