

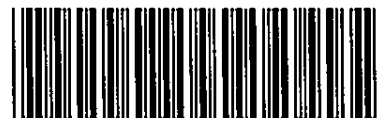
5887379

# IPC Network Services UK Holdings Limited

## Report and Financial Statements

30 September 2010

MONDAY



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|-----|-----------------|-----|
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|     | COMPANIES HOUSE |     |
| LD2 | 01/03/2011      | 127 |
|     | COMPANIES HOUSE |     |

# IPC Network Services UK Holdings Limited

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Registered No 05887379

## **Directors**

D Hart

K Acott

## **Secretary**

C Spitzer

## **Auditors**

Ernst & Young LLP

1 More London Place

London SE1 2AF

## **Registered Office**

Tower House

67-73 Worship Street

London EC2A 2DZ

## Directors' report

The directors present their report and financial statements for the year ended 30 September 2010

### Results and dividends

The profit for the year after taxation amounted to £2,584,507 (2009 – profit £2,586,868) No dividend was paid during the year (2009 – £2,583,000) The directors do not propose a final dividend

### Principal activity, review of business and principal risks and uncertainties

The company did not trade during the year and continues to act as a holding company for investments in fellow group undertakings The investments held by the company in the year are listed in note 6 to the financial statements Thus the principal risks are not operational or competitive in nature but associated with the carrying value of the investments and the ability to service the intercompany loans

### Going concern

The financial statements have been prepared on a going concern basis The use of the going concern basis of accounting is appropriate because there are no material uncertainties related to events or conditions that may cast significant doubt about the ability of the company to continue as a going concern

### Future developments

The company will continue to act as a holding company for investments in fellow group undertakings

### Events since the balance sheet date

There are no material post balance sheet events that require disclosure in the financial statements

### Directors and their indemnity arrangements

The directors listed below held office during the year and subsequently

D Hart  
K Acott

There is in force a qualifying third party indemnity for all directors and officers of the company

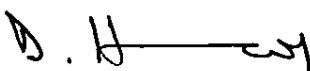
### Auditors

The company has elected to dispense with the obligation to appoint auditors annually Ernst & Young LLP are accordingly deemed to be reappointed as auditors

### Disclosure of information to the auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware Having made enquiries of fellow directors and the company's auditor, each director has taken all the steps that he is obliged to take as a director in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information

On behalf of the board



D Hart  
Director

11 February 2011

## Statement of directors' responsibilities

The directors are responsible for preparing the Directors' report and the financial statements in accordance with applicable law and regulations

Company law requires the directors 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). Under company law the directors must not approve the financial statements unless they are satisfied that they 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 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 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 directors are responsible for keeping proper accounting records that are sufficient to show and explain the company's transactions and 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 2006. 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 IPC Network Services UK Holdings Limited**

We have audited the financial statements of IPC Network Services UK Holdings Limited for the year ended 30 September 2010 which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet and the related notes 1 to 11. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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 auditor's 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**

As explained more fully in the Directors' Responsibilities Statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

## **Scope of the audit of the financial statements**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements.

## **Opinion on the financial statements**

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 30 September 2010 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice and
- have been prepared in accordance with the requirements of the Companies Act 2006.

## **Opinion on other matter prescribed by the Companies Act 2006**

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

## **Independent auditors' report**

**to the members of IPC Network Services UK Holdings Limited**

### **Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

*Ernst & Young LLP*

Stephen Freeman (Senior Statutory Auditor)  
For and on behalf of Ernst & Young LLP Statutory Auditor  
London

*18 February 2011*

## Profit and loss account

for the year ended 30 September 2010

|  | Notes | 2010<br>£ | 2009<br>£ |
|--|-------|-----------|-----------|
| Administrative income                                |       | –         | 2 962     |
| <b>Operating profit</b>                              | 2     | –         | 2 962     |
| Interest receivable and similar income               | 4     | 2,584 507 | 2,584,767 |
| <b>Profit on ordinary activities before taxation</b> |       | 2,584 507 | 2,587,729 |
| Tax on profit on ordinary activities                 | 5     | –         | (861)     |
| <b>Profit for the financial year</b>                 | 10    | 2,584,507 | 2,586,868 |

All operations of the company were continuing

## Statement of total recognised gains and losses

for the year ended 30 September 2010

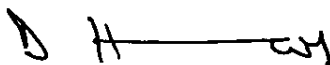
There were no recognised gains or losses other than the profit for the year of £2,584,507 (2009 – profit of £2,586,868)

**Balance sheet**

at 30 September 2010

|  | Notes | 2010<br>£  | 2009<br>£  |
|--|-------|------------|------------|
| <b>Fixed assets</b>                                  |       |            |            |
| Investments  | 6     | 25,771,619 | 18,235,168 |
| <b>Current assets</b>                                |       |            |            |
| Debtors  | 7     | 32,353,374 | 32,338,034 |
| Cash at bank and in hand                             |       | 1          | 78,795     |
|  |       | 32,353,375 | 32,416,829 |
| <b>Creditors</b> amounts falling due within one year | 8     | (47,858)   | (66,711)   |
| <b>Net current assets</b>                            |       | 32,305,517 | 32,350,118 |
| <b>Total assets less current liabilities</b>         |       | 58,077,136 | 50,585,286 |
| <b>Capital and reserves</b>                          |       |            |            |
| Called up share capital                              | 9     | 55,430,101 | 50,522,758 |
| Profit and loss account                              | 10    | 2,647,035  | 62,528     |
| <b>Shareholders' funds</b>                           | 10    | 58,077,136 | 50,585,286 |

These financial statements were approved by the Board of Directors on 11 February 2011 and were signed on its behalf by



D Hart  
Director



## Notes to the financial statements

at 30 September 2010

### 1. Accounting policies

#### ***Basis of preparation***

The financial statements are prepared under the historical cost convention and in accordance with applicable accounting standards in the United Kingdom

The following are principal policies adopted in preparing the financial statements. These policies have been applied consistently throughout the current period

#### ***Going concern***

The financial statements have been prepared on a going concern basis. The use of the going concern basis of accounting is appropriate because there are no material uncertainties related to events or conditions that may cast significant doubt about the ability of the company to continue as a going concern

#### ***Consolidation***

The company is exempt from the requirements to prepare consolidated financial statements by virtue of section 401 of the Companies Act 2006. These financial statements therefore present information about the company as an individual undertaking and not its group

#### ***Statement of cash flows***

In accordance with FRS 1 "Cash flow statements" the company has taken advantage of the exemption available to companies that are at least 90% owned and whose parent prepares consolidated financial statements which include the company and are publicly available. Accordingly, no cash flow statement has been included with the financial statements

#### ***Related Party Transactions***

The company has taken advantage of the exemption available under FRS 8 not to disclose transactions with other members of the IPC Systems Super Holdings Corp. group in these financial statements as the company is a wholly owned subsidiary of a parent which prepares consolidated financial statements available to the public

#### ***Fixed asset investments***

Fixed asset investments are initially recorded at cost

The carrying values of fixed asset investments are reviewed for impairment in periods if events or changes in circumstances indicate the carrying value may not be recoverable

#### ***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 have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax, with the following exceptions

- provision is made for deferred tax that would arise on remittance of the retained earnings of subsidiaries, associates and joint ventures only to the extent that, at the balance sheet date, dividends have been accrued as receivable,
- deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

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

#### ***Foreign currencies***

Transactions in foreign currencies are recorded at the rate ruling on the last day of the previous month. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the balance sheet date. All differences are taken to the profit and loss account

## Notes to the financial statements

at 30 September 2010

### 2. Operating profit

Auditors' remuneration in the current and preceding year has been borne by the company's subsidiary undertaking, IPC Network Services Limited

### 3. Directors' emoluments and staff costs

The directors received no remuneration for services in respect of the company in the current and preceding year. There were no share options granted or exercised during the current and preceding year. The company had no employees other than the directors in either year.

### 4. Interest receivable and similar income

|   | 2010<br>£ | 2009<br>£ |
|---|-----------|-----------|
| Interest receivable on loans to fellow group undertakings | 2,584,507 | 2,584,767 |

### 5. Tax

#### (a) Tax on profit on ordinary activities

|   | 2010<br>£ | 2009<br>£ |
|---|-----------|-----------|
| <i>Current tax</i>                            |           |           |
| Total current tax charge for year (note 5(b)) | –         | 861       |

#### (b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year differs from the standard rate of corporation tax in the UK of 28% (2009 – 28%). The differences are reconciled below:

|   | 2010<br>£ | 2009<br>£ |
|---|-----------|-----------|
| Profit on ordinary activities before tax  | 2,584,507 | 2,587,729 |
| Profit on ordinary activities multiplied by average rate of corporation tax of 28% (2009 – 28%) | 723,662   | 724,564   |
| Group relief claimed – nil paid   | (723,662) | (723,703) |
| Total current tax for the year (note 5(a))  | –         | 861       |

#### (c) Deferred tax

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

The company has no unrecognised deferred tax assets.

## Notes to the financial statements

at 30 September 2010

### 6. Investments

|                      | £          |
|----------------------|------------|
| At 1 October 2009    | 18,235,168 |
| Additions            | 7,536,451  |
| At 30 September 2010 | 25,771,619 |

Details of the investments in which the company holds 20% or more of the nominal value of any class of share capital are as follows

| <i>Name of company</i>                    | <i>Country of<br/>incorporation if<br/>not Great Britain</i> | <i>Holding</i> | <i>Effective<br/>proportion<br/>held</i> |
|---|--|----------------|--|
| IPC NS UK SPC Limited                     |  | Ordinary       | 99.73%                                   |
| IPC Network Services Limited *            |  | Ordinary       | 100.00%                                  |
| IPC Network Services EMEA Limited *       |  | Ordinary       | 100.00%                                  |
| Westcom Europe Limited *                  |  | Ordinary       | 100.00%                                  |
| Westcom Dedicated Private Lines Limited * |  | Ordinary       | 100.00%                                  |
| Lexar UK Limited *                        |  | Ordinary       | 100.00%                                  |

\*Held by subsidiary undertaking

On the 24 September 2010 the company subscribed for an additional 7,536,451 £1 ordinary shares at par in IPC NS UK SPC Limited

### 7. Debtors

|   | 2010<br>£  | 2009<br>£  |
|---|------------|------------|
| Amounts owed by fellow group undertakings | 32,337,012 | 32,321,672 |
| Corporation tax                           | 16,362     | 16,362     |
|   | 32,353,374 | 32,338,034 |

The amount owed by a fellow group undertaking includes a loan note of £32,306,332 bearing interest of 8% and is repayable on demand

### 8. Creditors: amounts falling due within one year

|   | 2010<br>£ | 2009<br>£ |
|---|-----------|-----------|
| Amounts owed to fellow group undertakings | 47,858    | 66,711    |

## Notes to the financial statements

at 30 September 2010

### 9. Issued share capital

|   | 2010<br>No | 2009<br>No | 2010<br>£  | 2009<br>£  |
|---|------------|------------|------------|------------|
| <i>Allotted, called up and fully paid</i> |            |            |            |            |
| Ordinary shares of £1 each                | 55,430,101 | 50,522,758 | 55,430,101 | 50,522,758 |

On the 24 September 2010 the company issued an additional 4,907,343 £1 ordinary shares at par to IPC Information Systems UK Holdings Limited

### 10. Reconciliation of shareholders' funds and movements on reserves

|  | Share<br>capital<br>£ | Profit and<br>loss account<br>£ | Total<br>shareholders'<br>funds<br>£ |
|--|-----------------------|---------------------------------|--------------------------------------|
| At 1 October 2008                      | 50,522,758            | 58,660                          | 50,581,418                           |
| Profit for the year                    | –                     | 2,586,868                       | 2,586,868                            |
| Dividends paid during the year         | –                     | (2,583,000)                     | (2,583,000)                          |
| At 1 October 2009                      | 50,522,758            | 62,528                          | 50,585,286                           |
| Profit for the year                    | –                     | 2,584,507                       | 2,584,507                            |
| Shares issued during the year (note 9) | 4,907,343             | –                               | 4,907,343                            |
| At 30 September 2010                   | 55,430,101            | 2,647,035                       | 58,077,136                           |

### 11. Immediate and ultimate parent undertaking and controlling party

The company's immediate parent undertaking as at 30 September 2010 is IPC Information Systems UK Holdings Limited

IPC Systems Super Holdings Corp is the parent undertaking of the only group for which consolidated financial statements are prepared, and of which the company is a member as at 30 September 2010. Its consolidated financial statements are publicly available from the Registrar, Companies House, Crown Way, Cardiff CF14 3UZ.

The directors consider the company's controlling party to be Silver Lake Partners II, LP as at 30 September 2010.