

Explorer Holdings UK Limited
Annual report and financial statements
for the year ended 31 July 2009

Registered number 6022519



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Explorer Holdings UK Limited

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Explorer Holdings UK Limited

Director and advisers for the year ended 31 July 2009

Director

J McFarlane

Company secretary

Wragge & Co LLP

Registered office

55 Colmore Row
Birmingham
West Midlands
B3 2AS

Solicitors

Wragge & Co LLP
55 Colmore Row
Birmingham
West Midlands
B3 2AS

Independent auditors

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
10 Bricket Road
St Albans
Hertfordshire
AL1 3JX

Explorer Holdings UK Limited

Director's report for the year ended 31 July 2009

The director presents his report and the audited financial statements of the company for the year ended 31 July 2009

Business review and principal activities

The company is an intermediate holding company, which has an investment in a group of companies trading under the RedSky IT banner. The Company is owned by Explorer Group UK Limited.

The principal subsidiaries of Explorer Holdings UK Limited are RedSky IT (Hemel) Limited and RedSky IT (Crick) Limited. These businesses are long established authors and distributors of software into well defined vertical niches.

Explorer Group UK Limited is the company's ultimate holding company in the UK and is itself a subsidiary of Explorer Software Inc, a company registered in West Vancouver, Canada.

Results and dividends

The company did not trade during the year, therefore no profit and loss account has been presented.

The director does not recommend the payment of a dividend (2008: nil).

Future outlook

The company will continue to act as an intermediate holding company.

Principal risks and uncertainties

The principal risks and uncertainties of Explorer Group UK Limited ("the group"), which include those of the company, are discussed in the group director's report in the group's annual report which does not form part of this report. The group's business and financial risks are managed at a group level, rather than an individual company level.

Key performance indicators (KPIs)

Given the straightforward nature of the business, the company director is of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business.

Explorer Holdings UK Limited

Director's report for the year ended 31 July 2009 (continued)

Director

The director who held office during the year and up to the date of signing these financial statements was as follows

J McFarlane

Political and charitable donations

The company made no donations during the year (2008 nil)

Director's Responsibilities Statement

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 director has 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 the affairs of the company and of the profit or loss of the company for that period.

In preparing those 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 adequate 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 him to ensure that the financial statements comply with the Companies Act 2006. He is 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.

The director is responsible for the maintenance and integrity of the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Disclosure of information to auditors

The director who held office at the date of approval of this director's report confirms that

- so far as he is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- he has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

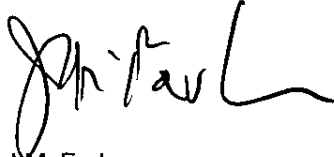
Explorer Holdings UK Limited

Director's report for the year ended 31 July 2009 (continued)

Independent auditors

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

A handwritten signature in black ink, appearing to read 'J McFarlane', written over a horizontal line.

J McFarlane

Director

12 November 2009

Explorer Holdings UK Limited

Independent auditors' report to the members of Explorer Holdings UK Limited

We have audited the financial statements of Explorer Group UK Limited for the year ended 31 July 2009 which comprise the Balance Sheet and the related notes. 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).

Respective responsibilities of director and auditors

As explained more fully in the Director's Responsibilities Statement set out on page 3 the director is 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 Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Sections 495 and 496 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, 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.

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 director, and the overall presentation of the financial statements.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 July 2009,
- 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 Director's Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

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 director's remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit.



Owen Mackney (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
St Albans
12 November 2009

Explorer Holdings UK Limited

Balance sheet as at 31 July 2009

	Note	2009 £000	2008 £000
Fixed assets			
Investments	3	27,000	27,000
Net assets		27,000	27,000
Capital and reserves			
Called up share capital	4	27,000	27,000
Total shareholders' funds	5	27,000	27,000

The financial statements on pages 6 to 10 were approved by the Board of Directors on 12 November 2009 and were signed on its behalf by



J McFarlane
Director

Explorer Holdings UK Limited

Notes to the financial statements for the year ended 31 July 2009

1 Accounting policies

Basis of preparation

These financial statements are prepared on the going concern basis, under the historical cost convention, and in accordance with the Companies Act 2006 and applicable accounting standards. The principal accounting policies, which have been applied consistently throughout the year, are set out below.

Profit and loss account

During the years ended 31 July 2009 and 31 July 2008 the Company did not trade, received no income and incurred no expenditure. Consequently, the Company made neither a profit nor a loss. There are no recognised gains or losses. Accordingly, no profit and loss account or statement of total recognised gains and losses has been presented.

Consolidation exemption

The company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare group accounts because it is a wholly owned subsidiary of Explorer Group UK Limited which prepares consolidated accounts which are publicly available. Accordingly, these accounts are those of the company and not of its group.

Cash flow statement

The company has taken advantage of the exemption under Financial Reporting Standard No. 1 (revised 1996) not to publish a cash flow statement as it is a wholly owned subsidiary of Explorer Group UK Limited, which has prepared consolidated financial statements which are publicly available.

Fixed asset investments

Fixed asset investments are stated at cost less accumulated provision for impairment. The carrying value of investments is reviewed for impairment if events or changes in circumstance indicate the carrying value may not be recoverable.

Explorer Holdings UK Limited

Notes to the financial statements for the year ended 31 July 2009 (continued)

2 Operating profit

Auditors' remuneration for the current and prior years were borne by another group company

Other than the director, the company had no employees through the year (2008 nil)

No directors received any remuneration from Explorer Holdings UK Limited. Director's emoluments are paid by the ultimate holding company, Explorer Holdings Inc, a company registered in Canada, and recharged to the UK group as part of a management charge. This management charge is borne by a fellow group company, RedSky IT (Hemel) Limited.

3 Fixed asset investments

	Shares in group undertakings
	£'000
Cost	
At 31 July 2008 and 31 July 2009	27,000

There is a fixed and floating charge over all current and future assets of the company in favour of Bank of America N A.

The principal undertakings in which the company's interest at the year end is more than 20% are as follows

Subsidiary undertakings	Country of Incorporation	Principal activity	Class and percentage of issued shares held and percentage voting rights
RedSky IT Holdings Limited	England and Wales	Holding company	100% Ordinary shares
RedSky IT (Hemel) Ltd formerly Ramesys (Construction Services) Limited*	England and Wales	Software developer and supplier	100% Ordinary shares
RedSky IT (Crick) Ltd formerly Ramesys (Professional Services) Limited*	England and Wales	Software supplier	100% Ordinary shares

* Indirectly held via RedSky IT Holdings Limited

Explorer Holdings UK Limited

Notes to the financial statements for the year ended 31 July 2009 (continued)

4 Called up share capital

	2009 Number	2009 £'000	2008 Number	2008 £'000
Authorised				
Ordinary shares of £1 each	27,000,000	27,000	27,000,000	27,000
Allotted and fully paid				
Ordinary shares of £1 each	27,000,000	27,000	27,000,000	27,000

5 Reconciliation of movements in shareholders' funds

	31 July 2009 £'000	31 July 2008 £'000
Result for the year	-	-
Shares issued in the year	-	27,000
Net addition to shareholders' funds	-	27,000
Opening shareholders' funds	27,000	-
Closing shareholders' funds	27,000	27,000

Explorer Holdings UK Limited

Notes to the financial statements for the year ended 31 July 2009 (continued)

6. Related parties

Controlling entity

The immediate parent undertaking of the Company is Explorer Group UK Limited, a company incorporated in Great Britain

Explorer Group UK Limited produces consolidated accounts for itself and all its subsidiaries, representing the smallest and largest group for which financial statements are produced and are publically available and which include the Company. Copies of the group accounts of Explorer Group UK Limited will be delivered to, and be available from the Registrar of Companies, Companies Registration Office, Crown Way, Maindy, Cardiff, CF14 3UZ

Explorer Holdings Inc, a company incorporated in Canada, is the ultimate parent undertaking of the Company, and J McFarlane, by virtue of his interest in Explorer Holdings Inc, is considered to be the ultimate controlling party of the Company

Related party transactions

The company has taken advantage of the exemption granted to 90% subsidiaries not to disclose transaction with group undertakings under the provisions of Financial Reporting Standard No 8 "Related Party Disclosures"