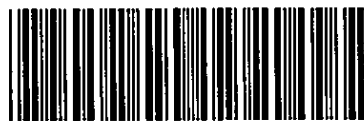


Financial Statements iTradeNetwork Limited

For the year ended 31 December 2012

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COMPANIES HOUSE

Registered number: 06154167

Company Information

Directors	Mr P J Soni Mr D B Liner Mr J R Humphrey
Registered number	06154167
Registered office	9-10 Market Place 5th Floor London W1W 8AQ
Independent auditor	Grant Thornton UK LLP Chartered Accountants & Statutory Auditor 1020 Eskdale Road IQ Winnersh Wokingham Berkshire RG41 5TS
Bankers	HSBC Bank PLC Floor 6 Metropolitan House CBX3 321 Avebury Boulevard Milton Keynes MK9 2NW

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Directors' report

For the year ended 31 December 2012

The directors present their report and the financial statements for the year ended 31 December 2012

Principal activities

The principal activity of the company during the year was the provision of e-procurement services to the food and hospitality industry

Business review

The company has continued to consolidate its position as the leading provider of ecommerce technologies to the Drinks and Hospitality Sectors, and critically has successfully retained the business for another 3 years with two of our 3 largest revenue accounts (the other not yet being due for renewal with another 3 years yet to run on their contract)

Operationally we have also consolidated two offices in the UK into one new facility, enhancing operational effectiveness and reducing underlying expenditure. We have also recruited our first employees in continental Europe, and secured our first clients in Germany, providing us with a base for further expansion

Results

The profit for the year, after taxation, amounted to £545,760 (2011 - £767,537)

Directors

The directors who served during the year were

Mr R Bonavito (resigned 2 August 2013)

Mr P J Soni

Mr D B Liner

Mr J R Humphrey

Principal risks and uncertainties

The principal risk and uncertainty facing the company is the impact the difficult economic climate is having on our trade debtors

Directors' report

For the year ended 31 December 2012

Financial risk management objectives

The company uses various financial instruments. These include amounts owed to parent companies, cash and other items, such as trade debtors and trade creditors that arise directly from its operations. The main purpose of these financial instruments is to raise finance for the company's operations.

The existence of these financial instruments exposes the company to a number of financial risks, which are described in more detail below.

The main risks arising from the company's financial instruments are, liquidity risk and credit risk. The directors review and agree policies for managing each of these risks and they are summarised below. These policies have remained unchanged from previous years.

Liquidity risk

The company seeks to manage financial risk by ensuring sufficient liquidity is available to meet foreseeable needs and to invest cash assets safely.

Credit risk

The company's principal financial assets are cash and trade debtors. The credit risk associated with the cash is managed by the company monitoring the financial position of the counterparties involved. The principal credit risk arises from its trade debtors, to manage this risk the directors monitor the financial position of the trade debtors, their payment history and third party references.

Future developments

The company will continue to focus on its core revenue target sectors of Hospitality and Food Retail. Early growth into continental Europe, and the introduction of the US parent company's Retail Supply Chain Management Applications has been achieved, and this will continue to be an area of major expansion for us. In addition our core Storefront applications will continue to be expanded in functionality, with an increasing use of complementary mobile technologies.

Key performance indicators

Turnover fell £158k [2%] as a result of the closure of a non-core activity, the impact was a like for like decrease of £493k, and a scaling back of effort directed at the promotion of on-line advertising, a like for like decrease of £130k. The underlying profit from continuing activity saw growth of £465k [7%].

Profit before interest and tax fell by £528k [50%] as a result of the decrease in turnover and the start of two significant pieces of software development, the cost of both [£761k] being expensed through the profit and loss.

Directors' responsibilities statement

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 these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,

Directors' report

For the year ended 31 December 2012

- make judgments and accounting estimates that are reasonable and prudent, 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 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 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.

Disclosure of information to auditor

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that

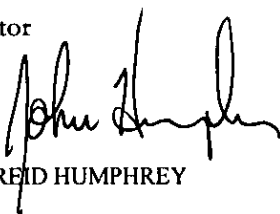
- so far as that director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Auditor

Under section 487(2) of the Companies Act 2006, Grant Thornton UK LLP will be deemed to have been reappointed as auditor 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

This report was approved by the board on September 20, 2013 and signed on its behalf

Director



JOHN REID HUMPHREY

20/9/13

Independent auditor's report to the members of iTradeNetwork Limited

We have audited the financial statements of iTradeNetwork Limited for the year ended 31 December 2012, which comprise the Profit and loss account, 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).

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 auditor

As explained more fully in the Directors' responsibilities statement, 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 and express an opinion on 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

A description of the scope of an audit of financial statements is provided on the Auditing Practices Board's website at www.frc.org.uk/apb/scope/private.cfm.

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 December 2012 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 auditor's report to the members of iTradeNetwork 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

Grant Thornton UK LLP

James Rogers (Senior statutory auditor)

for and on behalf of

Grant Thornton UK LLP

Chartered Accountants

Statutory Auditor

Reading

Date

25 October 2013

Profit and loss account

For the year ended 31 December 2012

	Note	2012 £	2011 £
Turnover	1	6,740,721	6,899,090
Cost of sales		<u>(3,975,663)</u>	<u>(3,854,525)</u>
Gross profit		2,765,058	3,044,565
Administrative expenses		(2,080,188)	(1,988,657)
Exceptional administrative expenses	5	(156,513)	-
Total administrative expenses		<u>(2,236,701)</u>	<u>(1,988,657)</u>
Operating profit	3	528,357	1,055,908
Profit on ordinary activities before taxation		528,357	1,055,908
Tax on profit on ordinary activities	6	<u>17,403</u>	<u>(288,371)</u>
Profit for the financial year	13	545,760	767,537

All amounts relate to continuing operations

There were no recognised gains and losses for 2012 or 2011 other than those included in the Profit and loss account

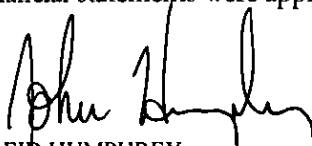
The notes on pages 8 to 15 form part of these financial statements

Balance sheet

As at 31 December 2012

	Note	£	2012 £	£	2011 £
Fixed assets					
Tangible assets	7		507,608		588,363
Current assets					
Debtors	8	2,862,743		2,197,592	
Cash at bank		736,923		741,118	
		<u>3,599,666</u>		<u>2,938,710</u>	
Creditors: amounts falling due within one year	9	<u>(947,724)</u>		<u>(901,544)</u>	
Net current assets			<u>2,651,942</u>		<u>2,037,166</u>
Total assets less current liabilities			<u>3,159,550</u>		<u>2,625,529</u>
Creditors: amounts falling due after more than one year	10		<u>(395,369)</u>		<u>(407,108)</u>
Net assets			<u><u>2,764,181</u></u>		<u><u>2,218,421</u></u>
Capital and reserves					
Called up share capital	12		100		100
Profit and loss account	13		<u>2,764,081</u>		<u>2,218,321</u>
Shareholders' funds	14		<u><u>2,764,181</u></u>		<u><u>2,218,421</u></u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 20/9/13


 JOHN REID HUMPHREY
 Director

The notes on pages 8 to 15 form part of these financial statements

Notes to the financial statements

For the year ended 31 December 2012

1. Accounting policies

1.1 Basis of accounting

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards. The principal accounting policies for the company remain unchanged from the previous year and are set out below.

1.2 Going Concern

The accounts have been prepared on a going concern basis. Management routinely plan future activities including forecasting future cash flows. Management have reviewed their plans with the directors and have collectively formed a judgement that the company has adequate resources to continue as a going concern for at least 12 months from the date of signing of these financial statements. In arriving at this judgement the directors have reviewed the cash flow projections of the company in light of the trading and financial uncertainties in the current economic climate and have considered existing commitments together with the financial resources available to the company and its wider group.

1.3 Turnover

Turnover is the amount receivable by the company for services provided, excluding VAT and trade discounts.

In respect of contracts, turnover represents the value of the work done in the year, including estimates of amounts not invoiced, but excluding amounts invoiced in advance. Turnover is recognised by reference to work done on each contract.

1.4 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Long Term Leasehold Property	-	10 years straight line
Fixtures & fittings	-	5 years straight line
Catering equipment	-	5 years straight line
Computer equipment	-	1 - 5 years straight line

1.5 Pensions

The company does not operate a pension scheme but has made contributions to a number of employees' personal pension funds.

1.6 Cash flow

The directors have taken advantage of the exemption as provided by Financial Reporting Standard No 1 'Cash flow statements' (Revised 1996) from including a cashflow statement in the financial statements on the grounds that the company is wholly owned and its parent entity publishes a consolidated cash flow statement.

1.7 Operating leases

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease.

Notes to the financial statements

For the year ended 31 December 2012

1. Accounting policies (continued)

1.8 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 exception

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

1.9 Foreign currencies

Monetary assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences are taken into account in arriving at the operating profit

1.10 Financial instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the balance sheet. Finance costs and gains or losses relating to financial liabilities are included in the profit and loss account. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity

Notes to the financial statements

For the year ended 31 December 2012

2. Turnover

The company's entire turnover is earned in the United Kingdom and is derived from the principal activity

3. Operating profit

The operating profit is stated after charging

	2012 £	2011 £
Depreciation of tangible fixed assets		
- owned by the company	291,529	238,135
Auditor's remuneration	16,000	15,150
Auditor's remuneration - non-audit	3,750	3,750
Operating lease rentals		
- plant and machinery	56,000	79,894
- other	85,848	190,194
Loss on disposal	1,273	-
Pension Costs	97,184	87,601
	<u>291,529</u>	<u>238,135</u>

During 2012 and 2011, no director received any emoluments

4. Staff costs

Staff costs were as follows

	2012 £	2011 £
Wages and salaries	2,275,791	2,491,143
Social security costs	250,540	284,379
Other pension costs	97,184	87,601
	<u>2,623,515</u>	<u>2,863,123</u>

The average monthly number of employees, including the directors, during the year was as follows

2012 No	2011 No
46	54
<u>46</u>	<u>54</u>

5. Exceptional Items

	2012 £	2011 £
Restructuring expenses	156,513	-
	<u>156,513</u>	<u>-</u>

Exceptional costs include redundancy costs incurred by the company in 2012. From March 2013, the company moved to new office premises in Solihull.

Notes to the financial statements

For the year ended 31 December 2012

6. Taxation

	2012 £	2011 £
Analysis of tax charge in the year		
Current tax (see note below)		
UK corporation tax charge on profit for the year	-	280,757
Adjustments in respect of prior periods	-	(3,747)
Total current tax	-	277,010
Deferred tax (see note 11)		
Origination and reversal of timing differences	(17,403)	11,361
Tax on profit on ordinary activities	(17,403)	288,371

Factors affecting tax charge for the year

The tax assessed for the year is higher than (2011 - lower than) the standard rate of corporation tax in the UK of 24.50% (2011 - 26.49%). The differences are explained below

	2012 £	2011 £
Profit on ordinary activities before tax	528,357	1,055,908
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 24.50% (2011 - 26.49%)	129,447	279,710
Effects of:		
Fixed asset differences	8,184	1,404
Expenses not deductible for tax purposes	6,631	5,133
Depreciation in excess of capital allowances	29,202	(5,070)
Adjustments to tax charge in respect of prior periods	-	(3,747)
Group relief	(173,641)	-
Other short term timing differences	177	(420)
Current tax charge for the year (see note above)	-	277,010

Notes to the financial statements

For the year ended 31 December 2012

7. Tangible fixed assets

	Long Term Leasehold Property £	Fixtures & fittings £	Catering equipment £	Computer equipment £	Total £
Cost					
At 1 January 2012	115,600	61,262	76,813	1,165,545	1,419,220
Additions	83,914	-	-	128,334	212,248
Disposals	-	-	(6,615)	-	(6,615)
At 31 December 2012	<u>199,514</u>	<u>61,262</u>	<u>70,198</u>	<u>1,293,879</u>	<u>1,624,853</u>
Depreciation					
At 1 January 2012	44,485	37,800	50,966	697,606	830,857
Charge for the year	71,115	9,222	12,407	198,785	291,529
On disposals	-	-	(5,141)	-	(5,141)
At 31 December 2012	<u>115,600</u>	<u>47,022</u>	<u>58,232</u>	<u>896,391</u>	<u>1,117,245</u>
Net book value					
At 31 December 2012	<u>83,914</u>	<u>14,240</u>	<u>11,966</u>	<u>397,488</u>	<u>507,608</u>
At 31 December 2011	<u>71,115</u>	<u>23,462</u>	<u>25,847</u>	<u>467,939</u>	<u>588,363</u>

Notes to the financial statements

For the year ended 31 December 2012

8. Debtors

	2012	2011
	£	£
Trade debtors	1,577,079	1,094,800
Other debtors	255,468	179,813
Prepayments and accrued income	994,351	904,537
Deferred tax asset (see note 11)	35,845	18,442
	<u>2,862,743</u>	<u>2,197,592</u>

9. Creditors:

Amounts falling due within one year

	2012	2011
	£	£
Trade creditors	326,350	202,182
Corporation tax	45,757	281,210
Other taxation and social security	332,097	134,877
Other creditors	81,611	130,915
Accruals and deferred income	161,909	152,360
	<u>947,724</u>	<u>901,544</u>

10. Creditors:

Amounts falling due after more than one year

	2012	2011
	£	£
Amounts owed to group undertakings	<u>395,369</u>	<u>407,108</u>

11. Deferred tax asset

	2012	2011
	£	£
At beginning of year	18,442	29,803
Released during/(Charged for) year	17,403	(11,361)
	<u>35,845</u>	<u>18,442</u>
At end of year		

Notes to the financial statements

For the year ended 31 December 2012

11. Deferred tax asset (continued)

The deferred tax asset is made up as follows

	2012	2011
	£	£
Accelerated capital allowances	35,021	17,785
Short term timing differences	824	657
	<u>35,845</u>	<u>18,442</u>

12. Share capital

	2012	2011
	£	£
Allotted, called up and fully paid		
100 Ordinary shares of £1 each	<u>100</u>	<u>100</u>

13. Reserves

	Profit and loss account £
At 1 January 2012	2,218,321
Profit for the financial year	545,760
	<u>2,764,081</u>
At 31 December 2012	

14. Reconciliation of movement in shareholders' funds

	2012	2011
	£	£
Opening shareholders' funds	2,218,421	1,450,884
Profit for the financial year	545,760	767,537
	<u>2,764,181</u>	<u>2,218,421</u>
Closing shareholders' funds		

Notes to the financial statements

For the year ended 31 December 2012

15. Operating lease commitments

At 31 December 2012 the company had annual commitments under non-cancellable operating leases as follows

	Land and buildings			Other
	2012	2011	2012	2011
	£	£	£	£
Expiry date:				
Within 1 year	14,000	95,132	-	20,248
Between 2 and 5 years	-	-	45,577	53,975
After more than 5 years	7,198	-	-	-
	<u>14,000</u>	<u>95,132</u>	<u>45,577</u>	<u>53,975</u>

16. Related party transactions

As a wholly owned subsidiary of iTradeNetwork Inc, the company is exempt from the requirement of Financial Reporting Standard No 8 "Related Party Disclosures" to disclose transactions with other 100% members of the group headed by Roper Industries Inc, the ultimate parent, on the grounds that the group accounts are publicly available

17. Ultimate parent undertaking and controlling party

The ultimate parent company and controlling party is Roper Industries Inc, a company registered in the United States of America. The immediate parent company is iTradeNetwork Inc. The largest and smallest group of undertakings for which group accounts have been drawn up is that headed by Roper Industries Inc. Copies of the group financial statements can be obtained from 5959 West Las Positas Blvd, Pleasanton, CA 94588, USA.