

INTELLI ESOP LIMITED
REPORT AND FINANCIAL STATEMENTS
PERIOD ENDED 31 DECEMBER 2005

SC219285



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COMPANIES HOUSE 28/10/2006

INTELLI ESOP LIMITED
OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS.	G J Neilly S P Inglis
SECRETARY.	S McG Cowie
REGISTERED OFFICE:	29 Rutland Square Edinburgh EH1 2BW
AUDITORS.	Ernst & Young LLP Broadwalk House Southernhay West Exeter EX1 1LF
BANKERS.	Bank of Scotland 38 St Andrew Square Edinburgh EH2 2YR
COMPANY NUMBER:	SC 219285

INTELLI ESOP LIMITED

DIRECTORS' REPORT

The Directors present their annual report and the audited financial statements for the period ended 31 December 2005

1 PRINCIPAL ACTIVITIES

The principal activity of the company is to act as the shareholding company for the Intelli Partners Limited group employee/executive share ownership scheme

2 RESULTS, DEVELOPMENT AND FUTURE PROSPECTS

The loss for the period after taxation amounted to £3 (12 months to 30 04 05 – profit £1). The directors recommend that no dividend be paid and propose that the loss of £3 (12 months to 30 04 05 – profit £1) be transferred to reserves

Following the acquisition of Intelli Partners Ltd by umia Investment Group plc, the company will continue to act as the shareholding company for the Intelli Partners Limited and subsidiaries share ownership scheme

3 DIRECTORS

The present membership of the Board is set out on Page 1

The directors at the period end and their interest as defined by the Companies Act in the share capital of the ultimate parent company were as follows

	31 December 2005	30 April 2005	
	10p Ordinary shares	£1 Ordinary shares	10p Convertible C Shares
C Rutherford (resigned 31 1 06)	976,032	311,719	
G J Neilly	(as per ultimate parent company)		
A S McIntyre (resigned 31 1 06)	201,958	16,062	48,438

In addition S P Inglis was appointed a director on 31 January 2006

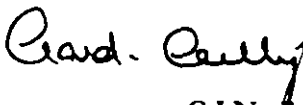
The directors have no direct interest in the shares of the company

The interests of the directors, who are also directors of the ultimate parent company umia Investment Group plc (30 April 2005 – Intelli Partners Ltd), are shown in the financial statements of that company

4 AUDITORS

A resolution concerning the re appointment of Ernst & Young LLP as auditors will be proposed at the Annual General Meeting

BY ORDER OF THE BOARD


G J Neilly
Director

13 March 2006

INTELLI ESOP LIMITED

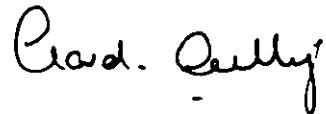
STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare financial statements for each financial year which 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 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 with reasonable accuracy at any time the financial position of the company and to 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 hence for taking reasonable steps for prevention and detection of fraud and other irregularities.

BY ORDER OF THE BOARD



G J Neilly
Director

13 March 2006

**INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS
OF
INTELLI ESOP LIMITED**

We have audited the company's financial statements for the period ended 31 December 2005 which comprise the Profit and Loss Account, Balance Sheet and the related notes 1 to 11. These financial statements have been prepared on the basis of 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 directors and auditors

The Directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and Accounting Standards (United Kingdom Generally Accepted Accounting Practice) as set out in the Statement of Directors' 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 also report to you if, in our opinion, the Directors' Report is not consistent with the financial statements, if 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 directors' remuneration and other transactions is not disclosed.

We read the Directors' Report 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 directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, 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 SHAREHOLDERS Continued

OF

INTELLI ESOP LIMITED

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 affairs of the company as at 31 December 2005 and of its loss for the period then ended and have been properly prepared in accordance with the Companies Act 1985

13 March 2006



**Ernst & Young LLP
Registered Auditor
Exeter**

INTELLI ESOP LIMITED
PROFIT AND LOSS ACCOUNT
PERIOD ENDED 31 DECEMBER 2005

	Note	8 mths to 31.12 05 £	12 mths to 30 04.05 £
Administration expenses		<u>3</u>	<u>(1)</u>
(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	4	(3)	1
Taxation	5	<u></u>	<u></u>
RETAINED (LOSS)/PROFIT FOR THE PERIOD	9	(3)	1

The company made no recognised gains or losses during the current or previous period other than those included in the profit and loss account

The notes on pages 8 to 11 form part of these financial statements

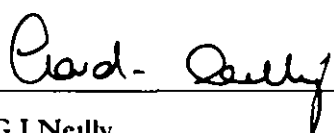
INTELLI ESOP LIMITED

BALANCE SHEET

AT 31 DECEMBER 2005

	Note	31.12.2005 £	30.04.2005 £
CURRENT ASSETS			
Investments	6	84,074	171,083
Other debtors		1	8
Cash at bank and in hand		691	912
		<hr/>	<hr/>
		84,766	172,003
CREDITORS: Amounts falling due within one year	7	84,766	172,000
		<hr/>	<hr/>
NET CURRENT ASSETS			3
		<hr/>	<hr/>
NET ASSETS			3
		<hr/>	<hr/>
CAPITAL AND RESERVES			
Called up share capital	8	1	1
Profit and loss account	9	(1)	2
		<hr/>	<hr/>
EQUITY SHAREHOLDER FUNDS	10		3
		<hr/>	<hr/>

These financial statements were approved by the Board of Directors on 14 March 2006


 _____ Director
 G J Neilly

The notes on pages 8 to 11 form part of these financial statements

INTELLI ESOP LIMITED
NOTES TO THE FINANCIAL STATEMENTS
PERIOD ENDED 31 DECEMBER 2005

1 ACCOUNTING POLICIES

(a) Accounting Convention

The financial statements have been prepared under the historical cost convention, and in accordance with applicable accounting standards

(b) Investments

Listed current asset investments are stated at the lower of cost or market value, and other current asset investments are stated at the lower of cost and estimated net realisable value. Provisions are made for any permanent diminution in value

(c) 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. Deferred tax assets are recognised only to the extent 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

(d) Cashflow Statement

The company is ultimately wholly owned by umia Investment Group plc and the cash flows of the company are included in the consolidated cash flow statement of that company. Consequently, the company is exempt under the terms of I RS1 from publishing a cash flow statement

2 TURNOVER

Turnover arises wholly from the principal activities of the company from within the United Kingdom and is stated net of VAT

INTELLI ESOP LIMITED

NOTES TO THE FINANCIAL STATEMENTS *Continued*

PERIOD ENDED 31 DECEMBER 2005

3 INFORMATION REGARDING DIRECTORS AND EMPLOYEES

	8 mths to 31.12.05 £	12 mths to 30.04.05 £
Employee costs during the period	<u> </u>	<u> </u>
Average monthly number of persons employed	<u> 3 </u>	<u> 3 </u>
No Director received any remuneration during the period (April 2005 £Nil)		

4 (LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

	8 mths to 31.12.05 £	12 mths to 30.04.05 £
(Loss)/profit on ordinary activities before taxation is stated after charging		
Provision for diminution in value of investments	66,055	
Waiver of loan from intermediate parent company	(66,055)	
Auditors' remuneration	<u> </u>	<u> </u>

The auditors' remuneration is borne by the intermediate parent company

5 TAX ON (LOSS)/PROFIT ON ORDINARY ACTIVITIES

Factors affecting tax charge for period

The tax charge for the period differs from the standard rate of corporation tax in the UK (30%). The differences are explained below

	8 mths to 31.12.05 £	12 mths to 30.04.05 £
(Loss)/profit on ordinary activities before tax	<u> (3) </u>	<u> 1 </u>
Corporate tax at standard rate of 30%	<u> (1) </u>	
Effects of.		
Expenses not allowable	<u> 1 </u>	<u> </u>
Total current taxation for the period	<u> </u>	<u> </u>

INTELLI ESOP LIMITED

NOTES TO THE FINANCIAL STATEMENTS Continued

PERIOD ENDED 31 DECEMBER 2005

6 CURRENT ASSET INVESTMENTS

	31.12.2005 £	30.04.2005 £
Cost		
At 1 May 2005	171,083	168,308
Additions	10,821	2,775
Disposals	(31,775)	
At 31 December 2005	<u>150,129</u>	<u>171,083</u>
Provision		
At 1 May 2005		
Provided in period	66,055	
At 31 December 2005	<u>66,055</u>	
Net book value at 31 December 2005	<u>84,074</u>	<u>171,083</u>

These investments represented at 30 April 2005, 322,663 convertible shares and 17,463 Ordinary shares in Intelli Partners Limited. At 31 December 2005 the investment represents 70,062 10p ordinary shares in Imua Investment Group plc as a result of the take over of Intelli Partners Ltd by that company. The market value of these listed shares at 31 December 2005 was £102,290.

7 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31.12.2005 £	30.04.2005 £
Amounts due to Intelli Partners Limited	<u>84,766</u>	<u>172,000</u>

The amount due to Intelli Partners Limited represents a zero interest loan and is repayable on demand.

8 CALLED UP SHARE CAPITAL

	31.12.2005 £	30.04.2005 £
Authorised		
Ordinary shares of £1 each	<u>100</u>	<u>100</u>
Allotted, called up and fully paid		
Ordinary shares of £1 each	<u>1</u>	<u>1</u>

INTELLI ESOP LIMITED

NOTES TO THE FINANCIAL STATEMENTS – Continued

PERIOD ENDED 31 DECEMBER 2005

9 RESERVES

	30.12.2005	30 04.2005
	£	£
Profit and loss account		
Balance at 1 May 2005	2	1
(Loss)/profit for the period	(3)	1
	<hr/>	<hr/>
Balance at 31 December 2005	(1)	2

10 RECONCILIATION OF MOVEMENT IN SHAREHOLDER'S FUNDS

	30 12.2005	30 04.2005
	£	£
(Loss)/profit on ordinary activities after taxation	(3)	1
Opening shareholder's funds	3	2
	<hr/>	<hr/>
Closing shareholder's funds		3

11 PARENT COMPANY

The company's immediate parent company is Intelli Corporate Finance Limited which is registered in Scotland and its ultimate parent company is umia Investment Group plc which is registered in England

No disclosure of transactions with other group companies has been made, as permitted by FRS8, as these are eliminated on consolidation in the financial statements of umia Investment Group plc