

Securicor (Americas) Limited

FINANCIAL STATEMENTS

for the year ended
30 September 2003



Securicor (Americas) Limited

DIRECTORS AND OFFICERS

DIRECTORS

TL Dighton
NE Griffiths

SECRETARY

LK Gateson

REGISTERED OFFICE

Sutton Park House
15 Carshalton Road
Sutton
Surrey SM1 4LD

AUDITORS

Baker Tilly
Chartered Accountants
2 Bloomsbury Street
London WC1B 3ST

Securicor (Americas) Limited

DIRECTORS' REPORT

The directors submit their report and the financial statements of Securicor (Americas) Limited for the year ended 30 September 2003.

PRINCIPAL ACTIVITIES

The principal activity of the company during the year was that of a holding company of participating interests in business providing all forms of industrial security, the provision of technical assistance to those business and acting as a licensor of intellectual property for which it receives royalties.

REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS

The directors consider the results for the year to be satisfactory and that future results will be of a similar nature.

DIVIDENDS

The directors do not recommend the payment of a dividend (2002: £Nil).

DIRECTORS

The following directors have held office since 1 October 2002:

TL Dighton
NE Griffiths

DIRECTORS' INTERESTS IN SHARES AND SHARE OPTIONS

No directors, who were not also holding company directors, had any interest in the shares and debentures of the company or its ultimate parent company, Securicor plc.

AUDITORS

In accordance with section 386, Companies Act 1985, the company has elected to dispense with the obligation to appoint auditors annually. Accordingly, Baker Tilly, Chartered Accountants, are deemed to be re-appointed for the succeeding financial year.

By order of the board



LK Gateson
Secretary

4 December 2003

Securicor (Americas) Limited

DIRECTORS' RESPONSIBILITIES IN THE PREPARATION OF FINANCIAL STATEMENTS

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:

- a. select suitable accounting policies and then apply them consistently;
- b. make judgements and estimates that are reasonable and prudent;
- c. state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- d. 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 requirements of the Companies Act 1985. 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 SECURICOR (AMERICAS) LIMITED

We have audited the financial statements on pages 5 to 12.

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 opinion we have formed.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards are 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 United Kingdom Auditing Standards.

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 transactions with the company is not disclosed.

We read other information contained in the Annual Report, and consider whether it is consistent with the audited financial statements. This other information comprises only the Directors' Report. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

Basis of opinion

We conducted our audit in accordance with Auditing Standards 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.

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs at 30 September 2003 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

BAKER TILLY
Registered Auditor
Chartered Accountants
2 Bloomsbury Street
London WC1B 3ST

4 December 2003

Securicor (Americas) Limited
PROFIT AND LOSS ACCOUNT
for the year ended 30 September 2003

	<i>Notes</i>	2003 £	2002 £
TURNOVER		-	-
Administration expenses	1	(8,123)	(87,824)
OPERATING LOSS		<u>(8,123)</u>	<u>(87,824)</u>
Income from shares in group undertakings		405,080	411,824
Other interest receivable and similar income		3,974	(4,570)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		<u>400,931</u>	<u>319,430</u>
Taxation	4	(268,448)	(252,000)
RETAINED PROFIT FOR THE YEAR	10	<u>132,483</u>	<u>67,430</u>

The operating loss for the year arises from the company's continuing operations.

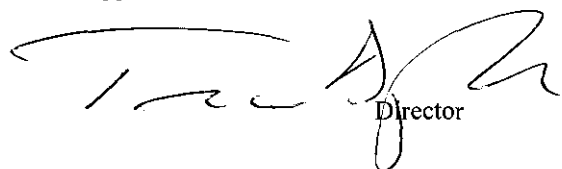
Securicor (Americas) Limited

BALANCE SHEET

30 September 2003

	<i>Notes</i>	2003 £	2002 £
FIXED ASSETS			
Investments	5	1,233,255	1,320,051
CURRENT ASSETS			
Debtors	6	889,808	851,903
Cash at bank and in hand		550	83,187
		890,358	935,090
CREDITORS			
Amounts falling due within one year	7	191,650	210,577
NET CURRENT ASSETS		698,708	724,513
TOTAL ASSETS LESS CURRENT LIABILITIES		1,931,963	2,044,564
CREDITORS: Amounts falling due after more than one year	8	(846,461)	(950,120)
		1,085,502	1,094,444
CAPITAL AND RESERVES			
Called up share capital	9	2,000	2,000
Profit and loss account	10	1,083,502	1,092,444
EQUITY SHAREHOLDERS' FUNDS		1,085,502	1,094,444

Approved by the board on 4 December 2003



Director

Securicor (Americas) Limited

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

for the year ended 30 September 2003

	2003 £	2002 £
Profit for the financial year after taxation	132,483	67,430
Currency translation differences	(141,425)	(60,897)
Total recognised (losses)/gains relating to the year	<u>(8,942)</u>	<u>6,533</u>

Securicor (Americas) Limited

ACCOUNTING POLICIES

BASIS OF ACCOUNTING

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

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. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantially enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis

FOREIGN CURRENCIES

Transactions denominated in foreign currencies are recorded at the rate ruling at that date of the transaction. All differences are taken to the profit and loss account.

INVESTMENTS

Investments in participating interests are shown, at cost, as fixed asset investments.

Provision is made for any permanent diminution in the value of fixed asset investments.

Securicor (Americas) Limited
NOTES TO THE FINANCIAL STATEMENTS
for the year ended 30 September 2003

1	OTHER OPERATING EXPENSES	2003 £	2002 £
	Administration expenses	8,123	87,824
2	PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	2003 £	2002 £
	Profit on ordinary activities before taxation is stated after charging:		
	Auditors' remuneration		
	audit fees	3,600	5,000
3	EMPLOYEES	2003 No.	2002 No.
	The average weekly number of persons (including directors) employed by the company during the year was:		
	Management	2	2
	DIRECTORS' REMUNERATION		
	The directors received no remuneration during the year (2002: £Nil).		
4	TAXATION	2003 £	2002 £
	Current tax:		
	UK corporation tax on profits of the period	120,000	148,000
	Adjustments in respect of previous periods	(54,952)	104,000
		65,048	252,000
	Foreign tax	203,400	-
	Total current tax	268,448	252,000
	Deferred tax:		
	Origination and reversal of timing differences	-	-
	Total deferred tax	-	-
	Tax on profit on ordinary activities	268,448	252,000

Securicor (Americas) Limited

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 September 2003

4 TAXATION (*continued*)

Factors affecting tax charge for period:	2003 £	2002 £
The tax assessed for the period is higher than the standard rate of corporation tax in the UK (30%). The differences are explained below:		
Profit on ordinary activities before tax	400,931	319,430
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK 30% (2002: 30%)	120,279	95,829
Effects of:		
Expenses not deductible for tax purposes	279	84,600
Untaxed income	-	(32,429)
Adjustment to tax charge in respect of previous periods	(54,952)	104,000
Unrecoverable withholding tax	203,400	-
Current tax charge for the period	268,448	252,000

5 FIXED ASSET INVESTMENTS

Cost and net book value	
1 October 2002	1,320,051
Currency translation differences	(86,796)
30 September 2003	1,233,255

The company holds more than 10% of the equity of the following:

Subsidiary undertakings	Country of registration/ incorporation	Class of holding	Proportion directly held	Nature of business
Securicor Segura S.A.	Costa-Rica	Ordinary	50%	Security services
Securicor Segura S.A.	Dominican Republic	Ordinary	50%	Security services

The company has taken advantage of the exemption conferred by section 228 of the Companies Act 1985 from the requirement to prepare group accounts, as the company is itself a wholly owned subsidiary.

6 DEBTORS

	2003 £	2002 £
Due within one year:		
Amounts owed by group undertakings	741,006	484,053
Amounts owed by associated undertakings	148,802	221,596
Other debtors	-	146,254
	889,808	851,903

Securicor (Americas) Limited

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 September 2003

7	CREDITORS: Amounts falling due within one year	2003 £	2002 £
	Amounts owed to group undertakings	4,278	4,632
	Corporation tax	63,939	77,841
	Accruals and deferred income	123,433	128,104
		<u>191,650</u>	<u>210,577</u>
8	CREDITORS: Amounts falling due in more than one year	2003 £	2002 £
	Amounts owed to group undertakings	846,461	950,120
	The amounts owed to fellow subsidiary undertakings are unsecured and interest free.		
9	SHARE CAPITAL	2003 £	2002 £
	Authorised: 100,000 ordinary shares of £1 each	100,000	100,000
	Allotted, issued and fully paid: 2,000 ordinary shares of £1 each	2,000	2,000
10	PROFIT AND LOSS ACCOUNT	2003 £	2002 £
	1 October 2002	1,092,444	1,085,911
	Profit for the financial year	132,483	67,430
	Currency translation differences	(141,425)	(60,897)
	30 September 2003	<u>1,083,502</u>	<u>1,092,444</u>
11	RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS	2003 £	2002 £
	Profit after tax	132,483	67,430
	Currency translation differences	(141,425)	(60,897)
		<u>(8,942)</u>	<u>6,533</u>
	Opening shareholders' funds	1,094,444	1,087,911
	Closing shareholders' funds	<u>1,085,502</u>	<u>1,094,444</u>
12	ULTIMATE PARENT UNDERTAKING		

At 30 September 2003 the ultimate holding company of Securicor (Americas) Limited was Securicor plc, which is registered in England and Wales. Copies of the group accounts of Securicor plc can be obtained from Sutton Park House, 15 Carshalton Road, Sutton, Surrey SM1 4LD.

Securicor (Americas) Limited
NOTES TO THE FINANCIAL STATEMENTS
for the year ended 30 September 2003

13 CONTINGENT LIABILITIES

The company is included in a Group registration for VAT purposes and is therefore jointly and severally liable for all other group companies' unpaid debts in this connection.

14 RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption conferred by FRS 8 such that transactions do not need to be disclosed with companies where 90% or more of the voting rights are controlled within the group.