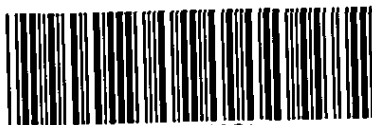


**COMPANIES REGISTRY COPY**

**Armadillo UK Limited  
Financial Statements  
For the year ended  
31 December 2006**

**Company Registration Number 03021351**

**MONDAY**



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**COMPANIES HOUSE**

# **Armadillo UK Limited**

## **Financial Statements**

**Year ended 31 December 2006**

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# **Armadillo UK Limited**

## **Officers and Professional Advisers**

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### **The Board of Directors**

Mr A. Horn  
Mr H Morris

### **Company Secretary**

Mr M Wood

### **Registered Office**

26-28 Great Portland Street  
London  
W1W 8QT

### **Auditor**

Landau Morley  
Chartered Accountants  
& Registered Auditors  
Lanmor House  
370/386 High Road  
Wembley  
Middlesex  
HA9 6AX

# **Armadillo UK Limited**

## **The Directors' Report**

**Year ended 31 December 2006**

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The directors have pleasure in presenting their report and the financial statements of the company for the year ended 31 December 2006

### **Principal Activities and Business Review**

The principal activity of the company during the year was to source, vet and assign high calibre interim managers on an interim basis

In the years ahead the directors believe that there is considerable scope for the development of the existing activities of the company. There are no current plans for the diversification of activities

### **Results and Dividends**

The profit for the year, after taxation, amounted to £549,760. Particulars of dividends paid are detailed in note 8 to the financial statements

### **Directors**

The directors who served the company during the year were as follows

Mr H Morris

Mr A Horn

Mr I F J Atkins

Mr D Gracie

(Appointed 24 October 2006)

(Resigned 1 February 2006)

(Served from 1 January 2006 to 28 July 2006)

### **Directors' Responsibilities**

The directors are responsible for preparing the Annual 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). The financial statements are required by law to 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,

make judgements and estimates that are reasonable and prudent,

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 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 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

In so far as the directors are aware

there is no relevant audit information of which the company's auditor is unaware, and

the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information

## Armadillo UK Limited

### The Directors' Report *(continued)*

Year ended 31 December 2006

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#### Donations

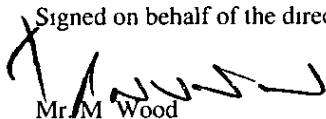
During the year the company made the following contributions

	2006	2005
	£	£
Charitable	<u>3,000</u>	<u>2,000</u>

#### Auditor

The Company has passed an elective resolution dispensing with the requirement to hold Annual General Meetings and to reappoint auditors annually

Signed on behalf of the directors



Mr. M. Wood  
Company Secretary

Approved by the directors on 18 June 2007

# **Armadillo UK Limited**

## **Independent Auditor's Report to the Shareholders of Armadillo UK Limited**

**Year ended 31 December 2006**

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We have audited the financial statements of Armadillo UK Limited for the year ended 31 December 2006 on pages 6 to 15, which have been prepared on the basis of the accounting policies set out on page 9

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 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**

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) 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 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 whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, 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.

# Armadillo UK Limited

## Independent Auditor's Report to the Shareholders of Armadillo UK Limited *(continued)*

Year ended 31 December 2006

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### 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 the company's affairs as at 31 December 2006 and of its profit for the year then ended,

the financial statements have been properly prepared in accordance with the Companies Act 1985, and

the information given in the Directors' Report is consistent with the financial statements

*Landau* *Morley*  
Lanmor House  
370/386 High Road  
Wembley  
Middlesex  
HA9 6AX

LANDAU MORLEY  
Chartered Accountants  
& Registered Auditors

*22 June 2007*

# Armadillo UK Limited

## Profit and Loss Account

Year ended 31 December 2006

		2006 £	2005 £
<b>Turnover</b>	<b>Note 2</b>	7,016,972	7,469,291
Cost of sales		5,521,704	5,866,290
<b>Gross Profit</b>		1,495,268	1,603,001
Administrative expenses		737,516	756,874
Exceptional item - Amount written off related party loan		—	669,643
<b>Operating Profit</b>	<b>3</b>	757,752	176,484
Interest receivable		37,291	43,920
Interest payable and similar charges	<b>6</b>	(5,103)	(7,461)
<b>Profit on Ordinary Activities Before Taxation</b>		789,940	212,943
Tax on profit on ordinary activities	<b>7</b>	240,180	44,586
<b>Profit for the Financial Year</b>		549,760	168,357

All of the activities of the company are classed as continuing

The notes on pages 9 to 15 form part of these financial statements.



# **Armadillo UK Limited**

## **Statement of Total Recognised Gains and Losses**

**Year ended 31 December 2006**

	<b>2006</b>	<b>2005</b>
	<b>£</b>	<b>£</b>
Profit for the financial year attributable to the shareholders	549,760	168,357
Total recognised gains and losses relating to the year	<u>549,760</u>	<u>168,357</u>
Prior year adjustment	<u>—</u>	<u>49,107</u>
Total gains and losses recognised since the last annual report	<u>549,760</u>	<u>217,464</u>

**The notes on pages 9 to 15 form part of these financial statements.**

# Armadillo UK Limited

## Balance Sheet

31 December 2006

	Note	2006 £	2005 £
<b>Fixed Assets</b>			
Tangible assets	9	35,153	48,364
<b>Current Assets</b>			
Debtors	10	1,389,810	1,651,063
Cash at bank and in hand		101	1,142,907
		<u>1,389,911</u>	<u>2,793,970</u>
<b>Creditors: Amounts Falling due Within One Year</b>	12	<u>1,178,386</u>	<u>720,416</u>
<b>Net Current Assets</b>		211,525	2,073,554
<b>Total Assets Less Current Liabilities</b>		<u>246,678</u>	<u>2,121,918</u>
<b>Capital and Reserves</b>			
Called-up equity share capital	16	2	2
Profit and loss account	17	246,676	2,121,916
<b>Equity Shareholders' Funds</b>	18	<u>246,678</u>	<u>2,121,918</u>

These financial statements were approved by the directors on the 18 June 2007 and are signed on their behalf by

  
Mr A Horn  
Director

The notes on pages 9 to 15 form part of these financial statements.

# **Armadillo UK Limited**

## **Notes to the Financial Statements**

**Year ended 31 December 2006**

---

### **1. Accounting Policies**

#### **Basis of Accounting**

The financial statements have been prepared under the historical cost convention

#### **Cash Flow Statement**

The directors have taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from including a cash flow statement in the financial statements on the grounds that the company is small

#### **Turnover**

The turnover shown in the profit and loss account represents amounts invoiced during the year, exclusive of Value Added Tax

#### **Fixed Assets**

All fixed assets are initially recorded at cost

#### **Depreciation**

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows

Fixtures & Fittings	- 25% straight line
Motor Vehicles	- 25% straight line
Equipment	- 25% straight line

#### **Operating Lease Agreements**

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

#### **Pension Costs**

The company operates a defined contribution pension scheme for employees. The assets of the scheme are held separately from those of the company. The annual contributions payable are charged to the profit and loss account

#### **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 exceptions of deferred tax assets which 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

#### **Foreign Currencies**

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

#### **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

# Armadillo UK Limited

## Notes to the Financial Statements

Year ended 31 December 2006

### 2. Turnover

The turnover and profit before tax are attributable to the one principal activity of the company  
An analysis of turnover is given below

	2006 £	2005 £
United Kingdom	4,930,324	7,469,291
Europe	2,086,648	-
	<u>7,016,972</u>	<u>7,469,291</u>

### 3. Operating Profit

Operating profit is stated after charging/(crediting)

	2006 £	2005 £
Depreciation of owned fixed assets	14,444	7,317
Profit on disposal of fixed assets	-	(5,592)
Auditor's remuneration - as auditor	7,430	7,000
Net loss on foreign currency translation	<u>6,199</u>	<u>-</u>

### 4. Particulars of Employees

The average number of staff employed by the company during the financial year amounted to

	2006 No.	2005 No
Number of administrative staff	<u>7</u>	<u>7</u>

The aggregate payroll costs of the above were

	2006 £	2005 £
Wages and salaries	357,054	390,016
Social security costs	48,026	47,274
Other pension costs	-	34,190
	<u>405,080</u>	<u>471,480</u>

### 5. Directors' Emoluments

The directors' aggregate emoluments in respect of qualifying services were

	2006 £	2005 £
Emoluments receivable	165,547	120,000
Value of company pension contributions to money purchase schemes	-	34,190
	<u>165,547</u>	<u>154,190</u>

# Armadillo UK Limited

## Notes to the Financial Statements

Year ended 31 December 2006

### 5. Directors' Emoluments *(continued)*

The number of directors who accrued benefits under company pension schemes was as follows

	2006	2005
	No.	No
Money purchase schemes	<u>1</u>	<u>1</u>

### 6. Interest Payable and Similar Charges

	2006	2005
	£	£
Interest payable on bank borrowing	5,103	—
Other similar charges payable	—	7,461
	<u>5,103</u>	<u>7,461</u>

### 7. Taxation on Ordinary Activities

#### (a) Analysis of charge in the year

	2006	2005
	£	£
Current tax		
In respect of the year		
UK Corporation tax based on the results for the year at 30% (2005 - 19%)	237,000	48,766
Total current tax	<u>237,000</u>	<u>48,766</u>
Deferred tax		
Origination and reversal of timing differences	3,180	(4,180)
Tax on profit on ordinary activities	<u>240,180</u>	<u>44,586</u>

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

The tax assessed on the profit on ordinary activities for the year is higher than the standard rate of corporation tax in the UK of 30% (2005 - 19%)

	2006	2005
	£	£
Profit on ordinary activities before taxation	<u>789,940</u>	<u>212,943</u>
Profit/(loss) on ordinary activities by rate of tax	236,982	40,459
Expenses not deductible for tax purposes	5,781	10,069
Capital allowances for period in excess of depreciation	1,796	(2,762)
Overprovided tax in respect of current year	<u>(7,559)</u>	<u>1,000</u>
Total current tax (note 7(a))	<u>237,000</u>	<u>48,766</u>

# **Armadillo UK Limited**

## **Notes to the Financial Statements**

**Year ended 31 December 2006**

### **8. Dividends**

#### **Equity dividends**

	<b>2006</b> <b>£</b>	<b>2005</b> <b>£</b>
Paid		
Equity dividends on ordinary shares	<u>2,425,000</u>	<u>—</u>

### **9. Tangible Fixed Assets**

	<b>Fixtures &amp; Fittings £</b>	<b>Motor Vehicles £</b>	<b>Equipment £</b>	<b>Total £</b>
<b>Cost</b>				
At 1 January 2006	11,517	47,498	25,069	84,084
Additions	<u>193</u>	<u>—</u>	<u>1,040</u>	<u>1,233</u>
<b>At 31 December 2006</b>	<u><b>11,710</b></u>	<u><b>47,498</b></u>	<u><b>26,109</b></u>	<u><b>85,317</b></u>
<b>Depreciation</b>				
At 1 January 2006	11,032	5,938	18,750	35,720
Charge for the year	<u>520</u>	<u>11,880</u>	<u>2,044</u>	<u>14,444</u>
<b>At 31 December 2006</b>	<u><b>11,552</b></u>	<u><b>17,818</b></u>	<u><b>20,794</b></u>	<u><b>50,164</b></u>
<b>Net Book Value</b>				
<b>At 31 December 2006</b>	<u><b>158</b></u>	<u><b>29,680</b></u>	<u><b>5,315</b></u>	<u><b>35,153</b></u>
At 31 December 2005	<u>485</u>	<u>41,560</u>	<u>6,319</u>	<u>48,364</u>

### **10. Debtors**

	<b>2006</b> <b>£</b>	<b>2005</b> <b>£</b>
Trade debtors	1,007,587	1,602,063
Other debtors	98,961	—
Prepayments and accrued income	283,262	45,820
Deferred taxation (note 11)	<u>—</u>	<u>3,180</u>
	<u><b>1,389,810</b></u>	<u><b>1,651,063</b></u>

### **11. Deferred Taxation**

The deferred tax included in the Balance sheet is as follows

	<b>2006</b> <b>£</b>	<b>2005</b> <b>£</b>
Included in debtors (note 10)	<u>—</u>	<u>3,180</u>

The movement in the deferred taxation account during the year was

	<b>2006</b> <b>£</b>	<b>2005</b> <b>£</b>
Balance brought forward	3,180	(1,000)
Profit and loss account movement arising during the year	<u>(3,180)</u>	<u>4,180</u>
Balance carried forward	<u><b>—</b></u>	<u><b>3,180</b></u>

# Armadillo UK Limited

## Notes to the Financial Statements

Year ended 31 December 2006

### 11. Deferred Taxation *(continued)*

The balance of the deferred taxation account consists of the tax effect of timing differences in respect of

	2006 £	2005 £
Excess of taxation allowances over depreciation on fixed assets	-	3,180
	<u>-</u>	<u>3,180</u>

### 12. Creditors: Amounts Falling due Within One Year

	2006 £	2005 £
Bank loans and overdrafts	386,760	-
Trade creditors	455,701	505,759
Corporation tax	237,000	64,968
Other taxation and social security	13,938	70,490
Other creditors	721	7,403
Accruals and deferred income	84,266	71,796
	<u>1,178,386</u>	<u>720,416</u>

The Company's bankers have a fixed and floating charge over the Company's assets

The following liabilities disclosed under creditors falling due within one year are secured by the company

	2006 £	2005 £
Bank loans and overdrafts	<u>386,760</u>	<u>-</u>

### 13. Commitments under Operating Leases

At 31 December 2006 the company had annual commitments under non-cancellable operating leases as set out below

	Assets Other Than Land & Buildings	
	2006 £	2005 £
Operating leases which expire		
Within 1 year	44,800	-
Within 2 to 5 years	-	42,500
	<u>44,800</u>	<u>42,500</u>

### 14. Contingencies

The company is acting as a guarantor on finance leases taken out by Exec-Appointments Limited. The finance leases are secured against the assets of Exec-Appointments Limited and no amounts were overdue on these leases at the balance sheet date.

# Armadillo UK Limited

## Notes to the Financial Statements

Year ended 31 December 2006

### 15. Related Party Transactions

During the year the Company paid/(received) the following contributions towards its costs from Exec-Appointments Limited a Company in which Mr H Morris, a director and minority shareholder, has a material interest

	2006 £	2005 £
Rent	(41,260)	(54,849)
Accountancy Services	22,761	—
Advertising	10,475	—
Website Hosting	1,080	—

At the balance sheet date the net amount due to Exec-Appointments Limited was £4,294 (2005 £39,485)

During the year the Company paid to Cesson Accounting Services, a partnership in which Mr I Atkins, a director, is a partner £30,066 (£2005 - £62,290) in respect of Accountancy Services

During the year the Company purchased services from Program Associates Limited, a company in which Mr. H Morris has a material interest to the value of £5,000 (2005: £582,388) At the balance sheet date Program Associates Limited owed the company £nil (2005: £105,828)

### 16. Share Capital

#### Authorised share capital:

	2006 £	2005 £
1,000 Ordinary shares of £1 each	1,000	1,000

#### Allotted, called up and fully paid:

	2006 No.	£	2005 No.	£
Ordinary shares of £1 each	2	2	2	2

### 17. Profit and Loss Account

	2006 £	2005 £
Balance brought forward as previously reported	2,121,916	1,904,452
Prior year adjustment	—	49,107
Balance brought forward restated	2,121,916	1,953,559
Profit for the financial year	549,760	168,357
Equity dividends paid	(2,425,000)	—
Balance carried forward	246,676	2,121,916



# Armadillo UK Limited

## Notes to the Financial Statements

Year ended 31 December 2006

### 18. Reconciliation of Movements in Shareholders' Funds

	2006		2005	
	£	£	£	£
Profit for the financial year		549,760		168,357
Equity dividends paid		(2,425,000)		—
Net (reduction)/addition to shareholders' funds		(1,875,240)		168,357
Opening shareholders' funds		2,121,918		1,904,454
Prior year adjustment		—		49,107
Closing shareholders' funds		<u>246,678</u>		<u>2,121,918</u>

### 19. Ultimate Parent Company

The ultimate parent undertaking and controlling party is Vedior NV, a company registered in the Netherlands

Armadillo UK Limited is a subsidiary of Spring of Excellence Limited, a company registered in England. The consolidated financial statements of Vedior NV, being the parent undertaking of the largest and smallest group to consolidate the results of the company, can be obtained from Tripolis 200, Burgerweeshuispad 121, 1076 ET, Amsterdam, The Netherlands