

**Technical Publications Management Services
Limited**

**Directors' report and financial
statements**

Registered number 2654810

For the year ended 31 December 2005



Contents

Directors' report	1
Statement of directors' responsibilities in respect of the directors' report and the financial statements	2
Independent auditor's report to the members of Technical Publications Management Services Limited	3
Profit and loss account	5
Balance sheet	6
Notes	7

Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 December 2005.

Principal activities

The company did not trade during the current or prior year.

Review of the year and future developments in the business

On 1 September 2005 the ultimate holding company and ultimate controlling party became Lionbridge Technologies, Inc., a company incorporated in the USA.

The directors have no immediate plans for the company to resume trading in any form.

Directors and directors' interests

The directors who served during the year were as follows:

I Middlemiss

CJ Wedgwood

S Spitzer (resigned 1 September 2005)

B Kelly (appointed 1 September 2005, resigned 28 September 2006)

R Cowan (appointed 1 September 2005)

None of the directors who held office at the end of the financial year had any disclosable interest in the shares of the company.

According to the register of directors' interests, no rights to subscribe for shares in or debentures of the company were granted to any of the directors or their immediate families, or exercised by them, during the financial year.

Auditors

Pursuant to a shareholders' resolution, the company is not obliged to re-appoint auditors annually and KPMG LLP will therefore continue in office.

Approved by the board of directors and signed on its behalf by:



I Middlemiss
Secretary

Copthall Terrace
Coventry
CV1 2FP

13 October 2006

Statement of directors' responsibilities in respect of the directors' report and the financial statements

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 UK Accounting Standards.

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 judgments 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 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 its financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Under applicable law the directors are also responsible for preparing a directors' report that complies with that law.



KPMG LLP
2 Cornwall Street
Birmingham
B3 2DL

Independent auditor's report to the members of Technical Publications Management Services Limited

We have audited the financial statements of Technical Publications Management Services Limited for the year ended 31 December 2005 which comprise the profit and loss account, the balance sheet and the related notes. These financial statements have been prepared under 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 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 auditors

As described in the statement of directors' responsibilities on page 2, the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

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 judgments 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.



KPMG LLP
2 Cornwall Street
Birmingham
B3 2DL

**Independent auditors' report to the members of Technical Publications
Management Services Limited (continued)**

Opinion

In our opinion the financial statements:

- give a true and fair view, in accordance with UK Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2005 and of its result for the year then ended; and
- have been properly prepared in accordance with the Companies Act 1985.

KPMG LLP

KPMG LLP
Chartered Accountants
Registered Auditor

13 October 2006

Profit and loss account
for the year ended 31 December 2005

During the financial year and the preceding financial year, the company did not trade and received no income and incurred no expenditure. Consequently, during these years the company made neither a profit nor a loss.

Balance sheet
at 31 December 2005

	<i>Note</i>	2005 £000	2004 £000
Fixed assets			
Investments	2	1,193	1,193
Creditors: Amounts falling due after more than one year	3	(1,255)	(1,255)
Net liabilities		(62)	(62)
Capital and reserves			
Called up share capital	4	-	-
Profit and loss account	5	(62)	(62)
Shareholders' deficit		(62)	(62)

The notes on pages 7 and 8 form an integral part of these financial statements.

These financial statements were approved by the board of directors on 13 October 2006 and were signed on its behalf by:



I Middlemiss
Director

Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

Basis of preparation

The financial statements have been prepared in accordance with applicable Accounting Standards and under the historical cost convention.

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements, except as noted below:

In these financial statements the following new standards have been adopted for the first time:

- FRS 21 "Events after the balance sheet date";
- the presentation requirements of FRS 25 "Financial instruments presentation and disclosure"; and
- FRS 28 "Corresponding amounts".

FRS 21 and FRS 25 have had no material effect on the financial statements.

In addition, FRS 28 "Corresponding amounts" has had no material effect as it imposes the same requirements for comparatives hitherto required by the Companies Act 1985.

Consolidation

The company is exempt by virtue of Section 248 of the Companies Act 1985 from the requirement to prepare group financial statements. These financial statements present information about the company as an individual undertaking and not about its group.

Cash flow statement

Under FRS 1 "Cash flow statements", the company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the company in its own published consolidated financial statements.

Related party transactions

The company is exempt from the requirement of FRS 8 "Related party disclosures" to disclose transactions with other group undertakings as it is a wholly owned subsidiary and its financial statements are included in the consolidated financial statements of the ultimate parent company and those financial statements are available from the address disclosed in note 6.

2 Investments

	Shares in subsidiary undertaking £000
<i>Cost</i>	
At beginning and end of year	1,193

Technical Publications Management Services Limited directly owns all of the allotted ordinary shares in Lionbridge (UK) Limited, a company incorporated in Great Britain. The principal activity of Lionbridge (UK) Limited is the provision of technical writing, translation and interpretation services. The financial statements of this company for the year ended 31 December 2005 showed a loss after taxation of £139,000 and net assets of £1,992,000.

Notes *(continued)*

3 Creditors: Amounts falling due after more than one year

	2005 £000	2004 £000
Amounts owed to parent undertaking	1,255	1,255

The amounts owed to the UK parent undertaking, Lionbridge Investments (UK) Limited, have no fixed terms for repayment, bear no interest and are unsecured. The directors are of the opinion that repayment will not be demanded in the next twelve months.

4 Share capital

	2005 £000	2004 £000
<i>Authorised:</i>		
200 ordinary shares of £1 each	-	-
<i>Allotted, issued and fully paid:</i>		
2 ordinary shares of £1 each	-	-

5 Reserves

	Profit and loss account £000
At beginning and end of year	(62)

6 Ultimate holding company and parent company

The immediate parent company is Lionbridge Investments (UK) Limited, a company incorporated in Great Britain.

The ultimate holding company and ultimate controlling party is Lionbridge Technologies, Inc., a company incorporated in the USA. Copies of the consolidated financial statements of Lionbridge Technologies, Inc. are available from:

1050 Winter Street
 Suite 2300
 Waltham, MA 02451
 USA