KCS MANAGEMENT SYSTEMS LIMITED
DIRECTORS' REPORT AND AUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2006

MESDAY

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28/03/2007
COMPANIES HOUSE

COMPANY INFORMATION

Directors A D Snell

L J Colliss A R McErlain D S Sahni

Secretary A D Snell

Auditors Spofforths LLP

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Bankers HSBC

9 The Boulevard

Crawley West Sussex RH10 1UT

Registered number 01019844

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DIRECTORS' REPORT

FOR THE YEAR ENDED 30 SEPTEMBER 2006

The directors present their report and financial statements for the year ended 30 September 2006.

Principal activities

The company's principal activity during the year continued to be the development, marketing, installation and support of computer software for integrated HR, Payroll and Time & Attendance systems.

Review of the business and future developments

The directors are pleased to announce another successful financial year with results showing a 22% increase in revenues in the corresponding twelve month period.

Substantial investment in research and development was made during the year to take full advantage of new technologies. This investment has produced a number of new modules in demand by both current customer and new prospects. We are confident that this will fully satisfy our clients strategic HR and Payroll's future vision.

The company continues to be one of very few suppliers to attain the Inland Revenue accreditation for the current software products this year, which included electronic filing.

Following last year's success in achieving several industry awards, we are pleased to announce that we yet again won the prestigious 'Payroll Software Provider of the Year' award, making KCS Management Systems Limited the only company ever to achieve this feat 6 years in a row. The Directors are committed to achieving a seventh title next year!

In another year that presented changing trading conditions for the IT industry, KCS Management Systems continued to grow against trends. This reflects the quality and strong market presence the company has attained in its industry.

With the enhanced range of products and services now offered, the directors are confident that the company remains well placed to take advantage of the improving market, and thus predict another year of growth.

Results and dividends

The profit for the 12 months to 30 September 2006, after taxation, amounted to £671,194 (18 months to 30 September 2005: £667,012). No dividend has been paid in the year (2005: £650,250).

Directors

The directors who served during the year and their interests in the share capital of the company were as follows:

	£1 Ordir	ary shares
	30	1
	September	October
	2006	2005
A D Snell	-	-
L J Colliss	-	-
A R McErlain	-	-
D S Sahni	-	-

The interests of the directors in the share capital of the parent company are disclosed in that company's financial statements.

DIRECTORS' REPORT

FOR THE YEAR ENDED 30 SEPTEMBER 2006

Disclosure of information to auditors

So far as each director at the date of approval of this report is aware:

- there is no relevant audit information of which the company's auditors are 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 auditors are aware of that information.

Directors' responsibilities

The directors are responsible for preparing the report and financial statements in accordance with applicable law and International Financial Reporting Standards as adopted for use in the European Union.

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 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; 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 maintaining 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 the prevention and detection of fraud and other irregularities.

Auditors

Spofforths resigned as auditors on 31 December 2005 and Spofforths LLP were appointed in their place. A resolution to reappoint Spofforths LLP as auditors will be put to the members at the Annual General Meeting.

This report was approved by the board on 27 FeBeurey 2007 and signed on behalf of the board by

A D Snell

Secretary

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF

KCS MANAGEMENT SYSTEMS LIMITED

We have audited the financial statements of KCS Management Systems Limited for the year ended 30 September 2006 which comprise the Income Statement, the Balance Sheet, the Statement of changes in equity, the Cash Flow Statement 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 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' responsibilities for preparing the financial statements in accordance with applicable law and International Financial Reporting Standards (IFRSs) as adopted for use in the European Union 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.

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF

KCS MANAGEMENT SYSTEMS LIMITED

Opinion

In our opinion:

- •the financial statements give a true and fair view, in accordance with IFRSs as adopted for use in the European Union, of the state of the company's affairs as at 30 September 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.

Sport rths LLP

Chartered Accountants and Registered Auditors

1 Horsham Gates

North Street

Horsham

West Sussex

RH13 5PJ

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INCOME STATEMENT

FOR THE YEAR ENDED 30 SEPTEMBER 2006

	Notes	12 months 2006 £	18 months 2005 £
Revenue	2	5,066,607	6,231,588
Cost of sales		(831,826)	(846,208)
Gross profit		4,234,781	5,385,380
Administrative expenses		(3,458,740)	(4,730,960)
Operating profit	3	776,041	654,420
Interest receivable		4,953	66, 160
Profit before taxation		780,994	720,580
Income tax expense	6	(83,205)	(53,568)
Profit for the period	14	697,789	667,012

Continuing operations

None of the company's activities were acquired or discontinued during the above two financial years.

Statement of total recognised gains and losses

The company has no recognised gains or losses other than the profit for the above two financial years.

BALANCE SHEET

AS AT 30 SEPTEMBER 2006

	Notes		2006		2005
	Notes	£	£	£	£
ASSETS		_	_	_	-
Non-current assets					
Intangible assets	7	60,283		16,898	
Property, plant and equipment	8	129,910		154,145	
			190,193		171,043
Current assets					
Trade and other receivables	9	2,089,059		1,825,487	
Cash and cash equivalents		709,199		211,936	
·		· ·	2,798,258		2,037,423
Total Assets			2,988,451	_	2,208,466
		=		=	
EQUITY AND LIABILITIES					
Equity					
Share capital	12		85,000		<i>85,000</i>
Capital redemption reserve	13		134,000		134,000
Retained earnings	14		457,618		(240,171)
Total equity	16	-	676,618	-	(21,171)
Current liabilities	10		954,746		675,155
Non-current liabilities					
Long term provisions	11	13,200		8,400	
Deferred tax	11	13,868		11,441	
Deferred income		1,330,019		1,534,641	
			1,357,087		1,554,482
Total liabilities			2,311,833	-	2,229,637
Total equity and liabilities			2,988,451	-	2,208,466

Approved by the board on 27 FEBRUARY 2007 and signed on behalf of the board by

A D Snell Director

STATEMENT OF CHANGES IN EQUITY

	Share capital £	Capital redemption reserve	Retained earnings £	Total Equity £
Balance at 1 April 2004	85,000	134,000	278,532	497,532
Changes in accounting policy	-	•	(535,465)	(535,465)
Restated balance	85,000	134,000	(256,933)	(37,933)
Profit for the period	-	-	667,012	667,012
Total recognised income and expense for the period	85,000	134,000	410,079	629,079
Dividends	-	-	(650,250)	(650,250)
Balance at 30 September 2005 carried forward	85,000	134,000	(240,171)	(21, 171)
Balance at 30 September 2005 bought forward	85,000	134,000	(240,171)	(21,171)
Profit for the year	-	•	697,789	697,789
Balance at 30 September 2006 carried forward	85,000	134,000	457,618	676,618

CASH FLOW STATEMENT

AS AT 30 SEPTEMBER 2006

.	Votes	12 months 2006	18 months 2005
		£	£
Cash flows from operating activities			
Profit before taxation		780,994	720,580
Adjustments for			
Interest receivable		(4,953)	(66, 160)
Depreciation charges		36,750	57,917
Amortisation of intangible assets		6,612	8,807
Prior year adjustment			535,465
Operating cash flows before movements in working capital		819,403	1,256,609
Increase in provision		4,800	_
Increase in trade and other receivables		(468,194)	(27,671)
Increase/(decrease) in trade and other payables		203,120	(307,857)
Cash generated from operations		559,129	921,081
Income tax paid		(4,307)	(119,049)
Net cash inflow from operating activities		554,822	802,032
CASH FLOW STATEMENT			
Net cash flows from operating activities		554,822	802,032
Net cash flows from investing activities	17	(57,559)	20,727
Net cash flows from financing activities	17	-	(850,857)
Net increase/(decrease) in cash and cash equivalents		497,263	(28,098)
Cash and cash equivalents at beginning of period		211,936	240,034
Cash and cash equivalents at end of period		709,199	211,936

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2006

1 Principal accounting policies

Basis of accounting

The company has adopted International Financial Reporting Standards (IFRS) for the first time in these financial statements. The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards. The previously reported 2005 results and financial position have been restated in accordance with IFRS. The disclosures required by IFRS 1 concerning the transition from UK GAAP to IFRS are given in note 22.

Revenue

Revenue is the total amount receivable by the company in respect of the sale of licenses installed and accepted, and services provided, excluding VAT and trade discounts. Income arising in respect of maintenance contracts is recognised on a straight line basis over the period of the related contract.

Software

The intangible fixed asset relates to computer software which is recorded at cost and amortised on a straight-line basis over the estimated useful economic life of 5 years.

Depreciation

Depreciation is provided on all property, plant and equipment at rates calculated to write off the cost less estimated residual value, of each asset over its expected useful life, as follows:

Equipment over 5 years
Fixtures and fittings over 10 years
Computer equipment over 5 years

Deferred taxation

Deferred tax arises as a result of including items of income and expenditure in taxation computations in periods different from those in which they are included in the company's accounts. Deferred tax is provided in full on timing differences which result in an obligation to pay more (or less) tax at a future date, at the average tax rates that are expected to apply when the timing differences reverse, based on current tax rates and laws.

Operating lease commitments

Rentals paid under operating leases are charged to income on a straight line basis over the lease term.

Software development costs

Software development costs are capitalised in accordance with IAS 38 'Intangible Assets'. Expenditure is only capitalised at the point at which all the criteria of IAS 38 are satisfied. These costs are amortised on a systematic basis over the period which the related product is expected to be sold. Deferred development expenditure is reviewed at the end of each accounting period and where the circumstances which have justified the deferral no longer apply, or are considered doubtful, the expenditure, to the extent to which it is considered to be irrecoverable is written off immediately.

Grant income

Grant income is drawn down as relevant costs are defrayed and the income has been included in revenue.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2006

Pensions

Contributions in respect of the company's defined contribution pension scheme are charged to the profit and loss account for the year in which they are payable to the scheme. Differences between contributions payable and contributions actually paid in the year are shown as either accruals or prepayments at the year end.

2 Revenue

Revenue is derived from the company's principal activity which was carried out wholly in the UK.

3	Operating profit	12 months	18 months
		2006	2005
	This is stated after charging:	£	£
	Depreciation of property, plant and equipment	36,755	57,917
	Amortisation of intangible assets	6,612	8,807
	Operating lease rentals - plant and machinery	-	761
	Operating lease rentals - land and buildings	79,933	102,438
	Operating lease rentals - motor vehicles	44,765	66, 140
	Auditors' remuneration - audit work	9,000	9,000
	Auditors' remuneration - non audit work	<u> </u>	7,425
4	Directors' emoluments	12 months	18 months
		2006	2005
		£	£
	Emoluments	-	236,808
	Company contributions to money purchase pension schemes	<u> </u>	30,080
			266,888
	Highest paid director:		
	Emoluments	-	94,304
	Company contributions to money purchase pension schemes		18,500
			112,804
	Number of directors in company pension schemes:	2006	2005
		Number	Number
	Money purchase schemes		3

NOTES TO THE FINANCIAL STATEMENTS

5	Staff costs			12 months	18 months
Ū	Start 90313			2006	2005
				£	£
	Wages and salaries			1,637,757	2,183,204
	Social security costs			175,540	295, 122
	Other pension costs			67,507	123,027
				1,880,804	2,601,353
	Average number of employees during the ye	ear		Number	Number
	Administration			2	3
	Development			8	9
	Customer services			27	28
	Sales and marketing			11	13
	Management				2
				48	55
6	Taxation				
			12 months		18 months
	Analysis of charge in period		2006		2005
		£	£	£	£
	Current tax:				
	UK corporation tax on profits of the period	67,898		4,306	
	Adjustments in respect of previous periods	12,880_		41,425	
	Total current tax (see below)		80,778		45,731
	Deferred tax:				
	Origination and reversal of timing differences	2,427		7,837	
	Total deferred tax (Note 11)		2,427		7,837
	Tax on profit on ordinary activities		83,205	-	53,568
	o p. one on oraniany addition				00,000

NOTES TO THE FINANCIAL STATEMENTS

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Factors affecting tax charge for year		
The tax assessed for the year is lower than the standard rate of corporation explained below:	n tax in the UK (30 per cent). The c	lifferences are
	2006	2005
	£	£
Profit on ordinary activities before tax	780,994	720,580
Profit on ordinary activities multiplied by standard		
rate of corporation tax in the UK of 30% (2005 :		
19%)	234,298	136,910
Effects of:		
Expenses not deductible for tax purposes	2,363	7,491
Capital allowances for year in excess of depreciation	2,976	12,678
Prior year adjustment for change in accounting policy	(467.004)	(101,738
Utilisation of tax losses	(167,994)	(30, 135
Marginal relief adjustment	(3,745)	20 525
Adjustments in respect of previous years	12,880	20,525
Total current tax (see above)	80,778	45,731
Intangible assets		
Cost		£
At beginning of year		72,725
Additions	_	49,997
At end of year	<u>=</u>	122,722
Amortisation		
At beginning of year		55,827
Provided during the year	<u>-</u>	6,612
At end of year	=	62,439
Net book value		
At 30 September 2006	_	60,283
At 30 September 2005	=	16,898

NOTES TO THE FINANCIAL STATEMENTS

8	Property, plant and equipment				
		.	Fixtures and	Computer	Total
		Equipment £	fittings	equipment	Total
	Cost	£	£	£	£
		90,597	169,763	100 E26	368,886
	At beginning of year Additions	5,319	142	108,526 7,054	12,515
	At end of year	95,916	169,905	115,580	381,401
	Depreciation			· · · ·	
	At beginning of year	62,897	80,216	71,628	214,741
	Charge for the year	11,675	11,356	13,719	36,750
	At end of year	74,572	91,572	85,347	251,491
	Net book value				
	At 30 September 2006	21,344	78,333	30,233	129,910
	At 30 September 2005	27,700	89,547	36,898	154,145
9	Trade and other receivables			2006 £	2005 £
	Trade receivables			307,974	544,928
	Amounts owed by group undertakings			1,251,242	1,053,792
	Other receivables			466	465
	Prepayments and accrued income			529,377	226,302
				2,089,059	1,825,487
10	Current liabilities			2006	<i>2005</i>
				£	£
	Trade payables			422,038	277,682
	Corporation tax			117,644	41,173
	Other taxes and social security costs			181,822	169,680
	Other payables			3,171	2,559
	Accruals			230,071	184,061
				954,746	675,155

NOTES TO THE FINANCIAL STATEMENTS

11	Provisions for liabilities				
			Deferred tax	Other	Total
			£	£	£
	At beginning of year		11,441	8,400	19,841
	Charged to the profit and loss account		2,427	4,800	7,227
	At end of year		13,868	13,200	27,068
	Deferred taxation provided in the accounts is as fo	ollows:			
	•			Provided	Provided
				2006	2005
				£	£
	Capital allowances in advance of depreciation			13,868	11,441
12	Share capital			2006	2005
				£	£
	Authorised:				
	Ordinary shares of £1 each			85,000	85,000
		2006	2005	2006	2005
		No	No	£	£
	Allotted, called up and fully paid:				
	Ordinary shares of £1 each	85,000	85,000	85,000	85,000
13	Reserves				
					Capital
					redemption
					reserve
					£
	At beginning of year				134,000
	At end of year				134,000

NOTES TO THE FINANCIAL STATEMENTS

14	Retained earnings	2006	2005
	_	£	£
	At beginning of period	(240,171)	278,532
	Prior year adjustment	· -	(535,465)
	At beginning of period as restated	(240,171)	(256,933)
	Profit for the financial period	697,789	667,012
	Dividends	<u>-</u>	(650,250)
	At end of period	457,618	(240, 171)
15	Dividends	2006	2005
		£	£
	Dividends for which the company became liable during the period:		
	Dividends paid		650,250
	Analysis of dividends by type:	 -	
	Equity dividends (Note 14)		650,250
16	Reconciliation of movement in shareholders' funds	2006	2005
		£	£
	Profit for the financial period	697,789	667,012
	Dividends	<u> </u>	(650,250)
	Net movement in shareholders' funds	697,789	16,762
	At beginning of year	(21,171)	(37,933)
	At end of period	676,618	(21,171)
17	Gross cash flows	2006	2005
		£	£
	Cash flows from investing activities		
	Interest received	4,953	66,160
	Payments to acquire intangible fixed assets	(49,997)	(12,069)
	Payments to acquire tangible fixed assets	(12,515)	(33,364)
		(57,559)	20,727
	Cash flows from financing activities		.
	Dividends paid		<u>(850,857)</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2006

18 Pension commitments

The company operates a defined contribution pension scheme for the benefit of the employees. The assets of the scheme are administered by trustees in a fund independent from those of the company.

The total contributions paid in the period amounted to £67,507 (2005: £153,107).

19 Other financial commitments

At the year end the company had annual commitments under non-cancellable operating leases as set out below:

Land and buildings	Land and buildings	Other	Other
2006	2005	2006	2005
£	£	£	£
-	-	12,238	5,783
144,238	102,438	11,374	60,357
144,238	102,438	23,612	66,140
	buildings 2006 £ - 144,238	buildings buildings 2006 2005 £ £	buildings buildings Other 2006 2005 2006 £ £ £ - - 12,238 144,238 102,438 11,374

20 Contingent liabilities

A cross guarantee exists between the company and its parent, KCS Global Holdings Ltd, in respect of bank loans held by KCS Global Holdings Ltd and for the overdraft of KCS Management Systems Limited. At the balance sheet date, this contingent liability amounts to £NIL (2005: £NIL).

Under the terms of the Offer Letter, the income received from the DTI Smart Award grant in the year ended 31 March 2004 is repayable, in part or in full, if certain conditions as laid down within the letter are not met. At the year end this contingent liability amounts to £99,813 (2005: £99,813).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2006

21 Related parties

The company's ultimate parent undertaking is KCS Global Holdings Ltd.

The company paid a management charge of £777,300 (2005: £153,600) to KCS Global Holdings Ltd. Last year the company also received a refund of management charges paid to KCS Global Ltd, another subsidiary of KCS Global Holdings Ltd, of £110,000.

The table below shows the service charges received from group companies and the balances outstanding:

	Service charges		Balances	
	2006	2005	2006	2005
	£	£	£	£
KCS Global Holdings Ltd	-	-	625,746	715,588
KCS Global Ltd	-	-	122,963	117,507
KCS Connect Ltd	42,500	126,900	502,533	184,742
Pro-Pay Ltd	2,700	3,300	-	<i>35,956</i>
JCS Management Services Ltd		49,800		
	45,200	180,000	1,251,242	1,053,793
JCS Management Services Ltd	45,200		1,251,242	1,053,793

22 Explanation of transition to IFRS

The company has applied IFRS 1, First Time Adoption of International Financial Reporting Standards in preparing these financial statements. The company's transition date is 1 April 2004 and as such an opening IFRS balance sheet has been prepared at that date. However, 2005 comparative information has not been restated under these new accounting standards as they result in no changes to the figures.

There has been a change in accounting policy for the treatment of software development costs. Under UK GAAP these costs had been charged to the income statement in the year it was incurred. Under IAS 38 there is a requirement to capitalise these costs if they meet the criteria. No adjustment has been made prior to 1 October 2005 for these software development costs as no reliable system was in place for measuring the expenditure attributable to the intangible asset during it development.

MANAGEMENT INCOME STATEMENT

•	12 mantha		18 months
			2005
£	£	£	£
	5,066,607		6,231,588
831,826	_	846,208	
	(831,826)		(846,208)
	4,234,781		5,385,380
(45,200)		-	
3,503,940		4,730,960	
	(3,458,740)		(4,730,960)
_	776,041		654,420
	4,953		66,160
-	780,994	-	720,580
	(45,200)	5,066,607 831,826 (831,826) 4,234,781 (45,200) 3,503,940 (3,458,740) 776,041 4,953	2006 £ £ £ £ 5,066,607 831,826 846,208 (831,826) 4,234,781 (45,200) 3,503,940 4,730,960 (3,458,740) 776,041 4,953

MANAGEMENT INCOME STATEMENT

	12 months 2006 £	18 months 2005 £
Cost of sales		
Direct costs	<u>831,826</u>	846,208
B. destruitable states and a second s		
Administrative expenses	* 665 660	2 027 247
Wages and salaries	1,665,660	2,827,217
Group benefits	91,386	157,520
Commissions payable	147,637	190, 165
Consultancy / temporary staff	92,282	92,019
Staff training	4,706	18, 138
Recruitment	31,911	18,141
Rent, rates, repairs and insurance	161,137	275,088
Motor expenses	70,645	135,256
Travel	119,741	201,444
Telecommunication costs	34,016	50,733
Printing, postage and stationery	54,602	57,453
Computer consumables	3,564	4,563
Advertising	148,233	283,592
Sundry expenses	13,724	18,115
Equipment maintenance	19,610	15, 143
Audit, legal and professional fees	14,265	43,928
Subscriptions and publications	3,538	5,403
Bank charges	4,137	4,071
Bad debts	2,484	14, 144
Amortisation	6,612	8,807
Depreciation	36,750	57,917
Management fees	777,300	(136,400)
Exceptional Items	•	388,503
	3,503,940	4,730,960