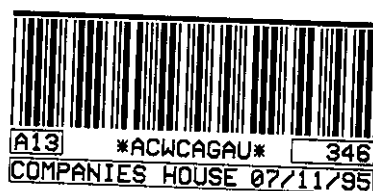


Company Registration Number: 1095914

GABLEGATE LIMITED

Financial Statements

31st January 1995



Chartered Accountants

L O N D O N

GABLEGATE LIMITED**REPORT OF THE DIRECTOR**

The director presents his annual report and the financial statements for the year ended 31st January 1995.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of the provision of management consultancy services.

REVIEW OF BUSINESS

After providing for taxation the profit for the year amounted to £12,791. Dividends paid amount to £12,116 leaving an amount of £675 to be carried to reserves. When added to reserves brought forward this leaves reserves carried forward of £477,272. The director is satisfied with the profits for the year and is confident that profitability will be maintained by the company.

DIVIDEND

An interim dividend of £6,058 per share, amounting to £12,116, was paid in the year. The director does not recommend the payment of a final dividend.

DIRECTOR

The director who served on the board during the year and his interest in the share capital at 31st January 1995 and 1994 was as follows:-

Ordinary Shares

E.W. Jackson

2

AUDITORS

The auditors, Cooper Lancaster Brewers, have indicated their willingness to continue in office and a resolution for their re-appointment will be proposed at the forthcoming annual general meeting.

Aldwych House
81 Aldwych
London
WC2B 4HP

18th September, 1995

By Order of the Board



G.R. FOX
Secretary

GABLEGATE LIMITED**STATEMENT OF DIRECTOR'S RESPONSIBILITIES**

Company law requires the director to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and profit and loss of the company for that period. In preparing those financial statements, the director is 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 director is responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable him to ensure that the financial statements comply with the Companies Act 1985. He is 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' REPORT TO THE SHAREHOLDERS OF**GABLEGATE LIMITED**

We have audited the financial statements on pages 4 to 9.

RESPECTIVE RESPONSIBILITIES OF DIRECTOR AND AUDITORS

As described on page 2 the company's director is responsible for the preparation of the financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

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 director 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 as at 31st January 1995 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Cooper Lancaster Brewsters
Chartered Accountants
Registered Auditors

LONDON

18th September, 1995

GABLEGATE LIMITED
PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31ST JANUARY 1995

	<u>Note</u>	<u>1995</u> <u>£</u>	<u>1994</u> <u>£</u>
TURNOVER - continuing operations	2	288,665	327,439
Cost of sales		(198,975)	(179,939)
GROSS PROFIT		<u>89,690</u>	<u>147,500</u>
Administrative expenses		(42,999)	(18,009)
		<u>46,691</u>	<u>129,491</u>
Income from investments	3	4,291	-
(Loss)/Profit on sale of current asset investments		(280)	6,734
Provision against current asset investments		(38,047)	-
Interest receivable	4	15,953	16,604
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	5	<u>28,608</u>	<u>152,829</u>
Tax on profit on ordinary activities	6	(15,817)	(30,210)
PROFIT FOR THE FINANCIAL YEAR		<u>12,791</u>	<u>122,619</u>
Dividends	7	(12,116)	(18,000)
RETAINED PROFIT FOR THE FINANCIAL YEAR	15	<u>£ 675</u>	<u>£104,619</u>

Statement of Total Recognised Gains and Losses

The profit for the financial year, as stated above, recognises all gains and losses for the year as defined by Financial Reporting Standard No.3.

The notes on pages 6 to 9 form part of these financial statements.

GABLEGATE LIMITED**BALANCE SHEET****31ST JANUARY 1995**

	<u>Note</u>	£	<u>1995</u> £	£	<u>1994</u> £
FIXED ASSETS					
Tangible assets	8		824		3
Investments	9		57,143		53,731
			<u>57,967</u>		<u>53,734</u>
CURRENT ASSETS					
Debtors	10	85,177		156,264	
Current asset investments	11	65,500		-	
Cash at bank and in hand		311,277		361,205	
		<u>461,954</u>		<u>517,469</u>	
Creditors: Amounts falling due within one year	12	(42,647)		(94,604)	
NET CURRENT ASSETS			<u>419,307</u>		<u>422,865</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			<u><u>£477,274</u></u>		<u><u>£476,599</u></u>
CAPITAL AND RESERVES					
Equity Interests:					
Called up share capital	13		2		2
Profit and loss account	14		477,272		476,597
TOTAL SHAREHOLDER'S FUNDS	15		<u><u>£477,274</u></u>		<u><u>£476,599</u></u>

These financial statements were approved by the director on 18th September, 1995.

.....
E.W. Jackson
 DIRECTOR

The notes on pages 6 to 9 form part of these financial statements.

GABLEGATE LIMITED**NOTES TO THE FINANCIAL STATEMENTS****31ST JANUARY 1995****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) Turnover

Turnover represents net invoiced sales of services, excluding valued added tax.

(c) Depreciation

Depreciation is calculated on the straight line basis so as to write off the cost of tangible fixed assets over their estimated useful lives at the following annual rates:-

Office Equipment	- 20% on cost
Fixtures and Fittings	- 15% on cost
Computer	- 50% on cost

- (d)** The company, being a small company as defined by S.247 Companies Act 1985, is exempt under Financial Reporting Standard No.1 from preparing a cash flow statement.

(e) Current and Fixed Asset Investments

Current and fixed asset investments are shown at the lower of cost adjusted for exchange differences and market value.

(f) Foreign Currencies

Assets and liabilities stated in foreign currencies are translated into sterling at the rate of exchange ruling at the balance sheet date.

Transactions which have been concluded prior to the balance sheet date are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange gains and losses arising in the normal course of business and upon revaluations are included in the profit and loss account.

2. TURNOVER

Turnover is attributable to the one principal activity of the company, and relates to the United Kingdom.

	<u>1995</u>	<u>1994</u>
	£	£
3. INCOME FROM INVESTMENTS		
Income from fixed asset investments	740	-
Income from current asset investments	3,551	-
	<u>£4,291</u>	<u>£ -</u>

4. INTEREST RECEIVABLE

Deposit account interest	15,224	13,151
Loan interest	729	3,453
	<u>£15,953</u>	<u>£16,604</u>

GABLEGATE LIMITED**NOTES TO THE FINANCIAL STATEMENTS****31ST JANUARY 1995**

5.	PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	1995 £	1994 £		
	This is stated after charging the following:				
	Director's remuneration	12,000	12,000		
	Social security costs	1,224	1,248		
	Depreciation	205	3,521		
	Auditors' remuneration	1,100	1,100		
	Amounts written off investments	<u>38,047</u>	<u>-</u>		
6.	TAX ON PROFIT ON ORDINARY ACTIVITIES				
	UK corporation tax @ 25% (1994 - 25%) based on the profit for the year	14,750	30,510		
	Adjustment in respect of previous years	113	(300)		
	Tax credits on franked investment income	954	-		
		<u>£15,817</u>	<u>£30,210</u>		
7.	DIVIDENDS				
	Ordinary - interim paid 30th January 1995	<u>£12,116</u>	<u>£18,000</u>		
8.	TANGIBLE FIXED ASSETS				
		Computer Equipment £	Office Equipment £	Fixtures & Fittings £	Total £
	Cost				
	At 1st February 1994	7,044	5,121	2,249	14,414
	Additions	-	1,026	-	1,026
	At 31st January 1995	<u>7,044</u>	<u>6,147</u>	<u>2,249</u>	<u>15,440</u>
	Depreciation				
	At 1st February 1994	7,043	5,120	2,248	14,411
	Charge for the year	-	205	-	205
	At 31st January 1995	<u>7,043</u>	<u>5,325</u>	<u>2,248</u>	<u>14,616</u>
	Net Book Value				
	At 31st January 1995	<u>£ 1</u>	<u>£822</u>	<u>£ 1</u>	<u>£824</u>
	At 31st January 1994	<u>£ 1</u>	<u>£ 1</u>	<u>£ 1</u>	<u>£ 3</u>

GABLEGATE LIMITED**NOTES TO THE FINANCIAL STATEMENTS****31ST JANUARY 1995****9. FIXED ASSETS - INVESTMENTS**

Cost or Valuation	Associated Undertaking £	Trade Investment £	Total £
At 1st February 1994	16	53,715	53,731
Additions	-	2,966	2,966
Exchange translation difference	-	446	446
At 31st January 1995	<u>£16</u>	<u>£57,127</u>	<u>£57,143</u>

The company holds more than 10% of the equity of the following undertakings which are all incorporated in Australia.

Associated Undertaking

Gablegate Australia PTY Ltd - ordinary shares 34%

Trade Investment

Alpha West PTY Ltd - ordinary shares 10.57%

Gablegate Australia PTY Ltd is an investment company which does not generate profits and so no results are incorporated in the Company's financial statements.

In the opinion of the director the investments have a market value equivalent to that shown in the financial statements.

10. DEBTORS	1995 £	1994 £
Due within one year:		
Trade debtors	9,378	54,466
A.C.T. recoverable	-	5,226
Prepayments	1,656	1,158
Sundry debtors	61,143	95,414
Due after more than one year:		
Mortgage	13,000	-
	<u>£85,177</u>	<u>£156,264</u>

11. CURRENT ASSET INVESTMENTS

Current Asset Investments are listed on a recognised stock exchange and are valued at mid-market prices on the balance sheet date.

12. CREDITORS: Amounts falling due within one year	1995 £	1994 £
Trade creditors	-	27,389
Director's current account	20,627	16,721
Other taxes and PAYE	4,176	4,137
VAT payable	-	12,095
Other creditors and accruals	3,213	3,752
A.C.T. payable	2,319	-
Corporation tax	12,312	30,510
	<u>£42,647</u>	<u>£94,604</u>

GABLEGATE LIMITED**NOTES TO THE FINANCIAL STATEMENTS****31ST JANUARY 1995**

13. CALLED UP SHARE CAPITAL	<u>1995</u>	<u>1994</u>
	£	£
Equity Interests:		
Authorised:		
100 Ordinary shares of £1 each	<u>£100</u>	<u>£100</u>
Allotted, Called Up and Fully Paid:		
2 Ordinary shares of £1 each	<u>£2</u>	<u>£2</u>
14. PROFIT AND LOSS ACCOUNT		
Balance at 1st February 1994	476,597	371,978
Retained profit for the year	675	104,619
Balance at 31st January 1995	<u>£477,272</u>	<u>£476,597</u>
15. RECONCILIATION OF MOVEMENT IN SHAREHOLDER'S FUNDS		
Retained profit for the year	675	104,619
Opening shareholders' funds	476,599	371,980
Closing shareholders' funds	<u>£477,274</u>	<u>£476,599</u>