

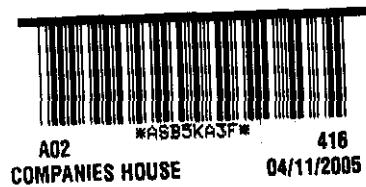
ROLFE & NOLAN LIMITED

FINANCIAL STATEMENTS

FOR THE YEAR ENDED

28 FEBRUARY 2005

COMPANY REGISTRATION NUMBER: 1157638



ROLFE & NOLAN LIMITED

FINANCIAL STATEMENTS

For the year ended 28 February 2005

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ROLFE & NOLAN LIMITED

FINANCIAL STATEMENTS

For the year ended 28 February 2005

REPORT OF THE DIRECTORS

The Directors have pleasure in presenting their report together with the financial statements for the year ended 28 February 2005.

Principal activity and review of the business

The principal activity of the Company has been to source funds and provide financing to other companies within the Rolfe & Nolan group.

Results and dividends

The results for the year ended 28 February 2005 are set out in the Profit and Loss Account on page 4. The loss of £2,004,593 (2004: profit £135,146) has been transferred from reserves. During the year a dividend of £8,296,753 was paid (2004: £nil).

Directors

The Directors who served during the year and to date were as follows:

R N Freeman

N J Humphries

L M Dee

(resigned 28 July 2004)

None of the directors who held office at 28 February 2005 held any shares in the Company at that date. All directors waived remuneration.

R N Freeman, N J Humphries and L M Dee also served during the year as directors of the Company's parent, Rolfe & Nolan Group Limited. The interests of these directors are reported in the financial statements of that Company.

ROLFE & NOLAN LIMITED

FINANCIAL STATEMENTS

For the year ended 28 February 2005

Directors' responsibilities for the financial statements

Company law requires the directors of the company 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:

- x select suitable accounting policies and then apply them consistently,
- x make judgements and estimates that are reasonable and prudent,
- x prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business and
- x state whether applicable accounting standards have been followed subject to any material departures disclosed and explained in the financial statements.

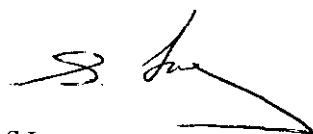
The directors are responsible for maintaining proper accounting records for safeguarding the assets of the company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Auditors

On 1 July 2004, the Grant Thornton partnership transferred its business to a limited liability partnership, Grant Thornton UK LLP. Under section 26(5) of the Companies Act 1989, the directors consented to extend the audit appointment to Grant Thornton UK LLP from 1 July 2004.

Grant Thornton UK LLP offer themselves for reappointment as auditors in accordance with section 385 of the Companies Act 1985.

BY ORDER OF THE BOARD OF DIRECTORS



S Lacey
Company Secretary
1/9 City Road
London
EC1Y 1AE

27 May 2005

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF ROLFE & NOLAN LIMITED

We have audited the financial statements of Rolfe & Nolan Limited for the year ended 28 February 2005 which comprise the principal accounting policies, the profit and loss account, the balance sheet, the statement of total recognised gains and losses and notes 1 to 15. 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

The directors' responsibilities for preparing the directors' report and the financial statements in accordance with United Kingdom law and 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 directors' report, and consider whether it is consistent with the audited financial statements. 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.

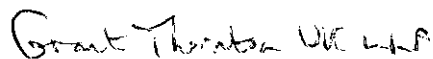
BASIS OF OPINION

We conducted our audit in accordance with United Kingdom 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 as at 28 February 2005 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



**GRANT THORNTON UK LLP
REGISTERED AUDITORS
CHARTERED ACCOUNTANTS**

**LONDON
27 May 2005**

Profit and Loss Account

for the year ended 28 February 2005

	Notes	2005 £	2004 £
Turnover		-	-
Total operating expenses	2	-	-
Operating profit on ordinary activities before interest		-	-
Exceptional items	3	151,096	
Income from shares in group undertakings		6,096,458	-
Net interest receivable	4	74,928	135,146
Profit on ordinary activities before taxation		6,322,482	135,146
Taxation on profit on ordinary activities	5	(30,322)	-
Profit on ordinary activities after taxation		6,292,160	135,146
Dividends payable	6	(8,296,753)	-
Retained (loss)/profit		(2,004,593)	135,146

The accompanying notes form part of these financial statements.

All business in the year to 28 February 2005 is continuing.

Statement of Total Recognised Gains and Losses

for the year ended 28 February 2005

	2005 £	2004 £
Profit attributable to ordinary shareholders	6,292,160	135,146
Exchange loss on overseas funding	(7,191)	(53,755)
Total recognised gains for the year	6,284,969	81,391

Balance Sheet

at 28 February 2005

	Notes	2005 £	2004 £
Fixed assets			
Investments	7	-	1
Investments in subsidiary undertakings	8	<u>3,843,566</u>	<u>3,843,566</u>
		3,843,566	3,843,567
Current assets			
Debtors - due within one year	9	7,136,955	4,454,165
Creditors: Amounts falling due within one year	10	<u>(8,790,686)</u>	<u>(1,089,199)</u>
Net current (liabilities)/assets		<u>(1,653,731)</u>	<u>3,364,966</u>
Total assets less current liabilities		2,189,835	7,208,533
Creditors: amounts falling due after more than one year	10	<u>-</u>	<u>(3,006,914)</u>
Net assets		<u>2,189,835</u>	<u>4,201,619</u>
Capital and reserves			
Called up share capital	11	1,536,096	1,536,096
Share premium account	12	-	6,427,575
Other reserves	12	465,228	465,228
Profit and loss account	12	188,511	(4,227,280)
Equity shareholders' funds		<u>2,189,835</u>	<u>4,201,619</u>

The accompanying notes form part of these financial statements.

The financial statements were approved by the Board of Directors on 27 May 2005 and were signed on its behalf by:



R Freeman
Director

1. Principal accounting policies

The principal accounting policies are set out below. They have been applied consistently throughout the period and remain unchanged from the previous period. The Financial Statements have been prepared in accordance with applicable accounting standards and under the historical cost convention.

The accounts have been prepared on the going concern basis as Rolfe & Nolan Group Limited (the company's parent) has indicated its intention to provide continuing financial support and it will not call for repayments of amounts due to it without ensuring the company has adequate funds to meet its obligations as they fall due. The directors have received written confirmation of this support. These financial statements do not contain any adjustments that would result from a withdrawal of support of the parent company.

The company is exempt from preparing consolidated financial statements in accordance with the Companies Act 1985 sections 228(1) and 229(2), as its ultimate parent undertaking, Rolfe & Nolan Group Limited, prepares group accounts.

Foreign Currencies

Transactions denominated in foreign currencies are recorded at the rates of exchange at the date of transaction. Monetary assets and liabilities are translated into sterling at the rates of exchange at the Balance Sheet date and, where material, resulting exchange differences are reflected in the results for the year.

Investments in subsidiary undertakings

Investments in subsidiary undertakings are included at cost less amounts written off.

Cash Flow Statements

As a wholly owned subsidiary of Rolfe & Nolan Group Limited, the company is exempt from the requirements of FRS 1 to prepare a cash flow statement.

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed by the balance sheet date. Deferred tax assets are recognised to the extent that they are regarded as recoverable.

2. Total operating expenses

The Company had no employees during the year (2004: nil). The directors who served during the year waived remuneration.

The audit fee for the Company has been borne by the parent undertaking.

3. Exceptional items

	2005 £	2004 £
Profit on disposal of investment in ITSECCO Holdings Limited	151,096	-
	<u>151,096</u>	<u>-</u>

4. Net interest

	2005 £	2004 £
Interest Receivable:		
Interest receivable from other Group companies	<u>195,448</u>	<u>274,178</u>
Interest Payable:		
On bank overdraft repayable on demand	(84)	-
On term loan	<u>(120,436)</u>	<u>(139,032)</u>
	<u>(120,520)</u>	<u>(139,032)</u>
Net interest receivable	<u>74,928</u>	<u>135,146</u>

5. Taxation on profit on ordinary activities

	2005	2004
	£	£
UK Corporation tax at 30% (2004: 30%)	<u>30,322</u>	<u>-</u>

The current tax charge for the year is lower than the standard rate of corporation tax in the UK.

The differences are explained below:

	2005	2004
	£	£
Profit on ordinary activities before tax	<u>6,322,482</u>	<u>135,146</u>
Profit on ordinary activities at standard UK rate of corporation tax at 30% (2004: 30%)	1,896,745	40,544
Effect of:		
UK - UK dividend receipt	(1,049,999)	-
Underlying tax relief on US dividend receipt	(547,157)	-
Utilisation of tax losses	(59,624)	(24,418)
Group relief	(164,314)	(16,126)
Utilisation of capital loss	(45,329)	-
	<u>30,322</u>	<u>-</u>

6. Dividends

	2005	2004
	£	£
Final dividend paid (54.011p per share)	<u>8,296,753</u>	<u>-</u>

7. Investments

	2005	2004
	£	£
Investment in ITSECCO Holdings Limited	<u>-</u>	<u>1</u>

8. Investments in subsidiary undertakings

	2005	2004
	£	£
Rolfe & Nolan Systems Ltd	2	2
Rolfe & Nolan Services Ltd	2	2
Rolfe & Nolan Employee Systems Ltd.	2	2
Rolfe & Nolan International Ltd.	2	2
Rolfe & Nolan (USA) Inc	3,807,054	3,807,054
Contac Software Engineering Pte. Ltd.	36,504	36,504
	<u>3,843,566</u>	<u>3,843,566</u>

All subsidiaries are owned 100%. All subsidiaries are incorporated in the UK and are dormant, except for Rolfe & Nolan (USA) Inc which is incorporated in the United States and Contac Software Engineering Pte. Ltd. which is incorporated in Singapore. These latter two entities are engaged in the development, licensing and support of their derivatives accounting and administration software products.

9. Debtors

	2005 £	2004 £
Amounts falling due within one year:		
Amounts owed by other group companies	<u>7,136,955</u>	<u>4,454,165</u>

10. Creditors

	2005 £	2004 £
Amounts falling due within one year:		
Term loans due within one year	-	587,173
Amounts owed to other group companies	8,296,753	-
Deferred acquisition consideration	462,500	462,500
Current taxation	25,812	-
Dividends	5,621	6,078
Other creditors	-	33,448
	<u>8,790,686</u>	<u>1,089,199</u>
Amounts falling due after more than one year:		
Term loans due between one and two years	-	782,897
Term loans due between two and five years	-	1,761,517
Deferred acquisition consideration due between one and two years	-	462,500
	<u>-</u>	<u>3,006,914</u>

11. Share capital

	2005 £	2004 £
Allotted, called up and fully paid:		
15,360,960 Ordinary shares of 10p each (2004: 15,360,960)	<u>1,536,096</u>	<u>1,536,096</u>

The authorised capital of the company consists of 20,000,000 Ordinary shares of 10p each.
There has been no change from 2004.

12. Reserves

	Share premium account £	Other reserves £	Profit & loss account £
At 1 March 2004	6,427,575	465,228	(4,227,280)
Retained loss for the year	-	-	(2,004,593)
Conversion of share premium account	(6,427,575)	-	6,427,575
Exchange adjustments	-	-	(7,191)
At 28 February 2005	<u>-</u>	<u>465,228</u>	<u>188,511</u>

13. Capital commitments

The Company had no capital commitments at 28 February 2005 (2004: £nil).

14. Ultimate parent undertaking

The largest and smallest group of undertakings, including the Company, for which group accounts have been drawn up is that headed by Rolfe & Nolan Group Ltd. Copies of the group accounts can be obtained at Lowndes House, 1/9 City Road, London EC1Y 1AE.

15. Transactions with related parties

As a wholly owned subsidiary of Rolfe & Nolan Group Ltd., the company is exempt from the requirements of FRS 8 to disclose transactions with other members of the Group headed by Rolfe & Nolan Group Ltd.