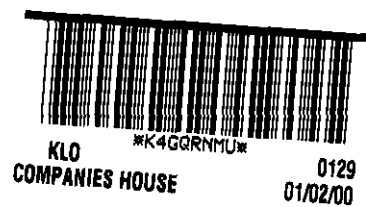


Registered No. 1431111

OXFORD EXECUTIVE CONSULTING LIMITED

Annual Report and Accounts for the Year Ended 31 March 1999



OXFORD EXECUTIVE CONSULTING LIMITED

Incorporated and registered in England and Wales. Registered no. 1431111

Registered office: Laurence Pountney Hill, London EC4R 0HH

Annual report and accounts for the year ended 31 March 1999

CONTENTS	Page
Directors	2
Directors' report	3-5
Profit and loss account	6
Balance sheet	7
Notes on the accounts	8-9
Statement of directors' responsibilities	10
Report of the auditors	11

OXFORD EXECUTIVE CONSULTING LIMITED

Directors

J C Kibbey
P M Maynard

Secretary

H A Lowe

Auditors

KPMG Audit Plc, London

OXFORD EXECUTIVE CONSULTING LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 1999

Principal activity and business review

The principal activity of the Company is to provide management consultancy services. This will continue in 2000.

Accounts and dividend

The state of affairs of the Company at 31 March 1999 is shown in the balance sheet on page 7. The profit and loss account appears on page 6. The post tax result for the year was £nil (1998 - £nil). No transfer to reserves has been made (1998 - £nil).

No dividend is proposed for the year (1998 - £nil).

Payment Policy

It is the policy of the Company to agree terms of payment when orders for goods or services are placed and to pay in accordance with those terms.

Directors

The present directors of the Company are shown on page 2.

Mr P M Maynard was appointed a director of the company with effect from 29 July 1998. There were no other changes during the year.

Directors' interests

Directors in office at the end of the year had interests in shares of 5p each in Prudential plc as follows:

a) in shares, including shares awarded under the Prudential Share Participation Plan:

	1.4.98 or Date of <u>appointment</u>	<u>31.3.99</u>
J C Kibbey	5,207	7,865

OXFORD EXECUTIVE CONSULTING LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 1999

- b) in shares under the Prudential Restricted Share Plan, in which the shares are held in trust and represent the maximum award that can be made if the performance requirements of the Plan are met:

	1.4.98 or Date of <u>appointment</u>	<u>31.3.99</u>
P M Maynard	19,649	35,056
J C Kibbey	30,983	59,425

- c) in options to subscribe for shares:

	1.4.98 or Date of <u>appointment</u>	During the year:		<u>31.3.99</u>
		<u>Granted</u>	<u>Exercised</u>	
J C Kibbey *	4,805	Nil	Nil	4,805

* Prudential Savings-Related Share Option Scheme.

Except as stated above, neither of the directors in office at the end of the year had any interest in shares in, or debentures of, any group company either at their date of appointment or at the end of the year, or were granted or exercised any rights to subscribe for shares in, or debentures of, any group company during the year.

Millennium issues

The directors have assessed the risks from the millennium issue, which is the potential problem arising from computer software developed to recognise only two digits rather than four and, if not corrected, being unable to distinguish the year 2000 from the year 1900. Given the nature of the Company's computer systems, the directors have concluded that they do not expect the Company's operations to be affected by this issue.

Auditors

PricewaterhouseCoopers resigned as auditors of the company on 4 January 2000. KPMG Audit Plc were appointed by the directors on 14 January 2000.

In accordance with Section 386 of the Companies Act 1985, an elective resolution has been passed by the Company dispensing with the need to appoint auditors annually. Accordingly, KPMG Audit Plc will be deemed to be re-appointed auditors of the Company for the current financial year.

On behalf of the board of directors.

A handwritten signature in black ink, appearing to read 'H A Lowe', with a horizontal line extending to the right.

H A Lowe
Secretary

24 January 2000

OXFORD EXECUTIVE CONSULTING LIMITED

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 MARCH 1999

		Year Ended 31 March 1999 £	As restated (note 1d) Year ended 31 March 1998 £
Turnover		886,500	478,756
Administrative expenses	2	(886,500)	(478,756)
Operating Profit		-	-
Interest Receivable		-	219
Interest Payable		-	(219)
Profit on ordinary activities before tax		-	-
Tax	4	-	-
Result for the financial year		-	-

There were no recognised gains or losses in the year other than the result for the year.

OXFORD EXECUTIVE CONSULTING LIMITED

BALANCE SHEET AS AT 31 MARCH 1999

	Note	31 March 1999 £	31 March 1998 £
Current assets			
Debtors	5	2	221
		<u>2</u>	<u>221</u>
Current liabilities			
Creditors – amounts due within one year			
Amounts owed to Group Undertakings		-	219
		<u>-</u>	<u>219</u>
Net assets		<u>2</u>	<u>2</u>
Capital and reserves			
Called up share capital	6	<u>2</u>	<u>2</u>

The accounts on pages 6 to 9 were approved by the board of directors on 14 January 2000.



J C Kibbey
Director

OXFORD EXECUTIVE CONSULTING LIMITED

NOTES ON THE ACCOUNTS

1. Accounting policies

- (a) The accounts have been prepared under the historical cost convention and in accordance with applicable accounting standards.
- (b) Turnover comprises management fees charged to a fellow subsidiary.
- (c) Tax is charged on all profits and income earned to date, less reliefs. Provision under the liability method is made for deferred tax arising from short term timing differences and from timing differences which cannot be demonstrated with reasonable probability to continue into the foreseeable future.
- (d) Prior year adjustment – change in accounting policy

The directors have decided that to more fairly represent the service agreement between the company and its employee, the full salary cost should be shown in the accounts. The results for 1998 have been adjusted accordingly but this has no effect on the result for the year.

2. Administrative expenses

	Year ended 31 March 1999 £	Year ended 31 March 1998 £
Wages and salaries	622,125	279,887
Social Security Costs	68,375	32,869
Pension costs	196,000	166,000
	<u>886,500</u>	<u>478,756</u>

The number of staff employed during the year was 1 (1998 - 1).

Administration expenses include amounts paid on behalf of the company by another group company for services to that company.

3. Directors' emoluments

Neither of the directors received any emoluments from the Company during the year (1998 - £nil).

OXFORD EXECUTIVE CONSULTING LIMITED

NOTES ON THE ACCOUNTS (continued)

4. Tax

No Corporation tax is payable in the year (1998 - £nil).

5. Debtors

	31 March 1999 £	31 March 1998 £
Amounts owed by Inland Revenue	-	219
Called up share capital not paid	2	2
	<u>2</u>	<u>221</u>

6. Called up share capital

	31 March 1999 £	31 March 1998 £
Ordinary shares of £1 each		
Authorised, issued and not paid	<u>2</u>	<u>2</u>

7. Ultimate parent company

The ultimate parent company is Prudential plc, registered in England and Wales, which is the only parent company which prepares Group accounts, copies of which can be obtained from the Company Secretary, Laurence Pountney Hill, London EC4R 0HH.

OXFORD EXECUTIVE CONSULTING LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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 of the company for that period. In preparing those financial statements, the directors are required to select suitable accounting policies and then apply them consistently, and make judgements and estimates that are reasonable and prudent. They also ensure applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements.

The directors are responsible for keeping 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.

After making appropriate enquiries, the directors consider that the Company has adequate resources to continue in operational existence for the foreseeable future. They therefore continue to use the going concern basis in preparing the financial statements.



JC Kibbey
Director

24 January 2000

Report of the auditors to the members of Oxford Executive Consulting Limited

We have audited the financial statements on pages 6 to 9.

Respective responsibilities of directors and auditors

As described on page 8 the company's directors are responsible for the preparation of 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 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 31 March 1999 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG Audit Plc

KPMG Audit Plc
Chartered Accountants
Registered Auditor

8 Salisbury Square
London
EC4Y 8BB

24 January 2000