REGISTERED NUMBER: 1575457 (England and Wales)

Report of the Directors and

Financial Statements for the year ended 30 April 1998

for

KESTREL DATA (UK) LIMITED



Report of the Directors and

Financial Statements for the year ended 30 April 1998

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Company Information for the year ended 30 April 1998

DIRECTORS:

N P Smith

C D Drysdale

SECRETARY:

C D Drysdale

REGISTERED OFFICE:

7 Abbey Business Centre

Ingate Place London SW8 3NS

REGISTERED NUMBER:

1575457 (England and Wales)

AUDITORS:

Robson Rhodes

Chartered Accountants Centre City Tower 7 Hill Street Birmingham

B5 4UU

Report of the Directors

for the year ended 30 April 1998

The directors present their report with the financial statements of the company for the year ended 30 April 1998.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of a non-trading company.

REVIEW OF BUSINESS

The results for the year and financial position of the company are as shown in the annexed financial statements.

DIVIDENDS

An interim dividend of £155.371 per share was paid on 30 April 1998. The directors recommend that no final dividend be paid.

The total distribution of dividends for the year ended 30 April 1998 will be £155,371.

DIRECTORS

The directors during the year under review were:

N P Smith

C D Drysdale

R B C Edge

- resigned 30/9/1997

The directors holding office at 30 April 1998 did not hold any beneficial interest in the issued share capital of the company at 1 May 1997 or 30 April 1998.

NP Smith and CD Drysdale are directors of the ultimate parent company, Mentmore Abbey plc. The interests of the directors in the share capital of the ultimate parent company are shown in the financial statements of that company.

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;
- 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 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.

AUDITORS

The auditors, Robson Rhodes, will be proposed for re-appointment in accordance with Section 385 of the Companies Act 1985.

ON BEHALF OF THE BOARD:

C D Drysdale SECRETARY

Dated: 28 September 1998

Report of the Auditors to the Shareholders of Kestrel Data (UK) Limited

We have audited the financial statements on pages four to eight which have been prepared under the historical cost convention and the accounting policies set out on page six.

Respective responsibilities of directors and auditors

As described on page two 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 30 April 1998 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Robson Rhodes

Chartered Accountants

Centre City Tower

7 Hill Street

Birmingham

B5 4UU

Dated: 28 September 1998

Profit and Loss Account for the year ended 30 April 1998

		Year ended 30/4/98	Period 1/7/96 to 30/4/97
	Notes	£	£
TURNOVER		-	•
OPERATING PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	2	-	-
Tax on profit on ordinary activities	3	<u>-</u>	_
PROFIT FOR THE FINANCIA AFTER TAXATION	AL YEAR	-	-
Dividends	4	155,371 ———— (155,371)	
Retained profit brought forward		155,371	155,371
RETAINED PROFIT CARRIE	ED FORWARD	-	£155,371

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current year or previous period.

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses for the current year or previous period.

Balance Sheet 30 April 1998

		1998		1997	7
	Notes	£	£	£	£
FIXED ASSETS:					
Investments	5		37,902		37,902
CURRENT ASSETS:					
Debtors	6	-		260,831	
CREDITORS: Amounts falling					
due within one year	7	36,902		142,362	
NET CURRENT (LIABILITIES)/A	ASSETS:		(36,902)	•	118,469
TOTAL ASSETS LESS CURRENT	Γ				
LIABILITIES:			£1,000		£156,371
CAPITAL AND RESERVES:					
Called up share capital	8		1,000		1,000
Profit and loss account					155,371
Shareholders' funds	10		£1,000		£156,371

ON BEHALF OF THE BOARD:

C D Drysdale - DIRECTOR

Approved by the Board on 28 September 1998

Notes to the Financial Statements for the year ended 30 April 1998

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ACCOUNTING POLICIES 1.

Accounting convention

The financial statements have been prepared under the historical cost convention and are in accordance with applicable accounting standards.

2. **OPERATING PROFIT**

The operating profit is stated after charging:

	Year ended 30/4/98 £	Period 1/7/96 to 30/4/97 £
Directors' emoluments	<u>-</u>	_

TAXATION 3.

No liability to UK Corporation tax arose on ordinary activities for the year ended 30 April 1998 nor for the period ended 30 April 1997.

4. DIVIDENDS

Equity shares: Ordinary - paid	155,371	-
	£	£
	30/4/98	30/4/97
	Year ended	to
		1/7/96
		Period

5.

FIXED ASSET INVESTMENTS		
		£
COST: At 1 May 1997 and 30 April 1998		56,802
PROVISIONS: At 1 May 1997 and 30 April 1998		18,900
NET BOOK VALUE: At 30 April 1998		37,902
At 30 April 1997		37,902
	1998 £	1997 £
Unlisted investments	37,902	37,902

Notes to the Financial Statements for the year ended 30 April 1998

6.

5. FIXED ASSET INVESTMENTS - continued

The company's investments at the balance sheet date in the share capital of unlisted companies include the following:

Kestrel Data Storage & Management Limited Nature of business: Non-trading	%		
Class of shares: Ordinary	holding 100.00		
Aggregate capital and reserves		1998 £ 1,000	1997 £ 1,000
Kestrel Reprographics Limited Nature of business: Non-trading	%		
Class of shares: Ordinary	holding 100.00		
Aggregate capital and reserves		1998 £ (28,582)	1997 £ (28,582)
Britannia Storage Systems Limited Nature of business: Supply and installation of storage sy			
Class of shares: Ordinary	% holding 95.00		
		1998 £	1997 £
Aggregate capital and reserves Profit for the year/period		<u>.</u>	999,999 999,999 ———
DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR			
		1998 £	1997 £
Amounts due from group undertakings		-	260,831
			260,831

Notes to the Financial Statements for the year ended 30 April 1998

7. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	1998 £	1997 £
Amounts due to group undertakings	36,902	142,362
	36,902	142,362

8. CALLED UP SHARE CAPITAL

Authorised: Number:	Class:	Nominal value:	1998 £	1997 £
10,000	Ordinary	£1	10,000	10,000
Allotted, iss	ued and fully paid:			
Number:	Class:	Nominal	1998 £	1997 £
1,000	Ordinary	value: £1	£ 1,000	1,000

9. ULTIMATE PARENT COMPANY

The company's ultimate parent company is Mentmore Abbey plc, a company registered in England and Wales.

Mentmore Abbey plc is the parent company of the largest and smallest group of which Kestrel Data (UK) Limited is a member and for which group accounts are drawn up. Copies of the group accounts are available from Companies House, Crown Way, Cardiff, CF4 3UZ.

10. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	1998 £	1997 £
Profit for the financial year Dividends	- (155,371)	-
NET (REDUCTION)/ADDITION TO SHAREHOLDERS' FUNDS Opening shareholders' funds	(155,371) 156,371	156,371
CLOSING SHAREHOLDERS' FUNDS	1,000	156,371
Equity interests	1,000	156,371