COMPANY REGISTRATION NUMBER 2095011

Updata plc FINANCIAL STATEMENTS FOR 31ST MARCH 2008



LILES MORRIS

Chartered Accountants & Registered Auditors
Park House
233 Roehampton Lane
London SW15 4LB

FINANCIAL STATEMENTS

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OFFICERS AND PROFESSIONAL ADVISERS

THE Board of Directors

D B Linton - Director

J G Linton - Director

Company Secretary

A Passer

Registered Office

Park House

233 Roehampton Lane

London SW15 4LB

Auditor

Liles Morris

Chartered Accountants & Registered Auditors

Park House

233 Roehampton Lane London SW15 4LB

Bankers

Barclays Bank plc 8 George Street Richmond

Surrey TW8 1JU

Solicitors

Howard Kennedy 19 Cavendish Square London W1A 2AE

THE DIRECTORS' REPORT

YEAR ENDED 31ST MARCH 2008

The directors present their report and the financial statements of the company for the year ended 31st March 2008

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the company during the year was software development and marketing of the Updata range of products

Turnover increased in the year by 30% in challenging market conditions. The company achieved a full year operating profit of £211,318 compared with a prior year operating profit of £104,422. The key performance indicators (KPI) used to measure and monitor business progress include revenue per head, profit per head and operating margin For the financial year to 31st March 2008 the KPI's were as follows Revenue per head £108,327(2007 £ 82,928), Operating profit per head £19,211 (2007 £9,492) and operating margin 18%(2007 11%)

FUTURE DEVELOPMENTS

The company will continue to invest in research and development and continue to develop the market opportunities for Updata products and related services in Europe, Asia and the USA

RESULTS AND DIVIDENDS

The profit for the year, after taxation, amounted to £211,853 The directors have not recommended a dividend

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The directors are of the opinion that information on the financial risk management objectives of the company are not material for the assessment of the assets, liabilities, financial position and profit or loss of the company

RESEARCH AND DEVELOPMENT

The company will continue to invest in a programme of research and development to build applications for the storage and analysis of financial market data.

THE DIRECTORS AND THEIR INTERESTS IN THE SHARES OF THE COMPANY

The directors who served the company during the year together with their beneficial interests in the shares of the company were as follows

	Ordinary Sha	Ordinary Shares of £0.10 each	
	At	At	
	31 March 2008	1 April 2007	
D B Linton	260,100	260,100	
J G Linton			

POLICY ON THE PAYMENT OF CREDITORS

Average creditor payment days were 39 days (2007 48 days).

THE DIRECTORS' REPORT (continued)

YEAR ENDED 31ST MARCH 2008

DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law) The financial statements are required by law to 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 these 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 that disclose with reasonable accuracy at any time the financial position of the company and 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.

In so far as the directors are aware

- there is no relevant audit information of which the company's auditor is 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 auditor is aware of that information

AUDITOR

A resolution to re-appoint Liles Morris as auditor for the ensuing year will be proposed at the annual general meeting in accordance with section 385 of the Companies Act 1985

Registered office Park House 233 Roehampton Lane London SW15 4LB Signed on behalf of the directors

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DB Linton Director

Approved by the directors on 30th September 2008

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF UPDATA PLC

YEAR ENDED 31ST MARCH 2008

We have audited the financial statements of Updata plc for the year ended 31st March 2008, on pages 6 to 17, which have been prepared on the basis of the accounting policies set out therein

This report is made solely to the company's shareholders, 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 shareholders 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 shareholders as a body, for our audit work, for this report, or for the opinions we have formed

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITOR

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) 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 AUDITOR'S REPORT TO THE SHAREHOLDERS OF UPDATA PLC (continued)

YEAR ENDED 31ST MARCH 2008

OPINION

In our opinion

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31st March 2008 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

Park House 233 Roehampton Lane London SW15 4LB

30th September 2008

LILES MORRIS Chartered Accountants & Registered Auditors

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PROFIT AND LOSS ACCOUNT

YEAR ENDED 31ST MARCH 2008

	Note	2008 £	2007 £
TURNOVER	1	1,191,597	912,209
Cost of sales		115,283	121,840
GROSS PROFIT		1,076,314	790,369
Administrative expenses Other operating income		864,996 -	690,747 (4,800)
OPERATING PROFIT	2	211,318	104,422
Interest receivable Interest payable and similar charges	5	1,201 (474)	321 (2,650)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		212,045	102,093
Tax on profit on ordinary activities	6	192	(4,711)
PROFIT FOR THE FINANCIAL YEAR		211,853	106,804
Balance brought forward		(2,431,440)	(2,538,244)
Balance carried forward		(2,219,587)	(2,431,440)

All of the activities of the company are classed as continuing

The company has no recognised gains or losses other than the results for the year as set out above

UPDATA PLC BALANCE SHEET 31ST MARCH 2008

		200	08	200	07
	Note	£	£	£	£
FIXED ASSETS					
Tangible assets	7		8,295		5,131
CURRENT ASSETS					
	•	2 410		2.007	
Stocks	8	3,410		2,097	
Debtors	9	272,070		187,446	
Cash at bank and in hand		164,491		87,927	
		439,971		277,470	
CREDITORS: Amounts falling due		•		•	
within one year	10	388,034		434,222	
NET CURRENT					
ASSETS/(LIABILITIES)			51,937		(156,752)
TOOLIGA (ELIDINITIES)					(150,752)
TOTAL ASSETS LESS CURRENT	LIABII	ITIES	60,232		(151,621)
CAPITAL AND RESERVES					
Called-up equity share capital	14		79,731		79,731
Share premium account	15		2,200,088		2,200,088
Profit and loss account	13				
Profit and loss account			(2,219,587)		(2,431,440)
SHAREHOLDERS'					
FUNDS/(DEFICIT)	16		60,232		(151,621)
i ondomberion;			00,232		(131,021)

These financial statements were approved by the directors and authorised for issue on 30th September 2008, and are signed on their behalf by

D B Linton

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CASH FLOW STATEMENT

	2008		2007	
NET CASH INFLOW FROM	£	£	£	£
OPERATING ACTIVITIES		105,596		72,114
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE Interest received Interest paid	1,201 (474)		321 (2,650)	
NET CASH INFLOW/(OUTFLOW) FROM RETURNS ON INVESTMENTS AND SERVICING OF FINANCE	_	727		(2,329)
TAXATION		5,373		(1)
CAPITAL EXPENDITURE Payments to acquire tangible fixed assets Receipts from sale of fixed assets	(7,817) -		(5,341) (1)	
NET CASH OUTFLOW FROM CAPITAL EXPENDITURE		(7,817)		(5,342)
CASH INFLOW BEFORE FINANCING		103,879		64,442
FINANCING Net outflow from other short-term creditors	(27,315)		(15,504)	
NET CASH OUTFLOW FROM FINANCING		(27,315)		(15,504)
INCREASE IN CASH		76,564		48,938
RECONCILIATION OF OPERATING PROOPERATING ACTIVITIES	OFIT TO NET	CASH INFI	OW FROM	
		2008		2007
Operating profit Depreciation (Increase)/decrease in stocks (Increase) in debtors (Decrease)/increase in creditors		£ 211,318 4,653 (1,313) (89,950) (19,112)		£ 104,422 3,142 300 (99,830) 64,080
Net cash inflow from operating activities		105,596		72,114

CASH FLOW STATEMENT (continued)

YEAR ENDED 31ST MARCH 2008

RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET FUNDS

	20	08	200	7
Increase in cash in the period	£ 76,564	£	£ 48,938	£
Net outflow from other short-term creditors	27,315		15,504	
		103,879		64,442
Change in net funds		103,879		64,442
Net funds at 1 April 2007		55,377		(9,065)
Net funds at 31 March 2008		159,256		55,377
ANALYSIS OF CHANGES IN NET FUNDS				
		At 1 Apr 2007 £	Cash flows 3	At 1 Mar 2008 £
Net cash Cash in hand and at bank		87,927	76,564	164,491
Debt Debt due within 1 year		(32,550)	27,315	(5,235)
Net funds		55,377	103,879	159,256

ACCOUNTING POLICIES

YEAR ENDED 31ST MARCH 2008

Basis of accounting

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

Turnover

The turnover shown in the profit and loss account represents amounts receivable during the year, exclusive of Value Added Tax Subscription fees income is deferred over the period to which it relates

Research and development

Research and development expenditure is written off in the year in which it is incurred.

Fixed assets

All fixed assets are initially recorded at cost

Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows

Computer software 2 years Computer hardware 3 years Office equipment 3 years

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items

Operating lease agreements

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax, with the following exception

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted. Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

ACCOUNTING POLICIES (continued)

YEAR ENDED 31ST MARCH 2008

Foreign currencies

Monetary assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences are taken into account in arriving at the operating profit.

Financial instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities.

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the balance sheet. Finance costs and gains or losses relating to financial liabilities are included in the profit and loss account. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31ST MARCH 2008

1. TURNOVER

The turnover and profit before tax are attributable to the one principal activity of the company An analysis of turnover is given below

	2008	2007
	£	£
United Kingdom	932,518	806,215
Overseas sales	259,079	105,994
	1,191,597	912,209

2. OPERATING PROFIT

Operating profit is stated after charging

	2008	2007
	£	£
Research and development expenditure written off	387,877	349,118
Depreciation of owned fixed assets	4,653	3,142
Auditor's remuneration		
- as auditor	2,000	2,000
- for other services	4,000	3,400
Operating lease costs		
Other	25,540	25,984
Operating lease costs	,	ŕ

Auditor's fees

The fees charged by the auditor can be further analysed under the following headings for services rendered

	2008	2007
	£	£
Audıt	2,000	2,000
Accountancy	3,000	2,550
Taxation	1,000	850
	6,000	5,400

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31ST MARCH 2008

3. PARTICULARS OF EMPLOYEES

The average number of staff employed by the company during the financial year amounted to.

		2008	2007
	Average number of employees	No 11	No 11
	The constant was the same of the charge of	-	_
	The aggregate payroll costs of the above were		
		2008 £	2007 £
	Wages and salaries	528,478	464,968
	Social security costs	56,580	48,782
		585,058	513,750
4.	DIRECTORS' EMOLUMENTS		
	The directors' aggregate emoluments in respect of quali	fying services were	
		2008 £	2007 £
	Emoluments receivable	75,333	72,000
5.	INTEREST PAYABLE AND SIMILAR CHARGES		
		2008	2007
	Other similar charges payable	£ 474	£ 2,650
	Cutor similar charges payable	4/4	2,050
6.	TAXATION ON ORDINARY ACTIVITIES		
	(a) Analysis of charge in the year		
		2008	2007
	Current tax:	£	£
	UK Corporation tax based on the results for the year	192	(4,711)
	Total current tax	192	(4,711)

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31ST MARCH 2008

6. TAXATION ON ORDINARY ACTIVITIES (continued)

(b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 20% (2007 - 19%)

	2008 £	2007 £
Profit on ordinary activities before taxation	212,045	102,093
Profit on ordinary activities by rate of tax	42,409	19,398
Expenses not deductible for tax purposes Capital allowances for period in excess of	657	453
depreciation	(588)	(725)
Utilisation of tax losses Adjustments to tax charge in respect of previous	(13,792)	-
periods	(47)	-
Rounding on tax charge	-	(1)
Research and Development tax allowance	(28,447)	(23,893)
Sundry tax adjusting items		57
Total current tax (note 6(a))	192	(4,711)

7. TANGIBLE FIXED ASSETS

8.

Computer Hardware £	Office Equipment £	Total £
96,113 7,423	25,999 394	122,112 7,817
103,536	26,393	129,929
90,982	25,999	116,981
4,554	99	4,653
95,536	26,098	121,634
8,000	<u>295</u>	8,295
5,131		5,131
2008		2007
		£ 2,097
	96,113 7,423 103,536 90,982 4,554 95,536 8,000 5,131	Hardware £quipment £ 96,113

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31ST MARCH 2008

9. DEBTORS

	2008	2007
	£	£
Trade debtors	143,518	62,391
Corporation tax repayable	_	5,326
Due from credit card companies	90,336	101,113
Other debtors	6,774	1,500
Prepayments and accrued income	31,442	17,116
	272,070	187,446

10. CREDITORS: Amounts falling due within one year

2008		2007	
£	£	£	£
	211,358		228,674
	91,074		56,410
al security			
239		_	
15,021		27,958	
37,950		40,810	
_		4,137	
5,000		32,500	
235		50	
8,363		9,918	
	66,808		115,373
	18,794		33,765
	388,034		434,222
	£ al security 239 15,021 37,950 - 5,000 235	£ £ 211,358 91,074 al security 239 15,021 37,950 - 5,000 235 8,363 66,808 18,794	£ £ £ £ 211,358 91,074 al security 239 15,021 27,958 37,950 40,810 - 4,137 5,000 32,500 235 50 8,363 9,918 66,808 18,794

The shareholders' loans are due within one year, unsecured and bear interest at 6% per annum

11. DEFERRED TAXATION

The company has tax losses carried forward at the balance sheet date of £1,368,210. The asset that would arise in respect of this amount of £273,642 (calculated at 20%) has not been recognised as the directors are unable to satisfy themselves as to when sufficient taxable profits will arise

12. COMMITMENTS UNDER OPERATING LEASES

At 31st March 2008 the company had annual commitments under non-cancellable operating leases as set out below

	Land & Buildings	
	2008	2007
	£	£
Operating leases which expire		
Within 1 year	19,156	19,156

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31ST MARCH 2008

13. RELATED PARTY TRANSACTIONS

No individual or organisation has a controlling shareholding in the company. The company owed the director, D Linton, £8,363 at 31 March 2008 (2007 - £9,918). This amount is unsecured, non interest bearing, with no fixed terms for repayment.

14. SHARE CAPITAL

Authorised share capital:

1,000,000 Ordinary shares of £0 10 each		2008 £ 100,000		2007 £ 100,000
Allotted, called up and fully paid:				
	2008		2007	
Ordinary shares of £0 10 each	No 797,310	£ 79,731	No 797,310	£ 79,731

At 31st March 2008, options over 33,144 ordinary shares were outstanding under Employee Share Option Plans Details of outstanding share options awarded to employees are set out below

At 1 Apr 2007	At 31 Mar 2008	Exercise Price	From	То
2500	2500	674p	08 07.02	07 07 09
4500	4500	800p	06 03 03	05 03 10
2644	2644	800p	23 05 04	22 05 11
23500	23500	700p	30 04 05	29 04 12
	1 Apr 2007 2500 4500 2644	1 Apr 2007 31 Mar 2008 2500 2500 4500 4500 2644 2644	1 Apr 2007 31 Mar 2008 Price 2500 2500 674p 4500 4500 800p 2644 2644 800p	1 Apr 2007 31 Mar 2008 Price 2500 2500 674p 08 07.02 4500 4500 800p 06 03 03 2644 2644 800p 23 05 04

There were no share options granted, exercised, forfeited or vesting in the financial year

15. SHARE PREMIUM ACCOUNT

There was no movement on the share premium account during the financial year

16. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2008	2007
	£	£
Profit for the financial year	211,853	106,804
Opening shareholders' deficit	(151,621)	(258,425)
Closing shareholders' funds/(deficit)	60,232	(151,621)

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31ST MARCH 2008

17. SUBSIDIARY UNDERTAKINGS

The company had the following shareholdings in subsidiary undertakings as at the 31st March 2008

Fairshares Software Ltd 100% of the ordinary shares issued Updata Software Ltd 100% of the ordinary shares issued Indexia Research Ltd 100% of the ordinary shares issued

The aggregate amount of the capital and reserves of each of the subsidiaries is as follows

Fairshares Software Ltd £Nil Updata Software Ltd £1 Indexia Research Ltd £Nil

The financial statements of Updata Plc have been prepared for the parent company alone and are not prepared on a consolidated basis as the subsidiaries shown above remain dormant and their inclusion is not material for the purposes of giving a true and fair view

All of the above companies are incorporated in England and Wales

UPDATA PLC
MANAGEMENT INFORMATION
YEAR ENDED 31ST MARCH 2008

The following pages do not form part of the statutory financial statements which are the subject of the independent auditor's report on pages 4 to 5

DETAILED PROFIT AND LOSS ACCOUNT

	200	8	2007	
TURNOVER	£	£ 1,191,597	£	£ 912,209
COST OF SALES				
Purchases	114,825		111,285	
Training and open days	458		10,555	
		115,283		121,840
GROSS PROFIT		1,076,314		790,369
GROSS PROFIT PERCENTAGE	90.3%	- ,	86 6%	- ,.
OVERHEADS				
Administrative expenses		864,996		690,747
		211,318		99,622
OTHER OPERATING INCOME				
Rent receivable		_		4,800
OPERATING PROFIT		211,318		104,422
Bank interest receivable		1,201		321
		212,519		104,743
Interest payable and similar charges		(474)		(2,650)
PROFIT ON ORDINARY ACTIVITIES		212,045		102,093

NOTES TO THE DETAILED PROFIT AND LOSS ACCOUNT

	2008	3	2007	7
	£	£	£	£
ADMINISTRATIVE EXPENSES				
Personnel costs				
Directors salaries	75,333		72,000	
Directors national insurance contributions	8,974		8,632	
Wages and salaries	424,560		364,568	
Contracting staff	28,585		28,400	
Employers national insurance contributions	47,606		40,150	
		585,058		513,750
Establishment expenses		•		•
Rent, rates and water	12,676		12,798	
Light and heat	2,181		3,425	
Insurance	1,948		1,958	
Repairs	1,411		1,299	
		18,216		10.490
General expenses		10,210		19,480
Motor expenses	1,028		885	
Travel and subsistence	27,728		23,554	
Telephone	11,467		8,791	
Postage and couriers	4,485		4,022	
Printing and stationery	389		374	
Computer supplies and services	72,500		41,793	
Training and books	2,757		864	
Recruitment	_,,		599	
Sundry expenses	4,928		3,651	
Donations	52		_	
Subscriptions and licences	628		447	
Advertising	79,133		17,985	
Entertaining	3,287		2,382	
Legal and professional fees	4,716		3,860	
Accountancy fees	5,050		2,950	
Auditors remuneration	2,000		2,000	
Depreciation	4,653		3,142	
		224,801		117,299
Financial costs		444,001		117,277
Provision for doubtful debts	_		3,549	
Operating lease Property	25,540		25,984	
Credit card charges	10,448		9,974	
Bank charges	933		711	
				
		36,921		40,218
		864,996		690,747
DIFFEDERAL DE CERTA CONTRA CON				
INTEREST RECEIVABLE				22.
Bank interest receivable		1,201		321

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UPDATA PLC

NOTES TO THE DETAILED PROFIT AND LOSS ACCOUNT

	2008	2007
	£	£
INTEREST PAYABLE AND SIMILAR CHARGES		
Interest on other loans	478	2,578
Interest on tax	(4)	72
	474	2,650