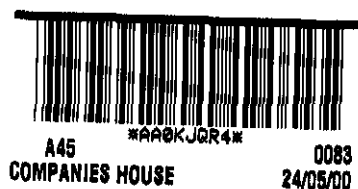


Company Registration No. 2231083 (England and Wales)

ACCENT MARKETING & RESEARCH LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 1999



ACCENT MARKETING & RESEARCH LIMITED

COMPANY INFORMATION

Directors

R Sheldon
J Percival (non-executive)
H Inwood (non-executive)
C Heywood
A Grant
R Noble (non-executive)
K M Barber
M C Mayes

Secretary

S Hogarth

Company number

2231083

Registered office

Holborn Hall
100 Grays Inn Road
London
WC1X 8BY

Auditors

Arram Berlyn Gardner
Holborn Hall
100 Grays Inn Road
London
WC1X 8BY

Business address

Gable House, Turnham Green Terrace
London
W4 1QP

Bankers

The Royal Bank of Scotland plc
78 Notting Hill Gate
London
W11 3HS

ACCENT MARKETING & RESEARCH LIMITED

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ACCENT MARKETING & RESEARCH LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 30 SEPTEMBER 1999

The directors present their report and financial statements for the year ended 30 September 1999.

Principal activities

The principal activity of the company is that of market research, specialising in service sector areas.

Year 2000

We confirm that necessary steps have been taken to ensure that no material problems in the functionality of the company's equipment will result as a consequence of the change in century.

The total costs of modifications to our computer and other systems is not considered material to the accounts.

Directors

The following directors have held office since 1 October 1998:

R Sheldon
J Percival (non-executive)
H Inwood (non-executive)
C Heywood
A Grant
R Noble (non-executive)
K M Barber
M C Mayes

Directors' interests

	Ordinary shares of £ 1 each	
	30 September 1999	1 October 1998
J Percival (non-executive)	-	-
R Sheldon	2,148	2,148
H Inwood (non-executive)	2,147	2,147
C Heywood	794	794
A Grant	50	50
R Noble (non-executive)	1,385	1,385
K M Barber	-	-
M C Mayes	10	10

Auditors

In accordance with section 385 of the Companies Act 1985, a resolution proposing that Arram Berlyn Gardner be reappointed as auditors of the company will be put to the Annual General Meeting.

ACCENT MARKETING & RESEARCH LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 30 SEPTEMBER 1999

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.

This report has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

By order of the board



S Hogarth

Secretary

17/12/1999

ACCENT MARKETING & RESEARCH LIMITED

AUDITORS' REPORT TO THE SHAREHOLDERS OF ACCENT MARKETING & RESEARCH LIMITED

We have audited the financial statements on pages 4 to 10 which have been prepared in accordance with the Financial Reporting Standard for Smaller Entities, under the historical cost convention and the accounting policies set out on page 6.

Respective responsibilities of directors and auditors

As described on page 2 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 September 1999 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Arram Berlyn Gardner

Chartered Accountants
Registered Auditor

2/2/2000

Holborn Hall
100 Grays Inn Road
London
WC1X 8BY

ACCENT MARKETING & RESEARCH LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 SEPTEMBER 1999

		1999 £	1998 £
	Notes		
Turnover		1,645,497	1,444,331
Cost of sales		(692,656)	(600,541)
Gross profit		<u>952,841</u>	<u>843,790</u>
Administrative expenses		(914,867)	(799,128)
Operating profit	2	<u>37,974</u>	<u>44,662</u>
Other interest receivable and similar income	3	613	2,919
Interest payable and similar charges		(3,864)	(9,355)
Profit on ordinary activities before taxation		<u>34,723</u>	<u>38,226</u>
Tax on profit on ordinary activities	4	(8,158)	(5,256)
Profit on ordinary activities after taxation		<u>26,565</u>	<u>32,970</u>
Dividends		(14,101)	(16,644)
Retained profit for the year	11	<u><u>12,464</u></u>	<u><u>16,326</u></u>

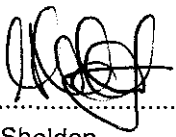
ACCENT MARKETING & RESEARCH LIMITED

BALANCE SHEET AS AT 30 SEPTEMBER 1999

	Notes	1999 £	£	1998 £	£
Fixed assets					
Tangible assets	5		42,060		38,508
Current assets					
Debtors	6	524,076		585,472	
Cash at bank and in hand		439		235	
		<u>524,515</u>		<u>585,707</u>	
Creditors: amounts falling due within one year	7	<u>(426,556)</u>		<u>(487,110)</u>	
Net current assets			97,959		98,597
Total assets less current liabilities			140,019		137,105
Creditors: amounts falling due after more than one year	8		<u>(5,580)</u>		<u>(15,130)</u>
			<u>134,439</u>		<u>121,975</u>
Capital and reserves					
Called up share capital	10		11,096		11,096
Share premium account	11		79,565		79,565
Other reserves	11		1,839		1,839
Profit and loss account	11		41,939		29,475
Shareholders' funds			<u>134,439</u>		<u>121,975</u>

These financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies and with the Financial Reporting Standard for Smaller Entities.

The financial statements were approved by the Board on 17/12/1999


.....
R Sheldon
Director

ACCENT MARKETING & RESEARCH LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 1999

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities.

1.2 Turnover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts.

Amounts recoverable on long term contracts, which are included in debtors, are stated at the net sales value of the work done after provision for contingencies and anticipated future losses on contracts, less amounts received as progress payments on account. Excess progress payments are included in creditors as payments on account.

1.3 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Plant and machinery	25% Straight line
Fixtures, fittings & equipment	15% / 20% Straight line

1.4 Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to profit and loss account.

2	Operating profit	1999 £	1998 £
	Operating profit is stated after charging:		
	Depreciation of tangible assets	18,473	15,495
	Auditors' remuneration	4,000	3,925
	Directors' emoluments	215,984	138,980
		<u>215,984</u>	<u>138,980</u>
3	Other interest receivable and similar income	1999 £	1998 £
	Bank interest	613	37
	Other interest	-	2,882
		<u>613</u>	<u>2,919</u>

ACCENT MARKETING & RESEARCH LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 1999

4	Taxation	1999 £	1998 £
	U.K. current year taxation		
	U.K. corporation tax at 20% (1998 - 21%)	6,521	5,317
	Prior years		
	U.K. corporation tax	1,637	(61)
		<u>8,158</u>	<u>5,256</u>

5	Tangible fixed assets	£
	Cost	
	At 1 October 1998	214,203
	Additions	24,180
	Disposals	(2,698)
	At 30 September 1999	<u>235,685</u>
	Depreciation	
	At 1 October 1998	175,695
	On disposals	(543)
	Charge for the year	18,473
	At 30 September 1999	<u>193,625</u>
	Net book value	
	At 30 September 1999	<u>42,060</u>
	At 30 September 1998	<u>38,508</u>

The net book value of tangible fixed assets includes £3,697 (1998 - £8,699) in respect of assets held under finance leases or hire purchase contracts. The depreciation charge in respect of such assets amounted to £5,002 (1998 - £4,663) for the year.

6	Debtors	1999 £	1998 £
	Trade debtors	360,160	451,186
	Amounts recoverable on long term contracts	103,793	81,700
	Other debtors	60,123	52,586
		<u>524,076</u>	<u>585,472</u>

ACCENT MARKETING & RESEARCH LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 1999

7	Creditors: amounts falling due within one year	1999 £	1998 £
	Bank loans and overdrafts	72,440	93,980
	Net obligations under finance lease and hire purchase contracts	2,703	4,787
	Trade creditors	140,179	86,551
	Taxation and social security	79,958	108,695
	Payments received on account	46,613	68,164
	Other creditors	84,663	124,933
		<u>426,556</u>	<u>487,110</u>

8	Creditors: amounts falling due after more than one year	1999 £	1998 £
	Bank loans	4,612	11,457
	Net obligations under finance leases and hire purchase agreements	968	3,673
		<u>5,580</u>	<u>15,130</u>

Analysis of loans

Wholly repayable within five years	11,457	18,305
Included in current liabilities	(6,845)	(6,848)
	<u>4,612</u>	<u>11,457</u>

9 Pension costs

The company contributes to a personal pension scheme for its employees. The assets of the scheme are held separately from those of the company, being invested with insurance companies.

The pension charge for the year was £11,357 (1998 - £10,670) in respect of employees and £12,463 (1998 - £10,868) in respect of directors.

10	Share capital	1999 £	1998 £
	Authorised		
	25,000 Ordinary shares of £ 1 each	<u>25,000</u>	<u>25,000</u>
	Allotted, called up and fully paid		
	11,096 Ordinary shares of £ 1 each	<u>11,096</u>	<u>11,096</u>

ACCENT MARKETING & RESEARCH LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 1999

11 Statement of movements on reserves

	Share premium account	Other reserves	Profit and loss account
	£	£	£
Balance at 1 October 1998	79,565	1,839	29,475
Retained profit for the year	-	-	12,464
	<hr/>	<hr/>	<hr/>
Balance at 30 September 1999	79,565	1,839	41,939
	<hr/>	<hr/>	<hr/>

12 Financial commitments

At 30 September 1999 the company had annual commitments under non-cancellable operating leases as follows:

	1999	1998
	£	£
Expiry date:		
Within one year	2,907	2,907
Between two and five years	67,770	67,770
	<hr/>	<hr/>
	70,677	70,677
	<hr/>	<hr/>

13 Transactions with directors

The following director had an interest free loan during the year. There was no movement on the loan during the year.

	Amount outstanding 1999	Maximum in year
	£	£
R Sheldon	5,000	5,000
	<hr/>	<hr/>

ACCENTMARKETING AND RESEARCH LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 1999

14 Related party transactions

During the year the following related party transactions took place:

KWM (UK) Limited

Income received by Accent Marketing And Research Limited in respect of sales to the above named company amounted to £2,720 (1998: £119,006).

Amounts paid by Accent Marketing And Research Limited to the above named company in respect of subcontractor fees amounted to £6,342 (1998: £nil).

J Percival, a director of Accent Marketing And Research Limited, has a material interest in KWM (UK) Ltd, a company incorporated in England and Wales.

At the year end, the following balances existed:

An amount of £1,366 was owed by KWM (UK) Ltd to Accent Marketing And Research Ltd (1998: £33,333).

An amount of £3,731 was owed to KWM (UK) Ltd by Accent Marketing And Research Ltd (1998: £2,362).