# Company Registration Number 2338540

# MISYS IFA SERVICES PLC

**Report and Financial Statements** 

31 May 2002

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### **DIRECTORS' REPORT**

The Directors present their annual report and audited financial statements for the year ended 31 May 2002.

## PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

The principal activities of the Company is that of sub - holding parent investment company, and to promote central resources to a group of networks of Independent Financial Advisers. The Company continues to trade in line with the Director's expectations and at a profit.

### RESULTS AND DIVIDENDS

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The results and dividends of the Company for the year are set out in detail on page 6. The Directors do not recommend the payment of a cumulative preference dividend (2001: £nil). An interim ordinary dividend of £11,000,000 was paid in the year (2001: £nil). The Directors do not recommend the payment of a final ordinary dividend for the year (2001: £nil). After dividends, losses of £101,000 (2001: profits £942,000) have been transferred to reserves. The company expects to make profits before dividends for the foreseeable future.

### DIRECTORS AND THEIR INTERESTS

The Directors who served during the year and the interests of those serving at the end of the year in the shares of the ultimate parent company, Misys plc, were as follows:

	Misys 1	Plc
	Ordinary share	s of 1p each
	2002	2001
		or date of
		appointment
J G Sussens	**	**
R Francis (Resigned 1 October 2001)	n/a	0
I Martin	*	*
K J Budge	3,200	0
J P Fish (Appointed 1 February 2002)	7,104	0
M J Wright (Resigned 1 October 2001)	n/a	1,000
J R Uttley	0	0
M Couzens	0	0
P N C Gale	42,538	13,490
R Fear (Resigned 1 June 2001)	n/a	0

<sup>\*\*</sup> J G Sussens is a director of the ultimate parent company, Misys plc, and his interests in shares, share option schemes and share incentive plan of Misys plc are shown in the financial statements of that company.

<sup>\*</sup> I Martin is a director of an intermediate parent company, Misys Insurance Services Division Limited, and his interests in shares, share option schemes and share incentive plan of Misys plc are shown in the financial statements of that company.

### **DIRECTORS' REPORT**

The options held by Directors over shares of the ultimate parent company, Misys plc, were as follows:

	Non				2001 or date of
	Performance	Performance	Savings-related	2002	appointment
	related options	related options	options	Total	Total
P N C Gale	20,000	206,647	3,522	230,169	136,555
J P Fish	0	44,807	3,522	48,329	48,329
K J Budge	20,000	56,272	6,681	82,953	25,666
M Couzens	20,000	44,916	0	64,916	12,645
J R Uttley	0	0	0	0	0

PNC Gale and K J Budge were granted 3,522 and 6,681 savings-related options at an exercise price of 275p per share on 21 August 2001 respectively.

P N C Gale, K J Budge and M Couzens were granted 93,984, 34,126 and 34,126 performance related options at an exercise price of 343p per share on 26 July 2001 respectively.

P N C Gale, K J Budge and M Couzens were granted 20,000, 20,000 and 20,000 non-performance related options at an exercise price of 307p per share on 14 November 2001 respectively.

P N C Gale, K J Budge and M Couzens had 3,232, 3,520 and 1,855 savings related options which lapsed on 1 October 2001 respectively. P N C Gale had 20,660 performance related options which lapsed on 1 June 2001.

The number of rights held by Directors to acquire shares of the ultimate parent company, Misys plc, in relation to annual and matching awards in the Misys Share Incentive Plan was as follows:

	Annual Award	Matching Award	
	2002 2001	2002 2001	
P N C Gale	0 8,025	2,675 17,415	

P N C Gale exercised 8,025 annual award rights on 27 July 2001, when the market price was 359p per share. P N C Gale exercised 7,370, 4,695 and 2,675 matching award rights on 27 July, 9 August and 3 October 2001 respectively, when the

The number of share awards held by Directors under the Misys Annual Award Plan was as follows:

	K	J Budge			PN C Gale	
	Annual	Matching	Deferred	Annual	Matching	Deferred
	Award	Award	Award	Award	Award	Award
At 1 June 2001	0	0	0	2,814	4,690	4,690
Awarded on 9 October 2001	3,200	6,055	6,055	3,782	7,156	7,156
Exercised on 2 August 2001	0	0	0	(2,814)	(1,563)	(1,563)
At 31 May 2002	3,200	6,055	6,055	3,782	10,283	10,283

The market price on 2 August 2001 was 388p per share.

market price was 359p, 344p and 219p per share respectively.

#### DIRECTORS' REPORT

The Directors have beneficial ownership of annual awards under the Misys Annual Award Plan from the date of grant and therefore these awards are included in the interest in shares table on page 1.

The results for the year ended 31 May 2002 entitled P N C Gale and K J Budge to participate in The Misys Annual Award Plan. The number of shares under each of the three awards, deferred, annual and matching, will not be determined until after the announcement of the results for Misys plc on 18 July 2002.

Details of all the Share Option Schemes and the Share Plans together with performance criteria, where applicable, are disclosed in the Report and Financial Statements of the ultimate parent company, Misys plc.

No Director had any interest in shares of the company or any group undertaking except as disclosed above.

### PAYMENTS TO SUPPLIERS

It is the Company's policy to agree terms and conditions for its business transactions with its suppliers. The Company seeks to abide by the payment terms agreed with suppliers whenever it is satisfied that the supplier has abided by its contractual obligations. The trade creditors of the Company at 31 May 2002 represent 25 days (2001: 17 days) as a proportion of the total amount invoiced by suppliers during the year.

#### **AUDITORS**

PricewaterhouseCoopers have expressed their willingness to continue in office as Auditors and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors on 12 July 2002 and signed on its behalf by:

K J BUNGE, Director

# STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Directors are required to prepare financial statements which give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit or loss of the Company for the year to that date. The requirements are specified in the Companies Act 1985 and in applicable accounting standards. It is also the Directors' responsibility to:

Maintain adequate accounting records;

Safeguard the assets of the Company;

Prevent and detect fraud and other irregularities;

Prepare financial statements on the going concern basis, unless it is inappropriate;

The Directors confirm that suitable accounting policies consistently applied and supported by reasonable and prudent judgements and estimates have been used in the preparation of the financial statements and that applicable accounting standards have been followed.

### **AUDITORS' REPORT**

## Independent auditors' report to the members of Misys IFA Services plc

We have audited the financial statements on pages 6 to 16, which have been prepared under the historical cost convention and the accounting policies set out on page 8.

#### Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable United Kingdom law and accounting standards are set out in the statement of directors' responsibilities on page 4.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards issued by the Auditing Practices Board.

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 is not disclosed

### Basis of audit opinion

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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 at 31 May 2002 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

PricewaterhouseCoopers

thereby

Chartered Accountants and Registered Auditors

1 Embankment Place

London

WC2N 6RH

12 July 2002

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# PROFIT AND LOSS ACCOUNT

# Year ended 31 May 2002

	Note	2002 £'000	2001 £'000
TURNOVER	1	23,216	9,855
Operating costs Administrative expenses		(21,243)	(8,800)
OPERATING PROFIT	2	1,973	1,055
Income from shares in group undertakings Interest payable and similar charges	5	10,000 (375)	0 (863)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	,	11,598	192
Tax on profit on ordinary activities	6	(699)	750
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		10,899	942
Dividends (including dividends on non-equity shares)	7	(11,000)	0
RETAINED (LOSS) PROFIT FOR THE YEAR	14	(101)	942

The results for the year reflect trading from continuing operations. There are no gains and losses for the years other than the profit for the financial years above. Accordingly, no statement of total recognised gains and losses is given.

# BALANCE SHEET

# 31 May 2002

	Note	2002	2001
		£'000	£'000
FIXED ASSETS			
Investments	8	50,556	50,506
Tangible fixed assets	9	1,059	1,098
		51,615	51,604
CURRENT ASSETS			
Debtors	10	2,432	1,514
Cash at bank and in hand		22,637	28,740
		25,069	30,254
CREDITORS: amounts falling due			
within one year	11	(72,386)	(77,396)
NET CURRENT LIABILITIES		(47,317)	(47,142)
TOTAL ASSETS LESS CURRENT LIABILITIES		4,298	4,462
CREDITORS: amounts falling due			
after more than one year	11	(117)	(180)
		4,181	4,282
CAPITAL AND RESERVES			
Share capital	13	2,650	2,650
Share premium account	20	328	328
Profit and loss account	14	1,203	1,304
TOTAL SHAREHOLDER'S FUNDS	15	4,181	4,282
Equity interests		3,181	3,282
Non-equity interests		1,000	1,000
TOTAL SHAREHOLDER'S FUNDS		4,181	4,282

Approved by the Board of Directors on 12 July 2002 and signed on its behalf by

K J BUNGE. Director

### NOTES TO THE FINANCIAL STATEMENTS

#### Year ended 31 May 2002

#### 1. ACCOUNTING POLICIES

#### Accounting convention

The financial statements are prepared under the historical cost convention and in accordance with applicable accounting standards. The Company has adopted Financial Reporting Standard 18 "Accounting Policies", Financial Reporting Standard 19 "Deferred Tax" and the transitional provisions of Financial Reporting Standard 17 "Retirement Benefits" during the year. FRS 17, FRS 18 and FRS 19 had no effect on the financial statements.

#### Tangible fixed assets

Depreciation is provided at rates calculated to write off the cost, less estimated residual value of each asset, on a straight line basis over its expected useful life. The rates applied from the date of purchase are:

Furniture, fittings & equipment

10% - 25% per annum

Motor vehicles

25% per annum

#### Deferred taxation

Deferred tax is provided using the full provision method following the Company's adoption of FRS 19 "Deferred Tax". 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 tax in the future. Resultant deferred tax assets are recognised only to the extent that it is considered more likely than not that there will be suitable taxable profits from which the underlying timing differences can be deducted. Previously, deferred tax was provided on the liability method to the extent that it was was probable that an asset or liability will crystallise in the foreseeable future. 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.

#### Turnover

Turnover represents management charges receivable from subsidiaries and the provision of services to their members (excluding value added tax). All turnover derives from the United Kingdom.

#### Leasing

Fixed assets held under finance leases are capitalised in the balance sheet and are depreciated over their useful lives. The capital elements of future obligations under leases are included as liabilities in the balance sheet. The interest elements of the lease obligations are charged to the profit and loss account over the period of the leases and represent a constant proportion of the balance of capital repayments outstanding.

Rentals paid under operating leases are charged to the profit and loss account on a straight line basis over the lease term. Any premium or discount on the acquisition of a lease is spread over the lease term.

# NOTES TO THE FINANCIAL STATEMENTS

# Year ended 31 May 2002

2.	OPERATING PROFIT		
		2002	2001
		£'000	£'000
	Operating profit is arrived at after charging:		
	Depreciation of owned assets	470	219
	Depreciation of assets held under finance leases	68	22
	Operating leases - plant and machinery	323	179
	- land and buildings	541	285
	Auditors' remuneration - audit services	52	50
	Auditors' remuneration - non-audit services	32	
3.	EMPLOYEES		
J.	EMI LOTEES	2002	2001
		Number	Number
	The average number of staff employed by the company was as follows:		
	Sales staff	32	27
	Administrative and Management staff	465	159
	Tallimoduli V and Managoriell Gail		
		<del>497</del>	186
		2002	2001
		£'000	£'000
	Employee costs during the year amounted to:		
	Wages and salaries	11,228	3,622
	Social security costs	1,064	359
	Other pension costs	402	144
		12,694	4,125
		<del></del>	<del></del> =
4.	DIRECTORS' EMOLUMENTS		
		2002	2001
		000'£	000'£
	Management remuneration	699	801
	Compensation for loss of office	0	44
	Pension costs for 6 (2001:8) Directors	70	79
		769	924
	Remuneration of the highest paid Director, excluding		
	pension contributions of £31,000 (2001 : £20,000)	194	143
	, ,		

During the year no Directors exercised share options (2001:1). During the year two directors exercised share awards (2001: None)

# NOTES TO THE FINANCIAL STATEMENTS

# Year ended 31 May 2002

5.	INTEREST PAYABLE AND SIMILAR CHARGES	2002 £'000	2001 £'000
	Interest Receivable	1	105
	Finance lease interest payable	(19)	(11)
	Other Interest Payable	(6)	(3)
	Loan Note Interest	(317)	(805)
	Bank Guarantee Fees	(34)	(149)
		(375)	(863)
6.	TAX ON PROFIT ON ORDINARY ACTIVITIES	2002	2001
		£'000	£'000
	Corporation tax at 30% (2001 : 30%)	699	(750)
	The tax assessed for the year is higher than the standard rate of corporation tax in the UK (30%).	The differences are exp	lained below:
		2002	2001
		£'000	£'000
	Profits on ordinary activites before tax	11,598	192
	Profits on ordinary activities at the standard rate of	3,479	58
	UK corporation tax of 30%		
	Effects of:		
	Non taxable UK dividend income	(3,000)	0
	Non provided timing differences	156	140
	Other adjustments	64	(948)
		699	(750)
7.	DIVIDENDS	2002	2001
		£'000	£'000
	Equity dividend paid on Ordinary shares	(11,000)	0
	Non-equity dividend paid on preference shares	0	0
		(11,000)	0

The preference shareholders have waived their entitlement to the fixed rate dividend.

## NOTES TO THE FINANCIAL STATEMENTS

# Year ended 31 May 2002

8.	INVESTMENTS			
		Group	Participating	
		Undertakings	Interests	Total
		£'000	£'000	£'000
	Cost and net book value			
	At 1 June 2001	50,071	435	50,506
	Additional investments made in the year	0	50	50
	At 31 May 2002	50,071	485	50,556
	The investments comprise:  Countrywide Independent Advisers Limited  Misys Investment Services Limited  Financial Options Group Limited			1,300 150 21,963
	i.e. Group Limited			26,658
	LEBC Limited			435
	At 1 June 2001			50,506
	Additional investment in year			
	LEBC Limited			50
	At 31 May 2002			50,556

Group accounts are not prepared as Misys IFA Services plc is a wholly owned subsidiary of Misys plc. The principal activity of all the above companies is the supply of services to Independent Financial Advisers, apart from LEBC Limited which is a firm of Independent Financial Advisers. The investment represents 100% of the ordinary share capital of each company apart from LEBC Limited where the investment represents 30% of the ordinary share capital. All companies are incorporated in Great Britain and registered in England and Wales.

# NOTES TO THE FINANCIAL STATEMENTS

# Year ended 31 May 2002

	Furniture,		
	fittings and	Motor	
	equipment	Vehicles	Total
	£'000	£'000	£'000
Cost			
At 1 June 2001	3,499	487	3,986
Additions	432	22	454
Group transfers	503	22	525
Disposals	(1,017)	(211)	(1,228)
At 31 May 2002	3,417	320	3,737
Accumulated depreciation			
At 1 June 2001	2,714	174	2,888

 Net book value

 At 31 May 2002
 849
 210
 1,059

 At 31 May 2001
 785
 313
 1,098

460

411

(1,017)

2,568

78

11

(153)

110

538

422

(1,170)

2,678

Included in the above analysis are fixed assets held under finance leases with a net book value of £196,000 (2001: £244,000).

# 10. DEBTORS

TANGIBLE FIXED ASSETS

Charge for the year

Group transfers

At 31 May 2002

Disposals

	2002	2001
	£'000	£'000
Trade Debtors	1,904	53
Other debtors	95	132
Corporation tax recoverable	0	924
Prepayments and accrued income	433	405
	2,432	1,514

# NOTES TO THE FINANCIAL STATEMENTS

# Year ended 31 May 2002

	CREDITORS	2002	2001
	Amounts falling due within one year	2002 £'000	2001 £'000
	Trade creditors	645	546
	Corporation tax	699	(
	Group creditors	57,015	59,443
	Loan notes	6,166	14,929
	Other taxation and social security	686	308
	Other creditors	11	g
	Obligations under finance leases	69	54
	Accruals and deferred income	7,095	2,10
		72,386	77,396
	Amounts falling due after more than one year		
	Obligations under finance leases repayable between two and five years	117	180
	Total creditors	72,503	77,570
12,	DEFERRED TAXATION		
	The following deferred tax assets have not been recognised as their use is uncer-	tain or is not currently anti	cipated due to
	losses within the group:		
		2002	200
			2001
		£'000	
	Accelerated capital allowances		£'000
	Accelerated capital allowances Other timing differences	£'000	£'000
		<b>£'000</b> 165	£'000 (28 299
13.	Other timing differences	£'000 165 83	£'000 (28 299
13.		£'000 165 83	£'000 (28 299 27)
13.	Other timing differences	£'000 165 83 248	£'000 (28 299 27) 2000 £'000
13.	Other timing differences	£'000  165 83  248	£'000 (28) 299 27:
13.	Other timing differences  SHARE CAPITAL	£'000  165 83  248	£'000 (28 299 27 200 £'000
13.	Other timing differences  SHARE CAPITAL  Authorised	£'000  165 83  248  2002 £'000	£'000 (28 299 27 200 £'000
13.	Other timing differences  SHARE CAPITAL  Authorised 2,000,000 Ordinary shares £1 each	£'000  165 83  248  2002 £'000	£'000 (28 29: 27 200 £'000
13.	Other timing differences  SHARE CAPITAL  Authorised  2,000,000 Ordinary shares £1 each  1,000,000 4.5% Cumulative Redeemable Participating	£'000  165 83  248  2002 £'000  2,000	£'000 (28) 299 27:
13.	Other timing differences  SHARE CAPITAL  Authorised 2,000,000 Ordinary shares £1 each 1,000,000 4.5% Cumulative Redeemable Participating Preference shares of £1 each	£'000  165 83  248  2002 £'000  2,000  1,000	200 £'000 1,000
13.	Other timing differences  SHARE CAPITAL  Authorised 2,000,000 Ordinary shares £1 each 1,000,000 4.5% Cumulative Redeemable Participating Preference shares of £1 each  Allotted and fully paid	£'000  165 83  248  2002 £'000  2,000  1,000  3,000	200 £'000 2,000 1,000
13.	Other timing differences  SHARE CAPITAL  Authorised 2,000,000 Ordinary shares £1 each 1,000,000 4.5% Cumulative Redeemable Participating Preference shares of £1 each  Allotted and fully paid 1,650,000 Ordinary shares £1 each	£'000  165 83  248  2002 £'000  2,000  1,000	200 £'000 2,000 1,000
13.	Other timing differences  SHARE CAPITAL  Authorised 2,000,000 Ordinary shares £1 each 1,000,000 4.5% Cumulative Redeemable Participating Preference shares of £1 each  Allotted and fully paid 1,650,000 Ordinary shares £1 each 1,000,000 4.5% Cumulative Redeemable Participating	£'000  165 83  248  2002 £'000  2,000  1,000  3,000	£'000 (28 299 27 200 £'000 1,000 3,00
13.	Other timing differences  SHARE CAPITAL  Authorised 2,000,000 Ordinary shares £1 each 1,000,000 4.5% Cumulative Redeemable Participating Preference shares of £1 each  Allotted and fully paid 1,650,000 Ordinary shares £1 each	£'000  165 83  248  2002 £'000  2,000  1,000  3,000	200 £'000 1,000

## NOTES TO THE FINANCIAL STATEMENTS

# Year ended 31 May 2002

## 13. SHARE CAPITAL (continued)

The Preference shares are non-voting and are redeemable at par at the option of the Company providing not less than one month's notice thereof, but must be redeemed by 31 August 2009. On a winding-up of the company the assets available for distribution among the members shall be applied firstly in repaying to the holders of the Preference shares the amounts paid up on such shares together with any dividend arrears, all other assets will be distributed among the Ordinary share holders pro-rata. The holders of the Preference shares are entitled in priority, to any payment of dividend to Ordinary shares, to a fixed cumulative rate of 4.5% per annum up to 31 August 2008 and at a rate of 10.5% per annum thereafter up to 31 August 2009. In addition there shall be paid to the holders of Preference shares an amount per share equal to the amount of any dividend per share proposed to be paid on each Ordinary share but limited to a maximum of 10.5% per annum.

### 14. PROFIT AND LOSS ACCOUNT

	TROTTI MID BOSS RECOUNT		£'000
	At 1 June 2001		1,304
	Loss for the year		(101)
•	At 31 May 2002		1,203
15.	RECONCILIATION OF SHAREHOLDER'S FUNDS		
		2002	2001
		£'000	£'000
	Profit for the financial year	10,899	942
	Dividends	(11,000)	0
	Net (deduction from) addition to shareholder's funds	(101)	942
	Opening shareholder's funds	4,282	3,340
	Closing shareholder's funds	4,181	4,282
	The analysis of shareholders funds between the different classes of share capital is:		
		2002	2001
		£'000	£'000
	Ordinary shares	3,181	3,282
	Preference shares	1,000	1,000
		4,181	4,282

### NOTES TO THE FINANCIAL STATEMENTS

## Year ended 31 May 2002

### 16. FINANCIAL COMMITMENTS

The annual commitments under non-cancellable operating leases are as follows:

Land and b	uildings	Other	
2002	2001	2002	2001
£'000	£'000	£'000	£'000
16	259	33	58
52	275	171	170
439	0	0	0
		_	
507	534	204	228
	2002 £'000 16 52 439	£'000 £'000  16 259 52 275 439 0	2002       2001       2002         £'000       £'000       £'000         16       259       33         52       275       171         439       0       0

#### 17. PENSIONS

The Company operates a defined contribution pension scheme covering some of its employees. The scheme is part of the Misys plc group scheme, which is a money purchase scheme. The costs of the pension scheme are charged to the profit and loss account as incurred. In addition, the Company operates a defined benefit pension scheme for one Director. The scheme is part of the Misys plc group scheme, which is a closed scheme.

In November 2000, the Accounting Standards Board issued FRS 17 "Retirement Benefits" which is not mandatory for the Company in the current period. The Company is unable accurately to identify its share of the underlying assets and liabilities of the defined benefit scheme. Accordingly, the Company has accounted for it's contribution to the defined benefit section as if it were a defined contribution arrangement. During the year the Company made contributions to the defined benefit scheme of £31,000.

#### NOTES TO THE FINANCIAL STATEMENTS

#### Year ended 31 May 2002

#### 18. ULTIMATE PARENT COMPANY AND GROUP TRANSACTIONS

The Company's ultimate parent and controlling company is Misys plc, a company incorporated in Great Britain and registered in England and Wales. Copies of the group financial statements of Misys plc may be obtained from The Registrar of Companies, Companies House, Crown Way, Maindy, Cardiff CF14 3UZ.

The Company has taken advantage of the exemption under FRS8 Related Party Transactions not to disclose transactions with group undertakings since Misys plc is the beneficial owner of all of the equity share capital of the Company.

As discussed in note 8 on page 11 the Company holds 30% of the ordinary share capital of LEBC Limited, a firm of Independent Financial Advisers. LEBC Limited is a member of the Countrywide network of Independent Financial Advisers and receives services from Countrywide Independent Advisers Limited ("Countrywide"). At 1 June 2001, Countrywide held commission due to LEBC Limited of £110,000. During the year Countrywide received commission of £3,541,000 from product providers in relation to LEBC Limited, of this, £3,283,000 was paid to LEBC Limited and £313,000 was deducted as revenue to Countrywide. This resulted in Countrywide holding £55,000 of commission due to LEBC Limited as at 31 May 2002.

Under the terms of the acquisition of Financial Opions Group Limited by the Company in August 1999, the Company issued loan notes, which formed part of the consideration. K J Budge, who is a Director of the Company was a shareholder in Financial Options Group Limited at the date of acquisition and received loan notes. At 1 June 2001 K J Budge held interests in £295,000 of loan notes, during the year loan notes amounting to £29,000 were redeemed and at 31 May 2002 £266,000 were outstanding. During the year the loan notes accrued £12,000 of interest.

The Company is a wholly owned subsidiary of Misys plc and is included in the financial statements of Misys plc, which are publicly available. Consequently, the Company has taken advantage of the exemption from preparing the cash flow statement under the terms of FRS 1 (Revised 1996).

The Company has taken advantage of Section 228 of the Companies Act 1985 and has not produced consolidated financial statements on the basis that it is a subsidiary undertaking of Misys plc, which prepares consolidated financial statements which are publicly available.