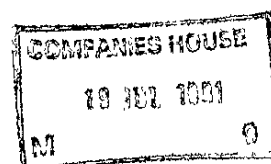


REPORT AND ACCOUNTS

1991

BANK OF IRELAND DIRECT MARKETING LIMITED



BANK OF IRELAND DIRECT MARKETING LIMITED

Directors R. Sharpe *Chairman*
 A. Rogers *Managing*
 C. T. Goddard

Secretary and A. Rogers
Registered Office 36 Queen Street
 London
 EC4R 1BN

Auditors Price Waterhouse
 Southwark Towers
 32 London Bridge Road
 London
 SE1 9SY

Incorporated in England No. 2476161

BANK OF IRELAND DIRECT MARKETING LIMITED

REPORT OF THE DIRECTORS

The directors present their report and the accounts for the year ended 28 February 1991.

Results for the year

The profit after taxation amounts to £11,338 as shown in the profit and loss account on page 3. The directors do not recommend the payment of a dividend and whole of the balance has been transferred to reserves.

Incorporation and change of name

The company was incorporated on 1 March 1990 as Skillgoal Limited. On 20 June 1990, a special resolution was passed at an extraordinary general meeting changing the name of the company to Bank of Ireland Direct Marketing Limited. The Certificate of Incorporation on change of name was issued by the Registrar of Companies on 1 June 1990.

Share capital

On 20 June 1990 the company issued 2 ordinary shares of £1 each at par for cash in order to provide initial capital for the company.

Principal activity and business review

The company's principal activity is the provision of marketing services to Bank of Ireland Group companies. It is not envisaged that this activity will change in the foreseeable future.

Fixed assets

Movements in fixed assets are shown in note 6 on page 8

Directors during the year

Mr. A. Rogers	appointed 1 March 1990
Mr C. Chaplin	appointed 1 March 1990
Mr. R. Sharpe	appointed 13 September 1990
Mr. C. T. Goddard	appointed 13 September 1990


Mr C. Chaplin resigned 12 October 1990

Directors interests

During the year no director held any beneficial interest in the shares of the company or its immediate holding company.

By order of the board

A. Rogers
Secretary
12 April 1991



BANK OF IRELAND DIRECT MARKETING LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 28 FEBRUARY 1991

	Notes	£
TURNOVER		
Management fees		1,294,348
ADMINISTRATIVE EXPENSES		
Personnel costs		473,191
Development costs		340,157
Service costs		198,375
Financial costs		115,456
		<hr/>
		1,127,219
Operating profit	2	<hr/> 167,129
Group management charge		148,000
		<hr/>
Profit on ordinary activities before taxation		19,129
Taxation	6	7,791
		<hr/>
Profit on ordinary activities after taxation		11,338
Dividend		0
		<hr/>
Profit for the financial year		11,338
		<hr/>

Movements on reserves are set out in note 12.

The notes on pages 6 to 10 form part of these accounts.

BANK OF IRELAND DIRECT MARKETING LIMITED
BALANCE SHEET AT 28 FEBRUARY 1991

	Notes	£
Fixed assets		
Tangible fixed assets	7	264,234
Current assets		
Debtors	8	382,570
Cash		20
Total current assets		<u>382,590</u>
Creditors - amounts due within one year		
Creditors	9	623,822
Total current liabilities		<u>623,822</u>
Net current liabilities		(241,232)
Total assets less current liabilities		<u>23,002</u>
Provision for liabilities and charge:	10	(11,662)
		<u>11,340</u>
Capital and reserves		<u>=====</u>
Share capital	11	2
Reserves	12	11,338
		<u>11,340</u>
		<u>=====</u>

Approved by the board on 12 April 1991

A. Rogers

Antonia Rogers

The notes on pages 6 to 10 form part of these accounts.

BANK OF IRELAND DIRECT MARKETING LIMITED
SOURCE AND APPLICATION OF FUNDS STATEMENT
FOR THE YEAR ENDED 28 FEBRUARY 1991

	£
Source of funds	
Profit before taxation	19,129
Items not involving the movement of funds:	
Depreciation of tangible fixed assets	31,912
Loss on sale of tangible fixed assets	3,148
Other sources	
Issue of ordinary share capital	2
Proceeds from sale of tangible fixed assets	4,559
	<hr/>
	58,750
Funds applied	
Purchase of tangible fixed assets	303,853
	<hr/>
Decrease in working capital	(245,103)
	<hr/>
Arising from movements in:	
Debtors	378,699
Creditors	(623,822)
Cash balances	20
	<hr/>
	(245,103)
	<hr/>

The notes on pages 6 to 10 form part of these accounts.

BANK OF IRELAND DIRECT MARKETING LIMITED

Notes to the accounts

1. Accounting policies

a) Accounting convention

The accounts are prepared under the historical cost convention and in accordance with accounting standards.

b) Income

The company charges a management fee for services rendered to Group undertakings.

c) Deferred taxation

Provision is made for deferred taxation, using the liability method, on all timing differences to the extent that it is probable that a liability will crystallise.

d) Depreciation of tangible fixed assets

The depreciation of tangible fixed assets is calculated to write off the cost of the asset on a straight line basis at the following rates per annum:

Motor vehicles	25%
Computer and office equipment	20%
Furniture, fixtures and fittings	10%

e) Pensions

Pension costs are assessed in accordance with the advice of qualified independent actuaries and are charged to the profit and loss account on an accruals basis. Variations from regular cost are allocated over the average remaining service lives of current employees.

2. Profit before taxation is stated after charging:

	1991
	£
Depreciation of tangible fixed assets	31,912
Auditors' remuneration	4,000

BANK OF IRELAND DIRECT MARKETING LIMITED

Notes to the accounts - continued

3. Staff Costs

	1991
	£
Salaries	290,914
Social security costs	27,597
Other pension costs	37,660
	<u>356,170</u>
	=====

The average number of employees in the year was 10.

4. Emoluments of directors

	1991
	£
Remuneration, including pension contributions	126,723
	=====

The emoluments, excluding pension contributions, of directors are detailed as follows:

Chairman	Nil
	=====

Highest paid director	72,071
	=====

	Number
Other directors' received emoluments in the ranges	
Nil	1
£35,000 - £40,000	1
	=====

BANK OF IRELAND DIRECT MARKETING LIMITED

Notes to the accounts - continued

5. Pensions

Eligible employees are members of defined pension benefit schemes operated by Bank of Ireland Group. The assets of the scheme are held in separately administered trust funds. The total pension cost for the company for the year ended 28 February 1991 was £37,660. The annual contributions are charged to the profit and loss account in the period to which they relate.

The pension cost for the company is assessed in accordance with the advice of a qualified actuary using the attained age method which is calculated to spread the cost of pensions over the employees expected service lives and is based on the most recent actuarial valuation of the scheme which was completed as at 31 March 1989.

The principal assumption used in the valuation was that the annual rate of return on new investments would be 3 per cent higher than the annual rate of increase in pensionable remuneration and pensions in course of payment.

The actuarial value of the assets represented 88 per cent of the benefits that had accrued to members after allowing for expected future increases in earnings and pensions. The company's contribution rate will ensure that 100 per cent cover will be achieved within the active members average remaining service lives.

At the valuation date the market value of the Group scheme's assets was £469m which substantially exceeded the liabilities calculated on a current funding method.

6. Taxation

The taxation charge for the year comprises:

	1991 £
Current year	
Group relief receivable at 34.08%	(3,871)
Deferred tax at 33%	11,662
	<hr/>
Charge for year	7,791
	<hr/>

BANK OF IRELAND DIRECT MARKETING LIMITED

Notes to the accounts - continued

7. Tangible fixed assets

	Motor Vehicles	Office Equipment & Fixtures	Total Tangible Fixed Assets
	£	£	£
Cost			
Additions	69,280	234,573	303,853
Disposals	(7,707)	0	(7,707)
Balance at 28 February 1991	61,573	234,573	296,146
Depreciation			
Charge for year	11,886	20,026	31,912
Balance at 28 February 1991	11,886	20,026	31,912
Net book value at 28 February 1991	49,687	214,547	264,234

8. Debtors - all due within one year

	1991 £
Amounts due from group undertakings	378,699
Amount due for group taxation relief	3,871
	<u>382,570</u>

9. Creditors - amounts due within one year

	1991 £
Trade creditors	66,285
Amounts due to group undertakings	521,381
Bank overdraft due to group companies	36,156
	<u>623,822</u>

The bank overdraft is payable on demand.

BANK OF IRELAND DIRECT MARKETING LIMITED

Notes to the accounts - continued

10. Provision for liabilities and charges

	Amount Provided 1991 £	Total Liability 1991 £
Deferred taxation		
Accelerated capital allowances	(11,662)	(11,662)
	=====	=====

11. Share capital

Authorised Ordinary shares of £1 each	1,000
	=====
Issued and fully paid Ordinary shares of £1 each	2
	=====

12. Reserves

	1991 £
Retained profit for the year	11,338
	=====

13. Ultimate parent company

The company's ultimate parent company is The Governor and Company of the Bank of Ireland, a charter company incorporated in the Republic of Ireland.

A copy of the group accounts may be obtained from Bank of Ireland, Lower Baggot Street, Dublin 2.

REPORT OF THE AUDITORS

To members of Bank of Ireland Direct Marketing Limited

We have audited the accounts on pages 3 to 10 in accordance with Auditing Standards.

In our opinion the accounts give a true and fair view of the state of affairs of the company at 28 February 1991 and of the profit and source and application of funds of the company for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

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Price Waterhouse

London

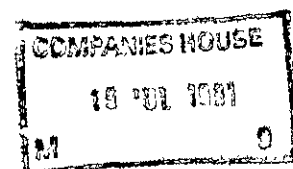
31 May 1991

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REPORT AND ACCOUNTS

1991

BANK OF IRELAND DIRECT MARKETING LIMITED



BANK OF IRELAND DIRECT MARKETING LIMITED

Directors R. Sharpe *Chairman*
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Secretary and A. Rogers
Registered Office 36 Queen Street
 London
 EC4R 1BN

Auditors Price Waterhouse
 Southwark Towers
 32 London Bridge Road
 London
 SE1 9SY

Incorporated in England No. 2476161

BANK OF IRELAND DIRECT MARKETING LIMITED

REPORT OF THE DIRECTORS

The directors present their report and the accounts for the year ended 29 February 1991.

Results for the year

The profit after taxation amounts to £11,338 as shown in the profit and loss account on page 3. The directors do not recommend the payment of a dividend and whole of the balance has been transferred to reserves.

Incorporation and change of name

The company was incorporated on 1 March 1990 as Skillgeal Limited. On 20 June 1990, a special resolution was passed at an extraordinary general meeting changing the name of the company to Bank of Ireland Direct Marketing Limited. The Certificate of Incorporation on change of name was issued by the Registrar of Companies on 1 June 1990.

Share capital

On 20 June 1990 the company issued 2 ordinary shares of £1 each at par for cash in order to provide initial capital for the company.

Principal activity and business review

The company's principal activity is the provision of marketing services to Bank of Ireland Group companies. It is not envisaged that this activity will change in the foreseeable future.

Fixed assets

Movements in fixed assets are shown in note 6 on page 8

Directors during the year

Mr. A. Rogers	appointed 1 March 1990
Mr. C. Chaplin	appointed 1 March 1990
Mr. R. Sharpe	appointed 13 September 1990
Mr. C. T. Goddard	appointed 13 September 1990

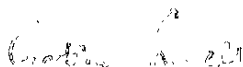
Mr C. Chaplin resigned 12 October 1990

Directors interests

During the year no director held any beneficial interest in the shares of the company or its immediate holding company.

By order of the board

A. Rogers
Secretary
12 April 1991



BANK OF IRELAND DIRECT MARKETING LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 28 FEBRUARY 1991

	Notes	£
TURNOVER		
Management fees		1,294,348
ADMINISTRATIVE EXPENSES		
Personnel costs		473,191
Development costs		340,197
Service costs		198,375
Financial costs		115,456
		<hr/>
		1,127,219
Operating profit	2	<hr/> 167,129
Group management charge		148,000
		<hr/>
Profit on ordinary activities before taxation		19,129
Taxation	6	7,791
		<hr/>
Profit on ordinary activities after taxation		11,338
Dividend		0
		<hr/>
Profit for the financial year		<hr/> 11,338 <hr/>

Movements on reserves are set out in note 12.

The notes on pages 6 to 10 form part of these accounts.

BANK OF IRELAND DIRECT MARKETING LIMITED

BALANCE SHEET AT 28 FEBRUARY 1991

	Notes	£
Fixed assets		
Tangible fixed assets	7	264,234
Current assets		
Debtors	8	382,570
Cash		20
Total current assets		382,590
Creditors - amounts due within one year		
Creditors	9	623,822
Total current liabilities		623,822
Net current liabilities		(241,232)
Total assets less current liabilities		23,002
Provision for liabilities and charges	10	(11,662)
		11,340
		=====
Capital and reserves		
Share capital	11	2
Reserves	12	11,338
		11,340
		=====

Approved by the board on 12 April 1991

A. Rogers

Arthur Rogers

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BANK OF IRELAND DIRECT MARKETING LIMITED
SOURCE AND APPLICATION OF FUNDS STATEMENT
FOR THE YEAR ENDED 28 FEBRUARY 1991

	£
Source of funds	
Profit before taxation	19,129
Items not involving the movement of funds:	
Depreciation of tangible fixed assets	31,912
Loss on sale of tangible fixed assets	3,148
Other sources	
Issue of ordinary share capital	2
Proceeds from sale of tangible fixed assets	4,559
	<hr/> 58,750
Funds applied	
Purchase of tangible fixed assets	<hr/> 303,853
Decrease in working capital	(245,103) =====
Arising from movements in:	
Debtors	378,699
Creditors	(623,822)
Cash balances	20
	<hr/> 1,430,103 =====

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BANK OF IRELAND DIRECT MARKETING LIMITED

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BANK OF IRELAND DIRECT MARKETING LIMITED

Notes to the accounts - continued

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Highest paid director	72,071
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BANK OF IRELAND DIRECT MARKETING LIMITED

Notes to the accounts - continued

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BANK OF IRELAND DIRECT MARKETING LIMITED

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BANK OF IRELAND DIRECT MARKETING LIMITED

Notes to the accounts - continued

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	=====	=====

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	=====
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Retained profit for the year	11,338
	=====

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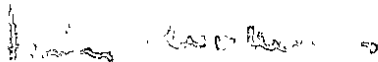
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Price Waterhouse

London

31 May 1991

