REGISTRAR OF COMPANIES

A.D.R. NET LIMITED
FINANCIAL STATEMENTS
30 JUNE 1994

Registered number: 2513339

GRENFELL JAMES
CHARTERED ACCOUNTANTS
Stratford upon Avon

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FINANCIAL STATEMENTS

for the year ended 30 June 1994

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The following page does not form part of the statutory accounts

COMPANY INFORMATION

30 June 1994

DIRECTORS

A.H. Bevan R.A. Schiffer A.J. Paton

E.M.F. Temple
J.R. Bloom (Resigned 9 July 1993)
J. Lloyd-Jones
P.L. Howell-Richardson

SECRETARY

R. Wharton

REGISTERED OFFICE

5 Queens Square

Bristol Avon

REGISTERED NUMBER

2513339

INCORPORATION DATE

On 19 June 1990 in the United Kingdom

BANKERS

Lloyds Bank P.L.C.

Corn Street Bristol Avon

AUDITORS

Grenfell James

Chartered Accountants

Elta House Birmingham Road Stratford upon Avon

CV37 OAQ

DIRECTORS' REPORT

30 June 1994

The directors present their report and the audited financial statements for the year ended 30 June 1994.

Principal activity

The principal activity of the company in the year under review was the provision of training, marketing and mediation services.

Business review

The company's balance sheet as detailed on page 6 shows a satisfactory position, shareholders' funds amounting to £1,432.

Profit, dividends and appropriations

The results for the year are shown in the profit and loss account on page 5.

The directors do not propose payment of an ordinary dividend, the profit for the year is to be transferred to reserves. Changes in fixed assets during the year are set out in note 13 to the accounts.

Directors

The directors of the company during the year and their interests in the shares of the company as recorded in the register of directors' interests were as follows:-

| | 30 June 1994 Ordinary shares | 1 July 1993 Ordinary shares |
|-----------------------------------|------------------------------------|-----------------------------------|
| A.H. Bevan | - | - |
| R.A. Schiffer | - | - |
| A.J. Paton | - | - |
| E.M.F. Temple | - | - |
| J.R. Bloom (Resigned 9 July 1993) | - | - |
| J. Lloyd-Jones | - | |
| P.L. Howell-Richardson | - | - |
| W. Goyder (Appointed 9 July 1993) | - | - |
| R. Wharton | - | - |
| D.M. Groves | _ | - |

Future developments

Work is continuing on the development and modification of existing products to meet customers' requirements and, through a continuing programme of research and development, to take advantage of new technology as it becomes available.

| cont | Ì | nued | | | | |
|------|---|------|--|--|--|--|
| | | | | | | |

DIRECTORS' REPORT (continued)

30 June 1994

Auditors

Grenfell James have agreed to offer themselves for re-appointment as auditors of the company.

On behalf of the board

R. Wharton Secretary

5 Queens Square Bristol Avon

10 September 1994

STATEMENT OF DIRECTORS' RESPONSIBILITIES

We are required under company law 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 we are required to:

- select suitable accounting policies and apply them consistently;
- make reasonable and prudent judgements and estimates;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

We are also responsible for:

- keeping proper accounting records;
- safeguarding the company's assets;
- taking reasonable steps for the prevention and detection of fraud.

10 September 1994

By order of the board

AUDITORS' REPORT

Auditors' report to the members of

A.D.R. Net Limited

We have audited the financial statements on pages 4 to 8 which have been prepared under the accounting policies set out on page 7.

Respective responsibilities of directors and auditors

As described on page 3, 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 error or other irregularity. 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 June 1994 and of its profit for the year then ended and have been properly prepared in accordance with the provisions of the Companies Act 1985 applicable to small companies.

Stratford upon Avon 10 September 1994 Grenfell James Registered Auditor Chartered Accountants

Grafell Sames.

PROFIT AND LOSS ACCOUNT

for the year ended 30 June 1994

| | Note | 1 994 £ | 1993 £ |
|------------------------------------------------------|------|-------------------|----------------|
| Turnover | 2 | 67,502 | 58,748 |
| Cost of sales | | (57,944) | (52,875) |
| Gross profit | | 9,558 | 5,873 |
| Net operating expenses | | | |
| Administrative expenses Other operating income | | (8,191) 65 | (8,225) 203 |
| Operating profit/(loss) | 3 | 1,432 | (2,149) |
| Interest payable | 4 | (42) | (25) |
| Profit/(loss) on ordinary activities before taxation | | 1,390 | (2,174) |
| Taxation | 5 | - | 257 |
| Retained profit/(loss) for the year | 8 | 1,390 | (1,917) |

Movements in reserves are shown in note 8.

There are no recognised gains and losses in 1994 or 1993 other than the profit/(loss) for the year.

BALANCE SHEET

at 30 June 1994

| | |] | 1994 | 1 | 993 |
|-------------------------------------------------------|------|-----------------|-------|-----------------|-----|
| | Note | £ | £ | £ | £ |
| Current assets | | | | | |
| Debtors Cash at bank and in hand | 6 | 33,350 5,345 | | 37,981 3,288 | |
| Conditions amounts C-111 and to | | 38,695 | | 41,269 | |
| Creditors: amounts falling due within one year | 7 | (37,263) | | (41,227) | |
| Net current assets | | | 1,432 | | 42 |
| Total assets less current liabilitie | !S | _ | 1,432 | _ | 42 |
| Capital and reserves | | _ | • | _ | |
| Profit and loss account | 8 | _ | 1,432 | | 42 |
| | | = | 1,432 | = | 42 |

The directors have taken advantage in the preparation of these financial statements of special exemptions provided by Part I of Schedule 8 to the Companies Act 1985 on the basis that the company qualifies as a small company.

The financial statements on pages 4 to 8 were approved by the board of directors on 10 September 1994.

A.H. Bevan

Director

NOTES ON FINANCIAL STATEMENTS

30 June 1994

1 Accounting policies

Basis of accounting

The financial statements have been prepared under the historical cost accounting rules.

The company has taken advantage of the exemption from preparing a cash flow statement conferred by Financial Reporting Standard No. 1 on the grounds that it is entitled to the exemptions available in Section 246 to 247 of the Companies Act 1985 for small companies.

2 Turnover

Turnover represents the amount derived from the provision of goods and services which fall within the company's ordinary activities stated net of value added tax.

In the opinion of the directors, none of the turnover of the company is attributable to geographical markets outside the UK. (1993 nil)

| 3 | Operating | profit/ | (loss) |
|---|-------------|-----------|--------|
| _ | OPO: 00:113 | P. V. 10/ | 1000 |

| | Operating profit/(loss) is stated after crediting | 1994 £ g | 1 993 £ |
|---|---------------------------------------------------|-----------------------|-------------------|
| | Interest receivable | 65 | 203 |
| | and after charging | | |
| | Auditors' remuneration = | 500 | 750 |
| 4 | Interest payable | 1 994 £ | 1 993 £ |
| | Other interest payable = | 42 | 25 |
| 5 | Taxation | | |
| | Corporation tax on profit on ordinary activities | 1 994 £ | 1 993 £ |
| | at 25% (1993 25%) | - | (257) |

NOTES ON FINANCIAL STATEMENTS

30 June 1994

| 6 | Det | otor: | S |
|---|-----|-------|---|
| | | | |

| | 5656013 | 1994 | 1993 |
|---|------------------------------------------------|-------------------|-------------------|
| | Amounts falling due within one year | £ | £ |
| | Trade debtors | 33,350 | 37,981 |
| 7 | Creditors: amounts falling due within one year | | |
| | | 1 994 £ | 1 993 £ |
| | Trade creditors Other creditors | 37,263 | 1,281 39,946 |
| | | 37,263 | 41,227 |

8 Share capital

The company is limited by guarantee and does not have a share capital.

9 Profit and loss account

| | 1 994 £ |
|---------------------------------------------|-------------------|
| 1 July 1993 Retained profit for the year | 42 1,390 |
| 30 June 1994 | 1,432 |

10 Post balance sheet events

There have been no significant events occuring after the balance sheet date which necessitates any revision to the financial statements.