

I/B/E/S (UK) Limited

Financial Statements

December 31, 2000

Company Registration Number. 02631489



DIRECTORS' REPORT

The directors present their report and the audited accounts for the year ended 31 December 2000.

RESULTS AND DIVIDENDS

The company made a profit after taxation during the year of £867,313 (1999 - £696,086) and the directors approved a £2,000,000 dividend which was paid on 15 December 2000 (1999 - £nil).

PRINCIPAL ACTIVITY AND REVIEW OF BUSINESS

The company provides a sales and marketing service for I/B/E/S International, Inc. The directors propose that the company continue these activities during the coming year.

On 13 September 2000, the Primark Corporation, of which I/B/E/S was a subsidiary, was acquired by The Thomson Corporation through a wholly owned subsidiary.

DIRECTORS AND THEIR INTERESTS

The directors of the company who served throughout the year ended 31 December 2000 are shown below:

M R Jansen	(appointed 21 December 1996)
J Malkin	(appointed 29 December 2000)
M Stanton	(appointed 29 December 2000)
J E Kasputys	(resigned 31 December 2000)
R Pucci	(resigned 29 December 2000)
K D Ward	(resigned 29 December 2000)

The directors have no interest in the share capital of the company.

COMPANY SECRETARY

M Stanton	(appointed 31 December 2000)
DM Warren	(resigned 31 December 2000)

STATEMENT OF 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 as at the end of the financial year 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;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on a 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.

AUDITORS

On 13 January 1993, the shareholders passed an elective resolution under Section 386 of the Companies Act of 1985 to dispense with the annual reappointment of the company's auditors.

On 11 January 2001, the shareholders appointed PricewaterhouseCoopers as the company's auditors upon retirement of Deloitte and Touche.

Approved by the Board of Directors
and signed on behalf of the Board



Director
6th April 2001

AUDITORS' REPORT TO THE MEMBERS OF I/B/E/S UK LIMITED

We have audited the financial statements on pages 4 to 12, which have been prepared under the historical cost convention and the accounting policies set out on page 7.

Respective Responsibilities of Directors and Auditors

The directors are responsible for preparing the Annual Report. As described on page 2, this includes responsibility for preparing the financial statements, in accordance with applicable United Kingdom accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and our profession's ethical guidance.

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 United Kingdom Companies Act. 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.

We read the other information contained in the Annual Report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements.

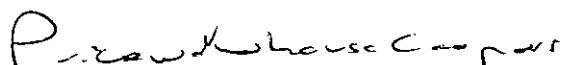
Basis of Opinion

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 at 31 December 2000 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



PricewaterhouseCoopers
Chartered Accountants and Registered Auditors
London

6th April 2001

I/B/E/S (UK) Limited
Profit and Loss Account
Year ended 31 December 2000

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		31 December	
	Note	2000	1999
		£	£
Turnover	2&3	5,606,072	3,943,632
Cost of sales		<u>(3,694,233)</u>	<u>(2,284,548)</u>
Gross profit		1,911,839	1,659,084
Administrative expense		<u>(1,348,352)</u>	<u>(925,316)</u>
Operating profit	3	563,487	733,768
Bank interest receivable		<u>303,826</u>	<u>126,012</u>
Profit on ordinary activities before taxation		867,313	859,780
Tax on profit on ordinary activities	6	<u>-</u>	<u>(163,694)</u>
Retained profit for the year transferred to reserves		867,313	696,086
Retained profit at beginning of year		1,516,702	820,616
Dividend paid		<u>(2,000,000)</u>	<u>-</u>
Retained earnings at end of year		<u>384,015</u>	<u>1,516,702</u>

The company has no recognised gains or losses for the current and prior years other than as stated above, and therefore no separate statement of recognised gains or losses has been presented.

There is no difference between the profit on ordinary activities before taxation and the profit for the period stated above, and their historical cost equivalents.

The turnover and operating profit of the company are derived entirely from continuing operations.

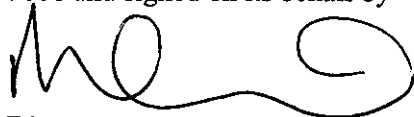
The notes on pages 7 to 12 form part of these accounts.

I/B/E/S (UK) Limited
Balance Sheet
Year ended 31 December 2000

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		31 December	
	Note	2000	1999
		£	£
Fixed assets:			
Tangible assets	7	<u>563,289</u>	<u>518,482</u>
Current assets:			
Debtor	8	74,638	1,108,434
Cash at bank		<u>2,750,515</u>	<u>1,800,188</u>
		2,825,153	2,908,622
Creditors: Amounts falling due within one year	9	<u>2,180,027</u>	<u>1,086,002</u>
Net current assets		<u>645,126</u>	<u>1,822,620</u>
Total assets less current liabilities		1,208,415	2,341,102
Provisions for liabilities and charges	10	<u>44,400</u>	<u>44,400</u>
Total net assets		<u>1,164,015</u>	<u>2,296,702</u>
Capital and reserves:			
Called up share capital	12	780,000	780,000
Profit and loss account		<u>384,015</u>	<u>1,516,702</u>
Equity shareholders' funds		<u>1,164,015</u>	<u>2,296,702</u>

These financial statements on pages 4 to 12 were approved by the Board of Directors on 6th April 2001 and signed on its behalf by



Director

Reconciliation of Movements in Shareholders' Funds

Year ended 31 December 2000

	31 December	
	2000	1999
	£	£
Profit for the financial year	867,313	696,086
Dividend paid	(2,000,000)	-
Net addition / (decrease) to shareholders' funds	(1,132,687)	696,086
Operating shareholders' funds	<u>2,296,702</u>	<u>1,600,616</u>
Closing shareholders' funds	<u>1,164,015</u>	<u>2,296,702</u>

1. Accounting Policies

Accounting Convention

The accounts have been prepared under the historical cost convention.

Foreign Currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of transaction. All monetary assets and liabilities on the balance sheet are recorded at the rates ruling at the balance sheet date.

All differences are taken to the profit and loss account.

Turnover

Turnover represents the amounts earned on services rendered and is stated exclusive of value added tax.

Leasing

Rentals paid under operating leases are charged to income on a straight-line basis over the lease term.

Depreciation

Depreciation is provided on all tangible fixed assets at rates calculated to write off the cost of each asset evenly over its expected useful life, as follows:

	2000	1999
Leasehold improvements	over life of lease	over life of lease
Computer equipment	over 3 years	over 5 years
Fixtures and fittings	over 3 years	over 5 years

Cash Flow Statement

The company is exempt from the requirement to prepare a cash flow statement under FRS 1 (Revised) Cash Flow Statements as a consolidated cash flow statement is included in the financial statements of Primark Information Services (UK) Ltd.

Pensions

The company operates a defined contribution scheme. The cost of contributions is charged to the profit and loss account in the year to which it relates.

Deferred Taxation

Deferred taxation is provided on timing differences, arising from the different treatment of items for accounting and taxation purposes, which can be expected to reverse in the future, calculated at the rates at which it is expected that tax will arise.

2. Turnover

An analysis of turnover by geographical market is given below:

	2000 £	1999 £
United States of America	<u>5,606,072</u>	<u>3,943,632</u>

3. Operating Profit

This is stated after charging:

	2000 £	1999 £
Depreciation of fixed assets	243,834	158,223
Operating lease rentals - land and buildings	<u>211,506</u>	<u>173,943</u>

The audit fee is borne by the parent company for both 2000 and 1999.

4. Staff Costs

	2000 £	1999 £
Wages and salaries	3,228,304	1,970,736
Social security costs	378,734	243,006
Other pension costs	<u>87,195</u>	<u>70,806</u>

The average monthly number of employees during the year was as follows:

	No.	No.
Production	30	26
Administration	13	10
Sales	<u>15</u>	<u>13</u>

5. Directors Emoluments

	2000 £	1999 £
Aggregate emoluments	230,588	175,919
Amounts (excluding shares) receivable under long-term incentive schemes.	6,610	-
Company pension contributions to money purchase schemes	10,419	4,732

No directors exercised share options in the year and no directors became entitled to receive shares under the Primark Corporation long-term incentive scheme. Following the acquisition of the Company by The Thomson Corporation through a wholly owned subsidiary, the Primark Corporation share option scheme was cancelled. The directors received in aggregate £52,995 for options outstanding as at 12 September 2000. Retirement benefits are accruing to one (1999: one) director under the money purchase scheme and to no (1999: nil) directors under a defined benefit scheme.

The emoluments for 2 of the directors are included in the financial statements of fellow subsidiaries, of which they are also directors.

Highest paid director	2000 £	1999 £
Aggregate emoluments	230,588	175,919
Company pension contributions to money purchase scheme	10,419	4,732

6. Tax on Profit on Ordinary Activities

	2000 £	1999 £
United Kingdom corporation tax at 30% (1999 - 30%) based on the profit for the year	-	274,237
Deferred tax	-	(12,245)
Adjustments in respect of prior years	-	(98,298)
	<u>-</u>	<u>163,694</u>

For the tax charge to 31 December 2000, a fellow subsidiary has surrendered group relief for nil consideration. In the absence of group relief the tax charge would have been £309,659.

7. Tangible Fixed Assets

	Leasehold Improvements £	Computer Equipment £	Fixtures and Fittings £	Total £
Cost				
At 1 January 2000	308,893	406,331	117,694	832,918
Additions	344,321	140,506	34,309	519,136
Disposals	(308,894)	-	(98,908)	(407,802)
At 31 December 2000	344,320	546,837	53,095	944,252
Depreciation				
At 1 January 2000	78,165	156,391	79,880	314,436
Provided during the year	35,966	189,437	18,431	243,834
Disposals	(101,372)	-	(75,935)	(177,307)
At 31 December 2000	12,759	345,828	22,376	380,963
Net book value				
At 31 December 2000	331,561	201,009	30,719	563,289
At 31 December 31, 1999	230,728	249,940	37,814	518,482

8. Debtors

	2000 £	1999 £
Amounts owed by group companies	-	1,056,869
Other debtors	-	9,618
Prepayments	74,638	41,947
	74,638	1,108,434

9. Creditors

	2000 £	1999 £
Amounts owed to group companies	868,217	338,825
Other creditors	1,311,810	747,177
	2,180,027	1,086,002

10. Deferred Taxes

	2000 £
Balance at 1 January 2000	44,400
Current year credit	-
Adjustment in respect of prior years	-
	<u>44,400</u>
Balance at 31 December 2000	<u>44,400</u>

The provision for deferred tax relates to accelerated capital allowances. There is no unprovided deferred tax as at 31 December 2000.

The amount of deferred tax provided and unprovided in the account is as follows:

	Provided 2000 £	Not Provided 2000 £	Provided 1999 £	Not Provided 1999 £
Capital allowance in excess of depreciation	<u>44,400</u>	<u>-</u>	<u>44,400</u>	<u>-</u>

11. Other Financial Commitments

	2000 £	1999 £
Operating lease commitments in respect of land and buildings which expire in:		
Less than one year	-	-
Two to five years	53,988	-
Greater than five years	246,649	116,711

12. Called Up Share Capital

	2000 £	1999 £
Authorised: 1,000,000 ordinary shares of £1 each (1999: 1,000,000)	<u>1,000,000</u>	<u>1,000,000</u>
Called up, allotted and fully paid: 780,000 ordinary shares of £1 each (1999: 780,000)	<u>780,000</u>	<u>780,000</u>

On 18 January 2001, the authorised share capital of the Company was increased £1,000,000 to £2,000,000. In addition the Company's parent subscribed for 1,000,000 £1 ordinary shares at par.

13. Related Party Transactions

The company has taken advantage of the exemptions granted by paragraph 3(c) of FRS 8, Related Party Disclosures, not to disclose transactions with Primark Corporation group companies and interests of the group who are related parties. There were no other related party transactions.

14. Subsequent events

On 2 April 2001 the Company sold its activities and related assets and liabilities to Thomson Financial Limited. On the same date, the Company acquired the activities and related assets and liabilities of Marketeye limited. Both Thomson Financial Limited and Marketeye Limited are fellow subsidiaries of the Company.

15. Ultimate Parent Company and Controlling Entity

The company is a close company within the meaning of Section 414 of the Income and Corporation Taxes Act 1988. Within the meaning of the Companies Act 1985 Thomson Investments Limited ("TIL") is regarded by the directors of the company as being the company's ultimate parent company. Within the meaning of the said Act, The Thomson Corporation ("TTC") is the parent undertaking of the largest group of undertakings for which group accounts are drawn up and of which the company is a member and the Thomson Corporation PLC ("TTCPLC") is the parent undertaking of the smallest group of undertakings for which group accounts are drawn up and of which the company is a member. TIL and TTC are incorporated under the laws of the Province of Ontario Canada. TTCPLC is incorporated in England and Wales.

Copies of the TTC and TTCPLC annual reports are available from: First Floor, The Quadrangle, 180 Wardour Street, London W1A 4YG.