

**RANDOM ACCESS SERVICES LIMITED**

**ANNUAL REPORT  
YEAR ENDED 30 JUNE 1996**

**Registered No: 2793906**



**RANDOM ACCESS SERVICES**  
**ANNUAL REPORT**  
**YEAR ENDED 30 JUNE 1996**

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# RANDOM ACCESS SERVICES LIMITED

## DIRECTORS' REPORT

The directors present their report together with the financial statements for the year ended 30 June 1996.

### RESULTS AND DIVIDENDS

The trading loss for the year after tax amounted to £3,251. The directors do not recommend the payment of a dividend and the loss is therefore transferred from reserves.

### PRINCIPAL ACTIVITY

The company's principal activity was that of the provision of specialist computer services. The company ceased trading on 30 June 1996 and all trading assets and liabilities were transferred at book value to Clinphone Limited, an associated undertaking.

On 31 December 1996, the company became a wholly owned subsidiary of Ironpath Limited.

### DIRECTORS

The directors throughout the year and their interest in the shares of the company at the beginning and the end of the year were as follows:

	<u>Shares of £1 each</u>			
	<u>At 30 June 1996</u>		<u>At 30 June 1995</u>	
	'A' Ordinary	'B' Ordinary	'A' Ordinary	'B' Ordinary
J H W Engler	10,000	2,500	10,000	2,500
N E Rotherham	10,000	2,500	10,000	2,500
N K Rawlings	5,000	2,000	5,000	2,000
R J Pannone (Resigned 12.6.96)	-	-	5,000	-
K D MacRae (Resigned 12.6.96)	-	-	1,000	-
R K Rondel (Resigned 12.6.96)	-	-	-	-
B A Gennery (Resigned 12.6.96)	-	-	-	-

### AUDITORS

Pannell Kerr Forster, Chartered Accountants were appointed as auditors to the company during the year following the resignation of Booth Ainsworth, Chartered Accountants.

Pannell Kerr Forster have signified their willingness to continue in office and a resolution to re-appoint them will be proposed at the Annual General Meeting.

**RANDOM ACCESS SERVICES LIMITED**  
**DIRECTORS' REPORT**

**SPECIAL EXEMPTIONS**

We have taken advantage in the preparation of the directors' report of the special exemptions applicable to small companies conferred by Part II of Schedule 8 to the Companies Act 1985.

BY ORDER OF THE BOARD

A handwritten signature in dark ink, appearing to read 'N K Rawlings', followed by a horizontal line extending to the right.

**N K Rawlings**  
**Secretary**

**Nottingham**

*26 June 1997*

**RANDOM ACCESS SERVICES LIMITED**  
**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 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 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' REPORT TO THE SHAREHOLDERS OF  
RANDOM ACCESS SERVICES LIMITED**

We have audited the financial statements on pages 5 to 13 which have been prepared under the accounting policies set out on page 8.

**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.

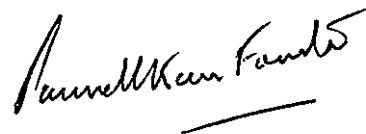
**BASIS OF OPINION**

We conducted our audit in accordance with Auditing Standards. 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 affairs of the company as at 30 June 1996 and of its loss for the year then ended and have been properly prepared in accordance with the provisions of the Companies Act 1985 applicable to small companies.



**PANNELL KERR FORSTER**  
Chartered Accountants  
Registered Auditors

Nottingham  
27 June 1997

**RANDOM ACCESS SERVICES LIMITED**  
**PROFIT AND LOSS ACCOUNT**  
**YEAR ENDED 30 JUNE 1996**

	<u>Notes</u>	<u>1996</u>	<u>1995</u>
		£	£
TURNOVER			
Continuing operations		-	57,606
Discontinued operations		<u>47,995</u>	<u>3,931</u>
		47,995	61,537
Cost of sales		<u>(8,840)</u>	<u>(2,105)</u>
GROSS PROFIT		39,155	59,432
Other operating expenses		<u>(39,114)</u>	<u>(71,147)</u>
OPERATING PROFIT/(LOSS)			
Continuing operations		-	8,070
Discontinued operations		<u>41</u>	<u>(19,785)</u>
		41	(11,715)
Investment income		-	110
Amounts written off investments		-	(11,958)
Interest payable		<u>(3,292)</u>	<u>(4,641)</u>
		(3,292)	(16,489)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION	2	(3,251)	(28,204)
Taxation		<u>-</u>	<u>-</u>
LOSS ON ORDINARY ACTIVITIES AFTER TAXATION		<u>(3,251)</u>	<u>(28,204)</u>

All turnover arose from trading activities transferred to an associated company at 30 June 1996.

# RANDOM ACCESS SERVICES LIMITED

## BALANCE SHEET AS AT 30 JUNE 1996

		<u>1996</u>		<u>1995</u>	
	<u>Notes</u>	£	£	£	£
<b>FIXED ASSETS</b>					
Intangible assets	4		-		27,974
Tangible assets	5		-		7,842
Investments	6		200		200
			200		36,016
<b>CURRENT ASSETS</b>					
Debtors	7	16,732		22,436	
<b>CREDITORS</b>					
Amounts falling due within one year	8	-		(26,562)	
<b>NET CURRENT ASSETS/(LIABILITIES)</b>			16,732		(4,126)
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			16,932		31,890
<b>CREDITORS</b>					
Amounts falling due after more than one year	8		-		(11,707)
<b>NET ASSETS</b>			16,932		20,183
<b>CAPITAL AND RESERVES</b>					
Share capital	9		141,000		141,000
Profit and loss account	10		(124,068)		(120,817)
<b>SHAREHOLDERS' FUNDS</b>	11		16,932		20,183

We have taken advantage in the preparation of the financial statements of the special exemptions conferred by Part 1 of Schedule 8 to the Companies Act 1985 on the grounds that the company qualifies as a small company.

Approved by the board on 26 June 1997.

*M. R. D.*  
N E ROTHERHAM

*Jonathan Engl*  
J H W ENGLER



**RANDOM ACCESS SERVICES LIMITED**  
**STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES**  
**YEAR ENDED 30 JUNE 1996**

	<u>1996</u>	<u>1995</u>
	£	£
LOSS FOR THE FINANCIAL YEAR	(3,251)	(28,204)
Prior year adjustment	<u>-</u>	<u>41,961</u>
TOTAL GAINS AND LOSSES RECOGNISED SINCE LAST ANNUAL REPORT	<u>(3,251)</u>	<u>13,757</u>

**RANDOM ACCESS SERVICES LIMITED**  
**NOTES AND ACCOUNTING POLICIES**  
**YEAR ENDED 30 JUNE 1996**

**1 ACCOUNTING POLICIES**

a) Accounting convention

The accounts have been prepared under the historical cost convention. As described in Note 11(b) the company ceased to trade on 30 June 1996 and all trading assets and liabilities were transferred to Clinphone Limited at book value.

b) Turnover

Turnover represents sales at invoice value excluding value added tax.

c) Depreciation

Depreciation on fixed assets was calculated so as to write off the cost on a straight line basis over the expected useful economic lives of the assets concerned. In the current period, all tangible fixed assets were fully depreciated to a nil net book value.

d) Pension Costs

The company operates a defined contribution scheme providing benefits for employees additional to those from the state. The pension cost charge represents contributions payable by the company to the fund in respect of the year.

e) Research and development

Development costs incurred on specific projects are capitalised when recoverability can be assessed with reasonable certainty. The costs are then amortised over four years. All other development costs are written off in the year of expenditure.

**2 LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION**

Loss on ordinary activities before taxation is after charging the following:-

	<u>1996</u>	<u>1995</u>
	£	£
Amortisation - Intangible assets ( Note 4)	13,987	13,987
Depreciation - Tangible assets (Note 5)	7,842	3,458
Directors Remuneration	3,200	32,130
Auditors Remuneration	1,600	2,410
	<u>1,600</u>	<u>2,410</u>

**3 INVESTMENT INCOME**

	<u>1996</u>	<u>1995</u>
	£	£
Other interest receivable	-	110
	<u>-</u>	<u>110</u>

**RANDOM ACCESS SERVICES LIMITED**  
**NOTES AND ACCOUNTING POLICIES**  
**YEAR ENDED 30 JUNE 1996**

**4 INTANGIBLE FIXED ASSETS**

	<b>Develop- ment costs</b>
	<b>£</b>
<b>COST</b>	
At 1 July 1995	55,948
Transferred to Clinphone Limited	(55,948)
At 30 June 1996	<u>-</u>
 <b>AMORTISATION</b>	
At 1 July 1995	27,974
Charge for the year	13,987
Transferred to Clinphone Limited	(41,961)
At 30 June 1996	<u>-</u>
 <b>NET BOOK VALUE</b>	
At 30 June 1996	<u>-</u>
 At 30 June 1995	<u>27,974</u>

**RANDOM ACCESS SERVICES LIMITED**  
**NOTES AND ACCOUNTING POLICIES**  
**YEAR ENDED 30 JUNE 1996**

**5 TANGIBLE FIXED ASSETS**

	<b>Fixtures and Fittings</b>
	<b>£</b>
<b>COST</b>	
At 1 July 1995 and 30 June 1996	<u>11,268</u>
<b>DEPRECIATION</b>	
At 1 July 1995	3,426
Charge for the year	7,842
At 30 June 1996	<u>11,268</u>
<b>NET BOOK VALUE</b>	
At 30 June 1996	-
At 30 June 1995	<u>7,842</u>

**6 FIXED ASSETS INVESTMENTS**

	<b>Partici- pating interests</b>
	<b>£</b>
<b>COST</b>	
At 1 July 1995 and 30 June 1996	<u>12,158</u>
<b>AMOUNTS WRITTEN OFF</b>	
At 1 July 1995 and 30 June 1996	<u>11,958</u>
<b>NET BOOK VALUE</b>	
At 30 June 1996	<u>200</u>
At 30 June 1995	<u>200</u>

**RANDOM ACCESS SERVICES LIMITED**  
**NOTES AND ACCOUNTING POLICIES**  
**YEAR ENDED 30 JUNE 1996**

**6 FIXED ASSET INVESTMENTS (CONTINUED)**

The company holds a beneficial interest in the equity of the following company.

	<u>Country of incorporation</u>	<u>Class of shares held</u>	<u>Proportion of nominal value of shares held</u>
Clinphone Limited	England	Ordinary	2.06%

On 21 March 1996 the company disposed of the investment in S-Cubed Clinical Services Limited and acquired 200 ordinary shares of £1 each in Clinphone Limited (formerly S-Cubed Clinphone Services Limited) representing 20% of the issued share capital of that company. On 9 December 1996 those shares were converted into 20,000 1p 'A' ordinary shares, diluting the holding to 2.06% of the nominal value of shares held.

**7 DEBTORS**

	<u>1996</u>	<u>1995</u>
	£	£
Trade debtors	-	10,067
Amounts owed by related undertakings	16,732	12,369
	<u>16,732</u>	<u>22,436</u>

**8 CREDITORS**

	<u>1996</u>	<u>1995</u>
	£	£
<b>Amounts falling due within one year :</b>		
Bank loan	-	11,283
Bank overdraft	-	11,418
Other creditors	-	3,861
	<u>-</u>	<u>26,562</u>

The bank overdraft is secured by a fixed and floating charge over all the assets of the company.

**RANDOM ACCESS SERVICES LIMITED**  
**NOTES AND ACCOUNTING POLICIES**  
**YEAR ENDED 30 JUNE 1996**

**8. CREDITORS (CONTINUED)**

	<u>1996</u>	<u>1995</u>
	£	£
Amounts falling due after more than one year :		
Creditors comprised :		
Bank loan outstanding at the year end	-	11,707
	<u>-</u>	<u>11,707</u>
The bank loan is repayable as follows :-		
Within one year	-	11,283
Between one and two years	-	8,732
Between two and five years	-	2,975
	<u>-</u>	<u>22,990</u>

**9 CALLED UP SHARE CAPITAL**

	Authorised		Allotted, called-up and fully paid	
	<u>1996</u>	<u>1995</u>	<u>1996</u>	<u>1995</u>
<b>EQUITY INTERESTS</b>				
'A' Ordinary shares of £1 each	40,000	40,000	31,000	31,000
'B' Ordinary shares of £1 each	460,000	460,000	110,000	110,000
	<u>500,000</u>	<u>500,000</u>	<u>141,000</u>	<u>141,000</u>

**Rights of shares**

The 'A' and 'B' ordinary shares rank pari passu in respect of dividend rights and distribution of capital. The 'A' ordinary shares have an entitlement to four votes upon a poll and the 'B' ordinary shares have an entitlement to one vote upon a poll.

**RANDOM ACCESS SERVICES LIMITED**  
**NOTES AND ACCOUNTING POLICIES**  
**YEAR ENDED 30 JUNE 1996**

**10 PROFIT AND LOSS ACCOUNT**

	<b>Profit and loss account</b>
The movement of reserves during the year was as follows :-	
At 1 July 1995	(120,817)
Retained loss for the year	(3,251)
At 30 June 1996	<u>(124,068)</u>

**11 SHAREHOLDERS FUNDS**

The reconciliation of movements in shareholders funds was as follows :-	<u><b>1996</b></u>	<u><b>1995</b></u>
	£	£
Loss for the financial year	(3,251)	(28,204)
Balance at 1 July 1995	20,183	48,387
Balance at 30 June 1996	<u>16,932</u>	<u>20,183</u>

- (a) On 31 December 1996, the company became a wholly owned subsidiary of Ironpath Limited.
- (b) On 30 June 1996, the whole of the trade and trading assets were transferred into Clinphone Limited by way of a hive down.