

Company Registration No. 3062561

CSC FSG LIMITED

Report and Financial Statements

Period from 29 March 2003 to 2 April 2004



CSC FSG LIMITED

REPORT AND FINANCIAL STATEMENTS 2004

CONTENTS

| | Page |
|---|-------------|
| Officers and professional advisers | 1 |
| Directors report | 2 |
| Statement of directors' responsibilities | 3 |
| Independent auditors' report | 4 |
| Profit and loss account | 5 |
| Balance sheet | 6 |
| Notes to the accounts | 7 |

CSC FSG LIMITED

REPORT AND FINANCIAL STATEMENTS 2004

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

A Mears
K Wilman

SECRETARY

D Edwards

REGISTERED OFFICE

Royal Pavilion
Wellesley Road
Aldershot
Hampshire
GU11 1PZ

BANKERS

NatWest Bank Plc
45 Park Street
Camberley
Surrey
GU15 3XQ

AUDITORS

Deloitte & Touche LLP
Chartered Accountants
London

CSC FSG LIMITED

DIRECTORS' REPORT

The directors submit their annual report and the audited financial statements for the period from 29 March 2003 to 2 April 2004.

ACTIVITY

The company's principal activity is the supply of computer software services to the financial services industry.

RESULTS AND DIVIDENDS

The retained loss of the company for the period amounted to £3,175,180 (2003 - £217,814). As a result of this, the company's profit and loss account carried forward is £3,125,066 (2003 - £6,300,246). No dividend is proposed (2003 - £nil).

REVIEW OF DEVELOPMENTS AND FUTURE PROSPECTS

An exceptional charge was incurred during the year being the write off of an intercompany trading balance with another CSC company. The exceptional charge amounted to £4,176,083 before tax (see note 3).

The directors continue to review the company's operations in light of market conditions and its performance in the period.

DIRECTORS AND THEIR INTERESTS

The directors throughout the period, except as noted, and subsequently were:

A Mears
I Hickson (resigned 31 March 2003)
K Wilman (appointed 31 March 2003)

None of the directors held any beneficial interest in any of the shares of the company or any other group companies incorporated in Great Britain during the period.

DONATIONS

The company made no charitable donations.

AUDITORS

Deloitte & Touche LLP have expressed their willingness to continue in office as auditors. The company has elected to dispense with the obligation to appoint auditors annually and, accordingly, Deloitte & Touche LLP shall be deemed to be re-appointed as auditors for a further term under the provisions of section 386(2) of the Companies Act 1985.

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



D Edwards

Company Secretary

9 September 2005

STATEMENT OF DIRECTORS' RESPONSIBILITIES

United Kingdom company law requires the directors to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the company as at the end of the financial period 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; and
- 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 to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for the system of internal control, for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

CSC FSG LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CSC FSG LIMITED

We have audited the financial statements of CSC FSG Limited for the period from 29 March 2003 to 2 April 2004 which comprise the profit and loss account, the balance sheet and the related notes 1 to 15. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As described in the statement of directors responsibilities, the company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and auditing standards.

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 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 with the company is not disclosed.

We read the directors' report for the above period and consider the implications for our report if we become aware of any apparent misstatements.

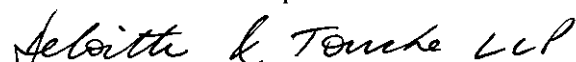
Basis of audit opinion

We conducted our audit in accordance with United Kingdom 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 as at 2 April 2004 and of its loss for the period from 29 March 2003 to 2 April 2004 and have been properly prepared in accordance with the Companies Act 1985.


Deloitte & Touche LLP
Chartered Accountants and Registered Auditors
London

17 September 2005

CSC FSG LIMITED

PROFIT AND LOSS ACCOUNT

Period from 29 March 2003 to 2 April 2004

| | Note | Period from 29 March 2003 to 2 April 2004 £ | Period from 30 March 2002 to 28 March 2003 £ |
|--|------|---|--|
| TURNOVER AND GROSS PROFIT | 1,2 | 1,429,558 | 1,715,065 |
| Administrative expenses (including in the current period £4,176,083 of exceptional costs) | 3 | <u>(6,122,898)</u> | <u>(1,962,668)</u> |
| OPERATING LOSS | 5 | (4,693,340) | (247,603) |
| Interest receivable and similar income | 6 | <u>27,999</u> | <u>983</u> |
| LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION | | (4,665,341) | (246,620) |
| Tax credit on loss on ordinary activities | 7 | <u>1,490,161</u> | <u>28,806</u> |
| LOSS ON ORDINARY ACTIVITIES AFTER TAXATION AND RETAINED LOSS FOR THE FINANCIAL PERIOD | 13 | <u><u>(3,175,180)</u></u> | <u><u>(217,814)</u></u> |

All results are derived from continuing operations.


There were no recognised gains or losses for the current or preceding period other than as shown above, and accordingly no Statement of Total Recognised Gains and Losses has been presented.

CSC FSG LIMITED

BALANCE SHEET 2 April 2004

| | Note | 2 April 2004 £ | 28 March 2003 £ |
|---|------|----------------------|-----------------------|
| FIXED ASSETS | | | |
| Tangible assets | 8 | 28,720 | 204,527 |
| CURRENT ASSETS | | | |
| Debtors | 9 | 22,815,791 | 29,811,226 |
| Cash at bank and in hand | | 840,596 | 632,743 |
| | | <u>23,656,387</u> | <u>30,443,969</u> |
| CREDITORS: amounts falling due within one year | 10 | <u>(20,560,039)</u> | <u>(24,348,248)</u> |
| NET CURRENT ASSETS | | <u>3,096,348</u> | <u>6,095,721</u> |
| TOTAL ASSETS LESS CURRENT LIABILITIES BEING NET ASSETS | | <u>3,125,068</u> | <u>6,300,248</u> |
| CAPITAL AND RESERVES | | | |
| Called up share capital | 12 | 2 | 2 |
| Profit and loss account | 13 | 3,125,066 | 6,300,246 |
| EQUITY SHAREHOLDERS' FUNDS | 13 | <u>3,125,068</u> | <u>6,300,248</u> |

These financial statements were approved by the Board of Directors
and signed on behalf of the Board on 9 September 2005.



A Mears
Director

NOTES TO THE ACCOUNTS

Period from 29 March 2003 to 2 April 2004

1. ACCOUNTING POLICIES

Basis of preparation

The financial statements are prepared under the historical cost convention, in accordance with applicable United Kingdom law and accounting standards. These have been applied consistently in both periods.

Turnover

Turnover represents the following:

| | |
|-----------------------------|--|
| Software and other services | Amounts invoiced by the company in respect of goods sold and services provided during the period |
| Licence fees | Total licence fee revenue is taken into turnover when a binding agreement exists |
| Support revenue | Support revenue is taken into turnover over the period of the contract |

Tangible fixed assets

Tangible fixed assets are stated at cost, net of depreciation and provisions for impairment.

All tangible fixed assets are depreciated on a straight-line basis over the following periods:

| | |
|--------------------------------|-------------------------------------|
| Computer hardware and software | Three to five years or useful life |
| Furniture and fittings | Five to ten years |
| Leasehold improvements | Shorter of lease term and ten years |

Where specialist computer equipment or software is purchased for use in a contract of more than three years duration, it is depreciated over the estimated life of that contract.

Foreign currency

Foreign currency transactions are translated at the average rates ruling at the dates of the transactions except where the transactions are covered by a forward contract in which case the transactions are translated at the rates ruling under that contract. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the exchange rates ruling at that date. Any exchange differences are taken to the profit and loss account.

Current taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred taxation

Deferred taxation is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

CSC FSG LIMITED

NOTES TO THE ACCOUNTS

Period from 29 March 2003 to 2 April 2004

1. ACCOUNTING POLICIES (continued)

Cash flow statement

As a wholly owned subsidiary of Computer Sciences Corporation, whose group financial statements contain a cash flow statement, the company takes advantage of the exemption from the requirement to produce a cash flow statement.

2. SEGMENTAL INFORMATION

Turnover represents the value of work done for external customers, exclusive of value added tax and is attributable to the company's continuing activity.

In the opinion of the directors, the company's activities, as described in the Directors' report, can be regarded as a single business segment.

In addition, the company operates in the European Union which in the opinion of the directors can be regarded as a single geographical market.

3. EXCEPTIONAL ITEM

An exceptional charge was incurred during the year being the write off of an intercompany trading balance with another CSC company. The exceptional charge amounted to £4,176,083 before tax.

4. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

The directors were not paid any remuneration from the company during the period from 29 March 2003 to 2 April 2004. All of the directors were paid by CSC Computer Sciences Limited for services to that group during the period, with remuneration being disclosed in the accounts of that group. It is not considered practicable to allocate the remuneration across the group companies.

There were no employees during the current or preceding period.

5. OPERATING LOSS

| | Period from 29 March 2003 to 2 April 2004 £ | Period from 30 March 2002 to 28 March 2003 £ |
|--|---|--|
| This is stated after charging/(crediting): | | |
| Exceptional item (note 3) | 4,176,083 | - |
| Foreign exchange gain | (249,957) | (1,210,771) |
| Loss on sale of fixed assets | - | 19,042 |
| Depreciation of tangible fixed assets: | | |
| Owned assets | 175,807 | 375,051 |

Auditors' remuneration was borne by another group company in the current and preceding periods.

CSC FSG LIMITED

NOTES TO THE ACCOUNTS

Period from 29 March 2003 to 2 April 2004

6. INTEREST RECEIVABLE AND SIMILAR INCOME

| | Period from 29 March 2003 to 2 April 2004 £ | Period from 30 March 2002 to 28 March 2003 £ |
|---------------------------|---|--|
| Bank interest receivable | - | 983 |
| Other interest receivable | 27,999 | - |
| | <u>27,999</u> | <u>983</u> |

7. TAXATION CREDIT ON LOSS ON ORDINARY ACTIVITIES

| | Period from 29 March 2003 to 2 April 2004 £ | Period from 30 March 2002 to 28 March 2003 £ |
|--|---|--|
| <i>Current tax</i> | | |
| UK corporation tax at 30% | (1,431,649) | (126,297) |
| Adjustments in respect of prior periods | (63,012) | - |
| Total current tax credit | <u>(1,494,661)</u> | <u>(126,297)</u> |
| <i>Deferred tax</i> | | |
| Origination and reversal of timing differences | 58,783 | 97,491 |
| Adjustment in respect of prior years | (54,283) | - |
| Total deferred tax charge | <u>4,500</u> | <u>97,491</u> |
| Tax credit on loss on ordinary activities | <u>(1,490,161)</u> | <u>(28,806)</u> |

NOTES TO THE ACCOUNTS

Period from 29 March 2003 to 2 April 2004

7. TAXATION CREDIT ON LOSS ON ORDINARY ACTIVITIES (continued)

Reconciliation to total current tax credit:

| | Period from 29 March 2003 to 2 April 2004 £ | Period from 30 March 2002 to 28 March 2003 £ |
|---|---|--|
| Loss on ordinary activities before taxation | (4,665,341) | (246,620) |
| Loss before tax at 30% | (1,399,602) | (73,986) |
| Permanent differences | 21,176 | 45,180 |
| Accelerated capital allowances | (58,784) | (37,993) |
| Short-term timing differences | 5,561 | (59,498) |
| Adjustments in respect of prior periods | (63,012) | - |
| Total current tax credit | <u>(1,494,661)</u> | <u>(126,297)</u> |

8. TANGIBLE FIXED ASSETS

| | Computer hardware and software £ | Fixtures and fittings £ | Leasehold improvements £ | Total £ |
|-----------------------------------|--|----------------------------------|--------------------------------|------------------|
| Cost | | | | |
| At 29 March 2003 and 2 April 2004 | <u>1,130,253</u> | <u>451,609</u> | <u>612,070</u> | <u>2,193,932</u> |
| Depreciation | | | | |
| At 29 March 2003 | 1,033,310 | 402,508 | 553,587 | 1,989,405 |
| Charge for the period | <u>91,088</u> | <u>33,834</u> | <u>50,885</u> | <u>175,807</u> |
| At 2 April 2004 | <u>1,124,398</u> | <u>436,342</u> | <u>604,472</u> | <u>2,165,212</u> |
| Net book value | | | | |
| At 2 April 2004 | <u>5,855</u> | <u>15,267</u> | <u>7,598</u> | <u>28,720</u> |
| At 28 March 2003 | <u>96,943</u> | <u>49,101</u> | <u>58,483</u> | <u>204,527</u> |

CSC FSG LIMITED

NOTES TO THE ACCOUNTS

Period from 29 March 2003 to 2 April 2004

9. DEBTORS

| | 2 April 2004 £ | 28 March 2003 £ |
|------------------------------------|----------------------|-----------------------|
| Trade debtors | 221,935 | 352,883 |
| Amounts owed by group undertakings | 21,331,437 | 28,029,993 |
| Deferred taxation asset (note 11) | 286,969 | 291,469 |
| Group relief receivable | 973,344 | 1,133,846 |
| Prepayments and accrued income | 2,106 | 3,035 |
| | <u>22,815,791</u> | <u>29,811,226</u> |

10. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

| | 2 April 2004 £ | 28 March 2003 £ |
|--|----------------------|-----------------------|
| Amounts owed to parent and fellow subsidiary undertakings | 20,434,097 | 23,843,647 |
| Other creditors including other taxation and social security | 33,054 | 52,408 |
| Accruals and deferred income | 92,888 | 452,193 |
| | <u>20,560,039</u> | <u>24,348,248</u> |

11. DEFERRED TAX ASSET

The deferred taxation assets are:

| | Provided 2 April 2004 £ | Provided 28 March 2003 £ | Not Provided 2 April 2004 £ | Not Provided 28 March 2003 £ |
|--|----------------------------------|-----------------------------------|---|--|
| Depreciation in excess of capital allowances | 286,969 | 291,469 | - | - |
| | <u>286,969</u> | <u>291,469</u> | <u>-</u> | <u>-</u> |

The deferred tax asset has been recognised within debtors see note 9.

CSC FSG LIMITED

NOTES TO THE ACCOUNTS

Period from 29 March 2003 to 2 April 2004

11. DEFERRED TAX ASSET (continued)

Movement in the period:

| | £ |
|--|----------------|
| Balance as at 28 March 2003 | 291,469 |
| Amount charged to profit and loss account (see note 7) | (4,500) |
| At 2 April 2004 | <u>286,969</u> |

12. CALLED UP SHARE CAPITAL

| | 2 April 2004 £ | 28 March 2003 £ |
|--|----------------------|-----------------------|
| Authorised: | | |
| 100 ordinary shares of £1 each | <u>100</u> | <u>100</u> |
| Called up, allotted and fully paid: | | |
| 2 ordinary shares of £1 each | <u>2</u> | <u>2</u> |

13. RECONCILIATION OF MOVEMENT IN EQUITY SHAREHOLDERS' FUNDS AND STATEMENT OF MOVEMENTS ON RESERVES

| | Share capital £ | Profit and loss account £ | Total equity shareholders' funds £ |
|------------------------------------|-----------------------|------------------------------------|---|
| Opening equity shareholders' funds | 2 | 6,300,246 | 6,300,248 |
| Loss for the period | <u>-</u> | <u>(3,175,180)</u> | <u>(3,175,180)</u> |
| Closing equity shareholders' funds | <u>2</u> | <u>3,125,066</u> | <u>3,125,068</u> |

14. RELATED PARTY TRANSACTIONS

The company is taking advantage of the exemption granted by paragraph 3(c) of Financial Reporting Standard No.8 "Related Party Disclosures" not to disclose transactions with group companies which are related parties on the basis that it is a wholly owned subsidiary of Computer Sciences Corporation, which prepares publicly available consolidated financial statements.

NOTES TO THE ACCOUNTS

Period from 29 March 2003 to 2 April 2004

15. ULTIMATE PARENT COMPANY

The ultimate and immediate parent company and controlling entity is Computer Sciences Corporation, a company incorporated in the United States of America. Computer Sciences Corporation is the parent company of both the smallest and largest groups which include the company and prepare consolidated accounts. Copies of the group financial statements of Computer Sciences Corporation are available from 2100 East Grand Avenue, El Segundo, California 90245, USA.